



28 August 2020

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flexigroup successfully completes underwritten institutional component of accelerated non-renounceable entitlement offer

FlexiGroup Limited ACN 122 574 583 (ASX: FXL) (**FXL** or **flexigroup**) is pleased to announce the successful completion of the institutional component (**Institutional Entitlement Offer**) of its 1 for 3.20 pro rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) of new fully paid ordinary shares in FXL (**New Shares**).

The Institutional Entitlement Offer was fully underwritten by Citigroup Global Markets Australia Pty Limited (**Citi**). The retail component of the Entitlement Offer (**Retail Entitlement Offer**) will be partially underwritten by Citi (as to 50% of the New Shares to be issued under the Retail Entitlement Offer).

The Institutional Entitlement Offer closed on Thursday 27 August 2020 and had strong support, with a take-up rate from FXL's existing eligible institutional shareholders of approximately 99%.

The Institutional Entitlement Offer raised gross proceeds of approximately \$79 million at an offer price of \$1.14 per New Share. No shareholder approval is required in connection with the issue of New Shares under the Institutional Entitlement Offer.

The underwritten portion of the Entitlement Offer is designed to provide funding certainty for the estimated \$115 million of capital requirement to support **flexigroup's** growth outlook, whilst minimising shareholder dilution.

New Shares subscribed for under the Institutional Entitlement Offer are expected to be settled on Wednesday 2 September 2020 and commence trading on the ASX on Thursday 3 September 2020. New Shares will rank equally with existing fully paid ordinary shares in FXL.

FXL expects to recommence trading on ASX on an ex-entitlements basis from market open today.

Rebecca James, CEO **flexigroup** said:

*"We're appreciative of the overwhelming support that we have received for this equity raise, from both our existing institutional shareholders, and the new institutions that we welcome to our register following the shortfall bookbuild. This is an exciting time to be a shareholder, as we continue to execute on our strategy, and grow the business profitably under the **hummm** brand."*

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Retail Entitlement Offer

The Retail Entitlement Offer is expected to open on Wednesday 2 September 2020 and close at 5.00pm (Sydney, Australia time) on Tuesday 15 September 2020. The despatch of the retail entitlement offer booklet for the Retail Entitlement Offer (**Booklet**) (with personalised entitlement and acceptance forms for eligible retail shareholders) is scheduled to occur on Wednesday 2 September 2020.

Eligible retail shareholders will be able to subscribe for 1 New Share for every 3.20 existing ordinary shares held in FXL as at 7.00pm (AEST) on the record date of Friday 28 August 2020, at the offer price of \$1.14 per New Share, being the same as the price paid per New Share by investors in the Institutional Entitlement Offer.

The terms and conditions under which eligible retail shareholders may apply for New Shares under the Retail Entitlement Offer are outlined in the Booklet. Copies of the Booklet will be available on the ASX website and the **flexigroup** website at <https://investors.flexigroup.com.au/investor-centre> from 2 September 2020.

Shareholder enquiries

For further information in regard to the Retail Entitlement Offer, please do not hesitate to contact the Offer Information Line on 1800 881 432 (local call cost within Australia) or +61 1800 881 432 (from outside Australia) at any time between 8.30am and 5.00pm (AEST), Monday to Friday.

This announcement has been authorised for release to the ASX by the **flexigroup** Disclosure Committee.

-ENDS-

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ABOUT FLEXIGROUP (ASX: FXL)

flexigroup is a diversified full service payments company with leading offerings in Buy Now Pay Later, revolving credit and SME finance. Serving a broad footprint of millennial spenders, through to young families and small and medium businesses, it facilitates purchases for over 2.2 million customers. For more information visit: flexigroup.com.au

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This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The New Shares to be offered and sold in the Institutional Offer and the Retail Entitlement Offer have not been, and will not be, registered under the United States Securities Act of 1933 (the "U.S. Securities Act"), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold to persons in the United States, unless they have been registered under the U.S. Securities Act, or are offered and sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

This presentation contains certain "forward-looking statements" including statements regarding FXL's intent, belief or current expectations with respect to FXL's business and operations, market conditions, results of operations, financial condition, and risk management practices. The words "likely", "expect", "aim", "should", "could", "may", "anticipate", "predict", "believe", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements in this announcement include statements regarding the completion and timing of the Institutional Offer and the Retail Entitlement Offer. Forward-looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance.

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The Lead Manager, together with its related bodies corporate, shareholders and affiliates, and each of their respective officers, directors, employees, affiliates, agents and advisers (each a Limited Party) have not

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Neither the Lead Manager nor any other Limited Party makes any recommendation as to whether any potential investor should participate in the Entitlement Offer. Further, neither the Lead Manager nor any other Limited Party accepts any fiduciary obligations to or relationship with any investor or potential investor in connection with the Entitlement Offer or otherwise, and by accessing this announcement each recipient expressly disclaims any such fiduciary relationship and agrees that it is responsible for making its own independent judgements with respect to the Entitlement Offer and any other transaction or other matter arising in connection with this announcement.

The Lead Manager and other Limited Parties may have interests in the securities of flexigroup. Further, they may act as market maker or buy or sell those securities or associated derivatives as principal or agent. Such persons may receive fees or other benefits for engaging in these activities.

Determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of flexigroup and/or the Lead Manager. To the maximum extent permitted by law, flexigroup, the Lead Manager and the Limited Parties each disclaim any duty or liability (including for negligence) in respect of the exercise of that discretion or otherwise. The Lead Manager may rely on information provided by or on behalf of institutional investors in connection with managing, conducting or underwriting the Entitlement Offer without having independently verified that information and the Lead Manager does not assume responsibility for the accuracy or completeness of the information.

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