



## Announcement Summary

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**Entity name**

ELECTRO OPTIC SYSTEMS HOLDINGS LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Wednesday April 15, 2020

**The Proposed issue is:**

- An offer of securities under a securities purchase plan
- A placement or other type of issue

**Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan**

<b>ASX +Security Code</b>	<b>+Security Description</b>	<b>Maximum Number of +securities to be issued</b>
EOS	ORDINARY FULLY PAID	2,105,263

**+Record date**

Tuesday April 14, 2020

**Offer closing date**

Friday May 8, 2020

**+Issue date**

Thursday May 14, 2020

**Total number of +securities proposed to be issued for a placement or other type of issue**

<b>ASX +Security Code</b>	<b>+Security Description</b>	<b>Maximum Number of +securities to be issued</b>
EOS	ORDINARY FULLY PAID	84,808,659

**Proposed +issue date**

Tuesday April 21, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

ELECTRO OPTIC SYSTEMS HOLDINGS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

**1.2 Registered Number Type**

ACN

**Registration Number**

092708364

**1.3 ASX issuer code**

EOS

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

Wednesday April 15, 2020

**1.6 The Proposed issue is:**

An offer of +securities under a +securities purchase plan

A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

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Part 4A - Conditions

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**4A.1 - Are any of the following approvals required for the offer of +securities under the +securities purchase plan issue to be unconditional?**

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

No

Part 4B - Offer details

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**Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued**

**ASX +Security Code and Description**

EOS : ORDINARY FULLY PAID

**Will the proposed issue of this +security include an offer of attaching +securities?**

Yes

Details of +securities proposed to be issued

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**ASX +Security Code and Description**

EOS : ORDINARY FULLY PAID

**Maximum Number of +securities proposed to be issued**

2,105,263

**Minimum Number of +securities proposed to be offered to each individual +security holder**

526

**Maximum Number of +securities proposed to be offered to each individual +security holder**

6,315



<b>Minimum subscription \$ amount proposed to be offered to each individual security holder</b>	<b>Maximum subscription \$ amount proposed to be offered to each individual security holder</b>
AUD 2,500	AUD 30,000

**Purpose of the issue**

SPP to existing shareholders at \$4.75

**Offer price details for retail security holders**

<b>Issue Currency</b>	<b>Offer Price per +security</b>	<b>Estimated or Actual?</b>
AUD - Australian Dollar	AUD	<input checked="" type="checkbox"/> Estimated

**If the Offer Price is not yet known, please provide details about how the Offer Price per +security will be determined?**

The lower of (i) \$4.75 per fully paid ordinary share and (ii) the price(rounded down to the nearest cent) which is equal to the VWAP of Shares traded on ASX over the five trading days up to and including, the date that the SPP closes.

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

**Oversubscription & Scale back details**

**May a scale back be applied to this event?**

Yes

**Provide the scale back details**

The Board reserves the right in its absolute discretion to accept applications from eligible shareholders in excess of \$10 million or to scale back applications (on a pro rata basis in accordance with the ASX Class waiver dated 31 March 2020 (Class Waiver)) if necessary.

Attaching +Security

**Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?**

Part 4C - Timetable

**4C.1 Date of announcement of +security purchase plan**

Wednesday April 15, 2020

**4C.2 +Record date**

Tuesday April 14, 2020



**4C.3 Date on which offer documents will be made available to investors**

Wednesday April 22, 2020

**4C.4 Offer open date**

Wednesday April 22, 2020

**4C.5 Offer closing date**

Friday May 8, 2020

**4C.6 Announcement of results**

Tuesday May 12, 2020

**4C.7 +Issue date**

Thursday May 14, 2020

Part 4D - Listing Rule requirements

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**4D.1 Does the offer under the +securities purchase plan meet the requirements of listing rule 7.2 exception 5 that:**

- the number of +securities to be issued is not greater than 30% of the number of fully paid +ordinary securities already on issue; and
- the issue price of the +securities is at least 80% of the +volume weighted average market price for +securities in that +class, calculated over the last 5 days on which sales in the +securities were recorded, either before the day on which the issue was announced or before the day on which the issue was made?

Yes

Part 4E - Fees and expenses

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**4E.1 Will there be a lead manager or broker to the proposed offer?**

No

**4E.2 Is the proposed offer to be underwritten?**

No

**4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

No

**4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Share registry fees



Part 4F - Further Information

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**4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

No

**4F.2 Countries in which the entity has security holders who will not be eligible to accept the proposed offer**

All countries other than Australia and New Zealand

**4F.3 URL on the entity's website where investors can download information about the proposed offer**

[www.eos-aus.com](http://www.eos-aus.com)

**4F.4 Any other information the entity wishes to provide about the proposed offer**

No



Part 7 - Details of proposed placement or other issue

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Part 7A - Conditions

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**7A.1 - Are any of the following approvals required for the placement or other type of issue?**

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

No

Part 7B - Issue details

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**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

Yes

Details of +securities proposed to be issued

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**ASX +Security Code and Description**

EOS : ORDINARY FULLY PAID

**Maximum Number of +securities proposed to be issued**

28,269,553

**Purpose of the issue**

Institutional placement

**Offer price details for retail security holders**

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 4.75000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes



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**Oversubscription & Scale back details**

**May a scale back be applied to this event?**

No

Attaching +Security

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**Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?**

Existing class

Attaching +Security - Existing class (additional +securities in a class that is already quoted or recorded by ASX)

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**Details of attaching +securities proposed to be issued**

**ASX +Security Code and Description**

EOS : ORDINARY FULLY PAID

**Maximum Number of +securities proposed to be issued**

28,269,553

**Offer price details for retail security holders**

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 4.75000

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**Oversubscription & Scale back details**

**May a scale back be applied to this event?**

No

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

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**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No





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Details of +securities proposed to be issued

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**ASX +Security Code and Description**

EOS : ORDINARY FULLY PAID

**Maximum Number of +securities proposed to be issued**

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**Purpose of the issue**

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**What is the issue price per +security?**

AUD 4.75000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

**Oversubscription & Scale back details**

**May a scale back be applied to this event?**

No

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Part 7C - Timetable

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**7C.1 Proposed +issue date**

Tuesday April 21, 2020

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Part 7D - Listing Rule requirements

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**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes



**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

All securities issued under the placement will be issued in reliance on EOS' available placement capacity under ASX Listing Rule 7.1 as expanded by the Class Waiver.

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No

**7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?**

No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

Part 7E - Fees and expenses

**7E.1 Will there be a lead manager or broker to the proposed issue?**

Yes

**7E.1a Who is the lead manager/broker?**

The lead manager to the placement is Citigroup Global Markets Australia Pty Limited ACN 003 114 832 (Citigroup)

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

In respect of the placement, Citigroup will be paid a management fee of 0.95% (solely for lead managing the placement) of the proceeds received by the Company under the placement.  
Citigroup will also be reimbursed for certain expenses

**7E.2 Is the proposed issue to be underwritten?**

Yes

**7E.2a Who are the underwriter(s)?**

Citigroup

**7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?**

The placement is fully underwritten

**7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?**

Citigroup will be paid an underwriting fees of 3.8% of the proceeds received by the Company under the placement, paid solely as consideration for underwriting any Shares offered to, but not taken up by, institutional investors under the placement. Citigroup will also be reimbursed for certain expenses.

**7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.**

Please refer to slide 26 of the investor presentation released to ASX on Wednesday 15 April 2020.

**7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?**

No



**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Please refer to slide 12 of the investor presentation released to ASX on Wednesday 15 April 2020. Fees and costs incurred by EOS in connection with the placement include share registry fees, settlement fees and legal fees.

Part 7F - Further Information

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**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

\$11 million raised under the placement will fund the completion of the previously announced Audacy acquisition. The balance of the net proceeds will be used for working capital to fund growth opportunities and for additional liquidity, as detailed in slide 12 of the investor presentation released to ASX on Wednesday, 15 April 2020 and the Company announcement on the same day.