



## Announcement Summary

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**Entity name**

E&amp;P FINANCIAL GROUP LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

24/9/2024

**The Proposed issue is:**

A placement or other type of issue

**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>
New class-code to be confirmed	Unlisted Unsecured Convertible Notes	125,000
New class-code to be confirmed	Attaching options exercisable at \$0.52 expiring 31 October 2029	12,019,277

**Proposed +issue date**

1/11/2024

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**

E&P FINANCIAL GROUP 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.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ACN

**Registration Number**

609913457

**1.3 ASX issuer code**

EP1

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

24/9/2024

**1.6 The Proposed issue is:**

A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

Yes

## 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	24/10/2024	Estimated	

**Comments**

The issuance of 125,000 Convertible Notes and 12,019,277 attaching Options is conditional on Shareholder approval of the Delisting and Buy-back resolutions at the Extraordinary General Meeting (EGM) scheduled for 24 October 2024.

Further, from the above mentioned totals, the issue of 4,600 Convertible Notes and 442,309 attaching Options to Directors is also subject to shareholder approval at the EGM for the purposes of ASX Listing Rule 10.11.

## Part 7B - Issue details

**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)?**

New class

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

Yes

## Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

Yes

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Unlisted Unsecured Convertible Notes

**+Security type**

+Convertible debt securities

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

125,000

**Offer price details****Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

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

AUD - Australian Dollar

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

AUD 100.00000

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

**+Convertible debt securities details****These securities are:**

Converting

**Type of security**

Convertible note or bond

**+Security currency**

AUD - Australian Dollar

**Face value**

AUD 100.0000

**Interest rate type**

Fixed rate

**Frequency of coupon/interest payments per year**

Annual

**First interest payment date**

1/5/2025

**Interest rate per annum**

8.00000 %

**Is the interest rate per annum estimated at this time?**

No

**s128F of the Income Tax Assessment Act status applicable to the +security**

Not applicable

**Is the +security perpetual (ie. no maturity date)?**

No

**Maturity date**

1/5/2025

**Select other features applicable to the +security**

Redeemable

**Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?**

No

**Details of the type of +security that will be issued if the securities are converted, transformed or exchanged**

EP1 : ORDINARY FULLY PAID

**Number of +securities that will be issued if the +securities are converted, transformed or exchanged (including, if applicable, any interest)**

24,986,878 Ordinary Fully Paid Shares.

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Material terms of the Convertible Notes can be found in the Company's announcement regarding the Placement and in the Notice of Meeting and Explanatory Statement for the Extraordinary General Meeting lodged on ASX on 24 September 2024.

## 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)?**

New class

## Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued****ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

Yes

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Attaching options exercisable at \$0.52 expiring 31 October 2029

**+Security type**

Options

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

12,019,277

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

The Options are free attaching options issued on the basis of one option for every two conversion shares (excluding those issued in satisfaction of accrued interest).

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes



## Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.5200

**Expiry date**

31/10/2029

**Details of the type of +security that will be issued if the option is exercised**

EP1 : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

12,019,277 Ordinary Fully Paid Shares.

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Material terms of the Options can be found in the Company's announcement regarding the Placement and in the Notice of Meeting and Explanatory Statement for the Extraordinary General Meeting lodged on ASX on 24 September 2024.

## Part 7C - Timetable

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

1/11/2024

## Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire 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?**

120,400 Convertible Notes and 11,576,968 attaching Options, which combined could be converted / exercised into 35,644,329 Ordinary Fully Paid Shares.

**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 participating in the proposed issue?**

Yes

**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

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

No

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

No

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

Not Applicable.

Part 7F - Further Information

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**7F.01 The purpose(s) for which the entity is issuing the securities**

Capital raising to fund (in whole or part) an off-market buyback, subject to Shareholder approval.

**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**

E&P Financial Group Ltd (E&P) will seek Shareholder approval at an Extraordinary General Meeting (EGM) to delist from ASX, to conduct an equal-access off-market buyback, and to issue Convertible Notes and attaching Options to Directors as referred to in this Appendix 3B.

Additional information can be found in the Notice of Meeting and Explanatory Statement for the EGM lodged on ASX and the Company's website [www.eandp.com.au/investor-centre/](http://www.eandp.com.au/investor-centre/).