



Clime Capital Limited

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SUCCESSFUL COMPLETION OF A\$3.1 MILLION INSTITUTIONAL PLACEMENT

Tuesday, 16 February 2021

Clime Capital Limited ABN 99 106 282 777 (**CAM** or **Company**) (ASX: CAM) is pleased to announce the successful completion of an A\$3.1 million institutional placement (**Placement**) of new fully paid ordinary shares (**Shares**) to eligible institutional investors at an issue price of \$A0.87 per Share. Proceeds raised from the Placement will be used to invest in securities listed on the ASX and selective unlisted entities or funds, in accordance with CAM's previously disclosed investment strategy.

The Placement was conducted utilising the Company's available placement capacity pursuant to ASX Listing Rule 7.1. Accordingly, no shareholder approval is required for the issue of the Shares under the Placement.

The price payable per Share in the Placement of A\$0.87 represents a 2.2% discount to the last closing price of CAM Shares on ASX on Thursday, 11 February 2021, being A\$0.89.

The Company expects its trading halt to be lifted and its Shares to resume trading from market open today.

Settlement of the Placement is scheduled to take place on Friday, 26 February 2021, with the issue and quotation of the Shares issued in respect of the Placement to occur on the ASX on Monday, 1 March 2021.

The Placement was **not** underwritten. However, the Placement is being lead managed and arranged by Sanlam Private Wealth Pty Ltd ACN 136 960 775 (**Sanlam**).

Share Purchase Plan

Following completion of the Placement, CAM will conduct a partially underwritten offer of new Shares under a share purchase plan (**SPP**) to raise up to A\$15 million to existing shareholders of the Company with a registered address in Australia or New Zealand as at 7.00pm (Sydney, Australia time) on Monday, 15 February 2021, and who are not in the United States or acting for the account or benefit of a person in the United States (**Eligible Shareholder**). Applications under the SPP that exceed A\$15 million may be scaled back at CAM's absolute discretion. CAM also reserves the right to increase the size of the SPP should there be strong demand from Eligible Shareholders.

The SPP will provide each Eligible Shareholder with the opportunity to apply for up to A\$30,000 of new Shares at the price payable per new Share in the Placement, being \$A0.87. Funds raised under the SPP will be used to [invest in securities listed on the ASX and selective unlisted securities or funds, in accordance with CAM's previously disclosed investment strategy.

As noted above, the SPP is being partially underwritten by Sanlam up to an amount which is the greater of A\$2.5 million or the gross amount raised under the Placement (**Underwritten Amount**). A summary of the key terms of underwriting agreement entered into between the Company and Sanlam (**Underwriting Agreement**) is set out below.

As the Company does not hold an Australian financial services licence (AFSL) under the Corporations Act, offers of Shares under the SPP will be made under an arrangement between the Company and Sanlam Private Wealth Pty Ltd (**Authorised Intermediary**) to act as the Company's authorised intermediary for the SPP under section 911A(2)(b) of the *Corporations Act 2001* (Cth). The Company will only authorise the Authorised Intermediary to make offers to people to arrange for the issue Shares under the SPP and the Company will only issue Shares in accordance with such offers if they are

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accepted. No fees are payable by the Company with respect to the arrangement with the Authorised Intermediary.

The SPP offer booklet (**SPP Offer Booklet**) containing further details of the SPP will be released separately and will be mailed to all Eligible Shareholders on or about Friday, 19 February 2021.

For further information regarding the SPP, you should contact Biju Vikraman on 1300 766 568 between 8.30am and 5.30pm (Sydney, Australia time) from the date the SPP opens, being Friday, 19 February 2021.

Each new Share issued under the Placement and SPP will rank equally with existing CAM Shares on issue with effect from their date of issue. CAM will seek quotation of the new Shares issued under the Placement and the SPP on ASX.

Summary of key terms of the Underwriting Agreement

As noted above, Sanlam is acting as sole lead manager and underwriter of the SPP and has agreed to underwrite the SPP up to the Underwritten Amount. An underwriting fee of 2% of the Underwritten Amount, plus GST is payable to Sanlam by the Company.

The Underwriting Agreement entered into between the Company and Sanlam contains representations and warranties and indemnities in favour of Sanlam. Sanlam may also, in certain circumstances, terminate its obligations under the Underwriting Agreement if any of the following events occur prior to the settlement date for the SPP (**Settlement Date**) by giving written notice to the Company:

- if the S&P/ASX 300 Index falls to a level which is 10% or more below the level of that index on the close of trading on the business day before the date of the Underwriting Agreement and closes at or below that level on:
 - at least 2 consecutive business days during any time after the date of the Underwriting Agreement and on or before the business day immediately prior to the Settlement Date; or
 - at the close of trading on the business day immediately prior to the Settlement Date;
- the Company is removed from the official list or its Shares are delisted or suspended from quotation on ASX for any reason (other than as a result of the trading halt which occurs in connection with the Placement).
- any documentation released to ASX in connection with the Placement and the SPP (**Relevant Documentation**) is misleading or deceptive in a material respect or omits to state a material fact necessary in order to make the statements therein true and accurate;
- the Relevant Documentation does not contain all information required to comply in all material respects with the Corporations Act and ASX Listing Rules or any amendment or update which is required to be made to such documentation under the Corporations Act is materially adverse from the point of view of an investor.
- there is an application to a governmental authority (including, without limitation, any court and the Takeovers Panel but excluding ASIC) for an order, declaration or other remedy, or a governmental authority commences any investigation or hearing or announces its intention to do so, in each case in connection with the Placement or SPP or any agreement entered into in respect of the Placement or SPP which, in Sanlam's reasonable opinion, has reasonable prospects of success and is likely to have a material adverse effect on the Company's ability to undertake the Placement or SPP; or
- proceedings are commenced or there is a public announcement of an intention to commence proceedings before a court or tribunal of competent jurisdiction in Australia seeking an injunction or other order in relation to the Placement or SPP, which in Sanlam's reasonable opinion, has

reasonable prospects of success and is likely to have a material adverse effect on the Company's ability to undertake the Placement or SPP.

- ASIC (i) holds, or gives notice of intention to hold, a hearing or investigation in relation to; or (ii) prosecutes or gives notice of an intention to prosecute; or (iii) commences proceedings against, or gives notice of an intention to commence proceedings against, the Company or any of its directors, officers, employees or agents in relation to the Placement or SPP.
- ASX does not, or states that it will not, grant official quotation of the Shares to be issued under the Placement or the SPP on the unconditional basis (or on a conditional basis provided such condition would not, in the opinion of Sanlam, have a material adverse effect on the settlement of the Placement);
- a director of the Company is charged with an indictable offence or any director of the Company is disqualified from managing a corporation under the Corporations Act;
- the timetable for the Placement or the SPP is delayed for more than 2 business days without the prior written consent of Sanlam (other than any delay which is solely attributable to Sanlam);
- the Company withdraws the Placement or SPP;
- an insolvency event occurs in relation to the Company or any of its material subsidiaries;
- *there is an event or occurrence of any governmental agency which makes it illegal for Sanlam to satisfy its obligations under the Underwriting Agreement, or to market, promote or settle the Placement or SPP;
- *the Company defaults in the performance of its obligations under the Underwriting Agreement;
- *a warranty or representation given by the Company in the Underwriting Agreement is or becomes, untrue or incorrect;
- *there is a material adverse change in the assets, liabilities, financial position, results, operations, performance, prospects of the Company;
- *there is introduced, or there is a public announcement of a proposal to introduce, a new law or regulation or government policy in Australia (including a policy of the Reserve Bank of Australia), or in New Zealand (including a policy of the Reserve Bank of New Zealand) (other than a law or policy which has been publicly announced before the date of the Underwriting Agreement) any of which does or is likely to prohibit or regulate or otherwise adversely affect the Placement or SPP;
- *either of the following occurs; (i) a general moratorium on commercial banking activities in Australia, New Zealand, the United States of America or the United Kingdom is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries; or (ii) trading in all securities quoted or listed on ASX, the New Zealand Stock Exchange, the London Stock Exchange or the New York Stock Exchange is suspended or limited in a material respect for one day on which that exchange is open for trading (trading day) or substantially all of one trading day; or
- *hostilities not existing at the date of Underwriting Agreement commence or a major escalation in existing hostilities occurs involving one or more of Australia, New Zealand, the United Kingdom, the United States of America or Japan, or a significant terrorist act is perpetrated in any of those countries, provided that such event has a material adverse effect on the Placement, SPP or the Company.

No event listed with an (*) above entitles Sanlam to exercise its termination rights unless in the reasonably opinion of Sanlam (i) the relevant event (will, or is likely to) have a material adverse effect on Sanlam's ability to market, promote or settle the Placement or the SPP or the success or settlement of the Placement or SPP or (ii) the relevant event is likely to lead to a reasonable probability of a contravention by Sanlam, or Sanlam being involved in a contravention of, the Corporations Act or any other applicable law or a liability for Sanlam under the Corporations Act or any other applicable law.

If Sanlam terminates its obligations under the Underwriting Agreement, Sanlam will not be obliged to perform any of its obligations that remain to be performed. Termination of the Underwriting Agreement could have an adverse impact on the amount of proceeds raised under the SPP.

Timetable

Event	Date
Record Date for Eligible Shareholders to subscribe for new Shares via the SPP	7.00pm (Sydney, Australia time), Monday, 15 February 2021
SPP Offer Booklet despatched to Eligible Shareholders	Friday, 19 February 2021
SPP opens	9.00am (Sydney, Australia time), Friday, 19 February 2021
Settlement of Placement	Friday, 26 February 2021
Issue of new Shares under the Placement	Monday, 1 March 2021
Expected date for quotation of new Shares issued under the Placement on ASX	Monday, 1 March 2021
SPP closes	5.00pm (Sydney, Australia time), Thursday, 11 March 2021
Settlement of SPP	Monday, 15 March 2021
Issue of new Shares under SPP	Wednesday, 17 March 2021
Expected date for quotation of new Shares issued under the SPP on ASX	Thursday, 18 March 2021
Dispatch of holding statements / confirmation advice	Friday, 19 March 2021

***CAM retains the discretion to alter any or all of these key dates**

These dates are indicative only and are subject to change. CAM reserves the right, subject to the Corporations Act 2001 (Cth) and the ASX Listing Rules, to amend this indicative timetable. In particular, CAM reserves the right to extend the closing date for the SPP, accept late applications under the SPP (either generally or in particular cases) and to withdraw or vary the SPP without prior notice. Any extension of the closing date for the SPP will have a consequential effect on the date for the issue of new Shares under the SPP.

This announcement has been authorised for release to ASX by the Board.

Disclaimer

The information in this announcement does not constitute investment or financial product advice or any recommendation to acquire Shares. It does not take into account any individual's investment objectives, financial situation or particular needs. Before making an investment decision, prospective investors should consider the appropriateness of the information from their individual perspective and, if in doubt, seek professional financial, legal or taxation advice. This announcement is not an offer or an invitation to acquire Shares or any other financial products and is not a prospectus, product disclosure statement or other offering document under Australian law or any other law. It is for information purposes only.

Not for release or distribution in the United States

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the U.S. Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration of the U.S. Securities Act and applicable U.S. state securities laws.

Forward-looking statements

This announcement contains certain "forward-looking statements" including statements regarding CAM's intent, belief or current expectations with respect to CAM'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 outcome and effects of the Placement and the SPP and statements regarding CAM's future financial performance and results. 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. This announcement contains such statements that are subject to risk factors associated with an investment in CAM. Forward-looking statements involve known and unknown risks, uncertainties and assumptions and other important factors that could cause the actual results, performances or achievements of CAM to be materially different from future results, performances or achievements expressed or implied by such statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this announcement.