



Announcement Summary

Entity name

JANISON EDUCATION GROUP LIMITED

Announcement Type

New announcement

Date of this announcement

24/11/2021

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

ASX +security code	+Security description	Maximum Number of +securities to be issued
JAN	ORDINARY FULLY PAID	7,644,676

Proposed +issue date

25/11/2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

JANISON EDUCATION 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

091302975

1.3 ASX issuer code

JAN

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

24/11/2021

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?

☒ No

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)?

☒ Existing class

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

☒ No

Details of +securities proposed to be issued

ASX +security code and description

JAN : ORDINARY FULLY PAID

Number of +securities proposed to be issued

7,644,676

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 shares are to be issued as part of the consideration for the acquisition of 100% of the shares of Academic Assessment Services Pty Ltd as announced on 24 November 2021. The share consideration component comprises of \$3m in upfront share consideration on completion of the acquisition and a further \$7m in earnout share consideration. The earnout share consideration will be issued in Q1FY24 subject to a performance condition being a minimum operating revenue target of \$11m over FY22 and FY23 combined, and will be adjusted up \$0.50 for every \$1.00 of operating revenue above \$11.0m target and down by \$1.00 for every dollar below.

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

1.308100



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

☒ Yes

Part 7C - Timetable

7C.1 Proposed +issue date

25/11/2021

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?

7,644,676

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?

☒ 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?

☒ Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

Shares issued as part of the upfront consideration will be escrowed for 6 months from the date of issue, which is expected to be on or around 25 November 2021 and will cease to be subject to escrow on or around 25 May 2022.
Shares issued as part of the earnout consideration will be escrowed for 6 months from the date of issue which is expected to be on or around 30 September 2024 and will cease to be subject to escrow on or around 30 March 2025.



Part 7E - Fees and expenses

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

N/A.

Part 7F - Further Information

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

The shares are to be issued as part of the consideration for the acquisition of 100% of the shares of Academic Assessment Services Pty Ltd as announced on 24 November 2021.

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

The securities proposed to be issued are calculated based on a formula. For the upfront share consideration the 10 day VWAP of JAN shares prior to the earlier of:

1. the date of execution of the Share Purchase Deed; and
2. the date on which the acquisition is announced to the market, the 'First VWAP'.

For the earnout share consideration the lower of the:

1. 10 day VWAP up to the date immediately prior to the completion of the FY23 audited accounts; and
2. the First VWAP

Accordingly, the deemed issue price per security has been calculated based on the 10 day VWAP of JAN shares as at 23 November 2021 and therefore the actual deemed issue price per security may change. Further, the proposed number of securities to be issued as part of the earnout share consideration has been calculated based on the vendor meeting the minimum operating revenue target and accordingly the actual number of shares issued may change based on the actual performance of the business.

The proposed issue dates outlined in this Appendix 3B are indicative only and subject to change.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)