



## Announcement Summary

**Entity name**

NICK SCALI LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

24/4/2024

**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**

ASX +security code	+Security description	Maximum Number of +securities to be issued
NCK	ORDINARY FULLY PAID	754,717

**+Record date**

23/4/2024

**Offer closing date**

22/5/2024

**+Issue date**

29/5/2024

**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
NCK	ORDINARY FULLY PAID	3,773,585

**Proposed +issue date**

1/5/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

NICK SCALI 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

000403896

1.3 ASX issuer code

NCK

1.4 The announcement is

New announcement

1.5 Date of this announcement

24/4/2024

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 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?**

No



Part 4B - Offer details

**+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**

NCK : ORDINARY FULLY PAID

**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**

NCK : ORDINARY FULLY PAID

**Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted**

754,717

**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

No

**Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?**

No

**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

Yes

**Is the minimum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the minimum acceptance value**

\$ 1,000

**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

Yes

**Is the maximum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the maximum acceptance value**

\$ 30,000

**Describe all the applicable parcels available for this offer in number of securities or dollar value**

\$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000.



#### Offer price details

Has the offer price been determined?

Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security?

AUD 13.25000

#### Oversubscription & Scale back details

Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

Applications may be scaled back (in whole or in part) at the absolute discretion of Nick Scali.

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

Yes

#### Part 4C - Timetable

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

24/4/2024

##### 4C.2 +Record date

23/4/2024

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

2/5/2024

##### 4C.4 Offer open date

2/5/2024

##### 4C.5 Offer closing date

22/5/2024

##### 4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer

29/5/2024

#### Part 4D - Listing Rule requirements

4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?

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**

Fees and costs incurred by Nick Scali in connection with the SPP include share registry fees, settlement fees, legal and other external adviser fees and printing and mailing costs.

Part 4F - Further Information

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**4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

For additional working capital

**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**

The SPP will only be available to eligible security holders whose registered address is in Australia or New Zealand as at the record date for the SPP

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

<https://www.nickscali.com.au/investor-information>

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



## 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	21/10/2024	Estimated	

**Comments**

Approval for the issue of securities to an entity associated with Anthony Scali under the placement is subject to securityholder approval at NCK's annual general meeting for the purposes of ASX Listing Rule 10.11. (Conditional Placement)

## 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**

NCK : ORDINARY FULLY PAID

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

3,773,585

**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 13.25000

**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

1/5/2024

## 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?**

3,473,586

**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

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

Yes

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

Macquarie Capital (Australia) Limited (ABN 79 123 199 548)

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

An management fee of 0.45% of the proceeds of the Placement is payable to the lead manager for acting as lead manager.

A management fee of 2.25% of the proceeds of the Conditional Placement is payable to the lead manager for acting as lead manager.

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

Yes

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

Macquarie Capital (Australia) Limited (ABN 79 123 199 548)

**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 by the underwriter (other than the securities to be issued to an entity associated with Anthony Scali).

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

An underwriting fee of 1.8% of the proceeds of the Placement is payable to the lead manager for acting as lead manager.

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

Please refer to Appendix D of the investor presentation released to the ASX on 24 April 2024.

**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**

Reasonable fees and costs incurred by Nick Scali in connection with the placement (in addition to the fees payable to the lead manager and underwriter) include share registry fees, settlement fees and legal and other external adviser fees.

Part 7F - Further Information

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

The proceeds raised from the Placement will be used to fund the acquisition and for other purposes described in the investor presentation released to the ASX on 24 April 2024.

**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**

**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:**

Not applicable - the entity has arrangements in place with the holder that ensure the securities cannot be on-sold within 12 months in a manner that would breach section 707(3) or 1012C(6)