

ASX Announcement

5 June 2024

Successful completion of Institutional Offer

Generation Development Group Limited (ASX:GDG) (**'GDG'**) is pleased to announce that it has successfully completed the institutional component of the equity raising announced on 3 June 2024 (**'Equity Raising'**). The fully underwritten institutional placement (**'Institutional Placement'**) and the institutional component of the fully underwritten 1 for 3.98 accelerated non-renounceable entitlement offer (**'Institutional Entitlement Offer'**), together raised approximately \$126m (**'Institutional Offer'**). The Equity Raising is fully underwritten by Jefferies (Australia) Pty Ltd as sole lead manager, underwriter and bookrunner.

As announced on 3 June 2024, the proceeds from the Institutional Offer will be used to part fund the remaining 61.9%¹ of Lonsec Holdings Pty Ltd's (**'Lonsec'**) fully diluted share capital not already owned by GDG for \$197.4m up-front consideration (**'Acquisition'**) plus associated transaction costs. The remaining up-front consideration will be funded through a placement to Lonsec shareholders who have elected to receive fully paid ordinary shares in GDG (**'Shares'**) in exchange for their equity in Lonsec, subject to GDG shareholder approval.

The Institutional Placement attracted significant demand from new and existing institutional investors. A total of 31.8m new Shares will be issued under the Institutional Placement, raising approximately \$62.0m at \$1.95 per New Share (**'Offer Price'**). The Offer Price represents a 13.3% discount to the last traded price of \$2.25 on 29 May 2024 and a 9.0% discount to TERP² of \$2.14. No shareholder approval is required in connection with the issue of the new Shares (**'New Shares'**) under the Institutional Placement.

The Institutional Entitlement Offer attracted strong support with a take up of 99.9% by eligible institutional shareholders of their entitlements. As expected, several of the significant individual GDG shareholders, which included founders and ex-Directors of GDG, did not participate in the Institutional Offer. As a result, the take up under the Institutional Entitlement Offer was 62%, with New Shares not taken up allocated to other institutional shareholders and investors. The Institutional Entitlement Offer raised approximately \$64.2m in New Shares at the Offer Price.

Generation Life Chief Executive Officer, Grant Hackett, said "We are delighted to announce the successful completion of the institutional component of the offer, with the strong support of our existing and new institutional shareholders. We look forward to the continuing support of our existing investors and welcoming the new institutional investors to GDG in this exciting stage of our journey."

Settlement of the New Shares issued as part of the Institutional Offer is expected to occur on Friday 7 June 2024, with the issue of those New Shares to occur on Tuesday 11 June 2024 and ordinary trading to commence on Tuesday 11 June 2024.

¹ Assumes 6.9m additional Lonsec shares issued through vesting options, diluted Lonsec share count of 30.4m.

² The Theoretical Ex-Rights Price (TERP) is the theoretical price at which GDG shares should trade immediately following the ex-date for the Equity Raising. TERP is calculated by reference to GDG's closing price of \$2.25 on 29 May 2024, being the last trading day prior to the announcement of the Placement, Entitlement Offer and Conditional Placement. TERP is a theoretical calculation only and the actual price at which GDG shares trade immediately after the ex-date of the Entitlement Offer will depend on many factors and may not be equal to TERP.

Retail Entitlement Offer

The retail component of the Equity Raising (**'Retail Entitlement Offer'**) will open on Friday 7 June 2024 and is expected to close at 5.00pm (Sydney time) on Friday 21 June 2024.

The Retail Entitlement Offer will be open to eligible retail shareholders who:

- are registered as a holder of GDG shares as at 7.00pm (Sydney time) on Wednesday 5 June 2024 (**'Record Date'**);
- as at the Record Date, have a registered address in Australia or New Zealand or are persons that GDG has otherwise determined are eligible to participate in the Retail Entitlement Offer;
- are not in the United States and are not acting for the account or benefit or a person in the United States (to the extent they are holding Shares for the account or benefit of such person in the United States); and
- are not an eligible institutional shareholder of an ineligible shareholder,

(**'Eligible Retail Shareholder'**)

Under the Retail Entitlement Offer, Eligible Retail Shareholders will be able to subscribe for 1 New Share for every 3.98 Shares held on the Record Date, at the same price as the Institutional Offer (\$1.95 per New Share). Eligible Retail Shareholders can take up their entitlements in whole or in part. New Shares issued under the Retail Entitlement Offer will rank equally with existing Shares from the date of issue.

Eligible Retail Shareholders may also apply for additional New Shares at the Offer Price for up to 100% of their existing entitlement (**'Top Up Facility'**). Additional New Shares will only be available where there is a shortfall between applications received from Eligible Retail Shareholders and the number of New Shares proposed to be issued under the Retail Entitlement Offer. GDG retains the discretion to scale back applications for additional New Shares.

Full details of the Retail Entitlement Offer will be set out in the Retail Entitlement Offer booklet and the accompanying personalised entitlement and acceptance form, which is expected to be released to the ASX and dispatched to Eligible Retail Shareholders on Friday 7 June 2024. Eligible Retail Shareholders wishing to participate in the Retail Entitlement Offer should carefully read the Retail Entitlement Offer booklet (and their personalised entitlement and acceptance form). Copies of the Retail Entitlement Offer booklet will also be available on the ASX website at www.asx.com.au and GDG's website at <https://gendevdevelopmentgroup.com.au/>.

Key dates of the Retail Entitlement Offer are set out in the Retail Entitlement Offer booklet and in GDG's announcements released to the ASX on 3 June 2024.

Additional Information

Further details about the Equity Raising are set out in GDG's investor presentation released to the ASX on 3 June 2024.

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Authorised by and contact for further information:

Terence Wong
CFO
Telephone: +61 3 8601 2021

IMPORTANT NOTICES

Important Notices

Not for release or distribution in the United States

This announcement has been prepared for publication in Australia and may not be released to U.S. wire services 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 US 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 US Securities Act and applicable US state securities laws.

Forward-Looking Statements

This announcement contains certain "forward-looking statements", including but not limited to projections and guidance on future financial performance, potential synergies and estimates, the timing and outcome of the Reconstruction Experts acquisition, the outcome and effects of the Equity Raising and the use of proceeds, and the future performance of GDG post-acquisition.

The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and certainties and other factors which are beyond the control of GDG, its directors and management.

Forward-looking statements are provided as a general guide only and should not be relied on as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumption on which these statements are based. These statements may assume the success of GDG's business strategies. The success of any of those strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue credence on forward-looking statements and, except as required by law or regulation, none of GDG, its representatives or advisers assumes any obligation to update these forward-looking statements. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this announcement. The forward-looking statements are based on information available to GDG as at the date of this announcement.

None of GDG or any of its subsidiaries, representatives, advisers, or affiliates (or any of their respective officers, employees or agents) makes any representation, assurance, or guarantee as to the accuracy or likelihood of fulfilment of any forward-looking statement or any outcomes expressed or implied in any forward-looking statements.

Financial data

Readers should be aware that the pro forma financial information included in this announcement is for illustrative purposes and does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the United States Securities and Exchange Commission. Readers should be aware that certain financial data included in this announcement is "non-IFRS financial information" under ASIC Regulatory Guide 230 Disclosing non-IFRS financial information published by ASIC and also "non-GAAP financial measures" within the meaning of Regulation G under the U.S. Securities Exchange Act of 1934. Non-IFRS/non-GAAP measures in this announcement include the pro-forma financial information, EBITDA and EBIT. Readers are cautioned, therefore, not to place undue reliance on any non-IFRS/non-GAAP financial information and ratios included in this announcement.

Information about Lonsec

Certain information in this announcement has been sourced from Lonsec, its representatives or associates. While steps have been taken to review that information, no representation or warranty, expressed or implied, is made as to its fairness, accuracy, correctness, completeness or adequacy. Certain market and industry data used in connection with this announcement may have been obtained from research, surveys or studies conducted by third parties, including industry or general publications. Neither GDG nor its representatives have independently verified any such market or industry data provided by third parties or industry or general publications.

The financial information for Lonsec is based on financial and operating data provided by Lonsec.

GDG has performed due diligence on the financial records of Lonsec however this does not constitute an independent verification of the information provided by Lonsec. Investors are cautioned that they should not place reliance on this information as if it were audited financial information.