



## Announcement Summary

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**Entity name**

OVER THE WIRE HOLDINGS LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Monday October 5, 2020

**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
OTW	ORDINARY FULLY PAID	1,250,000

**+Record date**

Thursday October 1, 2020

**Offer closing date**

Monday October 26, 2020

**+Issue date**

Thursday October 29, 2020

**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
OTW	ORDINARY FULLY PAID	5,000,000

**Proposed +issue date**

Thursday October 8, 2020

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**

OVER THE WIRE HOLDINGS 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.

**1.2 Registered Number Type**

ACN

**Registration Number**

151872730

**1.3 ASX issuer code**

OTW

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

Monday October 5, 2020

**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 - Are any of the following approvals required for the offer of +securities under the +securities purchase plan issue to be unconditional?**

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

No

Part 4B - Offer details

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**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**

OTW : ORDINARY FULLY PAID

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

No

Details of +securities proposed to be issued

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**ASX +security code and description**

OTW : ORDINARY FULLY PAID

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

1,250,000

**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)?**

Yes



**Describe the maximum subscription condition**

1250000

**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**

\$ 2,000

**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**

To be confirmed

**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 4.00000

**Oversubscription & Scale back details**

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

Yes

**Describe the scale back arrangements**

To be confirmed

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

Yes



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

Friday October 2, 2020

**4C.2 +Record date**

Thursday October 1, 2020

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

Friday October 9, 2020

**4C.4 Offer open date**

Friday October 9, 2020

**4C.5 Offer closing date**

Monday October 26, 2020

**4C.6 Announcement of results**

Thursday October 29, 2020

**4C.7 +Issue date**

Thursday October 29, 2020

Part 4D - Listing Rule requirements

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**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?**

Yes

**4E.1a Who is the lead manager/broker?**

To be confirmed

**4E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

To be confirmed

**4E.2 Is the proposed offer to be underwritten?**

Yes

**4E.2a Who are the underwriter(s)?**

To be confirmed



**4E.2b What is the extent of the underwriting (ie the amount or proportion of the issue that is underwritten)?**

To be confirmed

**4E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?**

To be confirmed

**4E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.**

To be confirmed

**4E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?**

No

**4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

Yes

**4E.3a Will the handling fee or commission be Dollar based or Percentage based?**

Dollar based (\$)

**4E.3b Amount or percentage handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders**

\$ 1.00000000

**4E.3c Please provide any other relevant information about the handling fee or commission method**

\$1.00 above is placeholder value only. Actual amount to be confirmed

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

To be confirmed

Part 4F - Further Information

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

Partial funding of the recently announced acquisition of Digital Sense Hosting Pty Ltd

**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**

Nil

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

<https://overthewire.com.au/investors/>

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

This Form 3B will be updated when the details of the SPP and Placement are finalised



Part 7 - Details of proposed placement or other issue

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Part 7A - Conditions

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**7A.1 - Are any of the following approvals required for the placement or other type of issue?**

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

No

Part 7B - Issue details

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**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

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**ASX +security code and description**

OTW : ORDINARY FULLY PAID

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

5,000,000

**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 4.00000

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

Yes



Part 7C - Timetable

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

Thursday October 8, 2020

Part 7D - Listing Rule requirements

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**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?**

5000000

**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)?**

Yes

**7D.1c ( i ) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?**

5000000

**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?**

No

Part 7E - Fees and expenses

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

Yes

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

Morgans Corporate Limited and E.L. & C. Baillieu Limited were Joint Lead Managers





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

To be confirmed

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

Yes

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

To be confirmed

**7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?**

To be confirmed

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

To be confirmed

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

To be confirmed

**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**

To be confirmed

Part 7F - Further Information

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

Partial funding of the recently announced acquisition of Digital Sense Hosting Pty Ltd

**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**

This 3B will be updated when further details of SPP and Placement are confirmed