



Announcement Summary

Entity name

FLAGSHIP INVESTMENTS LIMITED

Announcement Type

New announcement

Date of this announcement

30/8/2021

The Proposed issue is:

A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

Total number of +securities proposed to be issued for a non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Convertible Notes ASX: FSIGA	7407407

Closing date for receipt of acceptances

24/9/2021

Proposed +issue date

1/10/2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

FLAGSHIP INVESTMENTS 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

ABN

Registration Number

99080135913

1.3 ASX issuer code

FSI

1.4 The announcement is

New announcement

1.5 Date of this announcement

30/8/2021

1.6 The Proposed issue is:

A non-+pro rata offer of +securities under a +disclosure document or +PDS



Part 5 - Details of proposed non-pro rata offer under a disclosure document or PDS

Part 5A - Conditions

5A.1 Do any external approvals need to be obtained or other conditions satisfied before the non-pro rata offer of +securities under a +disclosure document or + PDS can proceed on an unconditional basis?

Yes

5A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	29/9/2021	<input checked="" type="checkbox"/> Actual	

Comments

Part 5B - Offer 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)?

New class

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

No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

Yes

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

Yes

ASX +security code

New class-code to be confirmed

+Security description

Convertible Notes ASX: FSIGA

+Security type

+Convertible debt securities



The number of +securities to be offered under the +disclosure document or +PDS

7,407,407

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 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?

Unit based

Please enter the minimum acceptance value

740

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

No

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 2.70000

Oversubscription & Scale back details

Will the entity be entitled to accept over-subscriptions?

No

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

Yes

Describe the scale back arrangements

FSI will seek to provide Applicants under the Priority Offer with an allocation of at least 740 FSI Notes on a reasonable endeavours basis. FSI does not guarantee any minimum allocation and the extent of any allocation will ultimately depend on the number of Applicants under the Priority Offer and total level of Applications under the Offer. Allocations to brokers and institutional investors under the Broker Firm Offer will be determined by FSI, in agreement with the Joint Lead Managers.

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes



+Convertible debt securities details

These securities are: Convertible	Type of security Convertible note or bond
+Security currency AUD - Australian Dollar	Face value AUD 2.7000
Interest rate type Fixed rate	
Frequency of coupon/interest payments per year Quarterly	First interest payment date 31/12/2021
Interest rate per annum 5.50000 %	Is the interest rate per annum estimated at this time? <input checked="" type="checkbox"/> No

s128F of the Income Tax Assessment Act status applicable to the +security

s128F exempt

Is the +security perpetual (ie. no maturity date)? <input checked="" type="checkbox"/> No	Maturity date 1/10/2026
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Select other features applicable to the +security
 Redeemable

Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)? <input checked="" type="checkbox"/> Yes	If yes, what is the first trigger date 1/10/2023
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Details of the type of +security that will be issued if the securities are converted, transformed or exchanged

FSI : ORDINARY FULLY PAID

Number of +securities that will be issued if the +securities are converted, transformed or exchanged (including, if applicable, any interest)

Each Note converts into a number of shares determined by dividing the Conversion Amount (the Face Value of the note plus accrued but unpaid interest) by the Conversion Price (\$2.70)

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

www.flagshipinvestments.com.au/fsi-notes/



Part 5C - Timetable

5C.1 Lodgement date of +disclosure document or +PDS with ASIC

30/8/2021

5C.2 Date when +disclosure document or +PDS and acceptance forms will be made available to investors

31/8/2021

5C.3 Offer open date

7/9/2021

5C.4 Closing date for receipt of acceptances

24/9/2021

5C.6 Proposed +issue date

1/10/2021

Part 5D - Listing Rule requirements

5D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

Yes

5D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

29/9/2021

5D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

Yes

Part 5E - Fees and expenses

5E.1 Will there be a lead manager or broker to the proposed offer?

Yes

5E.1a Who is the lead manager/broker?

Morgans Financial Limited
Taylor Collison Limited



5E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Morgans Financial Limited \$168,750 (plus GST) and Taylor Collison Limited \$93,750 (plus GST).
In addition, each Joint Lead Manager will be paid an application fee of 1.25% (plus GST) of the total proceeds of the Broker Firm Offer raised by the relevant Joint Lead Manager and their associated Brokers from participating Wholesale and Sophisticated Clients and Retail Clients.

5E.2 Is the proposed offer to be underwritten?

No

5E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

5E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Customary legal, trustee, registry and other costs

Part 5F - Further Information

5F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

The additional capital will be deployed in accordance with FSI's existing investment mandate and investment strategy- investing in sustainable, high quality, growth businesses that have the ability to generate predictable, above average economic returns

5F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

No

5F.2 Please explain the entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority

FSI will seek to provide Applicants under the Priority Offer with an allocation of at least 740 FSI Notes (where such Applicants have applied for 740 or more FSI Notes) on a reasonable endeavours basis. FSI does not guarantee any minimum allocation and the extent of any allocation will ultimately depend on the number of Applicants under the Priority Offer and total level of Applications under the Offer.
Allocations to brokers and institutional investors under the Broker Firm Offer will be determined by FSI, in agreement with the Joint Lead Managers.

5F.3 URL on the entity's website where investors can download the +disclosure document or +PDS

www.flagshipinvestments.com.au/fsi-notes/

5F.4 Any other information the entity wishes to provide about the proposed offer