



Announcement Summary

Entity name

PSC INSURANCE GROUP LIMITED

Announcement Type

New announcement

Date of this announcement

Wednesday January 22, 2020

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
PSI	ORDINARY FULLY PAID	8,800,000

Proposed issue date

Friday May 1, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

PSC INSURANCE 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.

1.2 Registered Number Type

ACN

Registration Number

147812164

1.3 ASX issuer code

PSI

1.4 The announcement is

New announcement

1.5 Date of this announcement

Wednesday January 22, 2020

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 - Are any of the below 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 required to be given/met for the placement or other type of issue**

No

Part 7B - Issue details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

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

PSI : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

8,800,000

Purpose of the issue

Share component of consideration on the first earn-out payment on the acquisition of Paragon International Holdings Limited (Paragon). This payment will be calculated on the calendar 2019 adjusted EBITDA of Paragon. The number of shares is an estimate only and will be based on the agreed EBIDA, share price at date of issue and AUD/GBP exchange rate at date of issue.

Offer price details for retail security holders



Issue Currency	Offer Price or consideration per +security	Estimated or Actual?
AUD - Australian Dollar	AUD 3.00000	<input checked="" type="checkbox"/> Estimated

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

Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

No

Part 7C - Timetable

7C.1 Proposed issue date

Friday May 1, 2020

Part 7D - Listing Rule requirements

7D.1 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.1a How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

8,800,000 FPO

7D.2 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.3 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?

Yes

7D.4 Will any of the +securities to be issued be +restricted securities for the purposes of the Listing Rules?

No

7D.5 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Lead Manager/Broker & Underwriter details



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

Part 7F - Further Information

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

While we have indicated the shares will be issued under our 15% placement capacity PSI may seek shareholder approval for the issue at a general meeting of Shareholders.

The issue price per share noted in Part 7B is based on the closing price of PSI shares on 16/01/2020.

The announcement to the market on 17/01/2020 was to inform the market the deferred consideration for the first earn-out payment for Paragon is materially different from that announced 25/07/2019. The final number of shares to be issued is a function of the agreed adjusted EBITDA of Paragon for the year ended 31/12/2019 and the PSI share price and AUD/GBP exchange at that time issue and may vary from the information disclosed in this document. For more information please refer to the PSI market announcement dated 17/01/2020.

The company will be relying on Exception 12 in LR 10.12 in relation to the proposed issue of shares to the person referred to in part 7D.3.