

20/10/2020

Market Announcements Office  
ASX Limited  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

**PSC INSURANCE GROUP LTD (PSI) – ISSUE OF 818,891 FULLY PAID ORDINARY SHARES IN RELATION TO THE ACQUISITION OF ABSOLUTE INSURANCE BROKERS LTD - NOTICE UNDER SECTION 708A(5)(e) OF THE CORPORATIONS ACT**

This notice is given by PSC Insurance Group Limited ACN 147 812 164 (**PSI**) under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

On 19 October 2020, PSI announced the acquisition of all the share capital of UK broking business Absolute Insurance Brokers Ltd. Included in this announcement was the issue of shares in PSI as part consideration to the vendors.

The key terms of the transaction are:

- PSI has acquired 100% of the share capital of Absolute for a total consideration of approximately £8.51m (~ A\$15.5m), plus net assets.
- 75% of the Total Consideration is payable on completion (£6.38m), with 80% of this payable in cash (£5.11m) and the balance (£1.28m) in PSI shares.
- On 19 October 2020 a total of 818,891 FPO shares in PSI were issued at a value per share of the 5 day VWAP to completion date (12 October 2020 to 16 October 2020), calculated as being \$2.8457 per share. Of the shares issued 409,446 FPO will be in escrow for a period of 2 years to 18 October 2022.
- The balance of the consideration will be payable on the first anniversary (12.5% - £1.06m) and second anniversary (12.5% - £1.06m) of the completion date, in cash. These 2 payments are adjustable on a rise or fall basis, dependent on the financial performance at those dates.

This notice relates to the 409,445 FPO Shares issued 19 October 2020 that are not subject to escrow to 18 October 2022.

PSI confirms:

- (a) the Shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708A(5)(e) of the Corporations Act;
- (c) as at the date of this notice, PSI has complied with:
  - (i) the provisions of Chapter 2M of the Corporations Act as they apply to PSI; and
  - (ii) section 674 of the Corporations Act; and
- (d) as at the date of this notice, there is no 'excluded information' of the type referred to in section 708A(7) and section 708A(8) of the Corporations Act.

Appendix 2A, Application for Quotation of Securities, is being lodged.

Please direct any queries about this notice to Stephen Abbott, Company Secretary, on (03) 8593 8333.

Authorised for release by the PSC Insurance Group Board to the ASX:

A handwritten signature in black ink, consisting of a stylized 'S' followed by 'A' and 'H'.

Stephen Abbott  
Company Secretary