



SHARE SALE FACILITY FOR HOLDERS OF LESS THAN MARKETABLE PARCELS

22 February 2023 - Toys“R”Us ANZ Limited (ASX: TOY) (**Toys“R”Us** or the **Company**) announces that it has established a share sale facility (**Facility**) for shareholders who hold a parcel of fully paid ordinary shares in the Company (**Shares**) with a market value of less than A\$500, each a ‘Less than Marketable Parcel’.

Based on the price of Shares at close of trading on 20 February 2023 (**Record Date**) of A\$0.025, a holding of 19,999, or less, Shares constitutes a Less than Marketable Parcel. This represents 5,588,823 Shares held by 3,106 shareholders (LMP Holders).

The Company is providing the Facility to enable LMP Holders the opportunity to sell their Shares without having to act through a broker or incur any brokerage costs. Toys“R”Us will pay all costs associated with the sale and transfer of Shares through the Facility (excluding any tax consequences of the sale, which will be the responsibility of relevant shareholders).

The Company anticipates that by facilitating this sale, it will reduce the administrative costs, including printing and mailing costs and share registry expenses, associated with maintaining a large number of very small holdings.

Shareholders wishing to take advantage of the Facility and have their Shares sold do not need to take any action. If LMP Holders do not wish to sell their Shares through this Facility, they must complete and return the Share Retention Form to the Company’s share registry, Automatic by 5.00pm (Melbourne time) on Friday 07 April 2023 (**Closing Date**) or increase their holdings so that by 5.00pm (Melbourne time) on the Closing Date, their holdings comprise a marketable parcel.

A summary of key dates in relation to the Facility are as follows:

| Event | Date |
|---|------------------|
| Record Date | 20 February 2023 |
| Announcement of Facility | 22 February 2023 |
| Notice sent to LMP Holders | 22 February 2023 |
| Closing Date for receipt of Share Retention Forms | 07 April 2023 |

The Company has appointed Canaccord Genuity (Australia) Limited as the broker to facilitate the sale of the Shares under the Facility. Toys“R”Us will arrange to complete the sale process as soon as practicable after the Closing Date for the Facility and will distribute the sale proceeds to participating shareholders as soon as practicable following settlement.

Toys“R”Us reserves the right to change any of the dates referred to in this announcement, the accompanying letter or the Share Retention Form, or before a sale is effected to vary, cancel, suspend or delay the Facility (either generally or in specific cases), by making an announcement to the ASX, subject to the Company’s constitution and ASX Listing Rules.

If you have any questions about the Facility, please contact Automic Registry Services 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between the hours of 8:30am and 5:00pm (Melbourne time) Monday to Friday.

A copy of the correspondence being sent to LMP Holders is attached.

This announcement is authorised for release by the Board of Directors.

For media enquiries please contact:

Rochelle Burbury, Third Avenue Consulting
0408 774 577
Rochelle@thirdavenue.com.au

ABOUT TOYS“R”US ANZ LIMITED

Toys“R”Us ANZ Limited (ASX: TOY) is an Australian based listed company with a mission to enrich the lives of people by encouraging exploration, creativity and living life more fully through the enjoyment of toys and hobbies. In addition to distributing leading products throughout Australia for key partners via its trading business Funtastic, the company acquired 100% of the Hobby Warehouse Group in November 2020, including Australian e-commerce websites Toys“R”Us, Babies“R”Us and Hobby Warehouse and the distribution business Mittoni Pty Ltd. The Company changed its name from Funtastic Limited to Toys“R”Us ANZ Limited on 24 June 2021. Further information is available at corporate.toysrus.com.au



22 February 2023

Dear Shareholder

Less than Marketable Parcel Sale Facility

Toys“R”Us ANZ Limited (ASX: TOY) (**Toys“R”Us** or the **Company**) are writing to advise you that the Company has established a Less than Marketable Parcel Sale Facility (**LMP Facility**) for holders of parcels of fully paid ordinary shares in the Company (**Shares**) which are valued at less than A\$500 (each a **Less than Marketable Parcel**) as at the close of trade on 20 February 2023 (**Record Date**).

The Company is offering this sale facility to assist holders of Less than Marketable Parcels to sell their Shares. Holders of Less than Marketable Parcels who take advantage of the LMP Facility will have their Shares sold without having to go through a broker or pay brokerage. The Company has appointed Canaccord Genuity (Australia) Limited as the broker for Shares to be sold under the LMP Facility. The Company will pay for all the costs of the sale for shareholders who use the LMP Facility, excluding any tax consequences flowing from the sale (which remain the shareholder’s responsibility).

Our records show that you held a Less than Marketable Parcel based on the Company’s closing share price of A\$0.025 on the Record Date, being a shareholding of 19,999 Shares or below.

Unless you advise the Company that you **DO NOT WISH** to sell your Shares within six (6) weeks of the date of this letter by returning the Share Retention Form, the Company intends to sell your Shares through the LMP Facility in accordance with rule 22 of the Company’s Constitution and ASX Listing Rule 15.13.

If you **DO NOT WISH** to sell your Shares through the LMP Facility, you must complete and return the enclosed Share Retention Form to the Company’s share registry, Automic, by 5.00pm (Melbourne time) on 07 March 2023(**Closing Date**) or increase your holdings so that by 5.00pm (Melbourne time) on the Closing Date, your holding comprise of a marketable parcel. The increase must be under the same registered name and address and with the same holder number (SRN or HIN) as set out in this letter. Please read the instruction on your personalised Share Retention Form carefully before completing it.

If you wish to participate in the LMP Facility, your Shares will be sold on-market after the Closing Date at the prevailing market price. The price you will receive for each Share will be the greater of:

1. A\$0.025, in accordance with rule 22 of the Company’s Constitution; and
2. the average price of every share sold on the ASX under the LMP Facility.

All holders of Less than Marketable Parcels who are participating in the LMP Facility will receive the same price per Share. Proceeds of the sale will be sent to you following settlement of the sale or otherwise as soon as is reasonably practicable.

If you wish to sell your shares through this Facility, you do not have to take any action. By refraining from taking any action, after the expiration of the time prescribed by ASX Listing Rule 15.13 and the

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Company's Constitution, you will be deemed to have irrevocably appointed the Company as your agent:

- to sell all of your Shares at a price to be determined by when and how the Shares are sold but not less than A\$0.025, and without any costs being incurred by you (other than in respect of any potential tax consequences); and
- to deal with the proceeds of the sale as set out in the attached information sheet.

Important information

The Company has determined that you hold a Less than Marketable Parcel, based on the Company's closing share price on the Record Date. If you have a Less than Marketable Parcel as at the Record Date, then unless you complete and return the Share Retention Form or increase your holdings so that by 5.00pm (Melbourne time) on the Closing Date, you are the registered holder of 20,000 Shares (noting the increase must be under the same registered name and address and with the same holder number (SRN or HIN) as set out in this letter), the Company will be entitled to sell your Shares under the LMP Facility.

The Company does not make any recommendations or provide any advice to you regarding whether to buy, sell or hold your Shares, nor that this LMP Facility is the best way to sell your Shares. If you need help deciding what to do, or if you require information regarding the financial, legal or tax consequences of participating in the LMP Facility, you should consult your suitably qualified legal, financial or taxation adviser.

The market price of Shares is subject to change and current information on the price of Toys"R"Us Shares is available on the ASX website www.asx.com.au, under the Company's ASX ticker code: TOY.

The attached information sheet sets out further details of the LMP Facility, which you should read carefully before making any decision. If you require any further information, you can also contact the Company's share registry, Automic, on 1300 288 664 (within Australia), +61 2 9698 5414 (outside Australia) between the hours of 8:30 AM to 5:00 PM (Melbourne time) Monday to Friday.

Yours sincerely,

A handwritten signature in black ink that reads "Kevin A Moore".

Kevin Moore
Chairman
Toys"R"Us ANZ Limited

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Q&A Information Sheet

Share Sale Facility for Holders of Less than Marketable Parcels

| | |
|---|--|
| <p>1. What is a Less than Marketable Parcel?</p> | <p>A Less than Marketable Parcel is a parcel of fully paid ordinary shares in Toys“R”Us with a market value of less than A\$500 on the Record Date. This will be any registered shareholding of 19,999 Shares or less based on the closing price of Shares of A\$0.025 on the Record Date. The Record Date for the purposes of determining holders of Less than Marketable Parcels has been set at 5:00pm (Melbourne time) on 20 February 2023.</p> |
| <p>2. Why is Toys“R”Us doing this?</p> | <p>As outlined in the letter, by facilitating the sale of Less than Marketable Parcels, the Company expects to reduce the administrative costs associated with maintaining a large number of Less than Marketable Parcels. The LMP Facility will also enable investors with Less than Marketable Parcels, who may find it difficult or expensive to dispose of those shares through normal means, to dispose of their shares in a cost-effective manner without having to use a broker or pay brokerage. Shareholders will still be responsible for any tax consequences arising out of the sale of their Shares under the LMP Facility. Based on the register of ASX shareholders of Toys“R”Us as at 5:00pm (Melbourne time) on the Record Date, 3,106 of the Company's 3,894 shareholders hold a Less than Marketable Parcel. If all shareholders with Less than Marketable Parcels wish to sell their Shares under the LMP Facility, there will be a 79% reduction (approximately) in the number of Toys“R”Us shareholders (assuming no other change to the number of shareholders), which will result in significant administrative savings for the Company.</p> |
| <p>3. Does Toys“R”Us have the authority to sell my Shares?</p> | <p>Under ASX Listing Rules 15.13 and rule 22 of the Company's Constitution, Toys“R”Us has the right to sell Less than Marketable Parcels, unless a shareholder elects to retain their Shares before the Closing Date.</p> |
| <p>4. Who will sell my shares under the LMP Facility?</p> | <p>The Company has appointed Canaccord Genuity (Australia) Pty Limited as the broker for Shares to be sold under the LMP Facility.</p> |
| <p>5. What is the amount I will receive from the sales of my Shares?</p> | <p>The Shares will be sold on-market after the Closing Date at the prevailing market price. The price you will receive for each Share will be the greater of:</p> <ol style="list-style-type: none"> 1. A\$0.025, in accordance with rule 22 of the Company's Constitution; and 2. the average price of every share sold on the ASX under the LMP Facility. <p>All holders of Less than Marketable Parcels who are participating in the LMP Facility will receive the same price per Share and payment for your holding will be the average sale price multiplied by the number of your Toys“R”Us Shares sold. As the sale price is an average, the proceeds you receive may be more or less than the actual price received by the broker for the sale of your Toys“R”Us Shares. The price you receive will depend on a number of factors including market conditions at the time of sale and may differ from the price appearing</p> |

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| | in the media or quoted by the ASX on any day and may not be the best price on the day your shares are sold. | | | | | | | | | | |
|---|--|-------|------|-------------|------------------|--------------------------|------------------|--|------------------|---|---------------|
| 6. What are the key dates? | <p>A summary of key dates in relation to the LMP Facility are as follows:</p> <table border="1"> <thead> <tr> <th>Event</th> <th>Date</th> </tr> </thead> <tbody> <tr> <td>Record Date</td> <td>20 February 2023</td> </tr> <tr> <td>Announcement of Facility</td> <td>22 February 2023</td> </tr> <tr> <td>Notice sent to shareholders holding Less than Marketable Parcels</td> <td>22 February 2023</td> </tr> <tr> <td>Closing Date for receipt of Share Retention Forms</td> <td>07 April 2023</td> </tr> </tbody> </table> | Event | Date | Record Date | 20 February 2023 | Announcement of Facility | 22 February 2023 | Notice sent to shareholders holding Less than Marketable Parcels | 22 February 2023 | Closing Date for receipt of Share Retention Forms | 07 April 2023 |
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| Closing Date for receipt of Share Retention Forms | 07 April 2023 | | | | | | | | | | |
| 7. What is the price of Toys“R”Us Shares? | The sale price of Toys“R”Us Shares on 20 February 2023, was A\$0.025. The share price changes frequently, and more recent prices are available on the ASX website (www.asx.com.au) under the ASX code:TOY. | | | | | | | | | | |
| 8. What if Toys“R”Us share price changes between the Record Date and Closing Date? | <p>The determination of whether you hold a Less than Marketable Parcel is made at the Record Date. If the Company’s share price on the ASX increases between the Record Date and Closing Date such that at the Closing Date the value of your Shares is equal to or greater than A\$500 you nonetheless need to take action if you wish to retain your shares, by either:</p> <p>a) lodging your Share Retention Form; or</p> <p>b) increasing your holdings so that by 5:00pm (Melbourne time) on the Closing Date, you are the registered holder of at least 20,000 Shares. The increase must be under the same name and address and with the same holder number (SRN or HIN) as set out in this letter and accompanying Share Retention Form.</p> <p>If you take one of these steps, your shares will not be sold under the Facility.</p> | | | | | | | | | | |
| 9. When will the proceeds from the sale of Shares be sent to me? | Payment of the proceeds of sale will be sent to you as soon as reasonably practicable following settlement of the sale. You will receive a transaction statement confirming the number of Shares you sold. Payment will be made via a direct credit to your bank account at an Australian financial institution (where we have your details or upon nomination by you of a relevant bank account), or otherwise by cheque in Australian dollars to your postal address as shown in the share register, or if you are a joint holder to the address shown in the share register as the address of the member whose name first appears in the register. | | | | | | | | | | |
| 10. If I buy more Shares, can I retain my holding? | Yes, if you buy more Shares before the Closing Date so that you hold 20,000 Shares or more on the Closing Date, your Shares will not be sold through the LMP Facility. Any additional Shares must be registered by 5:00pm (Melbourne time) on 07 April 2023 under the same name and address and with the same holder number (SRN or HIN) as set out in the Share Retention Form. | | | | | | | | | | |
| 11. What if my Shares are held in a CHESS holding? | If your Shares remain in a CHESS holding at 5.00pm (Melbourne time) on 07 April 2023, the Company may move those Shares to an issuer sponsored holding or certificated holding for the purposes of divestment and the Shares will then be sold through the LMP Facility in | | | | | | | | | | |



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| | accordance with the Company's Constitution and ASX Listing Rule 15.13. |
| 12. What if I hold multiple Less than Marketable Parcels? | If you hold multiple holdings that, in isolation, are deemed to be Less than Marketable Parcels, but when aggregated would constitute a parcel worth A\$500 or more, you can contact Automic to have those holdings merged into one holding so that this is reflected on the register before the Closing Date. If you do not do this, each of your holdings will be treated as a separate Less than Marketable Parcel. |
| 13. Where can I get further information? | Should you have any questions concerning your shareholding or how the LMP Facility will work, please contact Automic's information line on 1300 288 664 (within Australia), +61 2 9698 5414 (outside Australia). |

Important Notes

Toys“R”Us reserves the right to change any of the dates referred to in this letter, or to vary, cancel, suspend or delay the LMP Facility, by making an announcement to the ASX, before your Shares are sold.

This letter does not constitute advice nor a recommendation to buy, sell or hold Shares, nor that the LMP Facility is the best way to sell Shares. If you are in any doubt about what to do, you should consult your legal, financial or taxation adviser.

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INSTRUCTIONS FOR COMPLETION OF THIS FORM

ELECTION OPTIONS

A: RETENTION OF SHARES

If you wish to retain your shares, please place a tick in the box provided. Should you validly sign the form but fail to place a tick in the box, it will be at the Company's discretion as to whether or not it is your intention to retain your shares.

B: SELLING YOUR SHARES - REQUEST FOR DIRECT CREDITING OF PAYMENTS

If you wish to sell your shares, please provide your bank details in this section. Do not complete this section if you wish to retain your shares. If you provide your direct credit instruction details, you are agreeing to the sale of your shares even if you have placed a tick in Box A.

SIGNING REQUIREMENTS

- Individual:** Where the holding is in one name, the Shareholder must sign.
- Joint holding:** Where the holding is in more than one name, all of the Shareholders must sign.
- Power of Attorney:** If any signatory signs under Power of Attorney, please attach an originally certified photocopy of the Power of Attorney to this Form when you return it.
- Companies:** To be signed in accordance with your Constitution. Please sign in the box which indicates the office held by you.
- Estates:** If any signatory signs in the capacity of Executor/s, please attach to this Form when you return it, a certified photocopy of the Probate or Death Certificate together with the Will.

LODGING YOUR SHARE SALE FACILITY FORM



IMPORTANT! Election Forms cannot be returned by fax or email.
Your Acceptance Form must be returned via one of the return methods provided below.

Due to recent changes to delivery times by Australia Post, standard delivery may now take up to ten Business Days, or longer from regional areas. Shareholders should bear this in mind when returning Election Forms using Australia Post.

ONLINE

Existing users: If you have an existing Automic Investor Portal account, with access to Toys"R"Us ANZ LTD, you do not need to register and can log in with your existing username and password at <https://investor.automic.com.au>

If you do not automatically see your TOY shareholding in your account, you can easily add it by selecting the "Add holding" button on the top right-hand corner of the screen and following the prompts.

New users: If you do not have an existing Automic account you will need to register for Investor Portal by visiting <https://investor.automic.com.au/#/signup> and following these steps:

1. In the Company Name field, select " Toys"R"Us ANZ LTD (TOY)"
2. Enter your Holder Number (SRN or HIN) as shown on the top of this form
3. Enter the postcode (Australian address) or click "change country" to select the country code (overseas address) relevant to your holding
4. Tick the "I'm not a robot" box and click "Next"
5. Complete the prompts to set up your Username and Password

Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.

BY MAIL

Toys"R"Us ANZ LTD – Unmarketable Parcel Sale Facility
C/- Automic Group
GPO Box 5193
Sydney NSW 2001

BY HAND DELIVERY (Between Sydney office hours 9.00am – 5.00pm AEST)

Automic Group
Level 5
126 Phillip Street
Sydney NSW 2000

**YOUR SHARE SALE ELECTION FORM MUST BE RECEIVED BY NO LATER THAN
5.00PM (AEST) ON FRIDAY 7 APRIL 2023**