



ASX RELEASE

19 June 2023

Entitlement Offer cleansing notice under section 708AA(2)(f) Corporations Act – Toys'R'Us ANZ Limited ACN 063 886 199 (ASX Code: TOY)

Toys'R'Us ANZ Limited ACN 063 886 199 (**Company**) announced on 19 June 2023 that it will undertake a 1 for 1 pro rata non-renounceable entitlement offer of fully paid ordinary shares in the Company (**New Shares**) at an issue price of \$0.011 (**Offer Price**) to seek to raise approximately \$8 million, with a minimum subscription of \$5 million (**Entitlement Offer**).

Under the Entitlement Offer, eligible shareholders will be able to subscribe for 1 new ordinary share in the Company for every 1 existing share held at 5.00pm (Sydney time) on 22 June 2023 (**Record Date**) at the Offer Price (**Entitlements**).

Eligible shareholders who take up their full Entitlement may apply for additional shares in excess of their Entitlement at the same issue price as under the Entitlement Offer (**Top Up Facility**). Shares under the Top Up Facility will only be available where there is a shortfall between applications received from eligible shareholders and the number of New Shares to be issued under the Entitlement Offer.

The Company will offer the New Shares for issue without disclosure to investors under section 708AA *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Instrument 2016/84**).

Further details of the Entitlement Offer are set out in the Information Booklet that the Company expects to release on 19 June 2023 and that will be dispatched to eligible shareholders on or about 27 June 2023.

Details of the securities issued

| | |
|--|------------------------|
| Class of securities: | Ordinary shares |
| ASX Code of the securities: | TOY |
| Date of the issue or expected issue of the securities: | 14 July 2023 |
| Total number of securities expected to be issued (subject to rounding of fractional entitlements) (assuming subscription to the target raising of \$8 million): | 727,272,728 New Shares |

For the purposes of section 708AA(7) Corporations Act, the Company advises:

1. the New Shares will be issued without disclosure under part 6D.2 Corporations Act as notionally modified by Instrument 2016/84;
2. this notice is given under section 708AA(2)(f) Corporations Act as notionally modified by Instrument 2016/84;
3. as at the date of this notice, the Company has complied with:
 - (a) the provisions of chapter 2M Corporations Act as they apply to the Company; and
 - (b) sections 674 and 674A Corporations Act;
4. as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) Corporations Act as notionally modified by Instrument 2016/84;
5. the potential effect that the issue of New Shares will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including the level of participation of eligible shareholders taking up their Entitlements and applying for shares under the Top Up Facility and the number of shares held by ineligible shareholders. The potential effect that the issue of the New Shares will have on the control of the Company is summarised as follows:
 - (a) if all eligible shareholders take up their Entitlement for New Shares under the Entitlement Offer, the Entitlement Offer will have no effect on the control of the Company;
 - (b) ineligible shareholders and eligible shareholders who do not take up their Entitlement for New Shares under the Entitlement Offer in full will be diluted;
 - (c) Hobby Warehouse Holdings Pty Ltd and its associates (as defined in the Corporations Act) (**Hobby**) currently hold an aggregate voting power of 33.74% in the Company. If Hobby takes up its full Entitlement (291,205,818 New Shares), and does not participate in the Top Up Facility or acquire any Shares in the shortfall, then the effect on the control of the Company is summarised as follows:

| Effect on control | Current shareholding | | 100% take-up by all shareholders (up to the target raising of \$8 million) | | 50% take-up by all other shareholders (up to the target raising of \$8 million) | | 0% take-up by all other shareholders (up to the target raising of \$8 million) | |
|---|----------------------|---------|---|---------|--|---------|---|---------|
| | Shares | % | Shares | % | Shares | % | Shares | % |
| Hobby Warehouse Holdings Pty Ltd and its Associates | 291,205,818 | 33.74% | 582,411,636 | 36.62% | 582,411,636 | 42.44% | 582,411,636 | 50.46% |
| All other Shareholders | 571,880,856 | 66.26% | 1,007,947,766 | 63.38% | 789,914,311 | 57.56% | 571,880,856 | 49.54% |
| Total | 863,086,674 | 100.00% | 1,590,359,402 | 100.00% | 1,372,325,947 | 100.00% | 1,154,292,492 | 100.00% |

(d) JASZAC Investments Pty Ltd (JASZAC) currently holds voting power of 11.94% in the Company. If JASZAC takes up its full Entitlement (103,064,772 New Shares), and does not participate in the Top Up Facility or acquire any Shares in the shortfall, then the effect on the control of the Company is summarised as follows:

| Effect on control | Current shareholding | | 100% take-up by all shareholders (up to the target raising of \$8 million) | | 50% take-up by all other shareholders (up to the target raising of \$8 million) | | 0% take-up by all other shareholders (up to the target raising of \$8 million) | |
|----------------------------|----------------------|---------|---|---------|--|---------|---|---------|
| | Shares | % | Shares | % | Shares | % | Shares | % |
| JASZAC Investments Pty Ltd | 103,064,772 | 11.94% | 206,129,544 | 12.96% | 206,129,544 | 16.13% | 206,129,544 | 21.34% |
| All other Shareholders | 760,021,902 | 88.06% | 1,384,229,858 | 87.04% | 1,072,125,880 | 83.87% | 760,021,902 | 78.66% |
| Total | 863,086,674 | 100.00% | 1,590,359,402 | 100.00% | 1,278,255,424 | 100.00% | 966,151,446 | 100.00% |

(e) if both Hobby and JASZAC take up their full Entitlement, and do not participate in the Top Up Facility or acquire any Shares in the shortfall, then the effect on the control of the Company is summarised as follows:

| Effect on control | Current shareholding | | 100% take-up by all shareholders (up to the target raising of \$8 million) | | 50% take-up by all other shareholders (up to the target raising of \$8 million) | | 0% take-up by all other shareholders (up to the target raising of \$8 million) | |
|---|----------------------|---------|---|---------|--|---------|---|---------|
| | Shares | % | Shares | % | Shares | % | Shares | % |
| Hobby Warehouse Holdings Pty Ltd and its Associates | 291,205,818 | 33.74% | 582,411,636 | 36.62% | 582,411,636 | 40.90% | 582,411,636 | 46.32% |
| JASZAC Investments Pty Ltd | 103,064,772 | 11.94% | 206,129,544 | 12.96% | 206,129,544 | 14.48% | 206,129,544 | 16.39% |
| All other Shareholders | 468,816,084 | 54.32% | 801,818,222 | 50.42% | 635,317,153 | 44.62% | 468,816,084 | 37.29% |
| Total | 863,086,674 | 100.00% | 1,590,359,402 | 100.00% | 1,423,858,333 | 100.00% | 1,257,357,264 | 100.00% |

- (f) to mitigate the potential impact of the Entitlement Offer on the control of the Company, Hobby and JASZAC have both provided undertakings to the Company that they will only subscribe for New Shares under the Entitlement Offer to the extent permitted by the Corporations Act.

Signed for and on behalf of Company:



Kevin Moore

Acting CEO Executive Chairman and Executive Director
Toys'R'Us ANZ Limited ACN 063 886 199

For personal use only

