



Toys'R'Us ANZ Limited – Update on consolidation timetable and issue of Mercer Securities

22 May 2024 – Toys'R'Us ANZ Limited (**ASX:TOY**) (**Company**) refers to its recent extraordinary general meeting held (**EGM**) on 17 May 2024, where it obtained a number of approvals to, among other things, undertake a proposed consolidation of shares on a 10:1 ratio (**Consolidation**), and issue certain securities to Mercer Street Global Opportunity Fund II LP (**Mercer**) pursuant to the Convertible Securities Agreement between Mercer and TOY (**Agreement**).

Variation to the timetable

The notice of meeting for the EGM (**EGM NOM**), set out the following securities would be issued to Mercer, subject to shareholder approval:

- 793,000 Convertible Notes with a face value of \$1 each as consideration for a \$700,000 investment by Mercer (**Convertible Securities**);
- new shares equal to \$199,500 divided by the 10-day average VWAP immediately prior to the completion of the issue of the initial convertible securities for nil cash consideration on the same date as the initial convertible securities are issued (**Commencement Shares**);
- unlisted options to purchase new shares in the Company equal to 50% of the amount invested divided by 120% of the 10 day VWAP per Company share immediately prior to the relevant closing date, with a three year expiry with an exercise price of the 10 day VWAP per share immediately prior to the first closing date each (**Convertible Security Options**);
- unlisted options equal to 50% of the loan amount divided by 120% of the 10 day VWAP per Company share immediately prior to the date on which the options are issued, with a three year expiry with an exercise price equal to 120% of the 10 day VWAP per Company share immediately prior to the date on which the options are issued (**Loan Options**).

(together, the **Mercer Securities**).

The EGM NOM stated that the Mercer Securities were to be issued prior to the Consolidation. TOY is proposing to change the timetable such that the issue of the Mercer Securities occurs after Consolidation.

TOY confirms in issuing the Mercer Securities it will have regard to the figures (including the maximum number of securities which were approved for issue), contained in the EGM NOM, which will be adjusted to account for the Consolidation. TOY notes that the change in timing

may impact the relevant VWAP calculations, which cannot be quantified at this point in time. The Company does not expect the impact of the variation to the timetable and resulting adjustments will have a material impact.

Issue of RIOT Shares to RIOT and CEO Loan Shares unaffected

The timing of the issue of the RIOT Shares and the CEO Loan Shares (as defined in the EGM NOM) are not impacted by this announcement as they are proposed to be issued prior to the Consolidation taking effect, with the RIOT Shares having already been issued.

Updated timetable for Consolidation and issue of Mercer Securities

The updated proposed timetable for the Consolidation and the issue of the Mercer Securities is as follows:

Event	Date
Effective date of Consolidation	24 May 2024
Last date for trading in pre-Consolidation Shares	27 May 2024
Unless otherwise determined by ASX, trading commences in the post-Consolidation Shares on a deferred settlement basis	28 May 2024
Record Date - Last day for Company to register transfers on a pre-Consolidation basis	29 May 2024
First day for Company to update register and send holding statements to shareholders reflecting the change in the number of shares they hold	30 May 2024
Issue of Mercer Securities	31 May 2024
Last day for Company to update its register and send holding statements to securityholders reflecting updated numbers and to notify ASX that this has occurred	5 June 2024

This ASX release has been authorised by the Board of Directors.

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 recently 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 the 24 June 2021. Further information is available at corporate.toysrus.com.au

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