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

Launch of a ~\$110 million Entitlement Offer to Accelerate Growth

Following the successful merger completion and the release of its inaugural interim results for the six months ended 30 June 2022, Regal Partners Limited (ASX: RPL, "Regal Partners" or the "Company") sees an opportunity to accelerate the execution of its diversified growth strategy and ambition to be a leading provider of alternative investment strategies, while also increasing the free float and shareholder base of Regal Partners.

HIGHLIGHTS

- Regal Partners is announcing the launch of a ~\$110 million Entitlement Offer
- The Offer Price of \$2.60 per new share represents:
 - a discount of 8.5% to RPL's closing price on 2 September 2022 of \$2.84;
 - a discount of 11.4% to the five-day VWAP¹ of \$2.94; and
 - a discount of 7.1% to the theoretical ex-rights price of \$2.80 ("TERP")²
- The Company is seeking to issue up to 42.3 million new shares, representing ~20% of the total shares currently on issue
- Proceeds from the Entitlement Offer are expected to build surplus capital for the combined business and provide balance sheet capacity to help accelerate multiple growth initiatives
- Funds raised are expected to be used as follows:
 - Continuing to grow and scale existing strategies, and seed new strategies, such as the Regal Private Credit Opportunities Fund³ and the Resources Royalties Strategy;
 - Further co-investment alongside wholesale investors into new and existing funds and strategies;
 - Accelerating growth capabilities in distribution, marketing and technology; and

¹ Based on the volume weighted average price five business days prior to last close as of 2 September 2022.

² The Theoretical Ex-Rights Price ("TERP") is the theoretical price at which RPL shares should trade immediately following the ex-date for the Entitlement Offer. TERP is calculated by reference to RPL's closing price of \$2.84 on 2 September 2022, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which RPL shares trade immediately after the ex-date of the Entitlement Offer will depend on many factors and may not be equal to TERP.

³ Regal Private Credit Opportunities Fund expected to launch in 2H22.



- o Costs associated with the Entitlement Offer, which are expected to be ~\$3 million

In addition, increased balance sheet liquidity and flexibility would provide Regal Partners with optionality for inorganic growth opportunities should they make sense in diversifying Regal Partners' revenue base and leveraging the operating platform

- Philip King and the Regal Foundation are supportive of the Entitlement Offer and recognise the expected benefits for all shareholders in broadening the register to assist with liquidity and enhancing the free float
- Philip King and the Regal Foundation have indicated they will not take up their Entitlements in the Entitlement Offer, in order to assist Regal Partners to meet the demand from new and existing shareholders in RPL in the Institutional Entitlement Offer. The Regal Foundation has indicated that it may decide to bid for, and as a result may be allocated shares in the case of a placement of any shortfall under the Retail Entitlement Offer. Any participation by interests associated with the Regal Foundation will be limited to ensure that the relevant interest of the Regal Foundation does not exceed 19.9% of the Company's issued share capital. Other major shareholders are being actively engaged in relation to their intended participation in the Entitlement Offer

The Company's Chief Executive Officer and Managing Director, Brendan O'Connor, remarked that this transaction is an important milestone in Regal Funds Management's history and for the newly merged entity:

"Merging with VGI to form Regal Partners Limited has created an over \$5.0⁴ billion diversified platform of alternative investment strategies across hedge funds, private markets and real asset investments accessible to domestic and offshore institutional, high net worth and retail clients."

"Regal Funds Management has a long track record of delivering returns for shareholders and investors and we are delighted to have the opportunity to accelerate our growth ambitions. Whilst Regal Partners is a newly created entity, we continue to see opportunities, and today's Entitlement Offer will provide us with balance sheet capacity to capitalise on these. We are creating a leading provider of alternative investment strategies, and today's Entitlement Offer is an important and exciting step on that journey."

"We are excited about the opportunity to accelerate across our multiple opportunities for growth, which we have outlined as:

1. Maintain current fundraising momentum
2. Seed new strategies / partnerships
3. Continue investment in distribution
4. Inorganic growth opportunities
5. Attract and retain the best talent"

"The Entitlement Offer will also enable us to expand Regal Partners' existing shareholder base and welcome new shareholders to the register. We're very excited for the growth opportunities ahead for the business, leveraging a well-diversified, scalable and growing platform that is supported by continued growth in investor allocations to alternative investment strategies."

ENTITLEMENT OFFER

The Entitlement Offer is structured as a 1 for 5 accelerated non-renounceable entitlement offer of new shares and is seeking to raise up to ~\$110 million via the issue of up to ~42.3 million new fully paid ordinary shares ("New Shares"), representing ~20% of RPL's existing issued share capital. New Shares issued under the Entitlement Offer will rank equally with all existing fully paid ordinary RPL shares on issue.

⁴ Unaudited Management estimate of funds under management as at 31 August 2022. FUM for the group (including 100% of Kilter Rural, Attunga Capital and Gresham Royalties Management) includes non-fee earning funds.



The Entitlement Offer has been priced at \$2.60 per New Share, which represents:

- a 8.5% discount to RPL's last closing price on 2 September 2022 of \$2.84;
- a 11.4% discount to the five-day VWAP⁵ of \$2.94; and
- a 7.1% discount to the theoretical ex-rights price of \$2.80 ("TERP")⁶

The Entitlement Offer is non-renounceable, meaning that entitlements will not be tradeable on the ASX or otherwise transferable. Eligible shareholders who do not take up their full entitlement under the Entitlement Offer will not receive any value in respect of those entitlements not taken up. Eligible retail shareholders that take up their full entitlement may also apply for additional New Shares in excess of their entitlement (subject to scale-back, at RPL's discretion). The Entitlement Offer is not underwritten.

The Entitlement Offer consists of two components: the Institutional Entitlement Offer and the Retail Entitlement Offer.

Institutional Entitlement Offer

Eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer, which will open today, Monday, 5 September 2022. Eligible institutional shareholders may opt to take up all, part or none of their entitlement. Entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer, and entitlements that would otherwise have been offered to ineligible institutional shareholders, will be offered to existing institutional and new wholesale investors.

Retail Entitlement Offer

Eligible retail shareholders as at 7.00pm AEST on Wednesday, 7 September 2022 will be invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as under the Institutional Entitlement Offer.

Eligible retail shareholders will be sent an information booklet ("Retail Information Booklet"), including a personalised entitlement and acceptance form, on Monday, 12 September 2022. The Retail Information Booklet will contain details of how to participate in the Retail Entitlement Offer. A copy of the Retail Information Booklet will also be lodged with the ASX on Monday, 12 September 2022. Eligible retail shareholders may opt to take up all, part or none of their entitlement.

Eligible retail shareholders who elect to take up all of their entitlement under the Entitlement Offer will be offered the opportunity to apply for additional New Shares (up to 50% of their entitlement and subject to scale-back, at RPL's discretion). Additional New Shares will only be available to the extent there is a shortfall under the Retail Entitlement Offer.

The Board of Regal Partners reserves the right to place to institutional and wholesale investors any New Shares not taken up by eligible retail investors under the Retail Entitlement Offer following completion of the Retail Entitlement Offer.

RPL does not hold a retail AFSL. Accordingly, the Entitlement Offer is being made by Attunga Capital Pty Limited ("Attunga") pursuant to an intermediary authorisation in accordance with Section 911A(2)(b) of the Corporations Act 2001 (Cth). Attunga Capital is a controlled subsidiary of RPL, Regal Partners has a 51% interest in Attunga Capital.

⁵ Based on the volume weighted average price five business days prior to last close as of 2 September 2022.

⁶ The Theoretical Ex-Rights Price ("TERP") is the theoretical price at which RPL shares should trade immediately following the ex-date for the Entitlement Offer. TERP is calculated by reference to RPL's closing price of \$2.84 on 2 September 2022, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which RPL shares trade immediately after the ex-date of the Entitlement Offer will depend on many factors and may not be equal to TERP.



TIMETABLE

Milestone	Key date
Trading halt, announcement of Equity Raising	Monday 5 September
Institutional Entitlement Offer bookbuild	Monday 5 September – Tuesday 6 September
Announcement of results of Institutional Entitlement Offer	Wednesday 7 September
RPL shares recommence trading	Wednesday 7 September
Entitlement Offer Record Date (7.00pm AEST)	Wednesday 7 September
Retail Entitlement Offer opens and despatch of the Retail Information Booklet and Entitlement and Acceptance Form to eligible retail shareholders	Monday 12 September
Settlement of New Shares issued under Institutional Entitlement Offer	Wednesday 14 September
Allotment and trading of New Shares issued under Institutional Entitlement Offer	Thursday 15 September
Retail Entitlement Offer closes (5.00pm AEST)	Wednesday 21 September
Announce results of Retail Entitlement Offer	Monday 26 September
Shortfall Placement	Monday 26 September
Announce results of Shortfall Placement	Tuesday 27 September
Settlement of New Shares issued under Retail Entitlement Offer and Shortfall Placement	Thursday 29 September
Allotment of New Shares issued under Retail Entitlement Offer and Shortfall Placement	Friday 30 September
Commencement of trading of New Shares issued under Retail Entitlement Offer and Shortfall Placement	Monday 3 October

The above timetable is indicative only and subject to change. The commencement of trading and quotation of New Shares issued under the Entitlement Offer is subject to confirmation from the ASX. Subject to the requirements of the *Corporations Act 2001* (Cth), the ASX Listing Rules and other applicable rules, Regal reserves the right to amend this timetable at any time, either generally or in particular cases, without notice.

ADVISERS

Barrenjoey Markets Pty Limited is acting as Financial Advisor and Lead Arranger on the Entitlement Offer.

This announcement has been authorised for release by the Board of Regal Partners Limited.



ABOUT REGAL PARTNERS LIMITED

Regal Partners Limited is an ASX-listed, specialist alternative investment manager with over \$5.0 billion⁷ in assets under management.

Formed on 3 June 2022 following the merger of VGI Partners Limited and Regal Funds Management, the Group manages a diverse range of investment strategies covering hedge funds, private markets and real assets on behalf of institutions, family offices, charitable groups and private investors.

The Group houses four dedicated alternative investment management businesses – Regal Funds Management, VGI Partners, Kilter Rural and Attunga Capital – together employing approximately 100 employees and 48 investment professionals, located in offices across Sydney, Melbourne, Singapore and New York.

Combining deep industry experience, extensive networks and multi-award winning performance track records, Regal Partners seeks to be a leading provider of alternative investment product solutions globally.

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⁷ Unaudited Management estimate as at 31 August 2022. Funds under management for the group (including 100% of Kilter Rural, Attunga Capital and Gresham Royalties Management) includes non-fee earning funds.