

ASX Announcement

11 November 2020

The Listings Manager
ASX Limited
Level 4, Stock Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir / Madam,

Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (as modified by ASIC Corporations (Non-traditional Rights Issues) Instrument 2016/84)

MMA Offshore Limited ACN 083 185 693 (ASX Code: MRM, **MMA** or the **Company**) has today announced:

- (a) a fully underwritten accelerated non-renounceable entitlement offer (**Entitlement Offer**) of 1 new fully paid ordinary share in MMA (**New Share**) for every 0.475 shares in MMA held as at 7.00pm (Sydney time) on 13 November 2020 (**Record Date**) by MMA shareholders with registered addresses in Australia or New Zealand, or in certain other jurisdictions in which MMA determines to make offers (together, **Eligible Shareholders**); and
- (b) a concurrent fully underwritten placement of up to 718,660,434 fully paid ordinary shares in MMA to certain institutional investors (**Placement**).

In making the Entitlement Offer, the Company is entitled to rely on "ASX Class Waiver Decision – Non-renounceable entitlement offers" dated 15 September 2020 to allow the Company to offer eligible shareholders more than one Share for every Share held as at the Record Date.

Where applicable, references in this notice to sections of the *Corporations Act 2001 (Cth)* (**Corporations Act**) are to those sections as modified by *ASIC Corporations (Non-traditional Rights Issues) Instrument 2016/84*.

In respect of the Entitlement Offer, MMA gives notice under section 708AA(2)(f) of the Corporations Act that:

- (a) MMA will offer New Shares for issue under the Entitlement Offer without disclosure to investors under Part 6D.2 of the Corporations Act.
- (b) as at the date of this notice:
 - (i) MMA has complied with the provisions of Chapter 2M of the Corporations Act as they apply to MMA;
 - (ii) MMA has complied with section 674 of the Act; and
 - (iii) there is no "excluded information" within the meaning of sections 708AA(8) and 708AA(9) of the Corporations Act which is required to be disclosed under section 708AA(7)(d) of the Corporations Act; and

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- (c) the potential effect of the issue of New Shares under the Entitlement Offer on the control of MMA, and the consequences of that effect, will ultimately depend on a number of factors, including the extent to which Eligible Shareholders participate in the Entitlement Offer and broader investor demand. However, given the structure of the Entitlement Offer as a fully underwritten non-renounceable pro rata offer, MMA does not expect that the issue of New Shares under the Entitlement Offer will have a material effect on the control of the Company. Some further commentary about that follows.
- (i) If all Eligible Shareholders take up all of their entitlements under the Entitlement Offer, then the Entitlement Offer will have no material effect on the control of MMA.
 - (ii) To the extent that an Eligible Shareholder does not take up their entitlements under the Entitlement Offer, that Eligible Shareholder's percentage holding in MMA shares will be diluted by the issue of New Shares under the Entitlement Offer.
 - (iii) So far as MMA is aware and based on substantial holding notices that have been lodged prior to the date of this notice, there are no MMA shareholders with voting power of more than 20% in MMA.
 - (iv) The aggregate percentage holding in MMA shares of MMA shareholders with registered addresses outside of Australia and New Zealand, and certain other jurisdictions in which MMA determines to make offers, will be diluted as a result of the issue of New Shares under the Entitlement Offer.
 - (v) The Entitlement Offer (and the Placement) are fully underwritten by Canaccord Genuity and Aitken Murray Capital Partners (together, the **Underwriters**).
 - (vi) Although the issue of New Shares (in respect of entitlements that are not taken up by Eligible Shareholders under the Entitlement Offer) may increase the voting power in MMA of the Underwriters, or of eligible investors who may be allocated New Shares via the institutional bookbuild process to be conducted by the Underwriters or through sub-underwriting arrangements with the Underwriters, it is not expected to have a material effect on the control of MMA.
 - (vii) MMA's current largest shareholder, Black Crane Asia Pacific Opportunities Fund (**BCAPOF**) (who holds voting power in MMA of 19.70%¹), has indicated that it does not expect to be able to take up some or all of its entitlement under the institutional component of the Entitlement Offer. However, BCAPOF (or a related entity) has indicated that it may agree to sub-underwrite a portion of any shortfall shares (under the retail component of the Entitlement Offer). Assuming that BCAPOF does not participate in the institutional component of the Entitlement Offer, and does sub-underwrite in respect of the retail component of the Entitlement Offer, MMA expects that BCAPOF would hold less voting power in MMA on completion of the Entitlement Offer than it currently does.
 - (viii) Furthermore, it is contemplated that certain other institutional shareholders could agree to sub-underwrite a portion of any shortfall under the retail component of the Entitlement Offer. It is not

¹ According to its most recent Form 604 (Notice of change of interests of substantial holder) dated 23 March 2020.



anticipated that any such sub-underwriting arrangements would ultimately have a material effect on the control of MMA.

This notice has been authorised for release to ASX by the Company's Board of Directors.

Kind regards,

MMA OFFSHORE LIMITED

A handwritten signature in black ink, appearing to read "Dylan Roberts".

Dylan Roberts
Company Secretary

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A PERFECT DAY EVERY DAY

