

WT FINANCIAL GROUP LIMITED (ASX: WTL)

ASX Release – 16 July 2021

ASX Listing Rule 7.3.4 Waiver

WT Financial Group Limited (**WTL** or the **Company**) is pleased to announce that ASX has granted a waiver of Listing Rule 7.3.4 in relation to the potential issue of Upside Shares as part of the deferred consideration for WTL's acquisition of Sentry Group Pty Limited (**Sellers**).

Subject to achievement of revenue targets in respect of the financial year ending 30 June 2022 (**Milestone**) described in the shareholder booklet released on 15 June 2021 (**Booklet**), Upside Consideration, including up to an additional 20,000,000 Shares, may be provided to the Sellers. Listing Rule 7.3.4 requires any issue of Shares to be completed within 3 months of approval of the issue under Listing Rule 7.1. ASX has granted a waiver of Listing Rule 7.3.4 to permit the issue of Upside Shares more than 3 months after approval by shareholders subject to the following conditions:

1. The Upside Shares are to be issued immediately upon satisfaction of the Milestone and in any event no later than 7 September 2022.
2. The Milestone is not varied.
3. The maximum number of Upside Shares to be issued is capped at 20,000,000 ordinary shares.
4. Adequate details regarding the dilutionary effect on the Company's capital structure is included in the Notice.
5. For any annual reporting period during which any of the Upside Shares have been issued or any of them remain to be issued, the Company's annual report sets out the number of Upside Shares issued in that annual reporting period, the number of Upside Shares that remain to be issued and the basis on which the Upside Shares may be issued.
6. In any half year or quarterly report for a period during which any of the Upside Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Upside Shares issued during the reporting period, the number of Upside Shares that remain to be issued and the basis on which the Upside Shares may be issued.
7. The Company immediately discloses to the market the full terms and conditions of the Upside Shares as well as the conditions of this waiver

As noted in the Booklet, as the waiver of Listing Rule 7.3.4 has been granted, resolution 4 will be considered at the shareholder meeting to be held this morning.

About WT Financial Group Limited

WT Financial Group Limited is a diversified financial services group. Its advice and product offerings are delivered primarily through a group of independent financial advisers operating as authorised representatives under its Wealth Today Pty Ltd subsidiary.

The Group's B2C division delivers a range of services directly to wholesale and retail clients through the Spring Financial Group brand, encompassing financial planning, accounting & tax services, mortgage finance services, and investment and asset management.

The Group offers market-leading financial education services for advisers and consumers through regular seminar programs and the publication of its Wealthadviser library of more than 100 financial literacy handbooks and manuals on a broad range of financial and investment market topics.

Authorised for release by and for further information:

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ENDS