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3 November 2023

## **Successful Completion of Placement and Institutional Entitlement Offer**

### **Highlights:**

- Fluence has successfully completed the fully underwritten Placement and Institutional Entitlement Offer of its capital raising, raising A\$31.4m
- The Placement and Institutional Entitlement Offer received strong support from new and existing institutional investors globally
- Directors and management participating in the offer for up approximately A\$9m, led by Chairman, Mr Doug Brown
- Debt reduction and balance sheet reset provides new management team with flexibility to deliver on the strategy of sustainable revenue growth and higher margins
- Investment in sales, particularly in North America, paying dividends through rapidly growing pipeline
- High-Strength Wastewater and Waste-to-Energy, providing solutions that support the shift to global decarbonization
- Launching a partially underwritten Retail Entitlement Offer to raise up to a further A\$9.2 million at A\$0.08 per share
- Retail Entitlement Offer will open on Wednesday, 8 November 2023 and close at 5:00pm (AEDT) on Monday, 27 November 2023.

Fluence Corporation Limited ACN 127 734 196 (**FLC** or the **Company**) is pleased to announce the successful completion of the fully underwritten institutional placement (the **Placement**) and fully underwritten institutional component (the **Institutional Entitlement Offer**) of its one (1) for every two and a half (2.5) ordinary shares in FLC (the **Entitlement**) accelerated non-renounceable entitlement offer of new fully paid shares (the **New Shares**) in the Company (the **Entitlement Offer**) (the Placement and the Entitlement Offer, collectively the **Offer**).

The Placement and Institutional Entitlement Offer closed on Thursday, 2 November 2023.

Concurrently with the Placement, which had an issue price of A\$0.12 per New Share, Bell Potter Securities Limited (**Bell Potter**) facilitated the sale of RSL Investments Corporation and RSL Capital LLC's combined holding of 165.4 million FLC shares at a price of \$0.04 (the **Sell Down**).

Participants in the Placement subscribed for one (1) Placement Share for each (1) Sell Down share.

The Placement and Sell Down had a blended offer price of A\$0.08 per share, based on the average of the Placement price of A\$0.12 and the Sell Down price of A\$0.04 per share.

### **Completion of Placement and Institutional Entitlement Offer**

Approximately 144.6 million New Shares will be issued to successful applicants under the Institutional Entitlement Offer at an issue price of A\$0.08 per New Shares (**Entitlement Issue Price**), raising an aggregate of approximately A\$11.6 million. The Placement will result in the issue of approximately 165.4 million New Shares at an issue price of \$0.12 per New Share, raising A\$19.8 million; and together a total of approximately A\$31.4



million. The Placement and Institutional Entitlement Offer were well supported by institutional investors in Australia and offshore. Directors and management of Fluence are providing strong support for the Offer via the Entitlement Offer and sub-underwriting for up to approximately A\$9 million, led by the Chairman Mr Doug Brown.

As outlined in the Company's announcement on Wednesday, 1 November 2023, funds raised under the Offer will be used towards paying down a significant portion of the existing debt facility with a subsidiary of Upwell Water LLC.

As a result of the successful completion of the Placement and Institutional Entitlement Offer, FLC's ordinary shares (the **Shares**) will recommence normal trading on an ex-entitlement basis from the opening of the market on Friday, 3 November 2023. New Shares issued pursuant to the Institutional Entitlement Offer and Placement will rank equally with existing Shares on issue with effect from their date of issue.

New Shares subscribed for under the institutional Entitlement Offer and Placement are expected to be settled on Wednesday, 8 November 2023 and to be issued and commence trading on ASX on Thursday, 9 November 2023.

Mr Doug Brown, Chairman of Fluence, commented:

"Fluence's foundation is built upon established and proven technology, and we now have a focused team with significant experience in the water treatment sector targeting segments aligned to address end-market needs. Furthermore, major decarbonization initiatives in North America and Europe create significant demand for our Wastewater-to-Energy projects.

This equity raising delivers a *required* reset of the balance sheet and provides a platform for sustainable growth.

We are delighted to have support from our existing institutional shareholders and are pleased to welcome a number of new investors onto the refreshed register. We are also very pleased to be able to offer eligible existing retail shareholders the opportunity to participate in the retail component of the entitlement offer. We are seeing evidence of the new strategy taking effect and momentum building across the business. We look forward to keeping shareholders up to date with our progress."

### **Retail Entitlement Offer**

Eligible retail shareholders who have a registered address in Australia or New Zealand as at 7:00pm (Sydney time) on Friday, 3 November 2023 (the **Record Date**) (the **Eligible Retail Shareholders**) will be invited to participate in the retail component of the Entitlement Offer at the Entitlement Issue Price (the **Retail Entitlement Offer**). The Entitlement ratio under the Retail Entitlement Offer is the same as for the Institutional Entitlement Offer.

The Retail Entitlement Offer will raise up to approximately \$9.2 million. The Retail Entitlement Offer is expected to open on Wednesday, 8 November 2023 and close at 5:00pm (AEDT) on Monday, 27 November 2023 (the **Retail Entitlement Offer Period**).

The Retail Entitlement Offer is partially underwritten by Bell Potter for up to approximately \$2.3 million, representing up to approximately 25% or 29.0 million Shares. Bell Potter has partially underwritten the Retail Entitlement Offer on the same terms set out in the underwriting agreement for the Placement and Institutional Entitlement Offer.



Further information will be sent to Eligible Retail Shareholders in the retail offer booklet for the Retail Entitlement Offer (the **Retail Offer Booklet**) which is expected to be lodged with ASX and despatched or otherwise made available on or around Wednesday, 8 November 2023.

The Retail Offer Booklet and a personalised entitlement and acceptance form (**Application Form**) will contain instructions on how to apply for New Shares as part of the Retail Entitlement Offer.

Application Forms and payments are due by no later than 5:00pm (AEDT) on Thursday, 27 November 2023 unless otherwise extended at the discretion of FLC's Board of Directors and in compliance with ASX Listing Rules.

### **Oversubscription Facility**

Any New Shares not applied for under the Retail Entitlement Offer as well as any entitlements that would have been offered to Ineligible Shareholders if they have been entitled to participate in the Offer will form part of the shortfall from the Retail Entitlement Offer (**Shortfall**). Eligible Retail Shareholders who take up their full Entitlement under the Entitlement Offer will have the opportunity to apply for additional New Shares in excess of their entitlement through an oversubscription facility (**Oversubscription Facility**). Those New Shares will be allocated in accordance with the policy set out in the Retail Offer Booklet.

There is no guarantee that applicants under this Oversubscription Facility will receive all or any of the additional New Shares that they apply for under the Oversubscription Facility.

### **Shortfall**

If there is any shortfall under the Retail Entitlement Offer after the application of the Oversubscription Facility and the partial underwriting by Bell Potter, the directors of FLC reserve the right to place any or all of the shortfall to one or more investors within three months of the closing date of the Retail Entitlement Offer, at FLC's directors' discretion and at a price not less than the Entitlement Issue Price. Such investors may include professional or sophisticated investors, or other investors identified by the Company. The Company has not yet determined whether any such placement will occur.

Bell Potter Securities Limited acted as sole Underwriter and Lead Manager to the Offer.

### **Indicative Timetable**

<b>Event</b>	<b>Date</b>
Announcement of Sell Down, Placement and Entitlement Offer	1 November
Placement and Institutional Entitlement Offer bookbuild	1 November - 2 November
Announcement of results of the Placement and Institutional Entitlement Offer and FLC Shares recommence trading	3 November
Record Date for the Retail Entitlement Offer	7.00pm, 3 November
Retail Offer Booklet dispatched to Eligible Retail Shareholders	8 November



Retail Entitlement Offer opens	8 November
Sell Down, Placement and Institutional Offer settlement date	8 November
Issue and quotation of New Shares under Placement and Institutional Entitlement Offer	9 November
Retail Entitlement Offer closes	27 November
Announcement of results of Retail Entitlement Offer	30 November
Settlement of New Shares issued under Retail Entitlement Offer	1 December
Issue of New Shares under the Retail Entitlement Offer	4 December
Quotation and trading commence on a normal settlement basis	5 December

All dates are 2023.

The above timetable is indicative only (except where historical) and subject to change. All times and dates refer to AEDT. Subject to the Listing Rules, FLC in conjunction with Bell Potter, reserves the right to vary any or all of these dates, including the Retail Entitlement Offer closing date, without prior notice or consultation with you. Any extension of that closing date will have a consequential effect on the anticipated date for issue of the New Shares under the Retail Entitlement Offer. FLC also reserves the right not to proceed with the whole or part of any of the Offer at any time prior to allotment.

### **Shareholder Enquiries**

Eligible Retail Shareholders will be sent further details about the Entitlement Offer via a shareholder letter to be dispatched on or around 8 November 2023 and a Retail Offer Booklet to be lodged with ASX on 8 November 2023. The Retail Entitlement Offer can only be accepted by Eligible Retail Shareholders.

Eligible Retail Shareholders who have questions relating to the Retail Entitlement Offer should call FLC's share registry, Boardroom Pty Ltd on 1300 737 760 (within Australia) or + 61 2 9290 9600 (from outside Australia) from 8.30am to 5.30pm (Melbourne time) Monday to Friday during the Retail Entitlement Offer Period.

### **Additional information**

This announcement has been authorised and approved by the Board of Directors of FLC for lodgement with ASX.

All the amounts are in Australian dollars unless otherwise indicated.

For further information, please contact:

Melanie Leydin  
Company Secretary  
E: [Melanie.Leydin@vistra.com](mailto:Melanie.Leydin@vistra.com)



## **IMPORTANT NOTICES**

### **Forward looking statements**

This announcement contains certain "forward-looking statements". The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies that are subject to change without notice and involve known and unknown risks and uncertainties and other factors that are beyond the control of PPG, its directors and management. This includes statements about market and industry trends, which are based on interpretations of current market conditions.

### **Not an offer in the United States**

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction where it would be illegal. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. Persons who come into possession of this announcement should observe any such restrictions as any non-compliance could contravene applicable securities laws.

The information in this announcement is of general background and does not purport to be complete. It should be read in conjunction with FLC's other periodic and continuous disclosure announcements lodged with ASX Limited, which are available at [www.asx.com.au](http://www.asx.com.au)

### **General**

This announcement is subject to the same "Disclaimers" that appear on slides 2, 3 and 4 of the investor presentation released to the ASX on 1 November 2023 with any necessary contextual changes.

### **Own enquiries**

Investors should make and rely upon their own enquiries before deciding to acquire or deal in FLC securities.