

## Mad Paws Holdings Limited ACN 636 243 180 - Share Purchase Plan

Dear Shareholder

On behalf of the board of Mad Paws Holdings Limited ACN 636 243 180 (**ASX:MPA**) (**Company**), it gives me great pleasure to offer you the opportunity to increase your investment in the Company by purchasing additional shares in the Company (**New Shares**) worth up to \$30,000 under this share purchase plan (**SPP**).

The Company recently announced a successful placement of approximately 23.1 million shares at an issue price of \$0.13 per share to new and existing institutional and sophisticated investors (**Placement**) raising approximately (\$3 million).

The Company has exited December 2022 on a \$30M operating revenue run rate growing 75% year on year on a pro-forma basis, but we see significant upside potential ahead of us by implementing the four strategies this capital raise will enable.

Each eligible shareholder will be entitled to acquire a maximum of \$30,000 worth of New Shares, to the extent that this cap has not been exceeded by that eligible shareholder in the previous 12 month period, including any shares acquired in the Company's 2022 share purchase plan, subject to the Company exercising its discretion to scale-back applications under the SPP to the extent and the manner that it sees fit. The SPP gives eligible shareholders the ability to acquire New Shares at the price of \$0.13 per fully paid ordinary share, the same price as the Placement. SPP Shares can be applied for in parcels from as little as \$500 up to \$30,000, subject to the limitations above.

### Use of proceeds

The proceeds of the Placement and the SPP will be applied to accelerate the Company's growth and market leading position across the following initiatives:

Use of Funds	\$3M Placement + \$1M SPP	A\$'000
Single online marketplace & e-commerce platform for all products & services		950
Expansion of Pet Chemist food and nutritional range		500
Investment in marketing and new channel development		850
Building infrastructure to support growth		500
Working Capital and New Initiatives		960
Cost of the Offer		240
<b>Total</b>		<b>4,000</b>

\* These amounts are estimates and the Company reserves the right to vary these allocations

### Participation in the SPP and How to Apply for New Shares under the SPP

Participation in the SPP is voluntary and open to all eligible shareholders, being holders of Shares in the Company at 7.00pm (AEDT) on 9 February 2023 (**Record Date**) and whose registered address is in Australia or New Zealand (each an **Eligible Shareholder**). The SPP is also being extended to Eligible Shareholders who are Custodians or nominees to participate in the SPP on behalf of certain Eligible Beneficiaries on the terms and conditions set out in the SPP booklet accompanying this letter (**Booklet**). Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders (including Custodians and nominees) who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons. Once issued, SPP Shares will rank equally with existing Shares in the Company.

The SPP opens at 9.00am (AEDT) on 14 February 2023 and is scheduled to **close at 5.00pm (AEDT) on 28 February 2023 (SPP Offer Closing Date)**, however the Company reserves the right to close the SPP early, or extend the SPP Offer Closing Date. If you intend



to participate, you must make a payment for the maximum you wish to pay for SPP Shares via BPAY or Electronic Funds Transfer in accordance with the instructions on the SPP Acceptance Form so that it is received prior to 5.00pm AEDT on the SPP Offer Closing Date.

#### **Further information**

This letter and the accompanying material including the Booklet and the SPP Acceptance Form sets out the terms and conditions of the SPP. This material contains important information about the SPP to assist you in deciding whether to participate in the SPP. You should read the Booklet carefully and in its entirety before deciding whether to apply for SPP Shares. If you have any questions in relation to whether an investment in the Company through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

On behalf of the board, I look forward to your continued support.

Yours faithfully

A handwritten signature in black ink, appearing to read "Jan Pacas".

Jan Pacas

#### **Chairman**

Mad Paws Holdings Limited ACN 636 243 180

*For further information, please contact Belinda Cleminson, Company Secretary, on 02 8072 1400 (inside Australia) or [belinda.cleminson@atomicgroup.com.au](mailto:belinda.cleminson@atomicgroup.com.au) (outside Australia) between 8:00am to 5:00pm (Brisbane time) Monday to Friday during the offer period. Alternatively, consult your professional adviser. For media enquiries, please contact David Allen or John Granger on +61 2 9103 9494 or [dallen@hawkesburypartners.com.au](mailto:dallen@hawkesburypartners.com.au) / [jgranger@hawkesburypartners.com.au](mailto:jgranger@hawkesburypartners.com.au).*