ASX Release

LAUNCH OF A$7.6 MILLION ACCELERATED ENTITLEMENT OFFER TO DRIVE GROWTH

Melbourne, Australia, 17 December 2024: Vinyl Group Ltd (ASX: VNL), Australia's only ASX-listed music Company, today announces that it is undertaking a fully underwritten pro rata accelerated non-renounceable entitlement offer to eligible existing shareholders to raise approximately A$7.6 million.

HIGHLIGHTS

- Cash reserves will increase by $7.27M.
- The Company will utilise funds to complete the acquisition of Concrete Playground Pty Ltd and replenish its cash reserves for previous acquisitions and additional working capital..
- Offer is fully underwritten by Lead Manager Peloton Capital.

Entitlement Offer

The offer is 1-for-15.5 offer of new fully paid ordinary shares (New Shares) at A$0.10 per New Share (Offer Price) under which eligible existing shareholders will be entitled to subscribe for 1 new share for every 15.5 shares held at the record date to raise gross proceeds of approximately $7.6M (Entitlement Offer). This will result in the issue of approximately 76 million shares or 7% of the total issue capital of the Company. The Entitlement Offer' is fully underwritten by Peloton Capital (Peloton Capital, Underwriter, or the Lead Manager). The offer price represents a 14.3% discount to the last closing price of A$0.11 and a 9.1% discount to the 10 day VWAP through 16 December 2024.

The Entitlement Offer will be conducted in two parts, an institutional component (Institutional Entitlement Offer) and a retail component (Retail Entitlement Offer). The Entitlement Offer is non-renounceable, and Entitlements will not be tradable or otherwise transferable.

Eligible shareholders who do not take up their Entitlement under the Entitlement Offer in full or in part, will not receive any value with respect to those Entitlements not taken up.

Institutional Entitlements Offer

Eligible institutional shareholders, being institutional shareholders with a registered address in Australia, New Zealand and the United States (to the extent the shareholder is an international accredited investor within the meaning of Rule 501(a)(1), (2), (3), (7), (9) or (12) under the US Securities Act of 1933), will be invited to participate in the Institutional Entitlement Offer, which is being conducted today, Tuesday, 17 December 2024 through until 5.00pm (Sydney time) on Wednesday 18 December 2024. Eligible institutional shareholders can choose to take up all, or part or none of their Entitlement under the Entitlement Offer.

Institutional entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer, and institutional entitlements that would otherwise have been offered to ineligible institutional shareholders, will be offered to eligible institutional shareholders who apply for New Shares in excess of their entitlement, as well as to certain other eligible institutional investors who bid into the institutional bookbuild being conducted concurrently with the Institutional Entitlement Offer.

Vinyl Group Ltd shares will remain in a trading halt pending completion of the Institutional Entitlement Offer.

Retail Entitlement Offer

Eligible retail shareholders with a registered address in Australia or New Zealand as at 7.00pm (Sydney time) on the Record Date, not being US persons or acting for the account or benefit of persons in the United States (Eligible Retail Shareholders) will be invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer. The Retail Entitlement Offer will open at 9.00am (Sydney time) on Tuesday, 24 December 2024 and close at 5.00pm (Sydney time) on Wednesday, 15 January 2025.

Eligible Retail Shareholders can choose to take up all, or part or none of their Entitlement under the Entitlement Offer.

In addition to each Eligible Retail Shareholder's Entitlement under the Retail Entitlement Offer, Eligible Retail Shareholders will be offered the opportunity to apply for additional New Shares under a Shortfall Facility. Eligible Retail Shareholders are not assured of being allocated any New Shares in excess of their Entitlement under the Shortfall Facility. The Company retains absolute discretion regarding allocation under the Shortfall Facility.

If Eligible Retail Shareholders take no action, they will not be allocated New Shares and their Entitlements will lapse. Eligible Retail Shareholders who do not take up their Entitlements in full under the Retail Entitlement Offer will not receive any value or payment for those Entitlements they do not take up. The Retail Entitlement Offer is non-renounceable and cannot be traded on ASX or any other exchange, nor can it be privately transferred.

The terms and conditions under which Eligible Retail Shareholders may apply will be outlined in the Offer Document, which will be available on the ASX website on 24 December 2024.

Existing Shareholders with a registered address outside Australia and New Zealand on the Record Date or who are acting for the account or benefit of persons in the United States will be ineligible to participate in the Retail Entitlement Offer.

Director and Significant Shareholder Participation

Significant shareholders, RealWise Group Holdings Pty Ltd (Richard White), Songtradr, Inc and Robert Millner have indicated a commitment of $4.3 million by way of take up of Entitlement and shortfall offer.

Realwise Group Holdings is only participating up to its current entitlement of 37.24% of the offer and will not result in an increase in voting power.

Indicative Timetable

Announcement of the Entitlement Offer	17 December 2024
Record Date for determining Entitlements in the Retail Entitlement Offer	5:00 pm on 19 December 2024
Offer Booklet and Entitlement and Acceptance Forms sent out to Eligible Retail Shareholders	24 December 2024
Retail Entitlement Offer opens (**Open Date**)	24 December 2024
Retail Entitlement Offer closes* (**Close Date**) 5.00 pm (AWST)	5:00 pm on 15 January 2025
Retail Shortfall Bookbuild	16 January 2025
Settlement of Retail Entitlement Offer	16 January 2025
Announcement of results of Retail Entitlement Offer	20 January 2025
Allotment of New Shares under the Retail Entitlement Offer	21 January 2025
Despatch of holding statements for New Shares under the Retail Entitlement Offer	21 January 2025
Normal trading on ASX of New Shares under the Retail Entitlement Offer commences	22 January 2025

This timetable is indicative only and may be subject to change without notice to, or consultation with, you.

Vinyl Group reserves the right to amend any or all of these dates and times subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws. In particular, Vinyl Group reserves the right to extend the closing date for the Institutional Entitlement Offer or the Retail Entitlement Offer, to accept late applications under the Institutional Entitlement Offer or the Retail Entitlement Offer (either generally or in particular cases) and to withdraw the Institutional Offer or the Retail Entitlement Offer without prior notice. Any extension of the closing date for the Institutional Entitlement Offer or the Retail Entitlement Offer will have a consequential effect on the allotment date of New Shares. Vinyl Group also reserves the right not to proceed with the Entitlement Offer in whole or in part at any time prior to allotment and issue of the relevant New Shares. In that event, the relevant application monies (without interest) must be returned in full to applicants.

All dollar amounts are in Australian dollars unless otherwise indicated.

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. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 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.

Authorisation and Additional Information:
This announcement was authorised by the Board of Vinyl Group Ltd

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-Ends-

ABOUT VINYL GROUP

Vinyl Group is the heartbeat of an equitable music world, providing tech solutions that connect music creators, fans and brands. The Company's diverse portfolio has touchpoints across all corners of the global music ecosystem, empowering everyone from creators to consumers. Vinyl.com offers a world-class ecommerce experience including over 50K titles for fans to support their favourite artists. Vampr is a leading dedicated social-professional networking platform and talent marketplace, allowing 1.4M creators to discover collaborators and monetise their work in over 180 countries. Jaxsta is the world's largest and only database of official music credits with over 380M verified credits to streamline revenue opportunities for businesses in the music industry. Serenade is a Web3 pioneer of physical and digital collectibles that has served over 200+ global artists. Vinyl Group's media arm includes Mediaweek, the leading media trade publication in Australia, having built its readership and industry respect over its 33 year history, and The Brag Media, Australia's largest creator of premium youth content and events and publishes iconic titles including Rolling Stone AU/NZ, Variety Australia, TheBrag.com, The Music Network, Tone Deaf, and more.