COG Financial Services Limited

9 October 2025

The Manager – Listings
Australian Securities Exchange Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

COG acquires additional interest in salary packaging business through successful $20 million capital raise

Acquisition of stake in Fleet Network

COG Financial Services Limited (**COG** or the **Company**) (ASX: **COG**) is pleased to announce the acquisition of an additional 14.1% interest in Fleet Network Pty Ltd, an existing subsidiary of COG under the Paywise salary packaging and novated leasing platform (**Acquisition** or **Transaction**). Post completion of the Transaction, COG will hold approximately 92.4% with Fleet Network management retaining 7.6%.

The consideration payable of $23.9 million represents an FY25 EBITDA multiple of approximately 6.1x and will be approximately 5.1% accretive to FY25 statutory EPSA. Deferred consideration of up to a maximum of $4.7 million payable in the period from June 2028 to December 2030 subject to the extension of the FBT Exemption for electric vehicles.

Following the Acquisition, COG will continue to possess a strong balance sheet position with pro-forma available liquidity of approximately $5 million and net debt / EBITDA of less than 1.0x.

The Transaction has an effective date of Wednesday 1 October 2025 and is expected to complete on or before Friday 31 October 2025.

Funding of Acquisition and Equity Raising

COG is also pleased to announce it has received binding commitments for a $20.0 million placement (**Placement**) to new and existing professional and sophisticated investors through the issue of 10.0 million new fully paid ordinary shares (**New Shares**) via the Company's existing placement capacity under ASX Listing Rule 7.1 (**Equity Raising**). New Shares issued in the Placement represents approximately 4.7% of shares on issue. The Acquisition will be funded by the net proceeds of the Equity Raising and existing available liquidity of $4.7 million.

The Placement will be conducted at a fixed offer price of $2.00 per New Share (**Offer Price**). The Offer Price represents:

- a 4.8% discount to the last close price of $2.10 per share on Wednesday, 8 October 2025, and
- a 6.4% discount to the 5-day VWAP of $2.136 per share

COG CEO Andrew Bennett said:

"COG is delighted with the strong support we received for the institutional placement from new and existing investors. We are pleased to see continued support for COG and is a testament to the track record which COG has developed in acquiring new companies to continue to build on market share. Our acquisition strategy of identifying strategic acquisitions to add to the organic trajectory of our business segments at the right price has allowed COG to pursue low risk transactions while delivering on accretion for shareholders. This acquisition in addition to EasiFleet delivered an uplift in pro-forma FY25 EPSA by 22% and contribute $9.6 million in FY25 EBITDA to COG shareholders.

Following the transaction, we are pleased to maintain a strong balance sheet position with available liquidity of approximately $5 million. COG will continue to pursue organic and inorganic growth in the market."

The New Shares issued under the Equity Raising expected to settle on Thursday, 16 October 2025 and be issued and commence trading on the ASX on Friday, 17 October 2025. New Shares issued under the Equity Raising will rank equally with the Company's existing shares on issue.

Morgans Corporate Limited is acting as the Sole Lead Manager and Bookrunner to the Equity Raising.

Please refer to the Investor Presentation lodged to the ASX platform for further information on the Acquisition and Equity Raising.

Timetable

Event	Date (AEDT)
Announcement of Acquisition and Equity Raising	Thursday, 9 October 2025
Settlement of New Shares under the Institutional Placement	Thursday, 16 October 2025
Allotment and Trading of New Shares under the Institutional Placement	Friday, 17 October 2025

The timetable is indicative only and subject to variation. The Company reserves the right to alter the timetable at its discretion and without notice, subject to the ASX Listing Rules, the Corporations Act and other applicable law. All other times refer to Sydney, Australia time unless denoted otherwise.

Announcement authorised by: Tony Robinson, Chair

For further information please contact:

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