

20 February 2023

ASX Announcements

MINIMUM ACCEPTANCE CONDITION WAIVED AND OFFER CLOSE REMINDER

Off Market Takeover Bid for ICSGlobal Limited by DWY (No.1) Pty Ltd

We refer to the off-market takeover bid for the all of the ordinary shares in ICSGlobal Limited (ABN 72 073 695 584) (**ICS**) by DWY (No.1) Pty Ltd ACN 664 056 320 (**DWY**), a wholly owned subsidiary of Dawney & Co Ltd the terms of which are contained in a bidder's statement dated 21 December 2022 and subsequent replacement bidder's statement dated 4 January 2023.

The attached notice is provided in accordance with section 630(5)(b) of the *Corporations Act 2001* (Cth).

The Notice provides that:

1. The offers and takeover contracts are **freed of the minimum acceptance** condition.
2. None of the remaining conditions in section 8.1 of the Bidder's Statement have been freed or fulfilled, as such the Offer and takeover contracts remain subject to those conditions.

OFFER PERIOD CLOSE DATE REMINDER

DWY reminds ICS shareholders the offer period will close at 7:00pm (Sydney time) on 28 February 2023.

If you have any questions about the Offer or how to accept the Offer, please call the Computershare Investor Services shareholder information hotline on 1300 916 763 (for callers within Australia) or +61 3 9415 4228 (for callers outside Australia) or consult your legal or other financial or professional adviser.



Mitch Dawney
Director

DWY (No.1) Pty Ltd (ACN 664 056 320)

**Off-Market Bid for
ICSGlobal Limited (ABN 72 073 695 584)**

**Notice under section 630(3) of the Corporations Act 2001 (Cth)
- status of defeating conditions**

To: ICSGlobal Limited (ABN 72 073 695 584) (**ICS**)
And to: ASX Limited

DWY (No.1) Pty Ltd ACN 664 056 320 (**DWY**) has made offers to ICS shareholders under an off-market takeover bid for all of the fully paid ordinary shares in ICS contained in its bidder's statement dated 21 December 2022 and subsequent replacement bidder's statement dated 4 January 2023 (**Bidder's Statement**)(**Offer**).

Capitalised terms in this notice have the same meaning given in the Bidder's Statement unless the context requires otherwise.

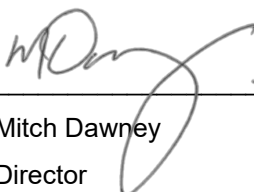
For the purpose of section 630(3) of the *Corporations Act 2001* (Cth), DWY gives notice as follows:

- (a) Pursuant to subsection 650F(1), the Offers, and the takeover contracts, are free from the condition contained in clause 8.1(a) (*minimum acceptance*) of the Bidder's Statement and as a result, the Offer is not conditional on a minimum acceptance;
- (b) So far as **DWY** knows, none of the remaining conditions in section 8.1 of the Bidder's Statement (**Conditions**) have been fulfilled or freed as at the date of this Notice, and accordingly the Offers and takeover contracts remain subject to those conditions.
- (c) As at the date of this Notice **DWY** has a relevant interest of approximately 3.57% in ICS Shares through the holding of Dawney & Co Ltd (DWY's parent entity) and acceptances received to date. Therefore, DWY's Voting Power in ICS as at the date of this notice is 3.57%.

The Offer Period will close at 7:00pm (Sydney time) on 28 February 2023.

DATED the 20th day of February 2023.

SIGNED on behalf of **DWY (No.1) Pty Ltd**.



Mitch Dawney
Director