



14 October 2026

The Manager
National Stock Exchange of Australia Limited

NSX RELEASE

Issuer: Heritage Brands Limited (NSX Code: HBA)

Rights issue cleansing notice under paragraph 708AA(2)(f) of the Corporations Act

Heritage Brands Limited (**Heritage Brands** or the **Company**) announced on 28 September 2026 that it will undertake a non-renounceable rights issue of up to 56,021,297 fully paid ordinary Heritage Brands shares (**Rights Issue**). Eligible shareholders will be entitled to subscribe for 1 ordinary Heritage Brands share (**New Share**) for every 1 ordinary Heritage Brands share held at the Record Date, being 7.00 pm (Sydney time) on 13 October 2026 (**Record Date**), with each such share being issued at an issue price of \$0.10 or 10 cents, to raise up to \$5,602,129 before costs (**Offer**).

Further details regarding the Offer are set out in the Offer Document (the "**Offer Document**") that will be dispatched to shareholders.

References in this notice to provisions of the *Corporations Act 2001* (Cth) (**Corporations Act**) are to those provisions as modified by applicable ASIC instruments.

Heritage Brands states as follows:

1. Heritage Brands will offer the New Shares without disclosure to investors under Part 6D.2 of the Corporations Act.
2. This notice is given under paragraph 708AA(2)(f) of the Corporations Act.
3. As at the date of this notice, Heritage Brands has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act as they apply to Heritage Brands; and
 - (b) sections 674 and 674A of the Corporations Act.

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4. As at the date of this notice, there is no excluded information of the type referred to in sub-sections 708AA(8) and 708AA(9) of the Corporations Act.
5. The potential effect the issue of the New Shares under the Rights Issue will have on the control of Heritage Brands, and the consequences of that effect, will depend on a number of factors, including investor demand and the level of support for the Rights Issue. The Directors of Heritage Brands cannot speculate about the extent to which entitlements under the Rights Issue will be accepted by the shareholders eligible to participate (**Eligible Shareholders**), or the resulting levels of voting power of individual shareholders after completion of the Rights Issue. However, they make the following observations:

Potential dilution generally of existing shareholders

If every Eligible Shareholder takes up their full entitlement to subscribe for New Shares under the Rights Issue (**Entitlement**), the Rights Issue will have no effect on the control of Heritage Brands. However, if not every Eligible Shareholder subscribes for their full Entitlement, those who do not take up their Entitlement will be diluted upon the issue of the New Shares.

Potential increases in voting power of Existing Substantial Shareholders

As at the date of the Offer Document, the following shareholders of Heritage Brands are the only shareholders who have notified the Company that they are substantial shareholders (**Existing Substantial Shareholders**):

Existing Substantial Shareholder	Voting power in Company
Rawlo International Pty Ltd	45.99%
Washington H. Soul Pattinson and Company Limited (Soul Patts)	16.15%
Maxim Krok* *Total held by a number of entities.	13.68%
Stephen Mason	8.08%

Rawlo International Pty Ltd has agreed to take up at least part of the Entitlement it has on behalf of the McCartney Family Trust, as required to ensure that the Rights Issue will raise the minimum of \$700,000 in additional capital required by the Company's bank lender. None of the other Existing Substantial Shareholders has made any commitment to the Company to take up its Entitlement in full or in part.

Potential changes resulting from take-up of Entitlements by Existing Substantial Shareholders

The following tables are intended to illustrate the potential effect of the Rights Issue on the resulting voting power of the Existing Substantial Shareholders in the Company, using hypothetical levels of participation in the Rights Issue by the Existing Substantial Shareholders and by other Eligible Shareholders.

The next table below (**Table 1**) sets out the total number of ordinary shares (and voting power) in the Company that each Existing Substantial Shareholder would obtain if each Existing Substantial Shareholder applies for its full Entitlement under the Rights Issue and no other shareholder applies for any New Shares under the Rights Issue:

Existing Substantial Shareholder	Existing number of shares held	Number of New Shares acquired by taking up Entitlement in full	Existing voting power %	Total shareholding immediately after Rights Issue completes	Voting power % immediately after Rights Issue completes
Rawlo International Pty Ltd	25,765,616	25,765,616	45.99%	51,531,232	50.02%
Soul Patts	9,049,412	9,049,412	16.15%	18,098,824	17.57%
Maxim Krok* <i>*Total held by a number of entities.</i>	7,662,977	7,662,977	13.68%	15,325,954	14.88%
Stephen Mason	4,527,900	4,527,900	8.08%	9,055,800	8.79%

The table below (**Table 2**) sets out the maximum effect the Offer could have on the control of the Company held by each of the Existing Substantial Shareholders, where that particular Existing Substantial Shareholder is the only Eligible Shareholder that takes up its Entitlement in the Rights Issue. The table assumes that there is no take-up of any Entitlements by any other Eligible Shareholders:

Existing Substantial Shareholder	Existing number of shares held	Existing voting power %	Entitlement taken up (Number of New Shares)	Total shareholding immediately after Rights Issue completes	New voting power if no other Shareholder takes up its Entitlement %
Rawlo International Pty Ltd	25,765,616	45.99%	25,765,616	51,531,232	63.01%
Soul Patts	9,049,412	16.15%	9,049,412	18,098,824	27.81%
Maxim Krok* <i>*Total held by a number of entities.</i>	7,662,977	13.68%	7,662,977	15,325,954	24.07%
Stephen Mason	4,527,900	8.08%	4,527,900	9,055,800	14.96%

The table below (**Table 3**) sets out the effect the Offer could have on the level of control of the Company held by Rawlo International Pty Ltd, if no other Eligible Shareholder were to take up any part of its Entitlement and Rawlo International Pty Ltd were to take up only the 7,000,000 New Shares that would raise the minimum of \$700,000 in additional capital required by the Company's bank lender.

Existing Substantial Shareholder	Existing number of shares held	Existing voting power %	Entitlement taken up (Number of New Shares)	Total shareholding immediately after Rights Issue completes	New voting power if no other Shareholder takes up its Entitlement %
Rawlo International Pty Ltd	25,765,616	45.99%	7,000,000	32,765,616	51.99%

Soul Patts	9,049,412	16.15%	-	9,049,412	14.36%
Maxim Krok* <i>*Total held by a number of entities.</i>	7,662,977	13.68%	-	7,662,977	12.16%
Stephen Mason	4,527,900	8.08%	-	4,527,900	7.18%

Potential for Additional Shares to be issued to Existing Substantial Shareholders

In addition to the potential effect of one or more of the Existing Substantial Shareholders taking up their full Entitlement, it should be noted that as set out in the Offer Document, any Eligible Shareholder (including any Existing Substantial Shareholder) may apply for Additional Shares in excess of their Entitlement. Additional Shares may be issued at the discretion of the directors, from any shortfall in applications for Entitlement shares. However, unless permitted by the "3% creep rule" in Chapter 6 of the Corporations Act, no Additional Shares will be issued to any Eligible Shareholders if in the view of the Directors to do so would either (i) increase that Eligible Shareholder's voting power in the Company from 20% or below to more than 20% or (ii) increase that Eligible Shareholder's voting power at all, if that Eligible Shareholder's voting power is already above 20%. Existing Substantial Shareholders that have had voting power in the Company of at least 19% for a period of at least 6 months are permitted by the "3% creep rule" to acquire Shares and thereby increase their voting power by up to 3 percentage points higher than they had 6 months before the acquisition. This means that Rawlo International Pty Ltd could apply for and be allotted Additional Shares under the Offer (that is, in addition to its Entitlement shares), to a maximum of 3% of the total number of issued Shares in the Company.

Consequences of the potential effect of the Rights Issue on control of Heritage Brands

The Directors of Heritage Brands have considered the potential effect of the Rights Issue on control of the Company and note that under each of the three hypothetical scenarios shown in Table 1, Table 2 and Table 3 above, the shareholding of Rawlo International Pty Ltd would increase from below 50% to above 50%, with the result that it could never be out-voted by other shareholders at a general meeting of the Company's members on a resolution on which it is allowed to vote (including a resolution for the appointment, re-election or removal of a director of the Company).

However the current voting power of Rawlo International Pty Ltd is 45.99%, which is already a level that exceeds the combined voting power of the other Existing Substantial Shareholders added together. In the view of the Directors, this means that Rawlo International Pty Ltd already has the likely ability to control the outcome of any resolution at a general meeting of the Company on which it is entitled to vote, without the support of votes cast by other shareholders and even if each of the other Existing Substantial Shareholders were casting their votes in opposition to the votes cast by Rawlo International Pty Ltd. Accordingly, the potential increase in the individual voting power of Rawlo International Pty Ltd from 45.99% to above 50% and potentially as high as 63.01%, as a result of the Rights Issue, would not, in the view of the Directors, be a material change to the current position with respect to the control of the Company.

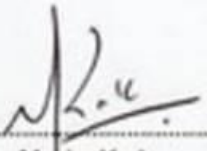
Company as potential subsidiary of Rawlo International Pty Ltd

An increase in the shareholding of Rawlo International Pty Ltd to more than 50% of the issued share capital would cause the Company to become a 'subsidiary' of Rawlo International Pty Ltd and Rawlo International Pty Ltd would be the 'holding company' of the Company, for the purposes of the Corporations Act. This would not change the Company's status as a listed public company

with its own separate legal identity, its own separately-elected board of directors and its own separate constitution, governance, management, assets, liabilities and business. If the Company becomes a subsidiary of Rawlo International Pty Ltd, the directors of the Company will continue to have a duty to act in the best interests of the Company, not the best interests of Rawlo International Pty Ltd. Any dealings between the Heritage Brands group and Rawlo International Pty Ltd would need to be properly documented and on arm's length terms.

This notice was authorised for release by the Board of Heritage Brands.

Signed for and on behalf of Heritage Brands:


A handwritten signature in black ink, appearing to read 'M. Krok', is written over a horizontal dashed line. Below the line, the name 'Maxim Krok' is printed in a small, black, sans-serif font.

Maxim Krok
Chairman
Heritage Brands Limited