

ASX Release
21 JULY 2025

Agency improved financing terms

The Agency Group Australia (ASX:AU1) (“The Agency” or “the Company”) is pleased to announce an enhancement to the terms of its secured debt facility with Macquarie Bank Limited (“MBL”), reflecting the strength of the Company’s ongoing performance and its positive growth outlook.

Following constructive and proactive engagement, the Company has executed an Amendment Deed with MBL on improved terms. The revised facility reflects MBL’s continued support of The Agency’s strategy and growth prospects.

Key amendments to the facility include:

- A reduction in the interest rate margin from 3.75% to 3.25%, improving the Company’s cost of capital;
- An extension of the facility maturity to 30 June 2028, providing long-term funding certainty;
- A new draw down facility of \$1.6M for the purpose of funding growth initiatives;
- Removal of the interest cover ratio pursuant to which the Company’s EBITDA had to be at least 3 times its interest expense;
- New minimum liquidity covenant under which the company must hold in aggregate, cash greater than \$1.45M (excluding cash held under the asset growth fund), increasing to \$2M from 1st July 2026.
- the Company is also pleased to announce that it has executed a variation to convertible note agreement with Peters Investments Pty Ltd (Peters Investments) to extend the maturity date from 22 January 2026 to 31 December 2028 (See further details below).

The Company confirms that there are no other material changes to the terms of the facility, other than those announced previously to the ASX or in its financial accounts.

Convertible Note Extension with Peters Investments

Reflecting the extended debt facility maturity, the Company and Peters Investments have entered into a further Deed of Variation to the Convertible Note Agreement to amend the Maturity Date of the Convertible Notes from 22 January 2026 to 31 December 2028, with such amendment subject to the Company obtaining shareholder approval under section 611 (item 7) of the *Corporations Act 2001* (Cth), and any statutory, third-party and regulatory approvals.

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Shareholder approval will allow the Company to issue Shares to Peters Investments on conversion of the Convertible Notes and in repayment of accrued interest, in accordance with the terms and conditions of the Convertible Notes, which will result in Peters Investment's voting power increasing from 30.48% to up to 54.09%.

An Independent Expert's Report has been prepared to assess whether the transactions contemplated by the proposed amendment to the Maturity Date of the Convertible Notes is fair and reasonable to the non-associated Shareholders of the Company. This together with the Notice of General Meeting to be held on Wednesday 27th August 2025, will be dispatched to shareholders over the coming days.

Commenting on the amendments, The Agency Chairman Andrew Jensen said:

"The improved secured debt facility terms and convertible note extension are incredibly encouraging, not only strengthening our balance sheet but also providing the flexibility and confidence to pursue our next phase of growth. We are grateful for the continued support of two high-calibre partners who share our belief in the future of this business."

ENDS

Announcement authorised for release by the board of directors.

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