



9 June 2026

Grant of Loan Facility to Director

BSA Limited (“BSA” or the “Company”) (ASX: BSA) advises that the Company has executed a loan agreement with an entity associated with the Company’s Non-Executive Chair, David Geraghty (**Loan Agreement**) pursuant to which the Company will grant a loan facility on the key terms summarised below (**Loan Facility**):

- **Loan Amount:** up to A\$2,000,000, subject to the satisfaction (or waiver in the Company’s absolute discretion) of certain conditions precedent considered standard for a facility of this nature.
- **Borrower:** Mandarin Rock Pty Ltd (ACN 673 741 636), with David Geraghty and Beibei Yu (being current directors and shareholders of the Borrower) each unconditionally and irrevocably jointly and severally guaranteeing the performance of the Borrower.
- **Purpose:** The Loan Facility may be drawn only for the purpose of acquiring ordinary shares in the capital of the Company by way of an on-market acquisition and/or off-market share transfer.
- **Interest rate:** 10% per annum, accruing daily from the drawdown date and payable quarterly in arrears.
- **Maturity Date:** 3 years from the drawdown date.
- **Repayment:** All of the principal outstanding payable under the Loan Facility must be repaid in full on or before the Maturity Date or as otherwise required as follows:
 - *For the first 12 months following the drawdown date:* the Borrower is not required to make any repayment of the Loan Amount drawn down; and
 - *Commencing on the end of the first quarter occurring after the expiry of that 12-month period, and on each subsequent quarter end date:* the Borrower must repay an amount of principal equal to 12.5% of the Loan Amount drawn down until the Loan Amount drawn down has been repaid in full.
- **Security:** Unsecured.
- **Events of default:** Standard events of default apply to the Loan Facility, such as non-payment and insolvency of the Borrower, following the occurrence of which the Company will have the right to charge an additional default interest of 2% per annum and/or declare the principal outstanding and accrued interest to be immediately due and payable.

The provision of the Loan Facility to the Borrower constitutes the giving of a financial benefit and financial assistance to a related party of the Company for the purposes of sections 208 and 260A of the *Corporations Act 2001* (Cth) (**Corporations Act**), respectively.

Following due and careful consideration by the directors of the Company (excluding David Geraghty) (together, the **Non-Conflicted Directors**) of the terms of the Loan Facility, the creditworthiness of the Borrower, the implications for the Company and comparable transactions between parties dealing on an arm’s length basis, the Non-Conflicted Directors have determined for the purposes of sections 210 and 260A(1)(a) of the *Corporations Act* that the giving of the:

- financial benefit in relation to the grant of the Loan Facility is on terms that would be reasonable if the Company and Borrower were dealing at arm’s length; and
- financial assistance in relation to the grant of the Loan Facility will not materially prejudice the interests of the Company or its shareholders or the Company’s ability to pay its creditors.

Accordingly, the Company will not be seeking shareholder approval to the above-mentioned financial benefit and financial assistance under sections 208 and 260B of the *Corporations Act*.

The Non-Conflicted Directors sought independent legal advice in relation to the grant of the Loan Facility, and David Geraghty has not participated in, or voted on, any consideration by the Company of the Loan Facility.

This announcement was authorised by the Board of BSA Limited.