

Market Announcement

5 June 2018

Prospa Group Limited – Admission and Commencement of Official Quotation – Conditional and Deferred Settlement Trading

Description

It is anticipated that Prospa Group Limited (the 'Company') will be admitted to the Official List of ASX Limited ('ASX') on the morning of Wednesday, 6 June 2018.

Official quotation of the Company's ordinary fully paid shares is expected to commence at 12:00 pm (AEST) on Wednesday, 6 June 2018 on a **conditional and deferred settlement basis**.

Under the Company's prospectus dated 21 May 2018 (the 'Prospectus'), the Company is expected to raise approximately \$146.5 million by the issue of 40,274,743 ordinary fully paid shares at \$3.64 per share.

Quotation information

Quoted Securities:	158,311,026 ordinary shares
ASX Code:	PGL
Time:	12:00 pm (AEST)
Date:	Wednesday, 6 June 2018
ASX Trade Abbreviation:	PROSPA GRP
ISIN:	AU00000012940
Home Branch:	Sydney
Industry Classification:	Pending
Company Secretary:	Nicole Johnschwager
Share Registry:	Link Market Services Limited Address: Level 12, 680 George Street Phone: 1300 554 474 Website: https://www.linkmarketservices.com.au/
Balance Date:	30 June
CHESS:	Participating and Issuer Sponsored
Place of Incorporation:	New South Wales
Dividend Policy:	See section 4.10 of the Prospectus
Activities:	Online lending to small businesses
Lead Manager:	Macquarie Capital (Australia) Limited and UBS AG, Australia Branch
Underwriter:	Macquarie Capital (Australia) Limited and UBS AG, Australia Branch

ASX Restricted Securities:	None
Other Securities Not Quoted:	<p>2,085,186 options exercisable at \$3.64 on or before 1 July 2023.</p> <p>191,112 options exercisable at \$4.186 each on the day following release of the FY19 full year audited results until 6 June 2023.</p> <p>296,297 options exercisable at \$3.64 automatically on the day following release of the FY19 half-year financial results.</p> <p>225,000 options exercisable at \$2.00 on or before 30 April 2023.</p> <p>861,246 options exercisable at \$3.33 on or before 17 May 2023.</p> <p>881,994 options exercisable at \$0.49 on or before 17 February 2021.</p> <p>187,545 options exercisable at \$0.67 on or before 7 October 2021.</p> <p>451,500 options exercisable at \$0.67 on or before 27 February 2022.</p> <p>240,000 options exercisable at \$1.56 on or before 28 April 2022.</p> <p>1,462,500 options exercisable at \$1.56 on or before 17 November 2022.</p> <p>708,000 options exercisable at \$1.56 on or before 13 February 2023.</p> <p>120,000 options exercisable at \$1.56 on or before 30 March 2023.</p> <p>1,492,500 options exercisable at \$2.00 on or before 30 April 2023.</p>

Conditional and deferred settlement trading

The Company has requested that a conditional trading market be provided pursuant to ASX Operating Rule 3330. The conditions for the conditional market specified by the Company are (i) completion of the Restructure (as defined in the Prospectus); (ii) settlement under the underwriting agreement for the Offer; and (iii) the issue of shares to successful applicants under the Offer.

In accordance with ASX Operating Rule 3330, ASX has agreed to provide a conditional market in the Company's shares. The Company's shares will commence trading on a conditional and deferred settlement basis at 12:00 pm (AEST) on Wednesday, 6 June 2018.

The letters "CT" will be displayed in the Basis of Quotation field of ASX Trade to facilitate identification of the Company's shares trading on a conditional basis. Market Participants should note that because no Special Market has been created within ASX Trade, Signal B trade messages will not contain explicit Conditional Trading Basis of Quotation. This information will be identified in the Daily Diary and Reference Point Master List.

The Company is required to advise ASX immediately of the fulfilment or non-fulfilment of the conditions for the conditional market. Notification as to when trading will become unconditional will be made in accordance with the ASX Operating Rules. The market will be advised by ASX market release when the conditions of the conditional market have been met and when the stock will commence trading on an unconditional basis. The market will not be purged.

In the case of fulfilment of the conditions, ASX will issue a further Market Announcement to Participants confirming trading arrangements and the date holding statements will be sent to successful applicants. At this stage, the conditions for the conditional market are expected to be met prior to trading commencing on Thursday, 7 June 2018. The Company has agreed to send holding statements on Friday, 8 June 2018, which will mean that the first settlement date will be Thursday, 14 June 2018.

Contract notes for conditional sales and purchases

While it is the Participant's responsibility to obtain their own advice concerning the appropriate words that should appear on a contract note for a conditional sale or purchase, the endorsement suggested below may be considered for contract notes for conditional transactions in the Company's shares.

"This contract is conditional upon notification being received by ASX by close of business on Wednesday, 20 June 2018 that the conditions for the conditional market have been fulfilled. If the conditions are not fulfilled, this contract shall be cancelled without any liability whatsoever other than for the return of any money paid in connection with the settlement of the contract."

Advice should also be provided to clients to ensure that they understand the full ramifications of Conditional Trading.

Indicative key dates

This timetable has been prepared on the basis that the conditions for the conditional market are expected to be satisfied prior to trading commencing on Thursday, 7 June 2018. If the conditions are not fulfilled by the close of business on Wednesday, 20 June 2018, shares will not be issued and all conditional trades that have occurred since Wednesday, 6 June 2018 will be cancelled.

If the conditions are not satisfied prior to trading commencing on Thursday, 7 June 2018, but are satisfied prior to the close of business on Wednesday, 20 June 2018, the dates in the timetable will be revised and a new timetable will be released to the market.

Date	Event
Wednesday, 6 June 2018	Company admitted to the official list of ASX Commencement of Official Quotation on a conditional and deferred settlement basis – 12:00 pm (ASX Code: PGL)
Wednesday, 6 June 2018	Settlement of the Offer Last day of conditional trading
Thursday, 7 June 2018	Conditions for the conditional market expected to be fulfilled (confirmed prior to market open - by 9.30am AEST) Trading to commence on a deferred settlement basis only (ASX Code: PGL)
Friday, 8 June 2018	Holding statements sent to successful applicants Last day of trading on a deferred settlement basis
Tuesday, 12 June 2018	First day of trading on a normal (T+2) basis (ASX Code: PGL)

Instructions

For further details, please refer to the Prospectus.

Need more information?

For further information, please call Prospa IPO Offer Information Line on 1800 451 641 between 8:30am and 5:30pm (Sydney time) Monday to Friday.

Disclaimer

Please refer to the following [disclaimer](#).



Issued by

Andrew Black

Manager, Listings Compliance (Sydney)