

Market Announcement

29 June 2018

Pivotal Systems Corporation – Admission and Commencement of Official Quotation – Deferred Settlement Trading

Description

Pivotal Systems Corporation (the 'Company') is expected to be admitted to the Official List of ASX Limited ('ASX') on Monday, 2 July 2018.

Official quotation of the Company's CHESS Depositary Interests ('CDIs') over fully paid common stock is expected to commence at 1:00pm AEST on Monday, 2 July 2018 on a **deferred settlement basis**.

Each CDI represents fully paid ordinary common stock in the Company at a ratio of 1:1.

The Company raised \$53.5 million pursuant to the offer under its replacement prospectus dated 22 June 2018 ('Replacement Prospectus') by the issue and transfer of 28,785,008 ordinary fully paid CDIs over common stock at an issue price of \$1.86 per CDI (the 'Offer').

Quotation information

Quoted Securities:	70,093,426 fully paid common stock to be settled on the ASX in the form of CDIs (equivalent to 70,093,426 CDIs)
CDI Ratio (If applicable):	1:1
ASX Code:	PVS
Time:	1:00pm AEST
Date:	Monday, 2 July 2018
ASX Trade Abbreviation:	PIVOTAL
ISIN:	AU0000013468
Home Branch:	Sydney
Industry Classification:	Pending
Registered Office:	C/-Incorporating Services Ltd, 3500 South Dupont Highway, Dover, Delaware 19901 United States
Company Secretary:	Naomi Dolmatoff Address: Company Matters Pty Limited, Level 12, 680 George Street, Sydney NSW 2000 Phone: (02) 9547 4224 Email: dolmatoff@company matters.com.au
Share Registry:	Link Market Services Address: Level 12, 680 George Street, Sydney NSW 2000 Phone: 1300 554 474 (in Australia) +61 1300 554 474 (international)
Balance Date:	31 December

CHESS:	Participating and Issuer Sponsored
Place of Incorporation:	Delaware, United States of America
Dividend Policy:	See section 6.9 of the Replacement Prospectus
Activities:	Developer and provider of gas flow control solutions to the semi-conductor industry.
Joint Lead Managers:	Moelis Australia Advisory Pty Ltd and Shaw and Partners Limited
Joint Underwriters:	Moelis Australia Advisory Pty Ltd and Shaw and Partners Limited
ASX Restricted Securities:	40,905,438 fully paid ordinary shares in common stock classified by ASX as restricted securities and to be held in escrow for 24 months from the date of commencement of official quotation. 6,888,748 unquoted options exercisable on various dates from the date of grant to be held in escrow for 24 months from the date of commencement of Official Quotation.
Other Securities Not Quoted:	7,487,639 unquoted options exercisable on various dates with various issue prices

The following timetable is for the deferred settlement trading in the Company's CDIs.

Date	Event
Monday, 2 July 2018	Commencement of Official Quotation on a deferred settlement basis – 1:00pm AEST (ASX Code: PVS)
Tuesday, 3 July 2018	Holding statements sent to successful applicants Last day for deferred settlement trading
Wednesday, 4 July 2018	First day of trading on a normal (T+2) basis (ASX Code: PVS)
Friday, 6 July 2018	Settlement of all on-market trades conducted on a deferred settlement basis and first settlement of trades conducted on a T+2 basis

Instructions

For further details, please refer to the Company's announcements.

Need more information?

For further information, please call the Offer information Line on 1300 737 760 between 8:30 am and 5:30pm AEST, Monday to Friday (excluding public holidays). If you are eligible to participate in the Offer and are calling from outside Australia, please call +61 2 9290 9600.

Regulation S

The Company's CDIs are not permitted to be acquired at any time by, or for the account of benefit of, any U.S. Person (Annexed to this Notice is the full text of the definition of U.S. person).

In order to ensure that foreign ownership restrictions can be monitored and that the Company's Financial Products are not acquired by or for the account or benefit of any U.S. Person, ASX Settlement has agreed:

- (a) to classify the Company's Financial Products as FOR Financial Products under the ASX Settlement Operating Rules and to include PVS's Financial Products in Schedule 1 of the ASX Settlement Operating Rules Procedures; and
- (b) to implement certain additional procedures as contemplated in Guidance Note 7 of the ASX Listing Rules (US Entities – Regulation S Offerings on ASX) and Guidance Note 13 of the ASX Settlement Operating Rules (Financial Products subject to Foreign Ownership Restrictions) in relation to the Company's CDIs.

The following conditions apply to the Company's CDIs as FOR Financial Products:

Foreign Person

A "Foreign Person" is an "U.S. Person" as that term is defined in the annexure to this Notice.

Level of Foreign Ownership

The relevant Foreign Person ownership level is zero.

This means that no U.S. Person, as that term is defined, may acquire the Company's Financial Products. (Existing stockholders of the Company, including U.S. Persons, may convert Company shares of common stock to CDIs where such shares are not subject to escrow or other restrictions on transfer under the U.S. Securities Act of 1933, as amended. ASX Settlement recommends seeking independent professional advice with respect to these holdings.)

The Company's Financial Products are being offered and will be traded on the ASX market in reliance on the safe harbour provisions of Regulation S under the U.S. Securities Act of 1933, as amended, and the no-action letter dated 7 January 2000 given to ASX by the United States Securities and Exchange Commission ('SEC') for offerings on the ASX market. That relief was given subject to compliance with certain procedures described in the no-action letter. Certain of these procedures can be satisfied by the application of the status of FOR Financial Products to the Company's Financial Products under the ASX Settlement Operating Rules. The status of FOR Financial Products to the Company Financial Products under the ASX Settlement Operating Rules will be applied to the Company's Financial Products.

The Company, as Issuer of the Financial Products, has agreed to be bound by the additional obligations of an Issuer of FOR Financial Products under Rule 5.18 of the ASX Settlement Operating Rules.

Where the holder is currently designated as "F", and wishes to hold the Company Financial Products, but is not a U.S. Person, a new holder record should be established for that holder designated as "D" for the purposes of holding PVS Financial Products.

Where a holder is currently designated as "F" or "M", and is a U.S. Person, that person cannot acquire the Company Financial Products.

Participants should liaise with clients intending to hold the Company's Financial Products and make all necessary enquiries to ensure that those clients are not U.S. Persons, and that those clients that are U.S. Persons are made aware that they cannot acquire the Company's Financial Products. Failure to do so may result in client loss. Similarly, Participants may be liable for any failure to establish a new Holder Record designated as "D" or effect a change of residency indicator where it is necessary.

Foreign and Mixed Holdings

The Company's Financial Products cannot be acquired by a U.S. Person in holdings designated as "F" or "M" under any circumstances, as they may be subject to divestment action by the Company as set out under the ASX Settlement Operating Rules.

Divestment Periods and Procedure

If the Foreign Ownership Percentage Level is breached, that is, if any U.S. Persons designated as “F” or “M” is registered as holding the Company’s Financial Products, the Company reserves the right, to the maximum extent permitted by law, to take divestment or forfeiture action in respect of those Financial Products.

Annexure

"US person" means:

- any natural person resident in the United States;
- any partnership or corporation organized or incorporated under the laws of the United States;
- any estate of which any executor or administrator is a US person;

any trust of which any trustee is a US person;

- any agency or branch of a foreign entity located in the United States;
- any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a US person;
- any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States; and
- any partnership or corporation if:
 - organised or incorporated under the laws of any foreign jurisdiction, and
 - formed by a US person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organised or incorporated, and owned by accredited investors (as defined in the Securities Act) who are not natural persons, estates or trusts.

The following are not "US persons":

- any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-US person by a dealer or other professional fiduciary organized, incorporated, or (if an individual) resident in the United States;
- any estate of which any professional fiduciary acting as executor or administrator is a US person if:
 - an executor or administrator of the estate who is not a US. person has sole or shared investment discretion with respect to the assets of the estate; and
 - the estate is governed by foreign law;
- Any trust of which any professional fiduciary acting as trustee is a US person, if a trustee who is not a US person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a US person;
- An employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country;
- Any agency or branch of a US person located outside the United States if:
 - The agency or branch operates for valid business reasons; and
 - The agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; and

- The International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organizations, their agencies, affiliates and pension plans.

"United States" means: United States of America, its territories and possessions, and any State of the United States, and the District of Columbia.

Disclaimer

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

Issued by

Chris Dobbs

Adviser, Listings Compliance (Sydney)