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11 May 2021

### Pre-quotation disclosure

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with:

- the initial public offering of fully paid ordinary shares (**Shares**) in EP&T Global Limited (**Company**) pursuant to a prospectus lodged with the Australian Securities & Investments Commission on 19 March 2021 (**Prospectus**) (**Offer**); and
- the admission of the Company to the official list of ASX, official quotation of Shares and commencement trading of Shares on ASX.

Capitalised terms not defined in this document have the meaning given to them in the Prospectus.

### Conditions precedent to the Company being admitted to the official list of ASX Limited; the official quotation of 116,181,960 Shares and commencement of trading

1.1 The Company provides the following information for release to the market:

1.1.1 The Company confirms that the Offer has closed and each of the following has been completed:

- (a) the issue of 47,500,000 Shares to new investors at an issue price of \$0.20 per Share; and
- (b) the sale and transfer of 7,500,000 Shares paid at a sale price of \$0.20 per Share.

1.1.2 The Company has received cleared funds for the complete amount of the issue price of every Share issued to every successful applicant for Shares under the Prospectus.

1.1.3 The Company confirms that it has an appropriate spread of Shareholders and that there are at least 300 non-affiliated Shareholders, each having a parcel of Shares that are not restricted Shares or subject to voluntary escrow with a value of at least \$2,000.

1.1.4 The Company confirms that it has a free float of at least 20% as set out as follows:

<b>Total Shares on Completion</b>	185,799,500
<b>Free float Shares*</b>	64,499,058
<b>Free float</b>	34.7%

*\* Comprising 11,249,058 Shares free from voluntary escrow held by seed capitalists plus 54,250,000 Shares issued to new shareholders (who are not related entities)*

1.1.5 The Company confirms that the following securities have been issued:

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#### EP&T GLOBAL LIMITED

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- (a) 71,547,273 shares on the conversion of convertible notes and accrued interest;
- (b) 1,857,995 shares to the lead manager; and
- (c) 2,786,993 options to the lead manager.

1.1.6 CHESS allotment notices and issuer sponsored holding statements were despatched on Monday, 10 May 2021.

If applicable, refunds to applicants who made an application and were scaled back, will be made as soon as possible post Completion.

1.1.7 Set out below is the total number of Shareholders and the number of Shareholders by size category:

Range	Holders	Shares	% Shares
1 - 1,000	0	0	0%
1,001 - 5,000	2	6,370	0%
5,001 – 10,000	123	1,228,493	0.66%
10,001-100,000	158	5,542,165	2.98%
100,001 and over	74	179,022,472	96.35
<b>Total</b>	<b>357</b>	<b>185,799,500</b>	<b>100.00%</b>

1.1.8 The Company's capital structure following completion of the Offer is as follows:

<b>Shares</b>	185,799,500
<b>Options</b>	20,696,780

1.1.9 The number of Shares and Options that are subject to ASX escrow restrictions and the escrow period applied to those Shares and Options is set out Annexure A.

1.1.10 The number of Shares that are subject to voluntary escrow and the escrow period applied to those Shares is set out Annexure B.

1.1.11 ASX has granted the Company a waiver from listing rule 9.1(b) to the extent necessary to permit the Company to apply the restrictions in paragraphs 1 and 2 of Appendix 9B (as applicable) to the ordinary shares to be issued to the existing shareholders and convertible noteholders of EP&T Pty Ltd, EP&T Global Limited (Company No: 6746262), EP&T Global Limited (Company No: 1854482) and EP&T Global FZ LLC (License No: 16206) (together, the '**Subsidiary Entities**'), as follows:

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- (a) The shares issued to the shareholders of the Subsidiary Entities who subscribed with cash for their shares in the Subsidiary Entities are treated as being held by a related party, promoter or unrelated party seed capitalists of the Company as appropriate to each holder.
- (b) Cash formula relief is applicable to those shares that are issued to persons who subscribed for their Subsidiary Entities shares or convertible notes for cash consideration, provided the Company is satisfied with the evidence submitted to substantiate the cash amounts paid to the Subsidiary Entities.
- (c) For the purposes of determining the length of the escrow period for shares issued to unrelated seed capitalists which are subject to 12-month escrow, the 12-month escrow period will be deemed to begin on the date on which the cash subscription for their shares or convertible notes were made.
- (d) For the purposes of determining the length of the escrow period for shares issued to related party or promoter seed capitalists which are subject to 24 months escrow, the 24 months escrow period will begin on the date of quotation of the Company's securities.
- (e) Confirm that the shares issued to related parties or promoters on conversion of the principal component of the Subsidiary Entities convertible notes will be treated as being issued to seed capitalists which will be classified under Item 1 of Appendix 9B and cash formula relief will be applied. The escrow period for will be 24 months from the date of the commencement of official quotation.
- (f) Confirm that the shares issued to related parties or promoters on conversion of the interest component of the Subsidiary Entities convertible notes will be treated as being issued to seed capitalists which will be classified under Item 1 of Appendix 9B and cash formula relief will not be applied. The escrow period will be 24 months from the date of the commencement of official quotation.
- (g) Confirm that the shares issued to unrelated parties on conversion of the principal component of the Subsidiary Entities convertible notes will be treated as being issued to seed capitalists which will be classified under Item 2 of Appendix 9B and cash formula relief will be applied. The escrow period will be for 12 months from the date the cash was subscribed for the Subsidiary Entities convertible notes.
- (h) Confirm that the shares issued to unrelated parties on conversion of the interest component of the Subsidiary Entities convertible notes will be treated as being issued to seed capitalists which will be classified under Item 2 of Appendix 9B and cash formula relief will not be applied. The escrow period will be for 12 months from the date the shares issued on conversion of interest are issued.

This release has been authorised by the Company's Board of Directors.

**Mr Richard Pillinger**  
**CFO and Company Secretary**  
**EP&T Global Limited**

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## **Annexure A - Restricted securities**

The following is a break-down of the number of Shares subject to mandatory escrow and the escrow period applying to those Shares.

There are 69,617,540 Shares and 20,696,780 Options held by the existing Shareholders which are subject to ASX mandatory escrow arrangements as disclosed in the Prospectus, set out below.

- 58,917,697 fully paid ordinary shares classified by ASX as restricted securities and to be held in escrow until 12 May 2023, being 24 months from the date of commencement of Official Quotation.
- 250,000 fully paid ordinary shares classified by ASX as restricted securities and to be held in escrow until 14 July 2021, being 12 months from the date of issue.
- 2,625,000 fully paid ordinary shares classified by ASX as restricted securities and to be held in escrow until 17 July 2021, being 12 months from the date of issue.
- 500,000 fully paid ordinary shares classified by ASX as restricted securities and to be held in escrow until 1 October 2021, being 12 months from the date of issue.
- 833,335 fully paid ordinary shares classified by ASX as restricted securities and to be held in escrow until 7 April 2022, being 12 months from the date of issue.
- 783,335 fully paid ordinary shares classified by ASX as restricted securities and to be held in escrow until 9 April 2022, being 12 months from the date of issue.
- 51,096 fully paid ordinary shares classified by ASX as restricted securities and to be held in escrow until 3 May 2022, being 12 months from the date of issue.
- 5,657,077 fully paid ordinary shares classified by ASX as restricted securities and to be held in escrow until 10 May 2022, being 12 months from the date of issue.
- 14,127,553 options exercisable at various prices expiring on various dates, classified by ASX as restricted securities and to be held in escrow until 12 May 2023, being 24 months from the date of commencement of Official Quotation.
- 6,569,227 options exercisable at various prices expiring on various dates, classified by ASX as restricted securities and to be held in escrow until 17 March 2022, being 12 months from the date of issue.

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## **Annexure B – Voluntary escrow securities**

The following is a break-down of the number of Shares subject to voluntary escrow and the escrow period applying to those Shares.

### **Part A**

There are 123,057,069 Shares held by the existing Shareholders which are subject to voluntary escrow arrangements as disclosed in the Prospectus.

Under those voluntary escrow arrangements, the relevant Shareholders have agreed not to deal in those Shares from Completion:

- in respect of 50% of the escrowed Shares held by each Shareholder at Completion, until after 4.15pm on the date on which the financial results of the Company for the full year ending 30 June 2021 are released to the ASX by the Company; and
- in respect of 50% of the escrowed Shares held by each Shareholder at Completion, until after 4.15pm on the date both of the following conditions have been satisfied:
  - the financial results of the Company for the half year ending 30 June 2021 are released to the ASX by the Company; and
  - the volume weighted average Security price for any 10 consecutive days (in aggregate) beginning on the day after the release of those financial results, exceeds the Offer Price by greater than 125%; and
- all of the escrowed Shares will cease to be escrowed after 4.15pm on the date on which the half year financial results for the Company for the 6-month period ending 31 December 2021 are released to ASX by the Company.

All of the voluntarily escrowed Shareholders may be released early from these escrow obligations to enable, in summary:

- the escrowed Shareholders to accept an offer under a takeover bid in relation to their Shares if holders of at least half of the Securities the subject of the bid that are not held by the escrowed Shareholders have accepted the takeover bid, and the takeover bid is unconditional (or would become unconditional if accepted by the holder) or all conditions to the takeover bid have been satisfied or waived;
- the Shares held by the escrowed Shareholders to be transferred or cancelled as part of a merger by scheme of arrangement under Part 5.1 of the Corporations Act; or
- the escrowed Shareholders to participate in an equal access buy-back or equal return of capital or other similar pro rata reorganisation.

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