



## **ASX RELEASE**

**14 December 2021**

### **Pre-quotations disclosure**

XPON Technologies Group Limited's (**XPON or Company**) initial public offer made under the prospectus dated 15 November 2021 (**Prospectus**) and supplementary prospectus dated 22 November 2021 (**Supplementary Prospectus**) closed successfully on 29 November 2021, with the offer being fully subscribed. XPON has 303,608,169 shares on issue following the offer.

Quotation of 149,547,335 of XPON's shares (being those shares not subject to ASX mandatory escrow) is expected to occur at 12.00pm (Sydney time) on 16 December 2021 (ASX code: XPN).

### **Shareholdings**

The following information has been separately released as a pre-quotations disclosure:

- (a) Distribution schedule; and
- (b) Top 20 shareholders list.

### **Appendix 1A and Information Form and Checklist**

The following documents have been separately released as pre-quotations disclosures:

- (a) Appendix 1A; and
- (b) Information Form and Checklist.

### **Prospectus and Supplementary Prospectus**

XPON's Prospectus and Supplementary Prospectus have been separately released as a pre-quotations disclosure.

### **Constitution**

XPON's constitution has been separately released as a pre-quotations disclosure.

### **Securities trading policy**

XPON's securities trading policy has been separately released as a pre-quotations disclosure.

### **Financial information**

XPON's audited accounts for the full years ended 30 June 2020 and 30 June 2021 have been separately released as a pre-quotations disclosure.

## Omnibus Incentive Plan

The full terms and conditions of the omnibus incentive plan has been separately released as pre-quotations disclosure.

## Employee Share Option Plan

The full terms and conditions of the existing options on issue in the Company has been separately released as pre-quotations disclosure.

## Issuance of securities

As described in the Prospectus, XPON confirms the issuance of:

- (a) 62,500,000 ordinary fully paid shares at \$0.20 per share pursuant to the initial public offer;
- (b) 8,212,729 ordinary fully paid shares on conversion of all Convertible Notes (as defined in the Prospectus) on issue; and
- (c) 7,590,669 unquoted options exercisable at \$0.30, on or before the date that is 48 months from the date on which the Company is admitted to the Official List to nominees of the Lead Manager, Sequoia Corporate Finance Pty Ltd, pursuant to the Lead Manager Mandate Letter (as defined in the Prospectus) and on the terms set out in the Lead Manager Options Deed (as defined in the Prospectus).

## Restricted securities and voluntary escrow

As stated at section 8.8 in the Prospectus, certain existing shareholders and option holders have entered into mandatory restriction deeds with the Company or have been issued Restriction Notices by the Company. Certain existing shareholders have also agreed to enter into voluntary escrow arrangements with the Company.

The total number of restricted shares held by existing shareholders is 154,060,834. XPON confirms that the following shares are subject to escrow for the following periods:

Type of escrow	Number of securities	Holder	Escrow period
ASX mandatory	142,060,350 shares	Related Parties and Promoters	24 months from the date of official quotation of XPON's securities
ASX mandatory	9,337,752 shares	Unrelated Seed Capitalists	12 months from the date of issuance of those shares
ASX mandatory	2,662,732 shares	Convertible Note Holders	12 months from conversion of the Convertible Notes into shares on 3 December 2021

The total number of restricted options is 17,834,179. XPON confirms that the following options are subject to escrow for the following periods:

Type of escrow	Number of securities	Escrow period
ASX mandatory	17,834,179	24 months from the date of official quotation of XPON's securities

The total number of shares subject to voluntary escrow arrangements is 15,374,120 (which is inclusive of 4,311,495 shares that are also subject to mandatory escrow for 12 months from the date of issuance of those shares). XPON confirms that the following shares are subject to escrow for the following periods:

Type of escrow	Number of securities	Escrow period
Voluntary	15,374,120	24 months from the date of official quotation of XPON's securities

### Capital structure

The Company's capital structure at the date of admission is:

Type of security	Number of securities
Fully paid ordinary shares	303,608,169
Unquoted options	37,914,344

### Waivers

ASX has granted the Company a waiver from Listing Rule 1.1, Condition 12 to the extent necessary to permit the Company to have on issue 28,448,675 options issued to key management personnel and employees with an exercise price less than \$0.20 on condition that the material terms and conditions of the options are clearly disclosed in the Company's initial public offering prospectus (refer to section 10.13 of the Prospectus).

Yours sincerely



**Phillip Aris**  
**Independent Non-Executive Chairman**