



12 January 2022

## **BEFOREPAY GROUP LIMITED – PRE-QUOTATION DISCLOSURE NOTICE**

The following information is required to be given to ASX Limited (**ASX**) for release to the market in connection with the commencement of official quotation and trading in the fully paid ordinary shares in Beforepay Group Limited ACN 633 925 505 (the **Company**).

Unless otherwise defined, capitalised terms used in this notice have the meaning given to them in the replacement prospectus dated 29 November 2021 (**Prospectus**) prepared by the Company in connection with the initial public offering to acquire fully paid ordinary shares in the Company (**Offer**).

### **1. Close of Offer**

The Offer was closed for applications on 16 December 2021 with a total of 10,263,930 Shares being issued to Applicants under the Offer at an offer price of \$3.41 per share.

In addition, as contemplated by the Prospectus, the 31,213,000 convertible notes and all accrued interest have converted to 12,168,952 Shares on 11 January 2022.

### **2. Despatch of holding statements**

The Company issued Shares to Applicants under the Prospectus on 11 January 2022.

CHESS allotment notices and issuer sponsored holding statements were despatched on 11 January 2022. Any refunds have been made in accordance with the *Corporations Act 2001 (Cth)* (**Corporations Act**).

### **3. Escrow**

As detailed in section 9.7 of the Prospectus, a number of Shareholders and Optionholders are restricted from dealing in their Shares and/or Options. These restrictions are either imposed by the ASX as mandatory escrow or have been agreed to voluntarily pursuant to voluntary escrow deeds. The aggregate percentage of Shares subject to mandatory escrow or voluntary escrow on Listing is 64.9%.

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 at Annexure A.

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

### **4. ASIC Relief**

The Company did not seek or receive any ASIC relief.

## 5. ASX waivers

The Company obtained from ASX a waiver from Listing Rule 10.14 to the extent necessary to permit the Company to issue options equivalent to a value of up to \$25,000 per annum in each period up to an aggregate of \$75,000 in value over the three year period from the admission date to each Director under the Company's Long-Term Incentive Plan (**LTIP**), without shareholder approval on the following conditions:

- (a) the Prospectus contains the information required by Listing Rule 10.15 in respect of the proposed issue of options;
- (b) in each case, the date by which the Company will issue the options under the LTIP must be no later than 3 years from the date of Listing; and
- (c) details of any options issued to the Directors (and their associates) under the LTIP must be published in the Company's annual report relating to the period in which they were issued.

## 6. Capital Structure

The details of the ownership of Shares and Options are set out below:

|  |                     | Shares held on Prospectus Date prior to the completion of the Offer |               |  | Shares held on completion of the Offer |               |  |
|--|---------------------|---|---------------|--|--|---------------|--|
| Shareholder  | Shareholding Entity | Shares <sup>1</sup>   | Shares (%)    | Options to be issued new Shares                                | Shares                                 | Shares (%)    | Options to be issued new Shares                                |
| Tarek Ayoub <sup>3</sup>   | Youbek Pty Ltd      | 5,500,000   | 15.2%         | Nil  | 5,500,000                              | 11.8%         | Nil  |
| Guo Fang Mao <sup>3</sup>  | Joepan Pty Ltd      | 4,500,000   | 12.4%         | Nil  | 4,500,000                              | 9.7%          | Nil  |
| Non-executive directors  |                     | 1,058,999   | 2.9%          | 1,949,000  | 1,135,247                              | 2.4%          | 1,949,000  |
| Other Existing Shareholders (Including Employees) <sup>3,4</sup> |                     | 25,126,353  | 69.4%         | 2,545,150 (Employees)<br>483,100 (other Existing Shareholders) | 29,026,334                             | 62.5%         | 2,545,150 (Employees)<br>483,100 (other Existing Shareholders) |
| New Shareholders <sup>2</sup>                                    |                     | Nil   | Nil           | Nil  | 6,287,701                              | 13.5%         | Nil  |
| <b>Total</b>   |                     | <b>36,185,352</b>   | <b>100.0%</b> | <b>4,977,250</b>   | <b>46,449,282</b>                      | <b>100.0%</b> | <b>4,977,250</b>   |

1. Shares held prior to the completion of the Offer include 12,168,952 Shares which were issued upon the conversion of the Convertible Notes, in connection with completion of the Offer.
2. This row may include additional Shares that Existing Shareholders have acquired under the Offer.
3. Employees include former employees. 479,500 Shares held by Youbek Pty Ltd and 479,500 Shares held by Joepan Pty Ltd are subject to the LTIP Call Option Agreements. Employee options do not include the Call Options over existing Shares, which are subject to the LTIP Call Option Agreements.
4. Existing Shareholders may have acquired additional Shares under the Offer (which would form part of the New Shareholders total).

## 7. Top 20 largest of holders

A table setting out the names of the 20 largest holders of Shares is provided at Annexure C.

## **8. Distribution Schedule**

A distribution schedule of the holders of Shares is provided at Annexure D.

Yours sincerely

**James Twiss**

Chief Executive Officer

Beforepay Group Limited

## **Annexure A    Restricted securities**

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

There are 14,774,224 Shares and 2,073,900 Options held by the existing Shareholders which are subject to ASX mandatory escrow arrangements as disclosed in the Prospectus.

### **Part 1 – Mandatory Restriction Deeds**

There are 11,633,064 Shares and 2,010,400 Options that are held on mandatory escrow pursuant to mandatory restriction deeds.

- 11,633,064 Shares classified by ASX as restricted securities and to be held in escrow until 17 January 2024, being 24 months after the date of commencement of official quotation.
- 2,010,400 Options, classified by ASX as restricted securities and to be held in escrow until 17 January 2024, being 24 months after the date of commencement of official quotation.

### **Part 2 – Restriction Notices**

There are 3,141,160 Shares and 63,500 Options that are held on mandatory escrow pursuant to restriction notices.

- 882,214 Shares classified by ASX as restricted securities and to be held in escrow until 1 February 2022, being 12 months from the date on which the restricted securities were issued.
- 34,563 Shares classified by ASX as restricted securities and to be held in escrow until 15 February 2022, being 12 months from the date on which the restricted securities were issued.
- 63,500 Shares classified by ASX as restricted securities and to be held in escrow until 14 April 2022, being 12 months from the date on which the restricted securities were issued.
- 1,191,154 Shares classified by ASX as restricted securities and to be held in escrow until 5 May 2022, being 12 months from the date on which the restricted securities were issued.
- 969,729 Shares classified by ASX as restricted securities and to be held in escrow until 1 September 2022, being 12 months from the date on which the restricted securities were issued.
- 63,500 Options, classified by ASX as restricted securities and to be held in escrow until 21 October 2022, being 12 months from the date on which the restricted securities were issued.

## **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.

There are 28,801,100 Shares held by the existing Shareholders which are subject to voluntary escrow arrangements as disclosed in the Prospectus. These voluntary escrow arrangements overlap in-part with the mandatory escrow arrangements.

Under those voluntary escrow arrangements, the relevant Shareholders have agreed not to deal in those Shares from Completion of the Offer in respect of all of the escrowed Shares until (and including) 20 Business Days after the reviewed financial accounts of the Company for the half year ended 31 December 2021 have been released to the ASX by the Company.

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

- the Shareholder to accept an offer under a takeover bid in relation to its voluntary Escrowed Shares, if holders of at least half of the Shares the subject of the bid that are not escrowed (under voluntary or mandatory escrow), have accepted the takeover bid;
- the Voluntary Escrowed Shares held by the Shareholder to be transferred or cancelled as part of a merger by a scheme of arrangement under Part 5.1 of the Corporations Act; and
- certain other circumstances such as requirements of applicable law, certain transfers to family members or wholly owned companies or trusts, death, serious disability or incapacity, administration, liquidation and related and in relation to an equal access share buyback, capital return or capital reduction effected by the Company.

## Annexure C      Top 20 largest holders of Shares

The below table is accurate as at 11 January 2022.

| Position                    | Holder Name   | Holding           | %IC            |
|-----------------------------|---|-------------------|----------------|
| 1                           | YOUBEK PTY LTD <CAPRICORN A/C>                              | 5,500,000         | 11.84%         |
| 2                           | JOPEAN PTY LTD <JOPEAN A/C>                                 | 4,500,000         | 9.69%          |
| 3                           | CHEQ INVEST PTY LTD <CHEQ INVEST UNIT A/C>                  | 4,437,500         | 9.55%          |
| 4                           | DEMPSEY CAPITAL PTY LTD <ALIUM ALPHA A/C>                   | 2,788,876         | 6.00%          |
| 5                           | SPENCELEY MANAGEMENT PTY LTD <SPENCELEY FAMILY A/C>         | 1,543,300         | 3.32%          |
| 6                           | NATIONAL NOMINEES LIMITED                                   | 1,277,955         | 2.75%          |
| 7                           | * HSBC CUSTODY NOMINEES                                     | 1,013,618         | 2.18%          |
| 8                           | * MAINSTREAM FUND SERVICES                                  | 948,870           | 2.04%          |
| 9                           | * M & S SKYLEISURE PTY LTD <M SKYLEISURE A/C>               | 731,454           | 1.57%          |
| 9                           | * M & S SKYLEISURE PTY LTD <S SKYLEISURE A/C>               | 731,454           | 1.57%          |
| 11                          | MR PETER WHELAN & MRS SUZANNE WHELAN <GROUP UNISERVE S/F>   | 667,942           | 1.44%          |
| 12                          | VPC SPECIALTY LENDING INVEST INTERMEDIATE HOLDINGS LP       | 629,516           | 1.36%          |
| 13                          | HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2           | 604,771           | 1.30%          |
| 14                          | CAPITAL TELECOMMUNICATIONS PTY LTD                          | 593,700           | 1.28%          |
| 15                          | CS THIRD NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 13 A/C> | 571,891           | 1.23%          |
| 16                          | ACN 113 784 053 PTY LTD <JOHNSON A/C>                       | 538,857           | 1.16%          |
| 17                          | FOCUSTHREE LP   | 528,697           | 1.14%          |
| 18                          | BEACHLANE PTY LTD <BEACHLANE INVESTMENT A/C>                | 448,423           | 0.97%          |
| 19                          | BNP PARIBAS NOMS PTY LTD <DRP>                              | 401,094           | 0.86%          |
| 20                          | J P MORGAN NOMINEES AUSTRALIA PTY LIMITED                   | 375,231           | 0.81%          |
| <b>TOTALS</b>               |   | <b>28,833,149</b> | <b>62.07%</b>  |
| <b>Total Issued Capital</b> |   | <b>46,449,282</b> | <b>100.00%</b> |

\* Holding is aggregated over a shareholder group

## **Annexure D    Distribution Schedule of Shares**

The below table is accurate as at 11 January 2022.

| <b>Holding Ranges</b>                    | <b>Holders</b> | <b>Total Units</b> | <b>% Issued Share Capital</b> |
|--|----------------|--------------------|-------------------------------|
| above 0 up to and including 1,000        | 32             | 22,879             | 0.05%                         |
| above 1,000 up to and including 5,000    | 165            | 476,572            | 1.03%                         |
| above 5,000 up to and including 10,000   | 88             | 648,231            | 1.40%                         |
| above 10,000 up to and including 100,000 | 298            | 10,292,651         | 22.16%                        |
| above 100,000                            | 63             | 35,008,949         | 75.37%                        |
| <b>TOTALS</b>                            | <b>646</b>     | <b>46,449,282</b>  | <b>100.00%</b>                |