



GUZMAN Y GOMEZ LIMITED (ASX:GYG)

PRE-QUOTATION DISCLOSURE

The following information is provided to ASX Limited (**ASX**) for release to the market in connection with the admission of Guzman y Gomez Limited (ACN 125 554 743) (**GYG** or the **Company**) to the official list of ASX and the commencement of official quotation of GYG's fully paid ordinary shares (**Shares**) on a conditional and deferred settlement basis on the Australian Securities Exchange.

Capitalised terms used in this announcement not otherwise defined have the meaning given in GYG's replacement prospectus dated 14 June 2024 (**Prospectus**).

1 Basis of allocation and procedures for determining allocations

The basis for allocation of Shares under the Offer and the procedures by which Applicants can determine their precise allocations is set out below:

- (a) **Institutional Offer:** The allocation of Shares under the Institutional Offer was determined by agreement between GYG and the Joint Lead Managers. GYG and the Joint Lead Managers have absolute discretion regarding the basis of allocation of Shares among Cornerstone Investors and Institutional Investors. Successful Applicants under the Institutional Offer have been advised of their allocations.
- (b) **Broker Firm Offer:** The allocation of Shares to Brokers was determined by agreement between GYG and the Joint Lead Managers. Shares that were allocated to Brokers for allocation to their eligible retail clients will be issued or transferred to the Applicants who have received a valid allocation of Shares from those Brokers. It was a matter for the Brokers to determine how they allocate Shares among their eligible retail clients, and they (and not GYG or the Joint Lead Managers) were responsible for ensuring that eligible retail clients who have received an allocation from them receive the relevant Shares.
- (c) **Priority Offer:** The allocation of Shares under the Priority Offer was determined by GYG. Applicants under the Priority Offer received a personalised invitation to apply for Shares. Applications under the Priority Offer were for a minimum of \$2,200 (subject to rounding) worth of Shares and Applicants under the Priority Offer have been advised of their allocations.
- (d) **Employee Offer:** The allocation of Shares under the Employee Offer was determined by GYG. Applicants under the Employee Offer received a personalised invitation to apply for Shares. Applications under the Employee Offer were for a minimum of \$2,200 (subject to rounding) worth of Shares and Applicants under the Employee Offer have been advised of their allocations.
- (e) **Franchisee Offer:** Eligible Applicants under the Franchisee Offer have been guaranteed a minimum allocation of \$2,070 (subject to rounding) worth of Shares. \$5.0 million in aggregate has been allocated under the Franchisee Offer and Applicants under the Franchisee Offer have been advised of their allocations.



Applicants can also telephone the GYG Offer Information Line on 1300 441 602 (toll free within Australia) or +61 2 9934 0529 (outside Australia) between 9:00am and 7:00pm (AEST), Monday to Friday. It is the responsibility of each person who trades in Shares to confirm their holding before trading in Shares.

Note that participants in the Broker Firm Offer will only be able to obtain details about their allocations from the GYG IPO Information Line after the Settlement Date (and so should speak to their Broker if they require that information before the Settlement Date).

If you sell Shares before receiving a holding statement, you do so at your own risk (even if you obtained details of your holding from the GYG Offer Information Line or confirmed your allocation through a Broker).

2 Conditions for the conditional market

The conditions for the conditional market as outlined in the Prospectus and the date by which each of these conditions must be satisfied are as follows:

Condition	Timing for satisfaction
Settlement under the Underwriting Agreement	Friday, 21 June 2024
Issue and transfer (as applicable) of the Shares to successful Applications under the Offer	Monday, 24 June 2024

GYG will make an announcement to ASX once all of the conditions to the conditional market have been satisfied.

3 Offer price and number of Shares issued and transferred under the Offer

The Offer Price for each Share under:

- (a) the Institutional Offer, Broker Firm Offer, Priority Offer and Employee Offer is \$22.00; and
- (b) the Franchisee Offer is \$18.00.

The total number of Shares allocated under each part of the Retail Offer and the Institutional Offer is:

Institutional Offer	12,397,733
Broker Firm Offer	2,090,907
Priority Offer	436,815



Employee Offer	77,977
Franchisee Offer	277,778
Total Shares issued and transferred under the Offer	15,281,210

4 Intended despatch date

The intended date for the despatch of:

- (a) in relation to all holdings on the CHESS sub-register, a notice from GYG under ASX Settlement Operating Rule 8.9.1;
- (b) in relation to all other holdings, issuer sponsored holding statements; and
- (c) any refund money,

is Tuesday, 25 June 2024.

5 Voluntary escrow

The following is a breakdown of the number of Shares subject to voluntary escrow and the escrow period applied to those Shares.

Escrowed Shareholder	Number of Escrowed Shares	Escrow Period
TDM	28,622,070	The Escrow Period will commence on Completion and end: <ul style="list-style-type: none"> • in respect of 25% of the Escrowed Shares, at 4:15pm (Sydney time) on any trading day after the date on which GYG releases to the ASX its 1H25 Results provided the volume-weighted average price of Shares for any 10 consecutive trading days following release of the 1H25 Results exceeds the Offer Price by at least 20%; and • in respect of the remaining Escrowed Shares, at 4:15pm (Sydney time) on the trading day after the date on which GYG
Steven Marks	8,814,000	
Barrenjoey Private Capital	10,499,750	
Other management personnel and Non-Executive Directors	6,279,750	
Other Existing Shareholders	516,250	
Eligible Franchisees	277,778	



Escrowed Shareholder	Number of Escrowed Shares	Escrow Period
		releases to the ASX its financial results for the financial year ending 30 June 2025.
Total	55,009,598	

The voluntary escrow restrictions also extend to 6,897,250 Options held by these Escrowed Shareholders (and certain other Optionholders who hold Options) at Completion, that those Options, and any Shares issued on the exercise of those Options during the Escrow Period, will be subject to the same restrictions applying to the Escrowed Shares.

For details of the material terms of the voluntary escrow arrangements, including any exceptions to the restrictions on disposal, please refer to Sections 9.7 of the Prospectus.

6 Capital structure on Completion

On Completion, GYG's capital structure is expected to be as follows:

Security type	On issue as at Completion
Shares	101,363,414
Options	8,229,750
Total (Fully Diluted Basis)	109,593,164

7 Further Information

In addition to the documents already described in this announcement, the following documents will be released on the ASX Market Announcements Platform at the same time as this pre-quotation disclosure:

- (a) **(ASX listing application)** GYG's Appendix 1A and Information Form and Checklist;
- (b) **(Prospectus)** the Prospectus;
- (c) **(Constitution)** GYG's constitution;
- (d) **(Audited accounts)** GYG's audited accounts for the full years ended 30 June 2022 and 30 June 2023 and reviewed accounts for the half year ended 31 December 2023;



- (e) **(Incentive plans)** the full terms and conditions of GYG's 2019 LTI Plan, 2022 Key Executives LTI Plan, 2023 Senior Leadership LTI Plan, 2023 Non-Executive Directors LTI Plan and the 2023 Hola Central and Restaurant Managers LTI Plan;
- (f) **(Corporate governance statement)** GYG's corporate governance statement, disclosing the extent to which GYG will follow, as at the date of its admission to the Official List, the recommendations set by the ASX Corporate Governance Council;
- (g) **(Securities trading policy)** GYG's securities trading policy;
- (h) **(Indicative distribution schedule)** an indicative distribution schedule of the numbers of holders in each class of securities to be quoted, setting out the number and percentage of holders in the following categories:
 - 1 – 1,000
 - 1,001 – 5,000
 - 5,001 – 10,000
 - 10,001 – 100,000
 - 100,001 and over; and
- (i) **(Indicative statement of top 20 shareholders)** an indicative statement setting out the names of the twenty largest holders in each class of security to be quoted, and the number and percentage of each class of securities held by those holders.