

**Carbon Revolution Limited**

Geelong Technology Precinct
75 Pigdons Road
Waurin Ponds, 3216
Australia

ABN: 96 128 274 653



Automotive
TS 16949
SAI GLOBAL



Quality
ISO 9001
SAI GLOBAL



Environment
ISO 14001
SAI GLOBAL

29 November 2019

Carbon Revolution Limited - Pre-quotation disclosure

I refer to the initial public offering (**Offer**) of fully paid ordinary shares (**Shares**) in Carbon Revolution Limited (ACN 128 274 653) (**Company**) on the Australian Securities Exchange (**ASX**) under the replacement prospectus lodged with Australian Securities and Investments Commission (**ASIC**) on Friday, 8 November 2019 (**Prospectus**).

Capitalised terms used but not defined in this letter have the meaning given to them in the Prospectus.

The following information is provided as pre-quotation disclosure.

1 Basis of allocation of Shares

The allocation of Shares:

- (a) between the Broker Firm Offer, Institutional Offer and the Priority Offer; and
- (b) to participants within the Institutional Offer,

was determined by Evans Dixon Corporate Advisory Pty Ltd and Bell Potter Securities Ltd (together, the **Joint Lead Managers**) and the Company, having regard to certain agreed criteria, including those disclosed in the Prospectus.

The allocation of Shares to Broker Firm Applicants was determined by each Broker. Broker Firm Applicants may confirm their allocation of Shares by contacting the Broker or the Carbon Revolution Offer Information Line on 1800 677 648 (within Australia) or +61 1800 677 648 (outside Australia) from 8.30am to 5.00pm (Sydney time), Monday to Friday (excluding public holidays).

Institutional Investors under the Institutional Offer can confirm their allocation of Shares by contacting the Joint Lead Managers.

The allocation of Shares to participants under the Priority Offer was determined by the Company. Priority Offer Applicants may confirm their allocation by contacting the Carbon Revolution Offer Information Line on 1800 677 648 (within Australia) or +61 1800 677 648 (outside Australia) from 8.30am to 5.00pm (Sydney time), Monday to Friday (excluding public holidays).

2 Number of Shares issued and transferred

The number of Shares issued and transferred under each component of the Offer is:

- (a) Broker Firm Offer: 24,183,862;
- (b) Institutional Offer: 7,692,308; and
- (c) Priority Offer: 2,795,385.

3 Despatch of holdings statements

CHESS allotment notices, issuer sponsored holding statements and any refund money will be despatched on Monday, 2 December 2019.

4 Escrow arrangements

Certain Shareholders have entered into mandatory escrow and voluntary escrow arrangements with the Company in relation to Shares they will hold on Completion of the Offer.

The total number of Shares subject to mandatory escrow is 30,201,871. The mandatory escrow restrictions will apply to:

Number of Shares	Escrow period
10,184,039	29 November 2019 to 29 November 2021
2,291,629	29 November 2019 to 29 November 2020
54,588	29 November 2019 to 31 May 2020
17,671,615	29 November 2019 to 30 May 2020

The total number of Shares subject to voluntary escrow is 22,120,106. The voluntary escrow restrictions will apply until 1 December 2020.

5 Commitments

The Company commits to spend half of its cash and assets in a form readily convertible to cash as follows:

Use of funds	\$m
Capital expenditure	17.1
Research and Development	11.4
Working capital	4.7
Pre-payment of Ronal loan	5.0
Offer costs	4.4
Total	42.6

6 Capital structure

The capital structure of the Company on Completion of the Offer comprises of 127,341,942 fully paid ordinary shares.

7 ASX waivers

The Company has received from ASX the following confirmations and waivers.

(a) Listing Rule 9.1.4

Subject to following paragraph and based solely on the information provided, the ASX has granted the Company a waiver from Listing Rule 9.1.4 to the extent necessary to allow the Company to issue to holders of restricted securities who fall into category 2 (unrelated seed capitalist who are not substantial (10%+) holders) of Appendix 9B of the listing rules a restriction notice instead of requiring the holders to enter into a restriction deed pursuant to Appendix 9A of the listing rules on the condition that the Company's constitution contains the provisions required by listing rule 15.12 (as proposed to be amended and in effect by 2 December 2019).

The restriction notice must be in the form of the Appendix 9C included in the annexure A to ASX's Public Consultation Simplifying, clarifying, and enhancing the integrity and efficiency of the ASX listing rules dated 28 November 2018.

(b) Listing Rule 15.2

ASX has granted the Company a waiver from Listing Rule 15.12 to permit the Company's constitution to not include all of the provisions on the condition that the Company's constitution includes all of the provisions in listing rule 15.12 in Annexure A to ASX's Public Consultation Simplifying, clarifying, and enhancing the integrity and efficiency of the ASX listing rules dated 28 November 2018.

(c) Listing Rule 10.14

The ASX has granted the Company a waiver from Listing Rule 10.14 to the extent necessary to permit the Company to grant, without shareholder approval, securities to the value of up to \$298,101 and up to 1,273,419 options under the Company's short term incentive plan (**STI Plan**) or a long term incentive plan (**LTI Plan**) to Jake Dingle the Chief Executive Officer (who is also a director), on the following conditions.

- (1) The prospectus issued in connection with the Company's initial public offering contains information required by listing rule 10.15, including the method by which the maximum number of securities that may be granted to the Chief Executive Officer under the STI Plan or the LTI Plan.
- (2) The date by which the Company will issue performance rights to Jake Dingle under the STI Plan or the LTI Plan must not be later than 12 months from the date of the Company's admission to the official list of ASX.

8 Further information

The toll free Carbon Revolution Offer Information Line administered by the Share Registry, which has been available to Applicants from the date the Broker Firm Offer opened, will remain open until after despatch of holding statements in order to deal with enquiries. The Company confirms that the number of available lines is expected to be sufficient to meet the anticipated volume of queries from Applicants.

The Carbon Revolution Offer Information Line is 1800 677 648 (within Australia) and +61 1800 677 648 (outside Australia) and is available from 8.30am to 5.00pm (AEST), Monday to Friday (excluding public holidays).

9 Documents enclosed for release to the market

Enclosed are the following documents:

- (a) the Company's Appendix 1A;
- (b) the Company's Information Form and Checklist;
- (c) the Prospectus;
- (d) the Constitution;
- (e) the Company's audited accounts for the full years ended 30 June 2018 and 30 June 2019;
- (f) the Company's equity incentive plans;
- (g) the Company's securities trading policy;
- (h) a distribution schedule of the number of holders of Shares to be quoted; and
- (i) a statement setting out the names of the 20 largest Shareholders.

Yours faithfully

David Nock
Company Secretary

Distribution schedule of the number of holders of Shares

Distribution Table		
Shareholding Bands	# holders	Shares
1 to 1000	50	32,603
1001 to 5000	289	788,039
5001 to 10000	275	1,901,699
10001 to 100000	465	17,779,035
>100000	158	106,840,566
Total	1,237	127,341,942

Top 20 Shareholders

No	Shareholder	Number of Securities Held	% Holding
1	Ronal AG	14,227,941	11.2%
2	Deakin University	8,377,592	6.6%
3	Crown in Right of the State of Victoria	5,421,742	4.3%
4	BNP Paribas Noms Pty Ltd <DRP>	4,821,753	3.8%
5	Point Grey Investments Pty Ltd<The Dingle Widdop Family Trust AC>	4,036,975	3.2%
6	Clean Energy Finance Corporation	3,858,860	3.0%
7	Mr. Brett Gass	3,687,454	2.9%
8	Tiga Trading Pty Ltd	3,287,799	2.6%
9	Acorn Capital Private Opportunities Fund L.P.	2,370,867	1.9%
10	FIRST SENTIER INVESTORS (AUSTRALIA) LIMITED <CDEV A/C>	2,301,459	1.8%
11	Matthew Dingle <M Dingle Family Trust>	2,117,770	1.7%
12	ILWELLA PTY LTD	1,787,215	1.4%
13	AUSBIL INVESTMENT MANAGEMENT LIMITED	1,730,770	1.4%
14	First Sentier Investors (Australia) Limited <CFUT A/C>	1,599,392	1.3%
15	BNP Paribas Noms Pty Ltd <DRP> (ACQ) (Acorn Capital Investment Fund Limited)	1,438,655	1.1%
16	CITICORP NOMINEES PTY LIMITED	1,435,053	1.1%
17	Mr Ashley James Denmead <Denmead Investment Trust AC>	1,414,000	1.1%
18	BNP Paribas Noms Pty Ltd <DRP> (MIT3) (Australian Microcap Investments Pty Ltd)	1,315,777	1.0%
19	HSBC Custody Nominees (Australia) Limited	1,315,119	1.0%
20	RBC Investor Services Australia Nominees Pty Limited as custodian for Investors Mutual Limited	1,315,119	1.0%
	Total	67,861,312	53.3%