

Trajan Group Holdings Limited Pre-quotations Disclosure

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with the official quotation of fully paid ordinary shares (**Shares**) in Trajan Group Holding Limited (ACN 152 617 706) (**Trajan** or the **Company**).

Capitalised terms which have not been otherwise defined in this document have the meaning given to them in the prospectus lodged by Trajan with the Australian Securities and Investments Commission (**ASIC**) on 7 May 2021 (**Prospectus**).

1. CONFIRMATION

- 1.1. The initial public offering of 29,411,765 New Shares by the Company and the sale of 23,529,412 Existing Shares by SaleCo at an offer price of \$1.70 per Share to raise \$90,000,000 closed on 25 May 2021 (**Offer**).

2. TRANSFER OF SHARES

- 2.1. The Company confirms that on 1 June 2021 Computershare Investor Services Pty Limited, being the Company's share registrar, has despatched:

- 2.1.1. in relation to all holdings on the CHESS sub-register, a notice from the Company under ASX Settlement Operating Rule 8.9.1;
- 2.1.2. in relation to all other holdings, issuer sponsored holding statements; and
- 2.1.3. all applicable refund money.

3. SHARES ISSUED AND TRANSFERRED UNDER THE OFFER

- 3.1. The offer price for each Share under the Retail Offer (comprising the Broker Firm Offer, the Priority Offer and the Employee Gift Offer) and the Institutional Offer is \$1.70.

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

Broker Firm Offer	11,794,118
Priority Offer	5,915,295
Employee Gift Offer	141,120
Institutional Offer	35,231,764

Total shares issued or transferred under the Offer	53,082,297
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3.3. At Completion of the Offer, there will be a total of 129,552,885 Shares on issue.

3.4. The Company confirms that at the time of Completion of the Offer, it will have a free float of at least 20% as shown below:

Total Escrowed Shares	76,470,588
Shares held by related parties	2,723,527
Free float Shares	50,358,770
Free float	38.87%

4. STATEMENT IN RELATION TO ISSUE OF OPTIONS

4.1. The Company confirms that 2,256,239 Options will be issued under the Company's Long Term Incentive Plan on or shortly after Completion.

4.2. Those Options are being issued as follows:

John Eales (non-executive chairperson)	191,178 Options
Robert Lyon (executive director)	439,250 Options
Tiffany Lewin (non-executive director)	88,235 Options
Rohit Khanna (non-executive director)	88,235 Options
Sara Watts (non-executive director)	88,235 Options
Alister Hodges (Chief Financial Officer)	255,085 Options
Andrew Gooley (Chief Scientific Officer)	210,002 Options
Nigel Gilligan (Chief Operations Officer)	77,296 Options
Sam Evans (Senior Vice President Business Development)	47,060 Options
Other employees of the Company	771,663 Options

5. VOLUNTARY ESCROW

5.1. The following is a breakdown of the number of shares subject to voluntary escrow and the escrow period applying to those Shares. For further details of the voluntary escrow arrangements, please refer to section 7.21 of the Prospectus.

Shareholder	No. securities escrowed	% of securities escrowed	Escrow period
Tomisich Family Pty Ltd atf Tomisich Family Trust	76,470,588 Shares	100%	Two-staged release as follows: <ul style="list-style-type: none"> • In respect of 25% of the Restricted Securities, the period commencing immediately after Completion and ending at 10:00am on the next trading day after the date that on which the Company releases to ASX its preliminary final report (being the Company's Appendix 4E) for the financial year ending 30 June 2022. • In respect of 75% of the Restricted Securities, the period commencing immediately after Completion and ending at 10:00am on the next trading day after the date that on which the Company releases to ASX its preliminary final report (being the Company's Appendix 4E) for the financial year ending 30 June 2023.

6. CAPITAL STRUCTURE

6.1. Trajan's capital structure, as at Completion, is set out as follows:

Class	Number
Shares	129,552,885
Options	2,256,239



7. INSTITUTIONAL BOOK BUILD

7.1. Trajan confirms that in relation to the funds raised pursuant to the institutional bookbuild under the Institutional Offer (Institutional Bookbuild):

- 7.1.1. The number of Shares allocated under the Institutional Bookbuild is 35,231,764 at a price of \$1.70 per Share (Bookbuild Price);
- 7.1.2. No promoters or related parties will be taking up a material number of Securities;
- 7.1.3. No concessionary fee or other arrangements have been entered into which have had the result that the effective transfer price paid by some allottees differs materially from the Bookbuild Price announced by Trajan;
- 7.1.4. No arrangements have been entered into which have had the result that some allottees receive a material benefit for agreeing to participate in the Institutional Bookbuild at the Bookbuild Price announced by Trajan and which is not received by other allottees; and
- 7.1.5. No arrangements have been entered into with associates of Trajan or the bookrunner to avoid a shortfall, or the appearance of a shortfall, in the Institutional Bookbuild.

8. ASIC RELIEF AND MODIFICATIONS AND ASX WAIVERS

8.1. ASIC has granted the following exemptions from and modifications to, the Corporations Act:

- 8.1.1. relief to extend the benefit of ASIC Class Order 14/1000 to the grant of options under the LTIP Offers
- 8.1.2. and relief to extend the benefit of ASIC Class Order 13/520 to the voluntary escrow arrangement.

8.2. ASX has granted the following waivers and confirmations in relation to the Company and the Option Offer:

- 8.2.1. a waiver from Condition 12 of ASX Listing Rule 1.1 to the extent necessary to permit the Company to have on issue 1,102,943 Options on issue with an exercise price of less than \$0.20 per Option;
- 8.2.2. a waiver from ASX Listing Rule 10.14 to the extent necessary to permit the Company to grant Options to Directors under the Director Offer;
- 8.2.3. a confirmation that the terms of the Options to be issued under the LTIP Offers are appropriate and equitable for the purposes of ASX Listing Rule 6.1; and
- 8.2.4. confirmations in respect of the applicability of ASX Listing Rules 10.11, 10.14.3 and 7.2 to the Options to be granted under the LTIP Option Offer.

9. 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-quotations disclosure:



9.1.1. **ASX listing application:** The Company's Appendix 1A, ASX Listing Application and Agreement and Information Form and Checklist;

9.1.2. **Prospectus:** The Prospectus lodged with ASIC by the Company and SaleCo on 7 May 2021;

9.1.3. **Constitution:** The Company's constitution;

9.1.4. **Audited Accounts:** Trajan's audited accounts for the full years ended 30 June 2018 (FY2018), 30 June 2019 (FY2019), 30 June 2020 (FY2020) and its audited accounts for the half year ended 31 December 2020 (HY2021);

9.1.5. **Incentive Plan:** The full term and conditions of the Company's Long Term Incentive Plan;

9.1.6. **Securities Trading Policy:** The Company's Securities Trading Policy;

9.1.7. **Distribution schedule:** a distribution schedule; and

9.1.8. **Top 20 shareholders:** a statement of the top 20 Shareholders in the Company.