



DEFERRED CONSIDERATION SHARES AND CLEANSING STATEMENT

Qoria Limited (formerly Family Zone Cyber Safety Limited) (ASX: QOR) (**Qoria** or the **Company**) announced the completion of its acquisition of global parental controls leader, Qustodio on 1 August 2022.

Under the Unit Purchase Agreement ("**UPA**") announced 2 May 2022, part consideration was payable on Completion and part consideration was subject to the satisfaction of performance milestones over the following 24 months. Please refer to Qustodio acquisition announcement dated 2 May 2022.

The Company advises that it has today issued 40,263,509 fully paid ordinary shares (**Shares**) on conversion of 40,263,509 deferred consideration rights to Cruz, Cuevas and Gabel of Qustodio ("**founders**"), as approved by shareholders at the General Meeting held 24 June 2022 ("**Tranche 1 Deferred Consideration Shares**"). The Deferred Consideration Shares to be issued are subject to subscription revenue and/or EBITDA targets being satisfied in the 12 and 24 months periods following Completion less any successful warranty and indemnity claims by the Company under the Unit Purchase Agreement.

Please refer to the Appendix 2A which contains further details.

Notice pursuant to Section 708A(5)(e) of the Corporations Act 2001

The Company gives notice pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) (**Corporations Act**) that:

- a) the Company issued the Shares without disclosure to investors under Part 6D.2 of the Corporations Act;
- b) as at the date of this notice, the Company has complied with:
 - i. the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - ii. sections 674 and 674A of the Corporations Act as it applies to the Company;



- c) as at the date of this notice, there is no excluded information within the meaning of sections 708A(7) and 708A(8) of the Corporations Act which is required to be disclosed to the Company.

Authorised for release by the Qoria Board.

For more information, please contact:

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About Qoria

Qoria is the only truly global provider of digital safety and student wellbeing solutions. Qoria's innovative integrated suite of best-in-class tools supports the needs of both schools and parents and enables a unique collaboration between them. Australian based and ASX-listed, Qoria's innovations are rapidly being adopted by school communities globally.

Qoria

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