

15 July 2015



## ASX release

### amaysim Australia Limited Share Offer

amaysim Australia Limited

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### Pre-quotations disclosure

The following information is required to be provided to ASX Limited (ASX) for release to the market in connection with:

- the initial public offering of fully paid ordinary shares (**Shares**) in amaysim Australia Limited (ACN 143 613 478) (**Company**) by the Company pursuant to a replacement prospectus (**Prospectus**) lodged with the Australian Securities & Investments Commission on 29 June 2015 (**Offer**); and
- the admission of the Company to the official list of ASX, official quotation of Shares and the commencement trading of Shares on ASX.

Capitalised terms not defined in this document have the meaning given to them in the Prospectus.

### Conditions precedent to the Company being admitted to the official list of ASX Limited; the official quotation of 176,165,670 Shares and commencement of deferred settlement trading

- 1.1 The Company confirms that the Offer has closed and each of the following has been completed:
  - (a) the issue of 7,155,657 ordinary shares fully paid at an issue price of \$1.80 per share.
  - (b) the sale and transfer of 107,861,295 ordinary shares fully paid at a sale price of \$1.80 per share.
  - (c) the issue of 2,341,938 ordinary shares fully paid under the Company's employee share plan upon the vesting of 2,341,938 share rights.
- 1.2 The Company has received cleared funds for the complete amount of the issue price of every security issued to every successful applicant for securities under the Prospectus.
- 1.3 The Company has at least 300 shareholders, each having a parcel of shares with a value of at least \$2,000 and at least 50% of the Company's ordinary shares are not held by related parties.
- 1.4 The Company confirms that the share split, as described in section 7.1.6 of the Prospectus, has occurred.
2. The Company provides the following information for release to the market:
  - 2.1 The basis of allocation of Shares under the Prospectus and the procedures by which applicants can determine their precise allocations are described in the notice set out in Attachment 1.

2.2 The Company confirms that the final issue and sale price of Shares to be issued or transferred under each of the following components (as defined in the Prospectus) of the Offer is \$1.80. The number of Shares that have been issued under each component of the Offer is:

- (a) Institutional Offer: 103,435,321
- (b) Broker Firm Offer: 11,173,613
- (c) Priority Offer: 408,018

2.3 The intended date for the despatch of:

- (a) in relation to all holdings on the CHESS sub-register, a notice from the Company 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 by Thursday, 16 July 2015.

2.4 Please refer to Attachment 2 for a distribution schedule of shareholders and a statement of the largest 20 shareholders.

2.5 The Company confirms that 1,950,000 options were issued to Mr Julian Ogrin under the Company's long term incentive plan (LTIP). The full terms and conditions of these options are set out in the rules relating to the LTIP which are available on the websites of both the Company and ASX. These options are intended to vest on 30 June 2018, 30 June 2019 and 30 June 2020 subject to satisfaction of applicable performance hurdles. A vested option may be exercised within 24 months of the applicable vesting date but not thereafter, subject to any restrictions in the Company's Securities Trading Policy.

2.6 The Company has 4,683,892 Share Rights on issue and are held as follows:

- (a) Julian Ogrin (1,667,210);
- (b) Leanne Wolski (233,644); and
- (c) Other Employee Shareholders (2,783,038).

For more information, please see sections 6.7, 6.8 and 6.9 of the Prospectus.

2.7 The number of Shares subject to voluntary escrow and the escrow period applied to those securities is set out in Attachment 3.

2.8 As stated in Attachment 1, the Company has also arranged for security information centre toll free lines to meet the reasonably anticipated demand for information about allocations and to handle applicant queries. The amaysim Offer Information Line is 1300 374 815 (toll free within Australia) or +61 3 9415 4114 (outside Australia). Its hours of operation are 8.30am to 5.00pm (Sydney time), Monday to Friday.

## Attachment 1 - Basis of allocation notice

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### IMPORTANT NOTICE TO ALL APPLICANTS UNDER INITIAL PUBLIC OFFERING OF ORDINARY SHARES IN AMAYSIM AUSTRALIA LIMITED

The initial public offering of ordinary shares (**Shares**) in amaysim Australia Limited (ACN 143 613 478) (**the Company**) (**Offer**) has now closed.

### OFFER DETAILS

115,016,952 Shares have been offered to investors under the Offer at \$1.80 each (**Offer Price**). 103,435,321 Shares were allotted under the Institutional Offer, 11,173,613 Shares were allotted under the Broker Firm Offer, 408,018 Shares were allotted under the Priority Offer and 2,341,938 were allotted under the Company's employee share plan upon the vesting of 2,341,938 share rights. The Company's adjusted market capitalisation at the Offer Price is approximately \$317.1 million.

### ALLOCATION POLICY

The allocation policy for the Shares is described below:

- **Institutional Offer** – the allocation of Shares among applicants in the Institutional Offer was agreed by the Joint Lead Managers, in consultation with the Company. Successful applicants under the Institutional Offer have been advised of their allocations.
- **Broker Firm Offer** - Shares that were allocated to Brokers for allocation to their clients have been issued or transferred to the applicants nominated by those Brokers (subject to the right of the Company and the Joint Lead Managers to reject, aggregate or scale back applications). It was a matter for each Broker as to how they allocated Shares among their retail clients, and they (and not the Company, SaleCo or the Joint Lead Managers) are responsible for ensuring that retail clients who have received an allocation from them receive the relevant Shares. Applicants under the Broker Firm Offer wishing to confirm their allocations should contact their Broker or phone the amaysim Offer Information Line.
- **Priority Offer** – the allocation of Shares among applicants under the Priority Offer was at the absolute discretion of the Company. The Company reserved the right to decline any application in whole or in part. Applicants under the Priority Offer may confirm their allocations by phoning the amaysim Offer Information Line.

The amount of any unfulfilled application monies will be refunded to applicants (without interest).

### DEFERRED SETTLEMENT TRADING

Shares are expected to commence trading on ASX today, Wednesday, 15 July 2015 at approximately 12.00pm (Sydney time), under the ASX code of "AYS". Trading will initially be on a deferred settlement basis until the Company has advised ASX that holding statements have been despatched to Shareholders. Trading on a normal settlement basis is expected to commence on Friday, 17 July 2015.

**All applicants are responsible for determining and confirming the number of Shares allocated to them prior to selling any Shares. Applicants who sell Shares before receiving their initial holding statement do so at their own risk.**

### HOLDING STATEMENTS AND REFUND CHEQUES

Holding Statements stating the number of Shares issued to each successful Applicant are expected to be despatched by Thursday, 16 July 2015. Any refunds are also expected to be despatched by this date.

## **MORE INFORMATION**

Applicants with other questions regarding the Offer should contact the amaysim Offer Information Line on 1300 374 815 (toll free within Australia) or +61 3 9415 4114 (outside Australia) from 8.30am until 5.00pm (Sydney time), Monday to Friday (Monday to Friday).

Unless otherwise specified, capitalised terms in this notice have the same meaning given to them in the Prospectus dated 29 June 2015.

## Attachment 2 - Distribution schedule of shareholders and statement of the top 20 largest shareholders

### 1. Distribution schedule of shareholders

AMAYSIM AUSTRALIA LIMITED

FULLY PAID ORDINARY SHARES As of 14 Jul 2015

Range of Units

Range	Total holders	Units	% of Issued Capital
1 - 1,000	0	0	0.00
1,001 - 5,000	22	66,826	0.04
5,001 - 10,000	90	706,409	0.40
10,001 - 100,000	353	9,627,521	5.47
100,001 - 9,999,999,999	49	165,764,914	94.10
<b>Rounding</b>			<b>-0.01</b>
<b>Total</b>	<b>514</b>	<b>176,165,670</b>	<b>100.00</b>

### 2. Statement of the top 20 largest shareholders

AMAYSIM AUSTRALIA LIMITED

FULLY PAID ORDINARY SHARES As of 14 Jul 2015

Top 20 Holders

Rank	Name	Address	Units	% of Units
1.	NATIONAL NOMINEES LIMITED		27,115,988	15.39
2.	J P MORGAN NOMINEES AUSTRALIA LIMITED		24,673,159	14.01
3.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED		13,730,450	7.79
4.	ROLF HANSEN		7,734,010	4.39
5.	MR CHRISTIAN MAGEL		7,734,010	4.39
6.	MR ANDREAS PERREITER		7,734,010	4.39
7.	RICANGUS PTY LTD		7,734,010	4.39
8.	CITICORP NOMINEES PTY LIMITED		7,380,994	4.19
9.	VENTURECAPITAL.DE VC GMBH & CO KGAA		7,082,380	4.02
10.	RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED <BKCUST A/C>		6,769,334	3.84
11.	CS FOURTH NOMINEES PTY LTD		6,443,866	3.66
12.	VPB FINANCE S.A		6,380,000	3.62
13.	THOMAS ENGE		5,459,105	3.10
14.	BRIDGELANE CAPITAL PTY LTD		3,517,555	2.00
15.	EVALUE AG		2,972,935	1.69
16.	CITICORP NOMINEES PTY LIMITED <COLONIAL FIRST STATE INV A/C>		2,831,795	1.61
17.	UBS NOMINEES PTY LTD		1,810,713	1.03
18.	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED		1,688,327	0.96
19.	WECKEN & CIE		1,605,150	0.91
20.	SANDHURST TRUSTEES LTD <SISF A/C>		1,564,000	0.89
<b>Totals: Top 20 holders of FULLY PAID ORDINARY SHARES</b>			<b>151,961,791</b>	<b>86.26</b>
<b>Total Remaining Holders Balance</b>			<b>24,203,879</b>	<b>13.74</b>

### **Attachment 3 - Voluntary Escrow securities**

The 59,757,206 Shares held by Escrowed Shareholders (other than any Shares purchased by them under the Offer) will be subject to voluntary escrow arrangements.

The escrow period for these escrowed Shares is the period commencing on listing and ending at 4:15 pm (Sydney time) on the date on which the Company releases its preliminary final report with respect to the full financial year ending 30 June 2016.

Each escrowed shareholder may be released early from their escrow obligations in certain circumstances. See section 6.10 for more information.