

27 July 2015

## PRE-QUOTATION DISCLOSURE NOTICE

The following information is required to be given to ASX Limited (**ASX**) for release to the market in connection with the commencement of official quotation in the fully paid ordinary shares (**Shares**) in Pureprofile Ltd. ACN 167 522 901 (**PPL**) (ASX: PPL).

Unless otherwise defined in this notice, capitalised terms used in this notice have the meanings given to them in the replacement prospectus (**Prospectus**) lodged by PPL with the Australian Securities and Investments Commission (**ASIC**) on 19 June 2015.

### 1. Close of Offer and transfer and issue of Shares

PPL confirms that the Offer has closed and that:

- 20,000,000 Shares have been issued to applicants by PPL and 4,238,850 Shares have been transferred to applicants by SaleCo under the General Offer (at an Offer Price of \$0.50 per Share); and
- 56,000 Shares have been issued for nil consideration under the Employee Award Offer.

PPL has received cleared funds for the complete amount of the Offer Price of every Share issued to applicants by it under the General Offer.

SaleCo has received cleared funds for the complete amount of the Offer Price of every Share transferred to applicants by it under the General Offer.

No funds were payable to PPL for the Shares issued under the Employee Award Offer.

On the basis of PPL's Offer Price of \$0.50 and its shareholder register with 539 shareholders, PPL is satisfied that it has an appropriate level of shareholder spread for the purposes of ASX Listing Rule 1.1 condition 7.

The CHESS holding notices and issuer sponsored holding statements were despatched to successful applicants under the Offer and all refunds required to be made to applicants under the offer were made on 24 July 2015.

### 2. Capital structure and escrow

PPL currently has on issue 57,889,480 Shares. This includes 400,000 Shares issued on 3 June 2015 at the direction of Pilmore Pty. Limited (**Pilmore**) as part repayment for the loan made by Pilmore to Pureprofile Australia Pty Limited.

A total of 11,938,766 Shares (being all of the Shares held by Fredrick Swaab, Paul Chan and Pilmore Pty Limited as at the date of the Prospectus and representing 20.6% of the Shares currently on issue) are subject to voluntary escrow arrangements for the period ending on the release by PPL of its audited



financial accounts for the financial year ending 30 June 2016. PPL expects that these audited financial accounts will be released no later than three months after the end of its financial year as required by the Corporations Act.

### **3. ASX BookBuild**

On 10 July 2015, PPL announced that it opened the ASX BookBuild Facility to allow investors the opportunity to acquire up to \$1,000,000 of Shares under the General Offer. The component of the General Offer offered via the ASX BookBuild Facility was oversubscribed.

Under the ASX BookBuild Facility:

- 1,996,130 Shares were issued at an issue price of \$0.50 after scale-backs were applied to all bids above the minimum market parcel of 4,000 shares;
- persons who are promoters or related parties of the Company did not take up a material number of Shares under the ASX BookBuild Facility;
- there were no concessionary fee or other arrangements entered into which had the result that the effective issue price paid by some allottees who were issued Shares under the ASX BookBuild Facility differed materially from the issue price;
- there were no arrangements entered into which had the result that any allottees who received Shares under the ASX BookBuild Facility received a material benefit for agreeing to participate in the ASX Bookbuild Facility at the issue price and which was not received by other allottees who received Shares under the ASX BookBuild Facility; and
- there were no arrangements entered into with associates of PPL or the bookrunner to avoid a shortfall, or the appearance of a shortfall, in the component of the General Offer offered via the ASX BookBuild Facility.

### **4. Long Term Incentive Plan**

Under its LTI, PPL has issued 3,371,000 Options to Directors and selected eligible employees.

The following Options were issued on 29 May 2015:

- 399,999 Options, exercisable at \$0.60 per Option and expiring 24 July 2020 were issued to the Non-Executive Directors;
- 399,999 Options, exercisable at \$0.60 per Option and expiring on 31 August 2021, were issued to the Non-Executive Directors;
- 400,002 Options, exercisable at \$0.60 per Option and expiring on 31 August 2022, were issued to the Non-Executive Directors;
- 723,668 Options, exercisable at \$0.50 per Option and expiring 24 July 2020 were issued to the executive Directors and other employees;
- 723,668 Options, exercisable at \$0.50 per Option and expiring on 31 August 2021, were issued to the executive Directors and other employees; and



- 723,664 Options, exercisable at \$0.50 per Option and expiring on 31 August 2022, were issued to the executive Directors and other employees.

Options do not carry any dividend or voting rights. A copy of the Pureprofile Equity Incentive Plan at the date of this notice is released as part of PPL's Pre-Quotation Disclosure.

For further details, please see Sections 4.3.4.1 to 4.3.4.4 of the Prospectus.

## **5. Completion of Sparc Acquisition**

The Sparc Acquisition, including the acquisition of the Sparc Business and the Sparc Assets, was completed on 23 July 2015.

The first instalment of the purchase price for the Sparc Acquisition, being a cash payment of \$1,250,000 plus an amount equal to the excess net working capital calculated under the relevant transaction document, was paid on 24 July 2015.

## **6. Corporate governance**

A statement disclosing the extent to which PPL will follow, as at the date of admission to the official list of ASX, the recommendations set by the ASX Corporate Governance Council is released as part of PPL's Pre-Quotation Disclosure.

A copy of PPL's share trading policy at the date of this notice is also released as part of PPL's Pre-Quotation Disclosure.

For further detail on any of the matters referred to in this notice, please see the Prospectus, available on PPL's or ASX's website or contact your professional adviser.

### **Elissa Hansen**

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