



EXPERIENCE
BETTER

SHAPE Australia Corporation Limited
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PRE-QUOTATION DISCLOSURE

SHAPE Australia Corporation Limited ACN 654 729 352 (**Company**) provides the following confirmations to satisfy the conditions for admission of the Company's securities to quotation on the ASX.

Capitalised terms used in this announcement not otherwise defined herein have the meaning given to them in the Company's prospectus dated 10 November 2021 (**Prospectus**).

1. Close of Public Offer

The Company confirms that the Public Offer made under the Prospectus has closed and that the Company has completed the issue of 1,020,408 Shares at an issue price of \$1.96 per Share in accordance with the Public Offer under the Prospectus.

2. Restructure

The Company confirms the completion of the Restructure comprising:

- (a) the issue of 82,220,676 Shares by the Company at a deemed issue price of \$1.96 per Share under the Consideration Offer in consideration for the transfer of 82,220,676 fully-paid ordinary shares in SHAPE Australia Holdings to the Company;
- (b) the lapse or cancellation (as applicable) of 3,505,062 performance rights granted by SHAPE Australia Holdings in exchange for, where applicable, the grant of 3,286,949 Performance Rights by the Company; and
- (c) the completion of the selective buy-back of 1,122,339 fully-paid ordinary shares in SHAPE Australia Holdings from SHAPE ESAT Pty Ltd ACN 082 872 811 for \$1.00 in aggregate.

3. Capital structure

The Company's capital structure as at the date of admission is:

Security	Number
Fully paid ordinary shares	83,241,085
Performance rights	3,286,949

4. Voluntary escrow

The Company confirms the following securities will be subject to restrictions pursuant to voluntary escrow deeds for the period outlined below:

Class	Number	Restriction period
Fully paid ordinary shares	7,426,450	Until the Company's financial results for the financial year ending 30 June 2022 are released
Fully paid ordinary shares	7,426,450	Until the Company's financial results for the half year ending 31 December 2022 are released
Fully paid ordinary shares	18,566,150	Until the Company's financial results for the financial year ending 30 June 2023 are released
Fully paid ordinary shares	18,563,600	Until the Company's financial results for the half year ending 31 December 2023 are released

5. Performance Rights

Peter Marix-Evans, the Company's Chief Executive Officer, has been granted 688,353 Performance Rights as part of his remuneration for performing various roles and functions in his capacity as Company Director. In addition to these Performance Rights, Peter Marix-Evans holds 240,903 Shares (for which \$462,102.00 was provided as consideration).

The material terms of the Peter Marix-Evans' Performance Rights are set out in section 8.3(f)(v) of the Prospectus. Otherwise, the terms of these Performance Rights are set out in the Company's Senior Executive Long Term Incentive Plan (which was released to ASX on or about the date of this announcement).

Scott Jamieson, the Company's Chief Financial Officer, has been granted 313,525 Performance Rights as part of his remuneration for performing various roles and functions in his capacity as Company Secretary. In addition to these Performance Rights, Scott Jamieson holds 109,871 Shares (for which \$210,755.00 was provided as consideration).

Scott Jamieson's Performance Rights are on the same terms as the Performance Rights granted to Peter Marix-Evans, other than that Scott Jamieson's tranches are as set out below:

NUMBER OF PERFORMANCE RIGHTS	BASE YEAR FOR MEASUREMENT OF PERFORMANCE	START OF MEASUREMENT PERIOD	END OF MEASUREMENT PERIOD
119,469	30/06/2019	01/07/2019	30/06/2022
94,406	30/06/2020	01/07/2020	30/06/2023
99,650	30/06/2021	01/07/2021	30/06/2024

Both Peter Marix-Evans and Scott Jamieson held equivalent performance rights prior to Listing which are being cancelled in exchange for the grant of these new Performance Rights.

The issuing of performance rights is a recognised practice in Australia as part of the remuneration of senior executives. If no performance rights were issued, the cash remuneration of Peter Marix-Evans and Scott Jamieson may have to be increased. Issuing performance rights is accordingly considered a preferable alternative as the recipient benefits if the Company's earnings per share increase (in which case all Shareholders benefit). If, however, the Company's earnings per share do not exceed the predetermined growth targets during the assessment period, the performance rights will lapse and no benefit will be

provided. This part of Peter Marix-Evans and Scott Jamieson's remuneration is therefore directly related to the longer-term improved performance of the Company.

The Company engaged a third-party consultant to determine the appropriate distribution of Performance Securities. The Company relies on the benchmarking produced by the experienced consultant and deems the independent nature of the assessment to render the calculations both equitable and appropriate.