

Autosports Group Limited  
ACN 614 505 261  
ASX: ASG

## Pre-Quotation Disclosure

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with the admission to the official list and official quotation on a conditional and deferred settlement trading basis of the fully paid ordinary shares in Autosports Group Limited (**Autosports**).

Unless otherwise defined, capitalised terms used in this notice have the meaning given to them in the Autosports prospectus dated 28 October 2016.

### Basis of allocation and procedures for determining allocations

The basis of allocation of ordinary shares under the Offer and the procedures by which Applicants can determine their precise allocations is set out below:

- **Institutional Offer:** Allocations to Institutional Investors were determined pursuant to an institutional bookbuild conducted prior to the lodgement of the Prospectus with ASIC. Successful applicants under the Institutional Offer have been advised of their allocations.
- **Broker Firm Offer:** Applicants under the Broker Firm Offer can confirm their allocation of Shares by telephoning their Broker or by telephoning the ASG Offer Information Line on 1800 425 578 (inside Australia) or +61 1800 425 578 (outside Australia), between 8.30am and 5.30pm Sydney time, Monday to Friday.
- **Employee Gift Offer:** Applicants received a guaranteed allocation of up to \$1,000 worth of Shares (rounded down to the nearest whole Share based on the Offer Price). Unless the Board determines otherwise, part-time eligible employees are eligible to receive a gift allocation of Shares on the basis of a pro-rata of their working hours against a 38 hour work week.
- **Employee Offer:** Eligible Employees received a guaranteed minimum allocation of \$2,000 worth of Shares at the Offer Price. Eligible Employees have been advised of their allocations.
- **Priority Offer:** Applicants under the Priority Offer received a personalised invitation to apply for Shares online at <http://investors.autosportsgroup.com.au> using the online application form. Applications under the Priority Offer were for a minimum of \$2,000 worth of Shares.

Applicants can also telephone the Autosports Offer Information Line on 1800 425 578 (inside Australia) or +61 1800 425 578 (outside Australia), between 8.30am and 5.30pm Sydney time, Monday to Friday.

*It is the responsibility of each person who trades in Shares to confirm their holding before trading in Shares. If you sell Shares before receiving a holding statement, you do so at your own risk (even if you obtained details of your holding from the Autosports Offer Information Line or confirmed your firm allocation through a Broker).*

### Conditions for the Conditional Market

The conditions to the conditional market are:

- (a) Settlement in respect of the Shares the subject of the Offer occurring under the Underwriting Agreement and associated settlement support arrangements; and

- (b) Completion of the issue and allotment of Shares to successful Applicants under the Offer.

Conditional and deferred trading will continue until the Company has advised the ASX that the above conditions have been satisfied and that the Proposed Transaction has completed, which is expected to be on or about Friday 18 November 2016.

### **The issue price and number of shares issued under the Offer**

The issue price for each Share under the Offer is \$2.40

The number of shares to be issued to successful Applicants under each part of the Offer is:

- Institutional Offer – 52,115,855
- Broker Firm Offer – 11,250,000
- Employee Gift Offer – 209,756
- Employee Offer – 329,151
- Priority Offer – 2,713,268

The total number of shares on issue following completion of the Offer will be 201,000,000

### **Despatch date**

The intended date for issuing Shares to successful Applicants under the Offer is Friday, 18 November 2016.

The intended date for sending CHESSE allotment notices, issuer or sponsored holdings statements and any refund money is Monday, 21 November 2016.

### **Indicative distribution schedule of shareholders and indicative statement of the 20 largest shareholders**

Please refer to **Attachment 1** for an indicative distribution schedule of shareholders and indicative statement of the 20 largest shareholders.

### **Escrowed shares**

As described in Section 9.13.4 of the Prospectus, entities associated with Ian Pagent, entities associated with Nick Pagent and entities associated with other Management Shareholders (being the **Escrowed Shareholders**) have entered into a voluntary escrow deed with ASG in relation to all Shares they or entities they control hold on Completion of the Offer.

Under each voluntary escrow deed, the relevant Escrowed Shareholder is prevented from dealing in their respective Escrowed Shares for the applicable escrow period. The restriction on “dealing” is broadly defined and includes, among other things, to dispose of, or agree or offer to dispose of, the Escrowed Shares or any legal, beneficial or economic interest in the Escrowed Shares or to create or agree or offer to create any securities interest in the Shares.

Following Completion and completion of the Proposed Transaction, Escrowed Shares held by the Escrowed Shareholders will be subject to the following escrow arrangements:

- 46.9% of Shares will be subject to escrow from Listing until release of the Company’s financial results for the year ending 30 June 2018; and

- 19.9% of Shares will be subject to escrow from Listing until release of the Company's financial results for the year ending 30 June 2019.

Shareholder	Number of Escrowed Shares (on Completion)	Escrowed Shares (as a percentage of Shares on issue on Completion)
Ian Pagent, together with his nominated holding vehicles	64,189,522	31.9%
Nick Pagent, together with his nominated holding vehicles	38,320,477	19.1%
Other management shareholders	22,392,805	11.1%
Willims Vendors	9,375,000	4.7%
<b>Total</b>	<b>134,277,804</b>	<b>66.8%</b>

## Attachment 1

### Indicative distribution schedule of shareholders and indicative statement of the 20 largest shareholders

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#### 1 Indicative distribution schedule of shareholders

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Range	Holders
1 to 1,000	433
1,001 to 5,000	136
5,001 to 10,000	87
10,001 to 100,000	348
100,001 and over	108
<b>Total</b>	<b>1,112</b>

## 2 Indicative statement of the 20 largest shareholders

No	Shareholder	Shares	% of Shares
1.	JIP Parramatta Pty Ltd atf JIP Parramatta Trust	23,199,693	11.5%
2.	Sastempo Pty Ltd atf Nicholas Pagent Family Trust	21,285,348	10.6%
3.	Livist Pty Ltd atf Varinia Trust	15,455,897	7.7%
4.	Pagent Family Investments Pty Ltd atf Pagent Family Investment Trust	15,310,969	7.6%
5.	JP MORGAN NOMINEES AUSTRALIA LIMITED	12,900,646	6.4%
6.	NIP Parramatta Pty Ltd atf NIP Parramatta Trust	10,401,678	5.2%
7.	NATIONAL NOMINEES LIMITED	7,576,155	3.8%
8.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	7,212,734	3.6%
9.	Pagent Family Investments Pty Ltd atf Pagent Family Investment Trust	7,193,635	3.6%
10.	CITICORP NOMINEES PTY LIMITED	7,134,509	3.5%
11.	Five Dock DJC Pty Ltd	6,436,189	3.2%
12.	Ogle Investments Pty Ltd atf Ogle Discretionary Unit Trust	5,147,053	2.6%
13.	UBS NOMINEES PTY LTD	5,145,109	2.6%
14.	Aalhuizen Nominees Pty Ltd atf Rene Aalhuizen Family Trust	4,722,374	2.3%
15.	Ricgaz Pty Ltd atf RWG Family Trust	4,406,237	2.2%
16.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	3,091,171	1.5%
17.	RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED	2,758,158	1.4%
18.	Liverpool Street Investments atf Warimoo Trust	2,453,632	1.2%
19.	BNP PARIBAS NOMS PTY LTD	2,108,436	1.0%
20.	BOND STREET CUSTODIANS LIMITED	1,866,094	0.9%
<b>Top 20 holders of Shares</b>		<b>165,805,717</b>	<b>82.49%</b>
<b>Balance of Shares</b>		<b>35,194,283</b>	<b>17.51%</b>
<b>Total Shares on issue</b>		<b>201,000,00</b>	<b>100.00%</b>