

17 April 2019

## READYTECH HOLDINGS LIMITED – 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 and deferred settlement trading in the fully paid ordinary shares (**Shares**) in ReadyTech Holdings Limited ACN 632 137 216 (**ReadyTech**).

Unless otherwise defined, capitalised terms used in this document have the meanings given to them in the prospectus (**Prospectus**) dated 29 March 2019 and prepared by ReadyTech and ReadyTech SaleCo Limited ACN 632 137 225 (**SaleCo**) in connection with the initial public offering of Shares (by way of issue by ReadyTech and sale by SaleCo) (**Offer**)<sup>1</sup>.

### Close of Offer

The Offer was closed for applications on Friday, 12 April 2019 with a total of 11,258,279 Shares being issued and 21,854,315 Shares being transferred to applicants under the Offer at an offer price of \$1.51 per Share (**Share**).

### Basis of allocation and procedures for determining allocation

The basis of allocation and the procedure by which successful applicants may determine their precise allocation of Shares under the Offer is detailed in Sections 7.3.6, 7.4.6 and 7.5.2 of the Prospectus.

Applicants can determine their precise allocations as follows:

- (a) **Broker Firm Offer:** Applicants in the Broker Firm Offer will be able to call the ReadyTech Offer Information Line on 1800 622 202 (within Australia) or +61 1800 622 202 (outside Australia) from 8.30am to 5.30pm (Sydney Time) to confirm their allocation. Applicants under the Broker Firm Offer, including those in New Zealand, will also be able to confirm their allocation through the Broker from whom they received their allocation.
- (b) **Priority Offer:** Applicants can confirm their allocations of Shares under the Offer or make general enquiries regarding the Offer by contacting the ReadyTech Offer Information Line on 1800 622 202 (toll free within Australia) or +61 1800 622 202 (outside Australia) between 8.30am and 5.30pm Sydney time, Monday to Friday (business days only).
- (c) **Institutional Offer:** Participants in the Institutional Offer have been advised of their allocation of Shares, if any, by the Joint Lead Managers.

Applicants are responsible for confirming their holding before trading in Shares. Applicants who sell Shares before they receive an initial statement of holding do so at their own risk.

### Offer Price and number of Shares issued under the Offer

The offer price for each Share issued or transferred under the Offer is A\$1.51.

---

<sup>1</sup> The Offer comprises the Retail Offer (which consists of the Broker Firm Offer and the Priority Offer) and the Institutional Offer.

### *Completion of acquisition of ReadyTech HoldCo Pty Ltd*

Immediately prior to the issue and transfer of Shares under the Offer and in accordance with the requirements of the security sale deed entered into between ReadyTech, ReadyTech HoldCo Pty Ltd ACN 616 170 775 (**HoldCo**) and the holders of securities in HoldCo (**HoldCo Vendors**) on 29 March 2019, ReadyTech acquired all of the securities held by the HoldCo Vendors in HoldCo in exchange for the issue of 68,747,088 Shares in ReadyTech<sup>2</sup>.

The number of Shares allocated under each component of the Offer is as follows:

Institutional Offer	16,251,000 Shares
Broker Firm Offer	16,125,831 Shares
Priority Offer	735,763 Shares
<b>Total Shares to be issued or transferred under the Offer</b>	<b>33,112,594 Shares</b>

### **Despatch of holding statements**

The Shares were issued to successful applicants under the Offer on Wednesday, 17 April 2019. The intended date for despatch of CHESS holding notices and issuer sponsored holding statements is Thursday, 18 April 2019. If applicable, refunds will be made as soon as practicable thereafter in accordance with the *Corporations Act 2001* (Cth).

### **Escrow**

On completion of the Offer, a total of 45,087,673 Shares (**Escrowed Shares**) will be subject to voluntary escrow arrangements.

Of the Shares subject to voluntary escrow arrangements, 39,838,457 will be subject to the following escrow restrictions:

- (a) 50% of these Escrowed Shares will be released on the date on which ReadyTech announces its results for the half year ending 31 December 2019 to the market; and
- (b) the remaining 50% of these Escrowed Shares (**Second Tranche Escrowed Shares**) will be released on the date on which ReadyTech announces its results for the half year ending 31 December 2020 to the market,

provided that during the escrow period, the holder may deal in any of its Escrowed Shares if the dealing constitutes a dealing involving the disposal (in one or more transactions) of the Second Tranche Escrowed Shares if:

- (c) ReadyTech's results for the financial year ending 30 June 2020 have been released to the market; and
- (d) thereafter, the price of ReadyTech's Shares as traded on ASX has traded at 30% or more of the Offer Price for 20 consecutive trading days.

The remaining 5,249,216 of the Escrowed Shares will be escrowed until the date on which ReadyTech announces its results for the half year ending 31 December 2019 to the market.

### **Proceeds received from bookbuild undertaken for the Institutional Offer**

<sup>2</sup> For further information in relation to ReadyTech's acquisition of the ReadyTech HoldCo Pty Ltd shares, please see Section 9.4.1 of the Prospectus.

In relation to the bookbuild which was undertaken in connection with the Institutional Offer (**Bookbuild**), it is noted that:

- (a) the number of Shares to be issued under the Bookbuild is 16,251,000 Shares at an offer price of \$1.51 per Share;
- (b) no material commitments were received in the Bookbuild from persons who are promoters or related parties of ReadyTech;
- (c) no concessionary fee or other arrangements were entered into in connection with the Bookbuild which would have had the result that the effective offer price paid for the Shares by participants in the Bookbuild differed;
- (d) no arrangements were entered into in connection with the Bookbuild which would have resulted in some participants in the Bookbuild receiving a material benefit for agreeing to participate in the Bookbuild at the price set in the Bookbuild which is not received by other participants; and
- (e) there were no arrangements entered into with associates with ReadyTech to avoid a shortfall, or the appearance of a shortfall, in the Bookbuild.

Yours sincerely



Nimesh Shah  
Chief Financial Officer and Company Secretary  
ReadyTech Holdings Limited