
DAMSTRA HOLDINGS LIMITED

PRE-QUOTATION DISCLOSURE

16 October 2019: The following information is required to be provided to ASX Limited for release to the market in connection with the official quotation and deferred settlement trading of fully paid ordinary shares (**Shares**) in Damstra Holdings Limited (ACN 610 571 607) (**Damstra**).

Capitalised terms which are not otherwise defined in this document have the meaning given to them in the prospectus lodged by Damstra and Damstra SaleCo Limited (ACN 636 039 560) with the Australian Securities and Investments Commission on 30 September 2019 (**Prospectus**).

1 Confirmations in relation to the Offer

Damstra confirms that the Retail Offer closed on 10 October 2019.

Successful Applicants under the Offer (other than the Employee Gift Offer) paid the Offer Price of \$0.90 per Share.

Damstra confirms completion of the issue of 38,888,889 Shares at an issue price of \$0.90 per Share and the sale and transfer of 15,912,778 Shares at a sale price of \$0.90 per Share. In addition, 38,885 Shares have been issued under the Employee Gift Offer for nil consideration.

The Company confirms that it has received cleared funds for the complete amount of the Offer Price of every fully paid security issued to every Successful Applicant for fully paid securities under the Prospectus.

2 Basis of allocation and procedures for determining allocations

The basis of the allocation of Shares under:

- the Broker Firm Offer is detailed in Section 7.3.4 of the Prospectus;
- the Priority Offer is detailed in Section 7.4.4 of the Prospectus;
- the Employee Gift Offer is detailed in Section 7.5.4 of the Prospectus; and
- the Institutional Offer is detailed in Section 7.8.2 of the Prospectus.

Successful Applicants can determine their precise allocations as follows:

- **Broker Firm Offer:** Successful Applicants under the Broker Firm Offer can determine their allocations by contacting their Broker;
- **Employee Gift Offer and Priority Offer:** Successful Applicants under each of the Employee Gift Offer and the Priority Offer can determine their allocations by contacting the Damstra Offer Information Line (see below); and
- **Institutional Offer:** the Lead Manager has advised Successful Applicants under the Institutional Offer of their allocations.

Applicants may make general enquiries regarding the Offer by contacting the Damstra Offer Information Line on 1300 383 865 (within Australia) or +61 3 9415 4186 (outside Australia) from 8:30am to 5:30pm (Melbourne time) Monday to Friday (excluding public holidays).

It is the responsibility of each Applicant to confirm their holding before trading in Shares. Applicants who sell Shares before receiving a holding statement do so at their own risk, even if they have confirmed their allocation with their Broker or obtained details of their holding from the Damstra Offer Information Line.

3 Final issue / transfer price and number of Shares

The Offer Price for all Shares to be issued or transferred under the Offer is \$0.90 per Share.

The number of Shares to be allotted to Successful Applicants under each component of the Offer is set out below:

Institutional Offer	39,974,443
Broker Firm Offer	11,111,112
Employee Gift Offer	38,885
Priority Offer	3,716,112
Total Shares issued or transferred under the Offer	54,840,552

At Completion of the Offer, there will be a total of 137,427,774 Shares on issue.¹

Damstra confirms that, at the time of Completion of the Offer, it will have a free float of at least 20%.

4 Despatch date

The date for the despatch of CHESS allotment notices and issuer sponsored holding statements and any refund money is 17 October 2019.

It is the responsibility of each Applicant to confirm their holding before trading in Shares. Applicants who sell Shares before receiving a holding statement do so at their own risk, even if they have confirmed their allocation with their Broker or obtained details of their holding from the Damstra Offer Information Line.

5 Voluntary escrow arrangements

The following table sets out the number of Shares that will be subject to escrow restrictions:

Holder ²	Escrow restrictions
Christian Damstra	18,890,000 Shares are subject to escrow restrictions until 12 months from Listing, subject to the terms of a

¹ This includes 8,680,000 Shares issued prior to Completion on conversion of the Convertible Notes.

² Escrowed Shareholders may hold their interests in Shares directly, or through entities associated with them (e.g. through holdings by companies or trusts).

	voluntary escrow deed as described in Section 6.4 of the Prospectus
Johannes Risseeuw	18,895,556 Shares are subject to escrow restrictions until 12 months from Listing, subject to the terms of a voluntary escrow deed as described in Section 6.4 of the Prospectus
Drew Fairchild	3,662,222 Shares are subject to escrow restrictions until the announcement of the Company's financial results for FY2020 to the ASX, subject to the terms of a voluntary escrow deed as described in Section 6.4 of the Prospectus
Chris Hutchins	5,480,000 Shares are subject to escrow restrictions until 6 months from Listing, subject to the terms of a voluntary escrow deed as described in Section 6.4 of the Prospectus
John and Susan Loosemore	6,540,000 Shares are subject to escrow restrictions until 6 months from Listing, subject to the terms of a voluntary escrow deed as described in Section 6.4 of the Prospectus
Peter Sharpe	4,580,000 Shares are subject to escrow restrictions until 6 months from Listing, subject to the terms of a voluntary escrow deed as described in Section 6.4 of the Prospectus
Morgan Hurwitz	2,800,000 Shares are subject to escrow restrictions until the announcement of the Company's financial results for FY2020 to the ASX, subject to the terms of a voluntary escrow deed as described in Section 6.4 of the Prospectus
Chris Scholtz	1,310,000 Shares are subject to escrow restrictions until the announcement of the Company's financial results for FY2020 to the ASX, subject to the terms of a voluntary escrow deed as described in Section 6.4 of the Prospectus

6 Institutional bookbuild

Damstra confirms that, in relation to the funds raised pursuant to the institutional bookbuild process undertaken prior to the date of the Prospectus (**Bookbuild**):

- the number of Shares allocated under the Bookbuild is 51,085,555 (being the aggregate of the Shares allocated under the Institutional Offer and the Broker Firm Offer, as referred to in paragraph 3), and the price at which they will be issued or transferred is the Offer Price (\$0.90 per Share) (**Bookbuild Price**);
- no person or persons who are promoters or related parties of Damstra have taken up a material number of Shares under the Bookbuild;

- no concessionary fee or other arrangements have been entered into which have had the result that the effective issue or transfer price paid by some allottees differs materially from the Bookbuild Price announced by Damstra;
- no arrangements have been entered into that have had the result that some allottees have received a material benefit for agreeing to participate in the Bookbuild at the Bookbuild Price announced by Damstra and which is not received by other allottees; and
- no arrangements have been entered into with associates of Damstra or the Lead Manager to avoid a shortfall, or the appearance of a shortfall, in the Bookbuild, other than the Underwriting Agreement.

7 Further information

In addition to the documents already described in this announcement, the following documents have been released on the ASX Market Announcements Platform:

- **ASX listing application:** Damstra's Appendix 1A ASX Listing Application and Agreement and Information Form and Checklist;
- **Prospectus:** Damstra's prospectus dated 30 September 2019;
- **Constitution:** the constitution of Damstra;
- **Audited accounts:** the audited accounts of Damstra Holdings Pty Ltd for the full years ended 30 June 2018 and 30 June 2019;
- **Incentive plans:** terms and conditions of the EIP;
- **Securities trading policy:** Damstra's securities trading policy;
- **Distribution schedule:** a distribution schedule; and
- **Top 20:** a top 20 statement.

The Company has arranged for security information centre toll free lines to meet the reasonably anticipated demand for information about entitlements and to handle applicant queries. The Damstra Offer Information Line is contactable on 1300 383 865 (within Australia) or +61 3 9415 4186 (outside Australia) from 8:30am to 5:30pm (Melbourne time) Monday to Friday (excluding public holidays).



Carlie Hodges
Company Secretary