

Market Announcement

22 October 2020

Adore Beauty Group Limited (ASX: ABY) – Admission and Commencement of Official Quotation – Conditional and Deferred Settlement Trading

Description

It is anticipated that Adore Beauty Group Limited ('ABY') will be admitted to the Official List of ASX Limited ('ASX') on the morning of Friday, 23 October 2020.

Official quotation of ABY's ordinary fully paid shares is expected to commence at 12:00 PM (AEDT) on Friday, 23 October 2020 on a **conditional and deferred settlement basis**.

ABY is expected to raise approximately \$269.5 million pursuant to the offer under the prospectus dated 7 October 2020 issued by ABY and Adore Beauty SaleCo Limited ('Prospectus'), by the issue and transfer of 39,925,925 shares at an issue and sale price of \$6.75 per share.

Quotation information

Quoted Securities:	94,125,089 fully paid ordinary shares
ASX Code:	ABY
Time:	12:00 PM (AEDT)
Date:	Friday, 23 October 2020
ASX Trade Abbreviation:	ADOREBEAUT
ISIN:	AU0000109506
Home Branch:	Melbourne
Registered Office:	Adore Beauty Group Limited Address: 421 High Street, Northcote VIC 3070 Phone: (03) 9344 1671 Email: investor.relations@adorebeauty.com.au
Company Secretary:	Melissa Jones
Share Registry:	Link Market Services Limited Address: Level 12, 680 George Street, Sydney NSW 2000 Phone: +61 1300 554 474 Email: registrars@linkmarketservices.com.au
Balance Date:	30 June
CHESS:	Participating. CHESS and Issuer Sponsored.
Place of Incorporation:	New South Wales
Dividend Policy:	See section 4.11 of ABY's Prospectus
Activities:	Online cosmetics retailer

Lead Manager:	Morgan Stanley Securities Australia Limited and UBS AG, Australia Branch
Underwriter:	Morgan Stanley Securities Australia Limited and UBS AG, Australia Branch
ASX Restricted Securities:	None.
Other Securities Not Quoted:	605,000 unquoted options exercisable at \$6.75 expiring on or before 30 June 2026.

Conditional and deferred settlement trading

ABY has requested that a conditional trading market be provided pursuant to ASX Operating Rule 3330. The conditions for the conditional market specified by ABY are (i) settlement of the Offer (as defined in the Prospectus); and (ii) the issue and transfer of shares to successful applicants under the Offer (as defined in the Prospectus).

In accordance with ASX Operating Rule 3330, ASX has agreed to provide a conditional market in ABY's shares. ABY's shares will commence trading on a conditional and deferred settlement basis at 12:00 PM (AEDT) on Friday, 23 October 2020.

The letters "CT" will be displayed in the Basis of Quotation field of ASX Trade to facilitate identification of ABY's shares trading on a conditional basis. Market Participants should note that because no Special Market has been created within ASX Trade, Signal B trade messages will not contain explicit Conditional Trading Basis of Quotation. This information will be identified in the Daily Diary and Reference Point Master List.

ABY is required to advise ASX immediately of the fulfilment or non-fulfilment of the conditions for the conditional market. Notification as to when trading will become unconditional will be made in accordance with the ASX Operating Rules. The market will be advised by ASX market announcement when the conditions of the conditional market have been met and when the stock will commence trading on an unconditional basis. The market will not be purged.

In the case of fulfilment of the conditions, ASX will issue a further Market Announcement to Participants confirming trading arrangements and the date holding statements will be sent to successful applicants. At this stage, the conditions for the conditional market are expected to be met before 9:30 am AEDT on Tuesday, 27 October 2020. ABY has agreed to send holding statements on Thursday, 29 October 2020. The first settlement date will be Thursday, 29 October 2020.

Contract notes for conditional sales and purchases

While it is the Participant's responsibility to obtain their own advice concerning the appropriate words that should appear on a contract note for a conditional sale or purchase, the endorsement suggested below may be considered for contract notes for conditional transactions in ABY's shares.

"This contract is conditional upon notification being received by ASX by close of business on Friday, 6 November 2020 that the conditions for the conditional market have been fulfilled. If the conditions are not fulfilled, this contract shall be cancelled without any liability whatsoever other than for the return of any money paid in connection with the settlement of the contract."

Advice should also be provided to clients to ensure that they understand the full ramifications of Conditional Trading.

Indicative key dates

This timetable has been prepared on the basis that the conditions for the conditional market are expected to be satisfied by 9:30am AEDT, Tuesday, 27 February 2018. If the conditions are not fulfilled by the close of

business on Friday, 6 November 2020, shares will not be issued and transferred and all conditional trades that have occurred since Friday, 23 October 2020 will be cancelled.

If the conditions are not satisfied by 9:30 AM AEDT, Tuesday, 27 October 2020, but are satisfied prior to the close of business on Friday, 6 November 2020, the dates in the timetable will be revised and a new timetable will be released to the market.

Date	Event
Friday, 23 October 2020	ABY admitted to the Official List of ASX Commencement of Official Quotation on a conditional and deferred settlement basis –12:00 PM (ASX: ABY)
Monday, 26 October 2020	Settlement of the Offer Last day of trading on a conditional and deferred settlement basis
Tuesday, 27 October 2020	Conditions for the conditional market expected to be fulfilled (confirmed prior to market open - by 9:30am AEDT) First day of trading on a normal (T+2) basis (ASX: ABY)
Thursday, 29 October 2020	Holding statements sent to successful applicants

Instructions

For further details, please refer to the Prospectus.

Need more information?

For further information, please call the Adore Beauty Offer Information Line on 1800 628 703 (toll free within Australia) or +61 1800 628 703 (outside Australia) from 8:30am until 5:30pm (Melbourne time) Monday to Friday.

Disclaimer

Please refer to the following [disclaimer](#).

Issued by

Stephanie So

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