

Upcoming release of shares subject to voluntary escrow arrangements

Further to the announcement made on 20 August 2021, and in accordance with ASX Listing Rule 3.10A, Booktopia Group Limited ("**Booktopia**" or the "**Company**") (ASX: BKG) wishes to provide a further update to the market in relation to the release of BKG fully paid ordinary shares ("**Shares**") from escrow.

Amendment to escrow arrangements following transfer of shares held by Libertopia

The Company has agreed with its shareholder, Libertopia Management Pty Ltd ("**Libertopia**") that Libertopia may transfer 3,259,340 Shares held by Libertopia to the underlying unitholders of the Libertopia Trust (each a "**Unitholder**", collectively "**Unitholders**"). The transfer of these Shares occurred today.

The length of the escrow periods applicable to each underlying Unitholder will not necessarily correspond to the remaining escrow period that was applicable to Libertopia. Rather, consistent with the position disclosed in the Company's prospectus dated 2 November 2020 ("**IPO Prospectus**"), the escrow period will be determined by reference to whether the underlying Unitholder is a board member or senior executive or not. See section 9.8 of the IPO Prospectus for further details in relation to the voluntary escrow arrangements.

The Company confirms that of the 3,259,340 Shares transferred to Unitholders:

- 1,955,604 Shares have been transferred to Unitholders who are board members or senior executives. The Company confirms that such persons have executed a new escrow deed with the restriction period corresponding with the remaining escrow period that was applicable to Libertopia; and
- 1,303,736 Shares have been transferred to Unitholders who are not board members or senior executives. In light of the announcement made on 20 August 2021, these Shares are eligible for early release from the escrow arrangements as set out in the IPO Prospectus.

Accordingly, in accordance with ASX Listing Rule 3.10A, the Company advises that, following the transfer of Shares to Unitholders who are not board members or senior executives, a total of 1,303,736 Shares are now eligible to be released from escrow following the close of trading on Monday 6 September 2021.

The Company confirms that the 2,666,733 Shares remaining in the Libertopia Trust remain subject to the existing Libertopia restriction agreement.

Upcoming escrow release for Board/senior management shareholders

As per the announcement made on 20 August 2021, in accordance with ASX Listing Rule 3.10A, the Company advises that 16,493,728 Shares held by Board members and senior executives



(including related entities of these individuals) will be released from escrow on 13 September 2021 (being two weeks after the release of the Company's financial results for the year ended 30 June 2021), in accordance with the arrangements as set out in the IPO Prospectus.

For ease of reference, the following Shares have been or will be released from the escrow arrangements on the following dates:

Date to be released from escrow	Number of Shares	Shareholders
Close of trading on 27 August 2021	48,410,455	Existing Shareholders who are not board members or senior executives
Close of trading on 6 September 2021	1,303,736	Former Unitholders who are not Board members or senior executives
13 September 2021	16,493,728	Board members or senior executives

Following Monday 13 September 2021, a total of 35,267,110 Shares held by Board members and senior executives remain subject to voluntary escrow in accordance with the terms set out in the IPO Prospectus.

Authorised for lodgement by Chris Beare, Chair

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About Booktopia

Booktopia Group is the largest Australian-owned online book retailer by market share. It is an Australian home-grown business having sold items to more than five million customers since establishment, with 2.3 million repeat customers. Since FY2012 Booktopia Group has sold more than 32.6 million items to its growing customer base. While approximately 85% of the items the Company sold in FY2020 were books, Booktopia Group also sells eBooks, DVDs, audiobooks, magazines, maps, calendars, puzzles, stationery and cards. The Company sold one item approximately every 4.7 seconds and shipped approximately 6.5 million items in the 12 months to 30th June 2020, averaging 25,000 items per business day. The company listed on the Australian Securities Exchange (ASX) in December 2020 after completing a \$43.1 million capital initial public offering.