



IPD Group Limited

ABN 12 111 178 351

HEAD OFFICE

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14 December 2021

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 in the fully paid ordinary shares (**Shares**) in IPD Group Limited (ACN 111 178 351) (**Company**) (ASX:IPG).

Unless otherwise defined in this notice, capitalised terms used in this notice have the meaning given to them in the prospectus (**Prospectus**) lodged by the Company and IPD Selling Co Limited (ACN 655 277 517) (**SaleCo**) with the Australian Securities and Investments Commission (**ASIC**) on 15 November 2021.

1. Close of the Offer

The Company confirms that the Offer under the Prospectus closed on 6 December 2021 and that completion of the following has occurred:

- (a) 16,666,667 Shares have been issued at an issue price of \$1.20 per Share;
- (b) 16,633,008 Shares have been sold and transferred at a sale price of \$1.20 per Share; and
- (c) 177,429 Shares were issued for no payment under the Employee Gift Offer.

The issue and transfers of Shares to successful Applicants under the Offer occurred on 13 December 2021.

2. Confirmation of further issues

The Company confirms that, in conjunction with completion of the Offer under the Prospectus and as provided for in the Prospectus, completion of the following have also occurred:

- (a) 125,000 Shares have been issued to the Non-Executive Directors as NED Bonus Shares (as provided for in Section 6.3.2.5 of the Prospectus);
- (b) 262,761 Shares have been issued to the Executive Directors to satisfy the FY21 performance rights (as provided for in Sections 6.3.2.1 and 6.3.2.2 of the Prospectus); and
- (c) 240,110 Performance Rights have been issued to the Executive Directors to replace previously issued FY22 performance rights (as provided for in Sections 6.3.2.1 and 6.3.2.2 of the Prospectus).

3. Capital structure

The capital structure of the Company on Completion of the Offer consists of:

- (a) 86,285,762 Shares; and
- (b) 240,110 Performance Rights.

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The Company confirms that it has an appropriate spread of Shareholders and that there are at least 300 non-affiliated Shareholders, each having a parcel of Shares that are not restricted securities or subject to voluntary escrow with a value of at least \$2,000.

The Company confirms that it has a free float of at least 20% as set out as follows:

Total escrowed Shares	52,836,087
Free float Shares	33,449,675
Free float %	38.8%

4. Despatch of Holding Statements

CHESS allotment notices and issuer sponsored holding statements were despatched on 13 December 2021. Any refunds have been made, in accordance with the Corporations Act 2001 (Cth) (**Corporations Act**).

5. Escrowed Shares

52,658,658 Shares are subject to voluntary escrow arrangements. The Escrow Period applying to these Shares is the period commencing from the date of Completion of the Offer and ending at the date of release of the Company's FY22 financial results to ASX (expected to be in August 2022). For further details of the voluntary escrow arrangements, please refer to section 7.14 of the Prospectus.

In addition, the 177,429 Shares issued under the Employee Gift Offer are subject to holding lock restrictions which apply for a period of 3 years from Completion of the Offer.

6. Pro forma statement of financial position

The Pro Forma Statement of financial position as at 30 June 2021, based on the actual amount raised under the Offer, is set out in Table 4.11 of the Prospectus.

7. Waiver from Listing Rules

Based solely on the information provided to it, ASX has granted the Company a waiver from listing rule 1.1 condition 12 to the extent necessary to permit the Company to have on issue 240,110 Performance Rights to be issued to Michael Sainsbury and Mohamed Yoosuff on condition that all terms and conditions of the Performance Rights are clearly disclosed in the Prospectus or this Pre-Quotation Disclosure Notice.

The full terms and conditions of the waiver granted to the Company will be published on ASX's waivers register.

8. Additional disclosure about Performance Rights

In addition to this waiver, based solely on the information provided to it, ASX has confirmed that the Performance Rights are appropriate and equitable for the purposes of Listing Rule 6.1.

Information about the Performance Rights is contained in Section 6.3.4.2 of the Prospectus. The waiver and confirmation provided by ASX are subject to disclosure of the following additional information:

- **Holders of Performance Rights:** Michael Sainsbury has been issued 171,667 Performance Rights. Mohamed Yoosuff has been issued 68,443 Performance Rights.
- **Relationship of the holders to the Company:** Each of Michael Sainsbury and Mohamed Yoosuff are Directors.

- **Information to be provided in relation to Performance Rights issued to directors or key management personnel:**

- (a) The Performance Rights are being issued to remunerate or incentivise Michael Sainsbury and Mohamed Yoosuff (**participating executives**).
- (b) Michael Sainsbury is the Company's chief executive officer. Mohamed Yoosuff is the Company's chief financial officer. Both participating executives are expected to have a significant role in managing and overseeing the Company's financial performance, which is fundamental to the Company meeting the performance milestones applying to the Performance Rights.
- (c) Details of the existing total remuneration packages of Michael Sainsbury and Mohamed Yoosuff are contained in Section 6.3.3 of the Prospectus.
- (d) Michael Sainsbury and his associates hold the following securities in the Company in addition to the Performance Rights:
 - (i) 656,902 Shares are held by Michael Sainsbury and his wife Julie Anne Sainsbury as trustees of a family trust. The consideration paid for these Shares was \$250,000 (paid in October 2016).
 - (ii) 288,594 Shares are held by M & J Sainsbury Pty Ltd as trustee of a self-managed super fund.
 - (A) The consideration paid for 262,761 Shares was \$150,000 (paid in October 2019);
 - (B) The consideration paid for the remaining 25,833 Shares was \$30,000 under the Offer.
 - (iii) 262,761 Shares are held by Michael Sainsbury. These Shares were issued in satisfaction of the FY21 performance rights (including Shares referred to in section 2 of this Notice).

Mohamed Yoosuff and his associates hold the following securities in the Company in addition to the Performance Rights:

- (i) 8,907,598 Shares are held by Mohamed Yoosuff and Mary Yoosuff. The consideration paid for these Shares was \$339,000 (paid in February 2005).
 - (ii) 1,712,688 Shares are held by M and M Yoosuff Pty Ltd as trustee of a self-managed super fund.
 - (A) The consideration paid for 1,510,876 Shares was \$672,500 (paid in April 2013 and October 2016).
 - (B) The consideration paid for the remaining 201,812 Shares was \$241,174.80 under the Offer.
 - (iii) 131,380 Shares are held by Mohamed Yoosuff. These Shares were issued in satisfaction of the FY21 performance rights (including Shares referred to in section 2 of this Notice).
- (e) The Non-Executive Directors considered the amount and composition of remuneration for the participating executives, including against the Company's strategic short and medium term objectives. Following this review, the Non-Executive Directors considered that a significant proportion of the total potential remuneration of each of the participating executives should be in the form of long-term incentive opportunity so as to further align their interests with the interests of the Company and its Shareholders.

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The Non-Executive Directors also considered that a long-term incentive regime will assist the Company to retain the services of its 2 most senior executives, providing the Company and its Shareholders greater certainty of leadership continuity to execute its strategic plans.

- (f) The number of Performance Rights was determined by dividing an amount of 50% of Michael Sainsbury's base salary for FY22 (exclusive of superannuation) and an amount of 25% of Mohamed Yoosuff's base salary for FY22 (exclusive of superannuation) by the Offer Price. The Company considers this number of Performance Rights to be appropriate and equitable as their vesting hurdles are tied to shareholder value creating items of NPAT and TSR and represent a small fraction of these profit and return metrics.

- **Number of Shares that Performance Rights convert to:** Subject to the Plan Rules each Performance Right will convert into one Share if the applicable performance milestones and vesting conditions are met. It is expected that this conversion will occur by way of issue of new Shares, which will dilute existing Shareholders accordingly.

- **Terms of the Performance Rights:**

The Performance Rights are issued under the Company's Employee Incentive Plan. A copy of the Plan Rules will be released on the ASX Market Announcements Platform at the same time as this pre-quotations disclosure.

The Performance Rights are "Vesting Awards" under the Plan Rules. The material terms of the Performance Rights and the Plan Rules are described in Section 6.3.4.2 of the Prospectus. In addition to the terms disclosed in the Prospectus and this Pre-Quotation Disclosure notice, the Company confirms that, subject to the Plan Rules:

- The Performance Rights are not quoted.
- The Performance Rights are not transferrable and will lapse if they are purportedly dealt with in breach of their terms (including by entering into any form of hedging arrangement).
- The Performance Rights do not confer any right to vote, except as otherwise required by law.
- The Performance Rights do not permit the holder to participate in new issues of capital such as bonus issues and entitlement issues.
- The Performance Rights do not carry an entitlement to a dividend.
- The Performance Rights do not permit the holder to participate in a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- The Performance Rights do not carry an entitlement to participate in the surplus profit or asset of the Company upon winding up of the Company.
- Each Performance Right is converted into one fully paid ordinary share on achievement of the relevant milestone.
- If the relevant class of Performance Rights (as determined by performance condition and Vesting Date) is not converted into a share by the relevant expiry date then all the Performance Rights of that class lapse.

9. Further information

In addition to the documents referred to in this announcement, the following documents will be released on the ASX Market Announcements Platform at the same time as this pre-quotations disclosure:

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- (a) **ASX listing application:** The Company's Appendix 1A and Information Form and Checklist.
- (b) **Prospectus:** The Prospectus lodged with ASIC by the Company and SaleCo on 15 November 2021.
- (c) **Constitution:** The Company's Constitution.
- (d) **Audited accounts:** The Company's audited accounts for the full years ended 30 June 2020 and 30 June 2021.
- (e) **Plan Rules:** The full terms and conditions of the Company's Employee Incentive Plan.
- (f) **Corporate Governance Statement:** A statement disclosing the extent to which the Company will follow as at the date of its admission to the Official List, the recommendations set by the ASX Corporate Governance Council (identifying any recommendations that will not be followed and reasons for not following them).
- (g) **Trading Policy:** The Company's securities trading policy.
- (h) **Distribution schedule:** A distribution schedule.
- (i) **Top 20 Shareholders:** A statement setting out the names of the 20 largest Shareholders, including the number and percentage of each class of securities held by those holders.

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For further detail on any of the matters referred to in this notice, please see the Prospectus, available on ASX's Market Announcements Platform.

This release has been authorised by the Company's Board of Directors.



Alistair McKeough

Company Secretary