



Announcement Summary

Entity name

ELMO SOFTWARE LIMITED

Announcement Type

New announcement

Date of this announcement

Monday September 12, 2022

The +securities to be quoted are:

☒ Other

Total number of +securities to be quoted

ASX +security code	Security description	Number of +securities to be quoted	Issue date
ELO	ORDINARY FULLY PAID	6,922,036	08/09/2022

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

ELMO SOFTWARE LIMITED

We (the entity named above) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules.

1.2 Registered number type

ACN

Registration number

102455087

1.3 ASX issuer code

ELO

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

12/9/2022



Part 2 - Type of Issue

2.1 The +securities to be quoted are:

☒ Other

2.2 The +securities to be quoted are:

☒ Additional +securities in a class that is already quoted on ASX ("existing class")

2.3c Have these +securities been offered under a +disclosure document or +PDS?

☒ No

2.3d Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B

1. Shares issued to a service provider in consideration for the payment of services rendered to the Company by the service provider
2. Shares issued as payment of the earnout consideration for the Webexpenses acquisition (as announced to the ASX on 16 December 2020).

2.4 Any on-sale of the +securities to be quoted within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)



Part 3B - number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Additional +securities to be quoted in an existing class

ASX +security code and description

ELO : ORDINARY FULLY PAID

Issue date

8/9/2022

Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Issue details

Number of +securities to be quoted

58,514

Are the +securities being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

Services to be rendered to the Company by the service provider

Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted

2.61305929

Any other information the entity wishes to provide about the +securities to be quoted

The AUD estimate of the value of the consideration being provided per security is based on a 7-day VWAP calculation up to and including 30 July 2022.

The purpose(s) for which the entity is issuing the securities

To pay for services rendered

Please provide additional details

Shares issued to a service provider in consideration for the payment of services rendered to the Company by the service provider

Additional +securities to be quoted in an existing class



ASX +security code and description

ELO : ORDINARY FULLY PAID

Issue date

8/9/2022

Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Issue details

Number of +securities to be quoted

42,693

Are the +securities being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

Services to be rendered to the Company by the service provider

Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted

2.91924981

Any other information the entity wishes to provide about the +securities to be quoted

The AUD estimate of the value of the consideration being provided per security is based on a 7-day VWAP calculation up to and including 30 August 2022.

The purpose(s) for which the entity is issuing the securities

To pay for services rendered

Please provide additional details

Shares issued to a service provider in consideration for the payment of services rendered to the Company by the service provider

Additional +securities to be quoted in an existing class

ASX +security code and description

ELO : ORDINARY FULLY PAID

Issue date

8/9/2022



Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes



Issue details

Number of +securities to be quoted

2,939,538

Are the +securities being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

Payment of the earnout consideration for the acquisition of the Webexpenses acquisition (as announced to the ASX on 16 December 2020).

Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted

5.994876

Any other information the entity wishes to provide about the +securities to be quoted

The AUD estimate of the value of the consideration being provided per security is defined in the share and purchase agreement for the acquisition.

The purpose(s) for which the entity is issuing the securities

To pay for the acquisition of an asset

Please provide additional details

As announced to the ASX on 16 December 2020, ELMO acquired expense management platform Webexpenses. The purchase consideration included an earnout consideration.

Number of +securities to be quoted

3,881,291

Are the +securities being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

Payment of the earnout consideration for the acquisition of the Webexpenses acquisition (as announced to the ASX on 16 December 2020).

Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted

4.543126

Any other information the entity wishes to provide about the +securities to be quoted

The AUD estimate of the value of the consideration being provided per security is defined in the share and purchase agreement for the acquisition.

The purpose(s) for which the entity is issuing the securities

To pay for the acquisition of an asset



Please provide additional details

As announced to the ASX on 16 December 2020, ELMO acquired expense management platform Webexpenses. The purchase consideration included an earnout consideration.

**Part 4 - Issued capital following quotation**

Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:

(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

4.1 Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities subject of this application)

ASX +security code and description	Total number of +securities on issue
ELO : ORDINARY FULLY PAID	97,151,391

4.2 Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
ELOAA : PERFORMANCE RIGHTS	775,650
ELOAQ : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	550,874
ELOAR : NED PLAN RIGHTS	5,795



Part 5 - Other Listing Rule requirements

5.1 Are the +securities being issued under an exception in Listing Rule 7.2 and therefore the issue does not need any security holder approval under Listing Rule 7.1?

☒ No

5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

☒ No

5.2b Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

5.2b.1 How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

6,922,036

5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ N/A