



7 December 2020

## Youfoodz Holdings Limited - Pre-Quotation Disclosure Notice

The following information is provided to ASX for release to the market in connection with the official quotation of the fully paid ordinary shares in Youfoodz Holdings Limited ACN 635 434 801 (**Youfoodz** or **Company**).

Unless otherwise defined, capitalised terms in this document have the meaning given to them in the prospectus dated 30 October 2020 (**Prospectus**) prepared by the Company in connection with the initial public offering to acquire fully paid ordinary shares (**Shares**) in the Company (**Offer**).

### 1. Close of the Offer

The Offer under the Prospectus closed on 24 November 2020 with a total of 46,725,779 Shares being issued at an issue price of \$1.50 per Share (noting that no payment was required for Shares issued under the Employee Gift Offer).

### 2. Basis of allocation and procedures determining the allocations

The basis of allocation and the procedure by which successful Applicants may determine their allocation of Shares under the Offer is detailed in sections 7.13 (Institutional Offer), 7.8 (Broker Firm Offer), 7.10 (Priority Offer) and 7.9 (Employee Gift Offer) of the Prospectus.

Applicants can determine their precise allocations as follows:

- (a) **Institutional Offer:** The allocation of Shares among Applicants in the Institutional Offer was determined by the Joint Lead Managers by agreement with the Company. Participants in the Institutional Offer have been advised of their allocation of Shares by the Joint Lead Managers.
- (b) **Broker Firm Offer:** Applicants in the Broker Firm Offer will be able to call the Youfoodz IPO Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside of Australia) between 8.30 am and 5.00 pm (Sydney time), Monday to Friday to confirm their allocation. Applicants under the Broker Firm Offer will also be able to confirm their allocation through the Broker from whom they received their allocation.
- (c) **Priority Offer:** Applicants in the Priority Offer will be able to call the Youfoodz IPO Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside of Australia) between 8.30 am and 5.00 pm (Sydney time), Monday to Friday to confirm their allocation.
- (d) **Employee Gift Offer:** Applicants in the Employee Gift Offer will be able to call the Youfoodz IPO Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside of Australia) between 8.30 am and 5.00 pm (Sydney time), Monday to Friday to confirm their allocation.

Applicants are responsible for confirming their holding before trading in Shares. Applicants who sell Shares before they receive a holding statement do so at their own risk, even if Applicants have obtained details of their holding from the Youfoodz IPO Offer Information Line.

### 3. Offer Price and Number of Shares allocated under the Offer

The offer price for each Share issued the Offer (other than the Employee Gift Offer) is \$1.50.

The number of Shares allocated under each component of the Offer is as follows:

Description of Offer	Number of Shares	Proceeds
Institutional Offer	21,095,000	\$31,642,500
RGT Capital	10,000,000	\$15,000,000
Broker Firm Offer	14,741,668	\$22,112,502
Priority Offer	829,999	\$1,244,998
Employee Gift Offer	59,112	\$0
<b>Total</b>	<b>46,725,779</b>	<b>\$70,000,000</b>

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 Shares 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	97,765,445
Free float Shares	36,666,667
Free float	27%

### 4. Despatch of Holding Statements

The Company issued Shares to Applicants under the Prospectus on 30 November 2020. CHES allotment notices and issuer sponsored holding statements were despatched on 1 December 2020. Any refunds have been made, in accordance with the Corporations Act 2001 (Cth) (**Corporations Act**).

### 5. Escrowed Shares

The following is a breakdown of the number of Shares subject to voluntary escrow arrangements and the escrow period applied to those Shares. For details of the voluntary escrow arrangements, please refer to sections 7.6 (Escrow arrangements) and 9.6 (Escrow arrangements) of the Prospectus.

Escrowed party	Number of Shares subject to voluntary escrow	Escrow period
RGT Capital	77,307,508	Escrowed from Completion of the Offer Until FY2021 Results Date
Founding Shareholders and Other Management	20,398,825	Escrowed from Completion of the Offer Until FY2022 Results Date

In addition, the 59,112 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. Capital structure

The capital structure of the Company on Completion of the Offer is as follows:

Security type	Number
Shares	134,432,112
Options	53,332

## 7. Bookbuild

The Company confirms the following in relation to the funds raised pursuant to the institution bookbuild under the Institutional Offer (**Bookbuild**):

- (a) the total number of Shares issued under the Bookbuild undertaken prior to the Prospectus Date is 21,095,000 at an issue price of \$1.50 per Share;
- (b) 10,000,000 Shares were issued to RGT Capital (the Company's largest shareholder) under the Institutional Offer at an issue price of \$1.50 per Share. No other material commitments were received in the Bookbuild from persons who are promoters or related parties of the Company;
- (c) no concessionary fee or other arrangements were entered into a connection with the Bookbuild which would have had the result that the effective offer price paid for the Shares by participants in the Bookbuild differed;
- (d) no arrangements were entered into in connection with the Bookbuild which would have resulted in some participants in the Bookbuild receiving a material benefit for agreeing to participate in the Bookbuild at the price set in the Bookbuild which is not received by other participants; and
- (e) there were no arrangements entered into with associates of the Company or the Joint Lead Managers to avoid a shortfall, or the appearance of a shortfall, in the Bookbuild.

## 8. 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:

- (a) **ASX listing application:** The Company's Appendix 1A and Information Form and Checklist;
- (b) **Prospectus:** The Prospectus lodged with ASIC by the Company on 30 October 2020;
- (c) **Constitution:** The Company's Constitution;
- (d) **Audited accounts:** The Company's audited accounts for the full years ended 27 June 2019 and 25 June 2020;
- (e) **Equity Incentive Plan:** The full terms and conditions of the Equity Incentive Plan;
- (f) **Security Trading Policy:** The Company's Security Trading Policy;
- (g) **Distribution schedule:** A distribution schedule; and
- (h) **Top 20 Shareholders:** A statement setting out the 20 largest Shareholders.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Andrew Phillips', with a long horizontal stroke extending to the right.

**Andrew Phillips**  
Company Secretary  
Youfoodz Holdings Limited