14 September 2020

ACCESS INNOVATION HOLDINGS LIMITED – 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 in Access Innovation Holdings Limited ACN 122 058 708 (**the Company**).

Unless otherwise defined, capitalised terms used in this notice have the meaning given to them in the prospectus dated 10 August 2020 (**Prospectus**) prepared by the Company and Ai-Media SaleCo Limited (ACN 643 045 961) (**SaleCo**) in connection with the initial public offering to acquire fully paid ordinary shares in the Company (by way of issue by the Company and sale by SaleCo) (**Offer**).

Close of Offer

The Offer was closed for applications on 3 September 2020 with a total of 24,548,779 Shares being issued and 28,845,955 Shares being transferred to Applicants under the Offer at an offer price of A$1.23 per share (other than the Shares issued under the Employee Gift Offer).

Basis of allocation and procedures for determining allocation

The basis of allocation and the procedure by which successful Applicants may determine their precise allocation of Shares under the Offer is detailed in sections 7.3.5 and 7.3.6 (Broker Firm Offer), 7.4.5 and 7.4.6 (Priority Offer), 7.5.5 and 7.5.6 (Employee Gift Offer), and 7.9.2 (Institutional Offer) of the Prospectus.

Applicants can determine their precise allocations as follows:

a) **Broker Firm Offer**: Applicants in the Broker Firm Offer will be able to call the Ai-Media IPO Offer Information Line on 1300 344 979 (within Australia) or +61 3 9415 4082 (outside Australia) from 8.30am to 5.00pm (Sydney time), Monday to Friday (excluding public holidays) 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.

b) **Priority Offer**: Applicants in the Priority Offer will be able to call the Ai-Media IPO Offer Information Line on 1300 344 979 (within Australia) or +61 3 9415 4082 (outside Australia) from 8.30am to 5.00pm (Sydney time), Monday to Friday (excluding public holidays) to confirm their allocation

c) **Employee Gift Offer**: Applicants in the Employee Gift Offer will be able to call the Ai-Media IPO Offer Information Line on 1300 344 979 (within Australia) or +61 3 9415 4082 (outside Australia) from 8.30am to 5.00pm (Sydney time), Monday to Friday (excluding public holidays) to confirm their allocation.

d) **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, if any, by the Joint Lead Managers.

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 Ai-Media IPO Offer Information Line.

Offer Price and number of Shares allocated under the Offer

The offer price for each Share issued or transferred under the Offer (other than the Employee Gift Offer) is A$1.23.

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

Description	Number of securities allotted	Amount at $1.23
Securities allocated under the Bookbuild:		
• Institutional Offer	29,430,867	$36,199,966
• Broker Firm Offer	19,902,894	$24,480,560
• Priority Offer*	3,902,439	$4,800,000
Employee Gift Offer	158,535	$0.00
Total Shares allocated under the Offer	**53,394,735**	**$65,480,526**

*Includes 250,000 allocated to Alison Loat, who is a Director of the Company.

Despatch of holding statements

The Company and SaleCo issued and transferred (as applicable) Shares to Applicants under the Prospectus on 10 September 2020.

CHESS allotment notices and issuer sponsored holding statements were despatched on 10 September 2020. Any refunds have been made, in accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**).

Escrow

Each Escrowed Shareholder has entered into a voluntary escrow deed with the Company in relation to Shares they will hold on Completion of the Offer. Under each voluntary escrow deed, the relevant Escrowed Shareholder agrees, subject to certain limited exceptions, not to deal in those Shares until the end of the relevant escrow period, as described below:

Category	Escrowed Shareholder	Escrowed Shares*	Escrowed Period
1	Founders, Directors, senior management and the ACS Vendor	20,721,543 20,721,543 20,721,543	From Completion of the Offer to (and including) the FY21 Results Date. From Completion of the Offer to (and including) the FY22 Results Date. From the issue and transfer of the Shares to (and including) the FY23 Results Date.
2	Holders of convertible notes in the Company which converted into Shares prior completion of the Offer (other than those in Category 1)	10,244,920	From Completion of the Offer to (and including) the later of 6 months after Completion of the Offer and the 1H FY21 Results Date.
3	Employees (other than those in Category 1) and certain Existing Shareholders	18,561,373	From Completion of the Offer to (and including) the FY21 Results Date.
4	Other Escrowed Shareholders (other than those in Categories 1, 2, or 3)	3,053,987	From Completion of the Offer to (and including) the 1H FY21 Results Date.
	Total	**94,024,909**	

*Escrowed Shares includes Shares allocated to Escrowed Shareholders under the Priority Offer, where applicable. This includes 250,000 Shares allocated to Alison Loan, a Director of the Company.

ASIC Relief

The Company has received an exemption from the requirements of section 734(2) of the Corporations Act to enable the Company to communicate limited information about the Offer to its employees prior to lodgment of the Prospectus.

Waiver from Listing Rule 10.14

The Company has received a waiver from Listing Rule 10.14 to the extent necessary to permit the Company to issue each of John Martin, Jonathan Pearce and Alison Loat up to $25,000 worth of Share rights annually for a period of 3 years under the Company's Long-Term Incentive Plan (**LTIP**), without shareholder approval, on the following conditions:

a) The Prospectus contains the information required by Listing Rule 10.15 in respect of the proposed issue of Share rights;
b) In each case, the date by which the Company will issue the Share rights under the LTIP must be no later than 3 years from the date of the Company's admission to the Official List; and
c) Details of any Share rights issued to the Non-Executive Directors under the LTIP will be published in the annual report of the Company relating to the period in which they were issued.

Bookbuild

In relation to the bookbuild which was undertaken in connection with the Institutional Offer as set out in section 7.9 of the Prospectus (**Bookbuild**), it is noted that:

a) The total number of Shares issued under the Bookbuild undertaken prior to the Prospectus Date is 53,236,200 at an issue price of A$1.23 per Share.
b) No material commitments were received in the Bookbuild from persons who are promoters or related parties of the Company, other than 250,000 Shares allocated to Alison Loat (a Director of the Company) under the Priority Offer at $1.23 per Share;
c) No concessionary fee or other arrangements were entered into in 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.

Capital Structure

The details of the ownership of Shares[1] as at the Prospectus Date and Completion of the Offer are set out below:

	Shares held at the Prospectus Date		Shares held on Completion of the Offer	
Holder	**Shares**	**Shares (%)**	**Shares**	**Shares (%)**
Tony Abrahams (as a Director of Pearlirose Pty Limited)	27,919,089	23.3%	27,639,898	19.1%
Non-Executive Directors	30,228,387	25.2%	22,208,701	15.4%
Other Existing Holders (excluding Tony Abrahams and Non-Executive Directors)	61,681,606	51.5%	41,634,528	28.8%
New Shareholders	-	-	52,894,734	36.6%
Total	**119,829,082**	**100.0%**	**144,377,861**	**100.0%**

Interests of Officers

At Completion, the interests of the officers of the Company will be:

	Shares held on Completion of the Offer	
Name	**Number of Shares**	**% of total Shares**
Tony Abrahams (as a Director of Pearlirose Pty Limited)	27,639,898	19.1%
Deanne Weir (and related entities)	16,072,336	11.1%
John Martin (and related entities)	1,088,646	0.8%
Jonathan Pearce (related entity) and, by association with certain CVC entities	462,833 4,334,886	0.3% 3.0%
Alison Loat	250,000	0.2%

[1] Prior to Completion of the Offer, (a) 8,627,250 Shares were issued on conversion of options; (b) 12,677,970 Shares were issued on conversion of Convertible Notes; and (c) 2,322,880 Shares were issued to the ACS Vendor. Some of these Shares were sold through the Offer. Those retained are subject to voluntary escrow as described in this notice.

Corporate Governance

The Company's corporate governance policies and corporate governance statement are outlined in section 6.5 of the Prospectus.

Yours sincerely



Patrick Fok

Chief Financial Officer

Access Innovation Holdings Limited