



Market Announcement

4 November 2021

SiteMinder Limited (ASX: SDR) – Anticipated Admission and Quotation – Conditional and Deferred Settlement Trading

Description

It is anticipated that SiteMinder Limited ('SDR') will be admitted to the Official List of ASX on Friday, 5 November 2021

It is anticipated that the securities of SDR will commence quotation at 11:00AM AEDT on Monday, 8 November 2021 on a **conditional and deferred settlement basis**.

It is anticipated that SDR will raise approximately \$627,000,000 pursuant to the offer under its prospectus dated 21 October 2021 ('Prospectus') by the issue and transfer of approximately 123,900,000 shares at an issue price of \$5.06 per share.

Quotation information

Quoted securities	Fully paid ordinary shares: 269,359,801
ASX code	Fully paid ordinary shares: SDR
Time	11:00AM AEDT
Date	Monday, 8 November 2021
ASX trade abbreviation	SITEMINDER
ISIN	Fully paid ordinary shares: AU0000183543
Registered office	Address: Bond Store 3, 30 Windmill Street, Millers Point NSW 2000 Phone: (02) 9221 4444 Email: investor.relations@siteminder.com
Company secretary	Aaron McKenzie
Share Registry	Automic Pty Ltd Address: Level 5, Deutsche Bank Tower, 126 Phillip Street, Sydney NSW 2000 Phone: 1300 288 664 Email: hello@automic.com.au
Balance date	30 June
CHESS	Participating. CHESS and Issuer Sponsored.
Place of incorporation	Australia
Dividend policy	See section 4.8 of the Prospectus
Activities	Open hotel commerce platform
Lead manager	UBS AG Australia Branch, Barrenjoey Advisory Pty Limited and Goldman Sachs Australia Pty Ltd

Underwriter	UBS AG Australia Branch, Barrenjoey Advisory Pty Limited and Goldman Sachs Australia Pty Ltd
ASX restricted securities	N/A
Other securities not quoted	335,999 options exercisable at \$5.57 each on or before 8 November 2025 409,817 options exercisable at \$6.69 each on or before 8 November 2025 487,351 options exercisable at \$7.70 each on or before 8 November 2025 400,000 options exercisable at \$5.57 each on or before 8 November 2023 1,000,000 options exercisable at \$5.57 each on or before 8 May 2024 174,840 options with a nil exercise price each on or before 28 June 2029 322,320 options exercisable at \$0.98 each on or before 31 December 2021 140,000 options exercisable at \$1.61 each on or before 18 December 2023 120,000 options exercisable at \$1.61 each on or before 1 September 2021 568,720 options exercisable at \$1.61 each on or before 21 August 2029 1,000,000 options exercisable at \$1.61 each on or before 3 June 2029 100,000 options exercisable at \$1.61 each on or before 25 January 2024 1,880,000 options exercisable at \$3.45 each on or before 1 July 2030 720,000 options exercisable at \$4.19 each on or before 2 August 2031

Conditional and deferred settlement trading

SDR has requested that a conditional trading market be provided pursuant to ASX Operating Rule 3330. The conditions for the conditional market specified by SDR are (i) Settlement occurring (as defined in the Prospectus); (ii) completion of the Capital Restructure (as defined in the Prospectus) and (iii) the allotment and transfer of shares offer under the Prospectus.

In accordance with ASX Operating Rule 3330, ASX has agreed to provide a conditional market in SDR's shares. SDR's shares will commence trading on a conditional and deferred settlement basis at 11:00 AEDT on Monday, 8 November 2021.

The letters "CT" will be displayed in the Basis of Quotation field of ASX Trade to facilitate identification of SDR's shares trading on a conditional basis. Market Participants should note that because no Special Market has been created within ASX Trade, Signal B trade messages will not contain explicit Conditional Trading Basis of Quotation. This information will be identified in the Daily Diary and Reference Point Master List.

SDR is required to advise ASX immediately of the fulfilment or non-fulfilment of the conditions for the conditional market. Notification as to when trading will become unconditional will be made in accordance with the ASX Operating Rules. The market will be advised by ASX market announcement when the conditions of the conditional market have been met and when the stock will commence trading on an unconditional basis. The market will not be purged.

In the case of fulfilment of the conditions, ASX will issue a further Market Announcement to Participants confirming trading arrangements and the date holding statements will be sent to successful applicants. At this stage, the conditions for the conditional market are expected to be met prior to 9:30AM AEDT on Wednesday, 10 November 2021. SDR has agreed to send holding statements on Thursday, 11 November 2021, which will mean that the first settlement date will be Friday, 12 November 2021.

Contract notes for conditional sales and purchases

While it is the Participant's responsibility to obtain their own advice concerning the appropriate words that should appear on a contract note for a conditional sale or purchase, the endorsement suggested below may be considered for contract notes for conditional transactions in SDR's shares.

"This contract is conditional upon notification being received by ASX by close of business on Monday, 22 November 2021 that the conditions for the conditional market have been fulfilled. If the conditions are not fulfilled, this contract shall be cancelled without any liability whatsoever other than for the return of any money paid in connection with the settlement of the contract."

Advice should also be provided to clients to ensure that they understand the full ramifications of Conditional Trading.

Indicative key dates

This timetable has been prepared on the basis that the conditions for the conditional market are expected to be satisfied by 9:30AM AEDT, Wednesday, 10 November 2021. If the conditions are not fulfilled by the close of business on Monday, 22 November 2021, shares will not be issued and transferred and all conditional trades that have occurred since Monday, 8 November 2021 will be cancelled.

If the conditions are not satisfied by 9:30AM AEDT, Wednesday, 10 November 2021, but are satisfied prior to the close of business on Monday, 22 November 2021, the dates in the timetable will be revised and a new timetable will be released to the market.

Date	Event
Monday, 8 November 2021	SDR admitted to the Official List of ASX Quotation on a conditional and deferred settlement basis – 11:00AM AEDT (ASX: SDR)
Tuesday, 9 November 2021	Settlement of the Offer Last day of conditional trading
Wednesday, 10 November 2021	Conditions for the conditional market expected to be fulfilled (confirmed prior to market open - by 9.30am AEDT) First day of trading on a normal (T+2) basis (ASX: SDR)
Friday, 12 November 2021	Settlement of all on-market trades conducted on a conditional and deferred settlement basis and first settlement of trades conducted on a normal (T+2) basis

Instructions

For further details, please refer to the Prospectus.

Need more information?

For further information, please call the Offer Information Line.

Disclaimer

Please refer to the following [disclaimer](#).

Issued by

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Listings Compliance (Perth)