

ASX Announcement

Pre-quotation Disclosure

The following information is provided to ASX Limited (**ASX**) for release to the market in connection with the admission to the official list and official quotation of fully paid ordinary shares (**Shares**) in Alloggio Group Limited (**ASX:ALO**) (**Company**) pursuant to a prospectus lodged with the Australian Securities and Investments Commission (**ASIC**) and ASX on 18 October 2021 (**Prospectus**).

The initial public offering of Shares at an issue price of \$0.20 per Share closed on 15 November 2021 (**Offer**). The Company successfully completed the issue of 82,500,000 Shares, raising gross proceeds of \$16,500,000. Allotment of the Shares available under the Offer completed on 23 November 2021.

The Company applied for quotation of its Shares on, and admission to, the official list of ASX on 18 October 2021.

Capitalised terms used but not defined in this announcement are as defined in the Prospectus.

1. Capital Structure

The Company confirms that all 14,900,014 convertible notes, being all the convertible notes on issue in the Company converted to Ordinary Shares on a 1 to 1 basis upon the Company's admission to the Official List of ASX as disclosed in sections 7.1.4 and 9.4.1.2 of the Prospectus (**Convertible Notes**).

The Company further confirms that all of the following unquoted options were issued on or about 18 October 2021:

- 3,000,000 to the Lead Manager, Bell Potter; and
- 8,000,000 to the Directors of the Company.

The options are exercisable at \$0.30 each and can only be exercised during the period commencing 2 years from the date the Company is admitted to the Official List of ASX and ending 5 years after the date the Company is admitted to the Official List of ASX at which time the options lapse.

The Company's current capital structure is as set out below:

Class of Securities	Securities	% (undiluted)
Shares		
Ordinary Shares	200,730,021	100%
Total Shares	200,730,021	100%
Other Securities		
Director Options	8,000,000	0%
Lead Manager Options	3,000,000	0%

Total Other Securities	11,000,000	0%
TOTAL	211,730,021	100.00%

2. Escrow

Of the total issued capital of the Company, on an undiluted basis, the following Shares and Options are subject to ASX escrow and some securities are subject to voluntary escrow:

Escrow Arrangement	Escrow Period	Number of Escrowed Securities	% of Shares (on an undiluted basis)
ASX escrow	Up to 24 months from the date of quotation	95,890,021 Shares	47.77%
ASX escrow	24 months from the date of quotation	11,000,000 Options	0%
Voluntary escrow	From the date of quotation to 28 February 2022	10,288,575 Shares	5.16%

2.1 ASX Escrow

ASX have determined that escrow applies to 95,890,021 Shares as follows:

Shareholder	Escrow Period	Number of Escrowed Shares	% of Shares (on an undiluted basis)
Directors	24 months from the date of quotation	64,287,000	32.03%
Certain promoters and their associates	24 months from the date of quotation	18,072,766	9.00%
Other existing shareholders	12 months from date of issue to 20 January 2022	10,288,576	5.13%
Other existing shareholders	12 months from date of issue to 16 August 2022	2,833,344	1.41%
Other existing shareholders	12 months from date of issue to 20 August 2022	141,668	0.07%
Other existing Shareholders	12 months from date of issue to 14 September 2022	266,667	0.13%
Total		95,890,021	47.77%

ASX have also determined that 11,000,000 Lead Manager and Director Options, are ASX restricted securities and subject to 24 months escrow from the date of quotation. The options are exercisable at \$0.30 each and can only be exercised during the period commencing 2 years from the date the Company is admitted to the Official List of ASX and ending 5 years after the date the Company is admitted to the Official List of ASX at which time the options lapse.

2.2 Voluntary Escrow

As described in section 9.13.2 of the Prospectus, a number of existing Shareholders have entered into voluntary escrow agreements under which they will be restricted from disposing of the escrowed Shares they hold on Completion of the Offer for the period commencing on Completion and ending on 28 February 2022, subject to certain limited exceptions disclosed in the Prospectus. In total, 10,288,575 Shares held by existing Shareholders and persons participating in the Offer will be subject to these voluntary escrow arrangements beyond the ASX escrow period to 28 February 2022.

The voluntary escrowed Shareholders may be released early from these escrow obligations in certain circumstances, such as to enable them to accept a successful takeover bid, to allow the securities to be transferred or cancelled as part of a merger by scheme of arrangement or in other limited circumstances as described in section 9.13.2.1 of the Prospectus.

3. Leases

As set out in section 9.5.1 of the Prospectus, as at the date of the Prospectus Alloggio Group Limited had not yet obtained consent to change in control in respect of the following leases. The current status is as follows:

Location	Change in control
76-78 Beaumont Street, Hamilton, New South Wales	The lessee has requested and awaits lessor consent. The request for consent is being considered by the Lessor as part of the broader negotiations for COVID-19 rent relief under the <i>Retail and Other Commercial Leases (COVID-19) Regulation (No 3) 2020 (NSW)</i> .
Suite 1, 202 King Street, Newcastle, New South Wales	The lessee has requested and awaits lessor consent. The request for consent is being considered by the Lessor as part of the broader negotiations for COVID-19 rent relief under the <i>Retail and Other Commercial Leases (COVID-19) Regulation (No 3) 2020 (NSW)</i> .
27 Steel Street, Hamilton, New South Wales	Consent has been obtained.

4. New Banking Facilities

Alloggio has entered into the New Banking Facilities as disclosed in section 4.7.1.1 of the Prospectus.

This announcement has been authorised by the board of directors of the Company.