

# Pre-Quotation Disclosure

The following information is required to be provided to ASX Limited for release to the market in connection with the official quotation of the fully paid ordinary shares (**Shares**) in Appen Limited ACN 138 878 298 (**APX**).

Capitalised terms not defined in this document have the meanings given to them in the prospectus lodged by APX with the Australian Securities and Investments Commission on 1 December 2014 (**Prospectus**).

## 1 Basis of allocation and procedures for determining allocations

The initial public offering of Shares in APX (**Offer**) closed on 16 December 2014.

The allocation for each component of the Offer was as follows:

- (1) **Broker Firm Offer:** For Broker Firm Offer participants, it was a matter for the brokers who participated in the Offer how they allocated Shares among their clients. Applicants under the Broker Firm Offer may confirm their allocations by phoning their broker from whom they received their allocation.
- (2) **Bonus Issue to staff:** APX issued 233,500 Shares to staff for nil consideration. The allocation of shares to staff was determined by the directors based on length of service.

The Lead Manager has advised successful Applicants in the Institutional Offer of their allocations.

To the extent Applicants have not been advised of their allocations of Shares yet, they can confirm their allocation, or make general enquiries regarding the Offer, by contacting the Appen Offer Information Line on 1800 500 095 (within Australia) or +61 1800 500 095 (outside Australia) from 8:30am to 5:00pm (Sydney time) Monday to Friday.

## 2 Number of Shares issued or transferred

The number of shares issued or transferred under each component of the Offer is as follows:

<b>Offer component</b>	<b>Number of Shares</b>
Institutional Offer	12,966,000
Broker Firm Offer	17,034,000
<b>Total</b>	<b>30,000,000</b>
Bonus Issue to Staff	233,500
Shares retained by Existing Shareholders	64,612,501
<b>Total Shares on issue</b>	<b>94,846,001</b>

### 3 **Despatch**

The Company confirms that the despatch of:

- (1) in relation to all holdings on the CHESSE sub-register, a notice from the Company under ASX Settlement Operating Rule 8.9.1;
- (2) in relation to all other holdings, issuer sponsored holding statements; and
- (3) any refund money,

occurred on 29 December 2014.

### 4 **Distribution Schedule**

A distribution schedule of the numbers of holders is attached as Annexure A.

### 5 **Statement of 20 largest holders**

A statement of the 20 largest holders is attached as Annexure B.

### 6 **Options**

APX confirms that:

- (1) 26,167,912 options have been bought back by the Company and cancelled in accordance with their terms;
- (2) 281,711 vested options have lapsed;
- (3) 1,227,000 unvested options have lapsed on listing; and
- (4) 2,045,000 options remain on issue.

All remaining options will not be listed.

### 7 **Subscription Deed Amendments**

APX confirms that the following subscription deeds have been amended to comply with Listing Rules 6.16 and 6.19:

- (1) Fourth Subscription, Accession and Option Deed in relation to Mark Byrne;
- (2) Fifth Subscription, Accession and Option Deed in relation to the managers of Appen Holdings Pty Limited (now renamed Appen Limited); and
- (3) Sixth Subscription, Accession and Option Deed in relation to Greg Dunham,  
(each a **Subscription Deed**).

Each Subscription Deed has been amended on the following terms, subject to necessary numbering adjustments:

**6 Issue of Ordinary Shares on exercise of Options**

6.1 *If the Subscriber validly exercises the Options, the Company must (subject to clauses 3 and 10):*

- (1) *issue the number of Ordinary Shares which correspond with the number of Options exercised; and*
- (2) *issue or procure the issue to the Subscriber of a holding statement evidencing the issue of those Ordinary Shares, as soon as practicable following the exercise of the Options.*

**9 Reconstruction of share capital and new issues**

9.1 *Subject to clause 9.2 and to the listing rules of ASX Limited (as modified or supplemented from time to time) (**ASX Listing Rules**), in the event of any reconstruction (including any consolidation, re-capitalisation, subdivision or cancellation) of the issued share capital of the Company during the Exercise Period, proportionate adjustments shall be made (to be determined by the Board) to the aggregate number of Ordinary Shares to be issued and allotted on the exercise of the Option and/or to the Exercise Price (if appropriate).*

9.2 *The rights of the Subscriber will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reorganisation of capital at the time of the reorganisation.*

9.3 *With respect to the Options held (and any Ordinary Shares that may be issued on exercise of those Options), the Subscriber cannot participate in any new issue of securities by the Company to existing shareholders unless all Options held by that Subscriber have first been exercised.*

**8 Voluntary Escrow**

The total number of shares subject to voluntary escrow is 63,935,629 and the escrow period applying to those Shares is until the day after the date on which the Company announces to ASX its results for the financial year ending 31 December 2015. However, escrowed shareholders will be permitted to an early release of a portion of their escrowed shares in the following circumstances:

<b>Securities to be released from escrow</b>	<b>Escrow release conditions</b>
25% of Shares held at Completion of the Offer	<ul style="list-style-type: none"> <li>• Financial results for FY2014 released; and</li> <li>• Volume-weighted average price in any 10 consecutive trading days following release of those financial results exceeds the Offer Price by more than 20%.</li> </ul>
25% of Shares held at Completion of the Offer	<ul style="list-style-type: none"> <li>• Financial results for 1HFY2015 released; and</li> <li>• Volume-weighted average price in any 10 consecutive trading days following release of those financial results exceeds the Offer Price by more than 20%.</li> </ul>



## Annexure A – Distribution Schedule

<b>Number of shares held</b>	<b>Number of shareholders</b>
1 – 1,000	35
1,001 – 5,000	153
5,001 – 10,000	36
10,001 – 100,000	143
100,001 and over	46
<b>Total</b>	<b>413</b>



## Annexure B – Top 20 Shareholders

**APPEN LIMITED**

**FIRST 20 INVESTORS REPORT  
 TUESDAY 6 JANUARY 2015**

<u>Rank</u>	<u>Investor</u>	<u>Current Balance</u>	<u>% Issued Capital</u>
<b>Sec. Group: APX - FULLY PAID ORD SHARES</b>			
1	ANACACIA PARTNERSHIP 1 LP	29,784,985	31.40%
2	C & J VONWILLER PTY LIMITED <THE VONWILLER TRUST A/C>	17,210,083	18.15%
3	NEW GREENWICH PTY LTD <NEW GREENWICH S/F A/C>	6,413,120	6.76%
4	ANACACIA PTY LTD <WATTLE FUND A/C>	4,000,000	4.22%
5	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LTD <NOM1 A/C>	3,070,000	3.24%
6	CS FOURTH NOMINEES PTY LTD	2,781,810	2.93%
7	BRISLOT NOMINEES PTY LTD <HOUSE HEAD NOMINEE NO 1 A/C>	2,631,810	2.77%
8	NATIONAL NOMINEES LIMITED	2,500,000	2.64%
9	PULVER SUPERANNUATION PTY LIMITED	2,429,935	2.56%
10	UBS NOMINEES PTY LTD	2,218,190	2.34%
11	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 3	2,034,190	2.14%
12	LISA BRADEN-HARDER	1,844,672	1.94%
13	MIJON INVESTMENTS PTY LTD <THE MIJON S/F A/C>	1,000,000	1.05%
14	ABN AMRO CLEARING SYDNEY NOMINEES PTY LTD <CUSTODIAN A/C>	999,050	1.05%
15	LESLEY KAREN PEPPER	875,270	.92%
16	MRS SARAH GILLIAN CAMERON	780,000	.82%
17	MARK BYRNE	654,400	.69%
18	GREGORY DUNHAM	458,514	.48%
19	GINGA PTY LTD <T G KLINGER SUPER FUND A/C>	450,000	.47%

**APPEN LIMITED**

**FIRST 20 INVESTORS REPORT  
TUESDAY 6 JANUARY 2015**

<u>Rank</u>	<u>Investor</u>	<u>Current Balance</u>		<u>% Issued Capital</u>
20	ACCBELL NOMINEES PTY LTD	418,000		.44%
<b>TOTAL FOR TOP 20:</b>		<b>82,554,029</b>	<b>Investors 20</b>	<b>87.04%</b>
<b>TOTAL IN THIS REPORT:</b>		<b>82,554,029</b>	<b>Investors 20</b>	<b>87.04%</b>
<b>TOTAL OTHER INVESTORS:</b>		<b>12,291,972</b>	<b>393</b>	<b>12.96%</b>
<b>GRAND TOTAL:</b>		<b>94,846,001</b>	<b>413</b>	<b>100.00%</b>

end of report