



## FDC Consolidated Holdings Limited

### Pre-Quotation Disclosure

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8 July 2026

The following information is provided to ASX Limited (**ASX**) for release to the market in connection with the admission of FDC Consolidated Holdings Limited (ACN 698 452 229) (**FDC** or the **Company**) to the official list of ASX and the commencement of official quotation of FDC's fully paid ordinary shares (**Shares**) on a conditional and deferred settlement basis on the Australian Securities Exchange.

Capitalised terms used in this announcement not otherwise defined have the meaning given in FDC's prospectus dated 29 June 2026 (**Prospectus**).

#### 1 Basis of allocation and procedures for determining allocations

The basis for allocation of Shares under the Offer and the procedures by which Applicants can determine their precise allocations is set out below:

- (a) **Institutional Offer:** The allocation of Shares under the Institutional Offer was determined by agreement between FDC and the Joint Lead Managers. FDC and the Joint Lead Managers have absolute discretion regarding the basis of allocation of Shares among Institutional Investors. Successful Applicants under the Institutional Offer have been advised of their allocations.
- (b) **Broker Firm Offer:** The allocation of Shares to Brokers was determined by agreement between FDC and the Joint Lead Managers. Shares that were allocated to Brokers for allocation to their eligible retail clients will be issued to the Applicants who have received a valid allocation of Shares from those Brokers. It was a matter for the Brokers to determine how they allocated Shares among their eligible retail clients, and they (and not FDC or the Joint Lead Managers) were responsible for ensuring that eligible retail clients who have received an allocation from them receive the relevant Shares. Applications under the Broker Firm Offer were required to be for a minimum of \$2,000 worth of Shares and in multiples of \$500 worth of Shares thereafter.
- (c) **Priority Offer:** The allocation of Shares under the Priority Offer was determined by FDC in its absolute discretion. Applicants under the Priority Offer received a personalised invitation to apply for Shares. Applications under the Priority Offer were required to be for a minimum of \$2,000 worth of Shares and in multiples of \$500 worth of Shares thereafter. Applicants under the Priority Offer have been advised of their allocations.
- (d) **Employee Offer:** The allocation of Shares under the Employee offer was determined by FDC in its absolute discretion. All Eligible Priority Employees are entitled to participate in the Employee Offer. Eligible Priority Employees are persons who are residents in Australia and permanent full-time or permanent part-time employees of FDC Consolidated, or a subsidiary of it, as at 5.00pm (Sydney time) on Monday, 29 June 2026 (provided that they remain so employed and have not given, or been given, notice to terminate employment when the Employee Offer closes, which is expected to be on or around 5.00pm (Sydney time) on Monday, 6 July 2026). Applications under the Employee Offer were required to be for a minimum of \$2,000 worth of Shares and in multiples of \$500 worth of Shares thereafter.
- (e) **Employee Gift Offer:** The allocation of Shares under the Employee Gift Offer was determined by FDC in its absolute discretion. Eligible Gift Offer Employees received a



personalised invitation to apply for Shares funded by FDC. All Eligible Gift Offer Employees will be offered the opportunity to apply for an amount of \$1,000 worth of Shares (rounded down to the nearest whole Share based on the Offer Price of \$3.00 per Share) – i.e. 333 Shares – and Applicants under the Employee Gift Offer have been advised of their allocations.

Applicants can also telephone the FDC Offer Information Line on 1300 737 760 (toll free within Australia) or +61 2 9290 9600 (outside Australia) between 8:30am and 5:00pm (Sydney time), Monday to Friday (excluding public holidays). It is the responsibility of each person who trades in Shares to confirm their holding before trading in Shares.

Note that applicants under the Broker Firm Offer should contact their Broker for inquiries, not the FDC Offer Information Line.

If you sell Shares before receiving a holding statement, you do so at your own risk (even if you obtained details of your holding from the FDC Offer Information Line or confirmed your allocation through a Broker).

## 2 Conditions for the conditional market

The conditions for the conditional market as outlined in the Prospectus and the date by which each of these conditions must be satisfied are as follows:

Conditions	Timing for satisfaction
Settlement of the Offer	Friday, 10 July 2026
Issue of the Shares to Successful Applicants under the Offer	Monday, 13 July 2026

FDC will make an announcement to ASX once all of the conditions to the conditional market have been satisfied.

## 3 Offer price and number of Shares issued under the Offer

The Offer Price for each Share under the Institutional Offer, Broker Firm Offer, Priority Offer and Employee Offer is \$3.00 per Share.

The Shares issued under the Employee Gift Offer were issued for nil consideration, but issued at the Offer Price of \$3.00 per Share.

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

Offer	Amount
Institutional Offer	121,262,866
Broker Firm Offer	5,925,688
Priority Offer	4,142,362
Employee Offer	2,002,418
Employee Gift Offer	258,816
<b>Total</b>	<b>133,592,150</b>



## 4 Intended despatch date

The intended date for the despatch of:

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

is Tuesday 14 July 2026.

## 5 Completion of Restructure

FDC confirms its intention to complete the Restructure, including satisfaction of the conditions precedent under the Implementation Deed and acquiring all shares in FDC Consolidated Pty Ltd (including the issue of 189,375,884 Shares as scrip consideration to the Existing Owners).

## 6 Voluntary Escrow

The following is a breakdown of the number of Shares subject to voluntary escrow and the escrow period applied to those Shares.

Escrowed Shareholder	Number of Escrowed Shares	Escrow Period
Ben Cottle	90,822,786	<p>The period from Listing until:</p> <ul style="list-style-type: none"> <li>• in respect of one-half of the Escrowed Shares, 4:15pm (Sydney time) on the trading day after the date on which the Company releases to the ASX its financial results for the full year ended 30 June 2027; and</li> <li>• in respect of the final one-half of the Escrowed Shares, 4:15pm (Sydney time) on the trading day after the date on which the Company releases to the ASX its financial results for the full year ended 30 June 2028;</li> </ul>
Blake Cottle	38,924,050	<p>The period from Listing until:</p> <ul style="list-style-type: none"> <li>• in respect of one-half of the Escrowed Shares, 4:15pm (Sydney time) on the trading day after the date on which the Company releases to the</li> </ul>

		<p>ASX its financial results for the full year ended 30 June 2027; and</p> <ul style="list-style-type: none"> <li>in respect of the final one-half of the Escrowed Shares, 4:15pm (Sydney time) on the trading day after the date on which the Company releases to the ASX its financial results for the full year ended 30 June 2028;</li> </ul>
<p>ESS Employee Shareholders</p>	<p>59,629,048</p>	<p>The period from Listing until:</p> <ul style="list-style-type: none"> <li>in respect of one-quarter of the Escrowed Shares, 4:15pm (Sydney time) on the trading day after the date on which the Company releases to the ASX its financial results for the full year ended; and 30 June 2029;</li> <li>in respect of another one-quarter of the Escrowed Shares, 4:15pm (Sydney time) on the trading day after the date on which the Company releases to the ASX its financial results for the full year ended 30 June 2030;</li> <li>in respect of another one-quarter of the Escrowed Shares, 4:15pm (Sydney time) on the trading day after the date on which the Company releases to the ASX its financial results for the full year ended 30 June 2031; and</li> <li>in respect of the final one-quarter of the Escrowed Shares, 4:15pm (Sydney time) on the trading day after the date on which the Company releases to the</li> </ul>



		<p>ASX its financial results for the full year ended 30 June 2032;</p> <p>Any ESS Employee Shareholders that cease employment with FDC during the Escrow Period will be escrowed until after the Company releases to the ASX its financial results for the full year ended 30 June 2032.</p>
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For details of the material terms of the voluntary escrow arrangements, including any exceptions to the restrictions on disposal, please refer to Section 9.7 of the Prospectus.

## 7 Capital Structure on Completion

On Completion, FDC Consolidated Holdings Limited's capital structure is expected to be as follows:

Security type	On issue as at Completion
Shares	322,968,034
Total (Fully Diluted Basis)	322,968,034

## 8 Free float

The Company confirms that at Completion of the Offer, it will have a free float of at least 20% as shown below:

<b>Total Shares on issue</b>	322,968,034
<b>Total Escrowed Shares</b>	189,375,884
<b>Shares held by affiliated shareholders</b>	900,001
<b>Free float Shares</b>	132,692,149
<b>Free float %</b>	41.09%

## 9 Further Information

In addition to the documents already described 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)** FDC's Appendix 1A and Information Form and Checklist;
- (b) **(Prospectus)** the Prospectus;
- (c) **(Constitution)** FDC's constitution;
- (d) **(Audited accounts)** FDC Consolidated Pty Ltd's audited accounts for the full years ended 30 June 2023, 30 June 2024 and 30 June 2025 and reviewed accounts for the half year ended 31 December 2025;
- (e) **(Long Term Incentive Plan)** the terms of FDC's Long Term Incentive Plan;



- (f) **(Corporate governance statement)** FDC's corporate governance statement, disclosing the extent to which FDC will follow, as at the date of its admission to the Official List, the recommendations set by the ASX Corporate Governance Council;
- (g) **(Securities trading policy)** FDC's securities trading policy; and
- (h) **(Indicative distribution schedule)** an indicative distribution schedule of the numbers of holders in each class of securities to be quoted, setting out the number and percentage of holders in the following categories:
  - 1 – 1,000
  - 1,001 – 5,000
  - 5,001 – 10,000
  - 10,001 – 100,000
  - 100,001 and over;
- (i) **(Indicative statement of top 20 shareholders)** an indicative statement setting out the names of the twenty largest holders in each class of security to be quoted, and the number and percentage of each class of securities held by those holders.