



Pre-quotations Disclosure Statement – Redbubble Limited

The following information is provided by Redbubble Limited (**Redbubble** or the **Company**) to ASX Limited (**ASX**) for release to the market in connection with the official quotation of fully paid ordinary shares in Redbubble (**Shares**) on ASX.

Capitalised terms in this announcement have the same meaning as set out in the replacement prospectus lodged by Redbubble and Redbubble SaleCo Limited with the Australian Securities and Investments Commission (**ASIC**) on 3 May 2016 (**Prospectus**).

1 Offer Price and number of Shares issued and transferred under the Offer

A total of 29,949,792 Shares were issued and transferred to successful applicants under the Offer at the Offer Price of \$1.33 per Share.

The number of Shares which have been allocated under each component of the Offer is set out in the table below.

Component of the Offer	Number of Shares
Institutional Offer	19,060,870
Broker Firm Offer	10,888,922
Total number of Shares issued and transferred under the Offer	29,949,792

2 Basis of allocation and procedures for determining allocations

The basis of allocation of Shares under the Prospectus was as follows:

- The allocation of Shares between the Institutional Offer and the Broker Firm Offer was determined by the Joint Lead Managers, in consultation with Redbubble.
- The allocation of Shares among applicants under the Institutional Offer, including Brokers, was determined by the Joint Lead Managers, in consultation with Redbubble, having regard to the allocation policy outlined in Section 7.3.2 of the Prospectus.
- The allocation of Shares among applicants under the Broker Firm Offer was at the sole and absolute discretion of the relevant Broker.

Applicants under the Broker Firm Offer should confirm their allocations by contacting their Broker.

It is the responsibility of each applicant to confirm their holding before trading in Shares.

Applicants who sell Shares before they receive an initial statement of holding do so at their own risk.

3 Number of Shares subject to voluntary escrow arrangements and applicable escrow period

Redbubble has entered into voluntary escrow arrangements in respect of 155,039,921 Shares, representing approximately 78% of the total number of Shares held at Completion of the Offer. These arrangements prevent the Escrowed Shareholders from dealing with their escrowed Shares:



- in the case of the Insider Escrowed Shareholders – until the date which is two Business Days after the date on which Redbubble's audited full year accounts for FY2017 are released by Redbubble to ASX; and
- in the case of the Non-Insider Escrowed Shareholders – until the date which is two Business Days after the date on which Redbubble's audited full year accounts for FY2016 are released by Redbubble to ASX, unless at any time after the commencement of official quotation of the Shares on ASX the volume weighted average price of the Shares traded on ASX on each trading day in any period of 10 consecutive trading days is at least 30% higher than the Offer Price (in which case the prohibition on dealing will cease to apply to the Non-Insider Escrowed Shareholders).

The escrow restrictions will cease to apply in certain circumstances. For further information regarding Redbubble's voluntary escrow arrangements, see Section 7.7 of the Prospectus.

4 Deferred settlement trading and normal settlement trading

The Shares will commence trading on ASX on Monday, 16 May 2016, initially on a deferred settlement basis. Shares are expected to commence trading on ASX on a normal settlement basis on Wednesday, 18 May 2016, once Redbubble has advised ASX that initial holding statements and transaction confirmation statements (in the case of CHES holdings) have been dispatched to successful applicants.

5 Dispatch date

Initial holding statements and transaction confirmation statements (in the case of CHES holdings) setting out the number of Shares that have been allocated to successful applicants under the Offer will be dispatched by standard post on Monday, 16 May 2016. Refunds of application monies, if any, will also be dispatched on or about that time.

6 Statement of the 20 largest Shareholders and distribution schedule of Shareholders

Please refer to **Attachment 1** for the statement of the 20 largest Shareholders and **Attachment 2** for the distribution schedule of Shareholders.

7 Number of Shareholders with a parcel of Shares greater than \$2,000

The number of Shareholders with a parcel of Shares valued in excess of \$2,000, based on the Offer Price of \$1.33 per Share, is 906.

Redbubble confirms that not more than 50% of the Company's Shares are held by related parties.

8 Conversion of Cumulative Redeemable Preference Shares and Convertible Notes

Redbubble confirms that the following will occur immediately upon Redbubble being admitted to the Official List:

- the conversion of the Cumulative Redeemable Preference Shares into 20,022,554 Shares, as referred to in Section 9.4.1.1 of the Prospectus; and
- the conversion of the Convertible Notes into 10,233,919 Shares, as referred to in Section 9.4.1.2 of the Prospectus.



9 Further information

All enquiries regarding the Offer can be directed to Morgans Corporate Limited on 1800 658 206 (within Australia) from 8.30am to 5.30pm (Melbourne time), Monday to Friday (Business Days only).



Attachment 1: Statement of the 20 largest Shareholders

Set out below is the statement of the 20 largest Shareholders, including the number and percentage of Shares held by those Shareholders as at 16 May 2016.

Rank	Name of Shareholder	Number of Shares held	% Shares held
1	JELICOM PTY LTD <THREE SPRINGS FAMILY TRUST>	47,909,520	24.15%
2	MXB HOLDINGS LP	13,541,880	6.83%
3	CAWSEY SUPERANNUATION FUND PTY LTD	8,966,480	4.52%
4	CAVIH NO 3 LIMITED	8,384,720	4.23%
5	BLACKBIRD FOF PTY LTD <FOR BLACKBIRD VENTURES 2015 FOLLOW ON FUND A/C>	8,354,219	4.21%
6	CAV INVESTMENT HOLDINGS PTY LTD	8,334,760	4.20%
7	NATIONAL NOMINEES LIMITED	8,062,760	4.06%
8	SIMON YENCKEN	5,890,160	2.97%
9	PITON CAPITAL VENTURE FUND II LP	5,537,291	2.79%
10	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED <NO.2 A/C>	5,403,304	2.72%
11	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	5,077,640	2.56%
12	NATIONAL NOMINEES LIMITED	3,290,592	1.66%
13	AUSTRALIAN DIRECT INVESTMENTS PTY LIMITED <ADI SUPER FUND>	3,259,160	1.64%
14	G A BUNDY + N T BUNDY <BUNDY SUPERANNUATION FUND>	3,200,000	1.61%
15	BLACKBIRD FOF PTY LTD <BLACKBIRD FOF 2015 A/C>	3,007,600	1.52%
16	RADIATA INVESTMENTS PTY LTD <RUDIE SYPKES FAMILY TRUST>	2,866,200	1.45%
17	J P MORGAN NOMINEES AUSTRALIA LIMITED	2,728,471	1.38%
18	LONSDALE NOMINEES PTY LTD <THE LONSDALE FUND>	2,408,640	1.21%
19	ROLAND JABBOUR <JABBOUR SUPERANNUATION FUND>	2,028,160	1.02%
20	PAUL VANZELLA	1,905,984	0.96%
Total number of Shares on issue:			198,351,642
Top 20 as a percentage of total number of Shares on issue:			75.70%



Attachment 2: Distribution Schedule of Shareholders

Set out below is the distribution schedule of the number of Shareholders, categorised by the size of their holdings as at 16 May 2016.

Size of Shareholding	Number of Shareholders	Number of Shares
1 – 1,000	3	2,248
1,001 – 1,503	3	4,503
1,504 – 5,000	306	1,131,668
5001 – 10,000	252	1,972,324
10,001 – 100,000	256	6,351,101
100,001 and over	92	188,889,798
Total	912	198,351,642