Appendix 2A

Application for quotation of +securities

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are seeking quotation of a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules. ¹	ELMO Software Limited
1.2	*Registration type and number Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).	ABN 13 102 455 087
1.3	*ASX issuer code	ELO
1.4	*This announcement is <i>Tick whichever is applicable.</i>	 A new announcement An update/amendment to a previous announcement A cancellation of a previous announcement
1.4a	*Reason for update Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.	
1.4b	*Date of previous announcement to this update <i>Mandatory only if "Update" ticked in Q1.4 above.</i>	
1.4c	*Reason for cancellation Mandatory only if "Cancellation" ticked in Q1.4 above.	
1.4d	*Date of previous announcement to this cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>	

¹ Appendix 2A of the Listing Rules includes a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act. If the securities to be quoted have been issued by way of a pro rata offer, to give this warranty, you will generally need to have lodged a cleansing notice with ASX under section 708AA(2)(f) or 1012DAA(2)(f) of the Corporations Act within 24 hours before the securities are offered (see ASIC Regulatory Guide 189 *Disclosure relief for rights issues*). If in doubt, please consult your legal adviser.

1.5

*Date of this announcement

11 August 2020

Part 2 – Type of issue

Question No.	Question	Answer
2.1	*The +securities to be quoted are: Select whichever item is applicable. If you wish to apply for quotation of different types of	 Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B
	issues of securities, please complete a separate Appendix 2A for each type of issue.	 Being issued under a +dividend or distribution plan
		Being issued as a result of options being exercised or other +convertible securities being converted
		 Unquoted partly paid +securities that have been paid up and are now quoted fully paid +securities
		 +Restricted securities where the escrow period has expired or is about to expire
		 +Securities previously issued under an +employee incentive scheme where the restrictions on transfer have ceased or are about to cease
		+Securities issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer
		□ Other
2.2a.1	*Date of Appendix 3B notifying the market of the proposed issue of +securities for which quotation is now being sought Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions	
	previously announced to the market in an Appendix 3B"	
2.2a.2	*Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B?	
	Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".	

2.2a.2.1	*Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2a.2 is "Yes". Please provide details of the proposed dates and number of securities for the further issues. This may be the case, for example, if the Appendix 3B related to an accelerated pro rata offer with an institutional	
	component being quoted on one date and a retail component being quoted on a later date.	
2.2b.1	*Date of Appendix 3A.1 lodged with ASX in relation to the underlying +dividend or distribution	
	Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".	
2.2b.2	*Does the +dividend or distribution plan meet the requirement of listing rule 7.2 exception 4 that it does not impose a limit on participation?	
	Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".	
	Note: Exception 4 only applies where security holders are able to elect to receive all of their dividend or distribution as securities. For example, Exception 4 would not apply in the following circumstances: 1) The entity has specified a dollar limit on the level of participation e.g. security holders can only participate to a maximum value of $\$x$ in respect of their entitlement, or 2) The entity has specified a maximum number of securities that can participate in the plan e.g. security holders can only receive securities in lieu of dividend payable for x number of securities.	
2.2c.1	Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code)	4,877 Options exercisable at \$5.50
	Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".	
2.2c.2	And the date the options were exercised or other +convertible securities were converted Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted". Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.	10 August 2020
2.2d.1	Please state the number and type of partly paid +securities (including their ASX security code) that were fully paid up Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".	

2.2d.2	And the date the *securities were fully paid	
2.2U.2	up	
	Answer this question if your response to Q2.1 is	
	"Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".	
	Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.	
2.2e.1	Please state the number and type of	
	+restricted securities (including their ASX security code) where the escrow period has expired or is about to expire	
	Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".	
2.2e.2	And the date the escrow restrictions have ceased or will cease	
	Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".	
	Note: If this occurred over a range of dates, enter the date the last of the escrow restrictions has ceased or will cease.	
2.2f.1	Please state the number and type of	
	+securities (including their ASX security code) previously issued under the	
	+employee incentive scheme where the	
	restrictions on transfer have ceased or are about to cease	
	Answer this question if your response to Q2.1 is "Securities previously issued under an employee	
	incentive scheme where the restrictions on transfer have ceased or are about to cease".	
2.2f.2	And the date the restrictions on transfer have ceased or will cease:	
	Answer this question if your response to Q2.1 is "Securities previously issued under an employee	
	incentive scheme where the restrictions on transfer have ceased or are about to cease".	
	Note: If this occurred over a range of dates, enter the date the last of the restrictions on transfer has ceased or will cease.	
2.2g.1	Please state the number and type of	
	+securities (including their ASX security code) issued under an +employee incentive	
	scheme that are not subject to a restriction	
	on transfer or that are to be quoted	
	notwithstanding there is a restriction on transfer	
	Answer this question if your response to Q2.1 is	
	"Securities issued under an employee incentive scheme that are not subject to a restriction on transfer	
	or that are to be quoted notwithstanding there is a restriction on transfer".	

2.2g.2	*Please attach a document or provide details of a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms. <i>Answer this question if your response to Q2.1 is</i> <i>"Securities issued under an employee incentive</i>				
	scheme that are not subject to a res or that are to be quoted notwithstan restriction on transfer".				
2.2g.3	*Are any of these +securities to +key management person an +associate				
	Answer this question if your respon- "Securities issued under an employ scheme that are not subject to a res or that are to be quoted notwithstan restriction on transfer".	ee incentive striction on transfer			
2.2g.3.a	*Provide details of the recipients and the number of +securities issued to each of them. Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer" and your response to Q2.2g.3 is "Yes". Repeat the detail in the table below for each KMP involved in the issue. If the securities are being issued to the KMP, repeat the name of the KMP or insert "Same" in "Name of registered holder". If the securities are being issued to an associate of a KMP, insert the name of the associate in "Name of registered holder".			r" e. If red	
	Name of KMP	Name of registe	red holder	Number of +securities	
2.2h.1	*The purpose(s) for which the entity is issuing the +securities is: Answer this question if your response to Q2.1 is "Other".				
	You may select one or more of the	items in the list.			
2.2h.2	*Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including (if applicable) why the issue of the +securities has not been previously announced to the market in an Appendix 3B You must answer this question if your response to Q2.1 is "Other". If there is no other information to provide, please answer "Not applicable" or "N/A".				
2.2i	*Are these +securities being offered under a +disclosure document or +PDS? Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".				
2.2i.1					

2.3	*The +securities to be quoted are: <i>Tick whichever is applicable</i>	 Additional +securities in a class that is already quoted on ASX ("existing class")
		 New +securities in a class that is not yet quoted on ASX ("new class")

Part 3A – number and type of +securities to be quoted (existing class or new class) where issue has previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class" or "new class".

Question No.	Question	Answer
3A.1	*ASX security code & description	
3A.2	*Number of +securities to be quoted	

Part 3B – number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class".

Question No.	Question	Answer
3B.1	*ASX security code & description	ELO: Ordinary fully paid shares
3B.2	*Number of +securities to be quoted	4,877
3B.3a	*Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?	Yes
3B.3b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? Answer this question if your response to Q3B.3a is "No".	
3B.3c	*Provide the actual non-ranking end date Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "Yes".	
3B.3d	*Provide the estimated non-ranking end period Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "No".	

3B.3e	*Please state the extent to which the +securities do not rank equally:
	 in relation to the next dividend, distribution or interest payment; or
	for any other reason
	Answer this question if your response to Q3B.3a is "No".
	For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.

Part 3C – number and type of +securities to be quoted (new class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "new class".

Question No.	Question	Answer
3C.1	*Security description	
3C.2	*Security type Select one item from the list that best describes the securities the subject of this form. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible debt securities" or "Non-convertible debt securities". Select "Other" for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.	
3C.3	ISIN code Answer this question if you are an entity incorporated outside Australia and you are seeking quotation of a new class of securities other than CDIs. See also the note at the top of this form.	
3C.4	*Number of +securities to be quoted	
3C.5a	*Will all the +securities issued in this class rank equally in all respects from the issue date?	
3C.5b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? Answer this question if your response to Q3C.5a is "No".	
3C.5c	*Provide the actual non-ranking end date Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "Yes".	
3C.5d	*Provide the estimated non-ranking end period Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "No".	

3C.5e	*Please state the extent to whi	ich tha		
3C.5e	+securities do not rank equally			
	 in relation to the next divide distribution or interest payn 			
	for any other reason			
	Answer this question if your response "No".	to Q3C.5a is		
	For example, the securities may not ra rank proportionately based on the per period in question they have been on next dividend, distribution or interest p may not be entitled to participate in so such as an entitlement issue.	centage of the issue, for the payment; or they		
3C.6	Please attach a document or p link for a document lodged with out the material terms of the + be quoted	h ASX setting		
	You may cross-reference a disclosure information memorandum, investor pr other announcement with this informa has been released to the ASX Market Platform.	esentation or tion provided it		
3C.7	*Have you received confirmati that the terms of the +securitie appropriate and equitable und 6.1?	es are		
	Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).			
	If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.			
3C.8	*Provide a distribution schedul in the left hand column – includ new +securities held by the red	ding the numbe	er of recipients a	ording to the categories set out and the total percentage of the
	Number of +securities held	Number of ho	olders	Total percentage of +securities held
	1 – 1,000			
	1,001 – 5,000			
	5,001 – 10,000			
	10,001 – 100,000			
	100,001 and over			
	Answer this question only if you are a have to answer this question) and the Note: if the securities to be quoted ha ASX a list of the 20 largest recipients +securities received by each of those issued.	securities to be qu ve not yet been iss of the new +securi	loted have already sued, under listing i ties, and the numbe	been issued. rule 3.10.5, you will need to provide to er and percentage of the new
3C.9a	Ordinary fully or partly paid Answer the questions in this section if			Ir response to Question 3C.2.
	*+Security currency This is the currency in which the face issue is denominated. It will also typic currency in which distributions are dea	ally be the		
	*Will there be CDIs issued ove +securities?	er the		

	*CDI ratio Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1
	means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).
	*Is it a partly paid class of +security?
	*Paid up amount: unpaid amount
	Answer this question if answered "Yes" to the previous question.
	The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid'
	The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'.
	The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).
	*Is it a stapled +security? This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the
	purposes of trading.
3C.9b	Option details Answer the questions in this section if you selected this security type in your response to Question 3C.2.
	*+Security currency
	This is the currency in which the exercise price is payable.
	*Exercise price
	The price at which each option can be exercised and convert into the underlying security.
	The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).
	*Expiry date
	The date on which the options expire or terminate.
	*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if an option is exercised
	For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".
3C.9c	Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units
	Answer the questions in this section if you selected one of these security types in your response to Question 3C.2.
	Refer to Guidance Note 34 and the " <u>Guide to the Naming Conventions and Security Descriptions for ASX Quoted</u> <u>Debt and Hybrid Securities</u> " for further information on certain terms used in this section
	*Type of +security
	Select one item from the list
	*+Security currency
	This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.

Face value	
This is the principal amount of each security.	
The face value should be provided per the security currency (i.e. if security currency is AUD, then the	
face value per security in AUD).	
*Interest rate type	
*Interest rate type Select one item from the list	
Select the appropriate interest rate type per the terms	
of the security. Definitions for each type are provided	
in the Guide to the Naming Conventions and Security	
Descriptions for ASX Quoted Debt and Hybrid Securities	
Frequency of coupon/interest payments	
per year	
Select one item from the list.	
First interest payment date	
A response is not required if you have selected "No	
coupon/interest payments" in response to the question above on the frequency of coupon/interest	
payments	
Interest rate per annum	
Answer this question if the interest rate type is fixed.	
*Is the interest rate per annum estimated	
at this time?	
Answer this question if the interest rate type is fixed.	L
If the interest rate per annum is estimated,	
then what is the date for this information to	
be announced to the market (if known)	
Answer this question if the interest rate type is fixed	
and your response to the previous question is "Yes". Answer "Unknown" if the date is not known at this	
time.	
*Does the interest rate include a reference	
rate, base rate or market rate (e.g. BBSW	
or CPI)?	
Answer this question if the interest rate type is	
floating or indexed.	
*What is the reference rate, base rate or	
market rate?	
Answer this question if the interest rate type is	
floating or indexed and your response to the previous	
 question is "Yes".	
*Does the interest rate include a margin	
above the reference rate, base rate or	
market rate?	
Answer this question if the interest rate type is	
 floating or indexed.	
*What is the margin above the reference	
rate, base rate or market rate (expressed	
as a percent per annum)	
Answer this question if the interest rate type is	
floating or indexed and your response to the previous question is "Yes".	
 ,	

*S128F of the Income Tax Assessment Act status applicable to the +security	
Select one item from the list	
For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:	
 "s128F exempt" means interest payments are not taxable to non-residents; 	
 "Not s128F exempt" means interest payments are taxable to non-residents; 	
 "s128F exemption status unknown" means the issuer is unable to advise the status; 	
 "Not applicable" means s128F is not applicable to this security 	
*Is the +security perpetual (i.e. no maturity date)?	
*Maturity date	
Answer this question if the security is not perpetual	
*Select other features applicable to the +security	
Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.	
*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?	
*If yes, what is the first trigger date Answer this question if your response to the previous question is "Yes".	
Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the +securities to be quoted are converted, transformed or exchanged	
Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable".	
For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert "1,000 fully paid ordinary shares (ASX:ABC)".	

Part 4 – Issue details

Question No.	Question	Answer
4.1	*Have the +securities to be quoted been issued yet?	No
4.1a	*What was their date of issue? Answer this question if your response to Q4.1 is "Yes".	
4.1b	*What is their proposed date of issue? Answer this question if your response to Q4.1 is "No".	11 August 2020

4.2	*Are the +securities to be quoted being issued for a cash consideration? If the securities are being issued for nil cash consideration, answer this question "No".	Yes
4.2a	*In what currency is the cash consideration being paid For example, if the consideration is being paid in Australian Dollars, state AUD. Answer this question if your response to Q4.2 is "Yes".	AUD
4.2b	*What is the issue price per +security Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a. Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as "No" and complete Q4.2c and Q4.2d.	\$5.50
4.2c	Please describe the consideration being provided for the +securities to be quoted Answer this question if your response to Q4.2 is "No".	
4.2d	Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted <i>Answer this question if your response to Q4.2 is "No".</i>	
4.3	Any other information the entity wishes to provide about the issue	No

Part 5 – Issued capital following quotation

Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:

Note: the figures provided in the tables in sections 5.1 and 5.2 below are used to calculate the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the relevant table each class of securities issued by the entity.

If you have quoted CHESS Depository Interests (CDIs) issued over your securities, include them in the table in section 5.1 and include in the table in section 5.2 any securities that do not have CDIs issued over them (and therefore are not quoted on ASX). Restricted securities should only be included in the table in section 5.1 if you are applying to have them quoted because the escrow period for the securities has expired or is about to expire. Otherwise include them in the table in section 5.2.

5.1	* Quoted +securities (total number of each +class of +securities quoted on ASX follow the +quotation of the +securities the subject of this application)	
	ASX security code and description	Total number of +securities on issue
	ELO – ordinary shares	85,663,991

5.2 *Unquoted +securities (total number of each +class of +securities issued on ASX):		es of +securities issued but not quoted
	ASX security code and description	Total number of +securities on issue
	ELO Unlisted Options	1,576,312
	ELO Unlisted Performance Rights	72,504

Part 6 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:

your response to Q2.1 is "Being issued under a dividend/distribution plan" and the response to Q2.2b.2 is "No"; or your response to Q2.1 is "Other".

Note that if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B", it is assumed that you will have provided the information referred to in this Part in the Appendix 3B.

Question No.	Question	Answer
6.1	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?	No
6.1a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 Answer this question if the response to Q6.1 is "Yes".	
6.1b	*Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? <i>Answer this question if the response to Q6.1 is "No".</i>	No
6.1b.1	*How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? Answer this question if the response to Q6.1 is "No" and the response to Q6.1b is "Yes". Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.	
6.1c	*Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? <i>Answer this question if the response to Q6.1 is "No".</i>	No

6.1c.1	*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?	
	Answer this question if the response to Q6.1 is "No" and the response to Q6.1c is "Yes".	
	Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.	

Introduced 01/12/19, amended 31/01/20