SiteMinder



Prospectus

SiteMinder Limited
(ABN 59 121 931 744)

Sole Global Coordinator
and Joint Lead Manager

UBS

Joint Lead Managers

Barrenjoey

Goldman Sachs

Issuer counsel

GILBERT +TOBIN

Co-Lead Manager

ORD MINNETT

Important Notices

Offer

This Prospectus is issued by SiteMinder Limited (ACN 121 931 744) (**SiteMinder** or **Company**) and SiteMinder SaleCo Limited (ACN 653 993 732) (**SaleCo**). The Offer contained in this Prospectus is an invitation for you to apply for fully paid ordinary shares (**Shares**) in SiteMinder. An offer for Options and an offer for Performance Rights will also be made to certain people under this Prospectus in connection with the Employee Option Offer and Employee Performance Rights Offer, respectively. See Section 7 for further information on the Offer, the Employee Option Offer and Employee Performance Rights Offer, including as to details of the securities that will be issued and transferred under this Prospectus.

Lodgement and Listing

This Prospectus is dated 21 October 2021 and was lodged with ASIC on that date (**Prospectus Date**).

The Company will apply to the ASX within seven days after the Prospectus Date for admission of the Company to the Official List and quotation of the Shares on the ASX (**Listing**).

Neither ASIC nor the ASX takes any responsibility for the content of this Prospectus or for the merits of the investment to which this Prospectus relates.

Expiry date

No Shares will be issued or transferred on the basis of this Prospectus after the expiry date, being 13 months after the Prospectus Date.

Note to Applicants

The information contained in this Prospectus is not financial product advice and does not take into account the investment objectives, financial situation or particular needs (including financial and tax issues) of any prospective investor.

It is important that you read this Prospectus carefully and in its entirety before deciding whether to invest in the Company. In particular, in considering the prospects of the Company, you should consider the risk factors that could affect the business, operational and financial performance and financial condition of the Company. You should carefully consider these risks in light of your investment objectives, financial situation and particular needs (including financial and tax issues) and seek professional guidance from your stockbroker, solicitor, accountant, financial adviser or other independent professional adviser before deciding whether to invest in the Shares.

You should consider the risk factors set out in Section 5 that could affect the Company's business, financial condition and results of operations. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

No person named in this Prospectus, nor any other person, guarantees the performance of the Company, the repayment of capital by the Company or the payment of a return on the Shares.

Exposure Period

The Corporations Act prohibits the Company from processing applications to subscribe for, or acquire, Shares offered under this Prospectus (**Applications**) in the seven-day period after lodgement of this Prospectus with ASIC (**Exposure Period**). This Exposure Period may be extended by ASIC by up to a further seven days.

The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. The examination may result in the identification of deficiencies in this Prospectus, in which case any Application may need to be dealt with in accordance with section 724 of the Corporations Act.

Applications received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on any Applications received during the Exposure Period.

Photographs and diagrams

Photographs and diagrams used in this Prospectus that do not have descriptions are for illustration only and should not be interpreted to mean that any person shown in them endorses this Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale or accurately represent the technical aspects of the products.

Disclaimer and forward-looking statements

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company, SaleCo, the Directors, the SaleCo Directors, the Joint Lead Managers or any other person in connection with the Offer. You should rely only on information in this Prospectus when deciding whether to invest in Shares. Except as required by law, and only to the extent so required, neither the Company nor any other person warrants or guarantees the future performance of the Company, or any return on any investment made pursuant to this Prospectus.

This Prospectus contains forward-looking statements which are statements that may be identified by words such as 'may', 'will', 'would', 'should', 'could', 'believes', 'estimates', 'expects', 'intends', 'plans', 'anticipates', 'predicts', 'outlook', 'forecasts', 'guidance' and other similar words that involve risks and uncertainties. Forward-looking statements speak only as at the date of this Prospectus and include statements about the Company's expectations regarding the performance of the Company's business and its plans, strategies, prospects and outlook.

No person who has made any forward-looking statements in this Prospectus (including the Company) has any intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, other than to the extent required by law.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company and SaleCo. Forward-looking statements should therefore be read in conjunction with, and are qualified by reference to, Sections 4 and 5, and other information in this Prospectus. The Company and SaleCo cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements, particularly in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the outbreak of COVID-19. As set out in Section 7.5.13, it is expected that the Shares will be quoted on the ASX initially on a conditional and deferred settlement basis. The Company, SaleCo, the Company's service provider, Automic Pty Ltd (**Share Registry**) and the Joint Lead Managers disclaim all liability, whether in negligence or otherwise, to persons who trade Shares before receiving their holding statement.

UBS AG, Australia Branch, Barrenjoey Advisory Pty Limited and Goldman Sachs Australia Pty Ltd have acted as Joint Lead Managers to the Offer and have not authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this Prospectus and there is no statement in this Prospectus which is based on any statement made by any Joint Lead Manager or by any of its respective affiliates or related bodies corporate (as defined in the Corporations Act) (**Related Bodies Corporate**), or any of their respective officers, Directors, employees, partners, advisers or agents. To the maximum extent permitted by law, the Joint Lead Managers, their respective affiliates and Related Bodies Corporate, and any of their respective officers, Directors, employees, partners, advisers or agents expressly disclaim all liabilities in respect of, make no representations regarding, and take no responsibility for, any part of this Prospectus other than references to their name and make no representation or warranty as to the currency, accuracy, reliability or completeness of this Prospectus.

Statements of past performance

This Prospectus includes information regarding the past performance of the Company. Investors should be aware that past performance should not be relied upon as being indicative of future performance.

Financial information presentation

All references to FY19, FY20 and FY21 appearing in this Prospectus are to the financial years ended 30 June 2019, 30 June 2020 and 30 June 2021 respectively, unless otherwise indicated. All references to Q4 FY21 and Q1 FY22 appearing in this Prospectus are to the quarter of the financial year ended 30 June 2021 and 30 September 2021 respectively, unless otherwise indicated.

All financial amounts contained in this Prospectus are expressed in Australian dollars unless otherwise stated. Any discrepancies between totals and sums and components in tables, figures and diagrams contained in this Prospectus are due to rounding.

Section 4 sets out in detail the Historical Financial Information referred to in this Prospectus. The basis of preparation of the Historical Financial Information is set out in Section 4.2.

The Historical Financial Information in this Prospectus should be read in conjunction with, and it is qualified by reference to, the information contained in Sections 4 and 5.

Market and industry data based primarily on management estimates

This Prospectus (and in particular Section 2 and Section 3) contains statistics, data and other information relating to: (i) markets, market sizes, market position and market opportunity, (ii) number of properties, bookings, travel expenditure, room occupancy and other industry data and (iii) macroeconomic trends, positions and other data, in each case pertaining to SiteMinder's business and the markets in which SiteMinder operates including the global travel sector, global hotel and accommodation sector, and global hotel technology markets and the impact of COVID-19 on such markets ('Market Data').

SiteMinder commissioned Frost & Sullivan Australia Pty Ltd ('Frost & Sullivan') to provide a report on the global hotel software market, including the potential market size estimates for each of the global travel sector and the global hotel sector (the 'Market Report'). The Market Report includes or is otherwise based on information supplied to Frost & Sullivan by or on behalf of SiteMinder, including internal financial and operational information such as forward bookings of SiteMinder and third party data from Phocuswright that SiteMinder has obtained consent to use for the purposes of this Prospectus. While the Market Report provides that the views, opinions, forecasts and information contained in the report are based on information reasonably believed by Frost & Sullivan in good faith to be reliable, Frost & Sullivan has not independently verified or audited the information or material provided to it by or on behalf of SiteMinder or third parties.

SiteMinder is providing these market estimates to assist potential investors to understand the potential opportunity that exists in these markets. The actual market opportunity available to SiteMinder in each of these markets is subject to a number of factors beyond SiteMinder's control, including customer preferences, traveller sentiment, business and leisure travel preferences, domestic and international travel projections and economic factors. The data provided by each of Frost & Sullivan and Phocuswright is based on the assumption that rising COVID-19 vaccination rates will support the gradual unwinding of border closures and travel restrictions, supporting a full recovery in global travel by 2024. Investors should refer to Section 2.2.3 of this Prospectus for a discussion of the impact of COVID-19 on the global travel market. While SiteMinder has given due regard to the latest industry sources that are publicly available, investors should note that given the uncertainty in the travel industry created by the COVID-19 pandemic, including vaccine effectiveness, governmental and consumer responses to the pandemic and the possibility that new variants may emerge, there is significant unpredictability in future travel estimates and forecasting, and hence in industry forecasts. See Section 5 for more information on COVID-19 risks.

In addition, SiteMinder has not independently verified, and cannot give any assurances as to the accuracy and completeness of, the market and industry data contained in this Prospectus that has been extracted or derived from the Market Report or other third party or publicly available sources. Accordingly, the accuracy and completeness of such information are not guaranteed. There is no assurance that any of the industry or market forecasts, including market estimates, that are referred to in this Prospectus will be achieved. In addition, none of the SiteMinder Group nor the Joint Lead Managers can assure you as to the accuracy or the reliability of the underlying assumptions used to estimate such industry data and third party market data, including the assumptions made by third parties. Industry forecasts and estimates involve risks and uncertainties and are subject to change based on various factors, including in data collection and the possibility that relevant data has been omitted. As a result, this data is not necessarily reflective of actual market conditions. No representation or warranty, express or implied, is made by the SiteMinder Group as to the currency, accuracy, reliability, completeness or fairness of the information, opinions and conclusions contained in this Prospectus.

Obtaining a copy of this Prospectus

This Prospectus is available in electronic form to Australian and New Zealand residents on the Company's offer website, *www.siteminder.automic.com.au*. The Offer constituted by this Prospectus in electronic form is available only to Australian and New Zealand residents accessing the website within Australia or New Zealand (as applicable) and is not available to persons in any other jurisdictions, including the United States.

A hard copy of the Prospectus is available free of charge during the Offer Period to any person in Australia or New Zealand by calling the SiteMinder Offer Information Line on 1300 951 672 (toll free within Australia) or +61 2 9068 1923 (outside Australia) between 9:00am and 5:00pm (Sydney time), Monday to Friday.

Applications for Shares may only be made on the Application Form attached to, or accompanying, this Prospectus in its hard copy form, or in its soft copy form available online at *www.siteminder.automic.com.au*, together with an electronic copy of this Prospectus. By making an Application, you declare that you were given access to the Prospectus, together with an Application Form.

The Corporations Act prohibits any person from passing the Application Form on to another person unless it is attached to, or accompanied by, this Prospectus in its paper copy form or the complete and unaltered electronic version of this Prospectus.

No cooling off rights

Cooling off rights do not apply to an investment in Shares pursuant to the Offer. This means that, in most circumstances, you cannot withdraw your Application once it has been accepted.

No offering where illegal

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Shares or the Offer, or to otherwise permit a public offering of the Shares in any jurisdiction outside Australia and New Zealand. The distribution of this Prospectus (including in electronic form) outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus outside Australia and New Zealand should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Prospectus does not constitute an offer to sell, or a solicitation of any offer to buy, securities in the United States. In particular, the Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act or the securities law of any state or other jurisdiction of the United States. The Offer is not being extended to any investor outside Australia and New Zealand, other than

Important Notices

to certain Institutional Investors as part of the Institutional Offer. This Prospectus may not be distributed to, or relied upon by, persons in the United States, unless accompanied by the U.S. Institutional Offering Memorandum, as part of the Institutional Offer. See Section 9.13 for more detail on selling restrictions that apply to the Offer and sale of Shares in jurisdictions outside Australia and New Zealand.

Important notice to New Zealand investors

New Zealand Investors' Warning Statement

This Offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

This Offer and the content of this Prospectus are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act and the regulations made under that Act set out how the Offer must be made.

There are differences in how financial products are regulated under Australian law.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this Offer. If you need to make a complaint about this Offer, please contact the Financial Markets Authority, New Zealand (http://www.fma.govt.nz).

The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

Currency exchange risk

The Offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

Trading on financial product market

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

Privacy

By completing an Application Form, you are providing personal information to the Company and SaleCo through the Share Registry, which is contracted by the Company to manage Applications. The Company and SaleCo, and the Share Registry on their behalf, and their agents and service providers may collect, hold, disclose and use that personal information to process your Application, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration, and for other purposes related to your investment listed below.

If you do not provide the information requested in the Application Form, the Company, SaleCo and the Share Registry may not be able to process or accept your Application.

Once you become a Shareholder, the Corporations Act and Australian taxation legislation require information about you (including your name, address and details of the Shares you hold) to be included on the Share register. In accordance with the requirements of the Corporations Act, information on the Share register will be accessible by members of the public. The information must continue to be included on the Share register if you cease to be a Shareholder.

The Company and the Share Registry may disclose your personal information for purposes related to your investment to their agents and service providers including those listed below or as otherwise authorised under the *Privacy Act 1988* (Cth):

- The Share Registry for ongoing administration of the Share register;
- The Joint Lead Managers to assess your Application;
- Printers and other companies for the purposes of preparation and distribution of documents and for handling mail;
- Market research companies for analysing the Company's shareholder base; and
- Legal and accounting firms, auditors, management consultants and other advisers for administering, and advising on, the Shares and for associated actions.

The Company's agents and service providers may be located outside Australia where your personal information may not receive the same level of protection as that afforded under Australian law.

You may request access to your personal information held by or on behalf of the Company and SaleCo. You may be required to pay a reasonable charge to the Share Registry in order to access your personal information.

You can request access to your personal information or obtain further information about the Company's privacy practices by contacting the Share Registry as follows:

Telephone: (outside Australia) +61 2 9698 5414
(toll free within Australia) 1300 288 664

Address: Level 5, 126 Phillip Street, Sydney NSW 2000

The Company aims to ensure that the personal information it retains about you is accurate, complete and up-to-date. To assist with this, please contact the Company or the Share Registry if any of the details you have provided change.

Financial Services Guide

The provider of the Investigating Accountant's Report on the Historical Financial Information is required to provide Australian retail clients with a Financial Services Guide in relation to that review under the Corporations Act. The Investigating Accountant's Report and accompanying Financial Services Guide is provided in Section 8.

Intellectual Property

This Prospectus may contain trademarks of third parties, which are the property of their respective owners. Third party trademarks used in this Prospectus belong to the relevant owners and use is not intended to represent sponsorship, approval or association by or with us.

Company website

Any references to documents included on the Company's website are provided for convenience only, and none of the documents or other information on the Company's website, or any other website referred in this Prospectus, is incorporated in this Prospectus by reference.

Defined terms and abbreviations

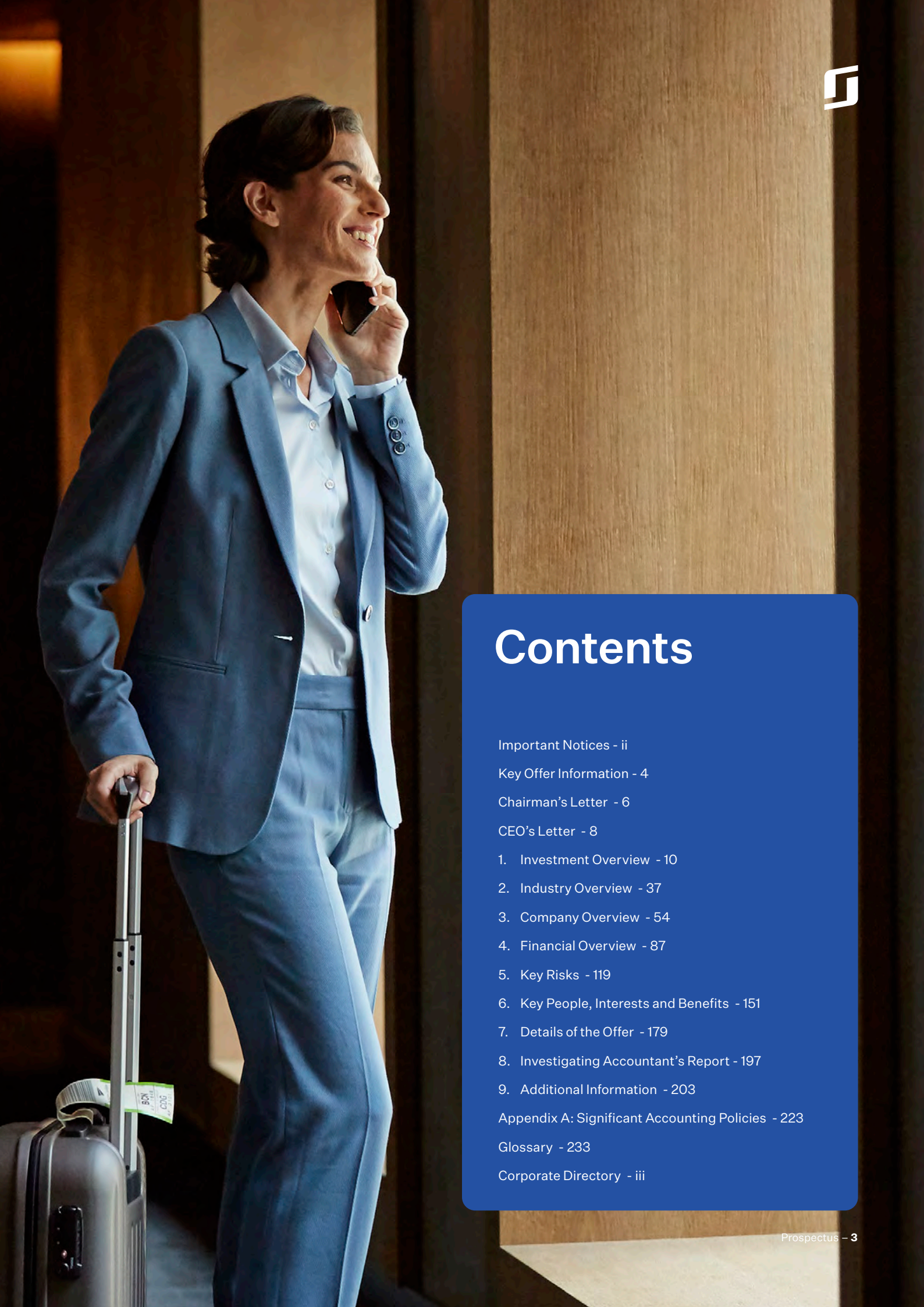
Defined terms and abbreviations used in this Prospectus, unless specified otherwise, have the meaning given in the glossary in Schedule 1. Unless otherwise stated or implied, references to times in this Prospectus are to (Sydney time).

Unless otherwise stated or implied, references to dates or years are calendar year references.

Questions

If you have any questions in relation to the Offer, contact the SiteMinder Offer Information Line on 1300 951 672 (toll free within Australia) or +61 2 9068 1923 (outside Australia) between 9:00am and 5:00pm (Sydney time), Monday to Friday.

This document is important and should be read in its entirety.



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Key Offer Information

Important Dates	
Prospectus Date	Thursday, 21 October 2021
Opening date of the Broker Firm Offer and Priority Offer	Friday, 29 October 2021
Closing date of the Broker Firm Offer and Priority Offer	Wednesday, 3 November 2021
Expected commencement of trading on the ASX on a conditional and deferred settlement basis	Monday, 8 November 2021
Settlement of the Offer	Tuesday, 9 November 2021
Issue of Shares under the Offer (Completion of the Offer)	Wednesday, 10 November 2021
Shares expected to begin trading on the ASX on a normal settlement basis	Wednesday, 10 November 2021
Expected despatch of holding statements	Thursday, 11 November 2021

Dates May Change

This timetable is indicative only and may change without notice. Unless otherwise indicated, all times are stated in Sydney, Australia time. The Joint Lead Managers and the Company reserve the right to vary any and all of the above dates and times without notice (including, subject to the ASX Listing Rules and the Corporations Act, to close the Offer early, to extend the closing date, or to accept late applications or bids, either generally or in particular cases, or to cancel or withdraw the Offer, in each case without notifying any recipient of this Prospectus or applicants). Offers may be made and may be open for acceptances, under this Prospectus either generally or in particular cases, including until Completion or, subject to the Corporations Act, thereafter, at the discretion of the Directors.

If the Offer is cancelled or withdrawn before the allotment or transfer of Shares, then all application monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their applications as soon as possible after the Offer opens.

How to Invest

Applications for Shares can only be made by completing and lodging the Application Form (other than as expressly provided in this Prospectus). Instructions on how to apply for Shares are set out in Section 7 and on the back of the Application Form.

Questions

If you have any questions in relation to the Offer, contact the SiteMinder Offer Information Line on 1300 951 672 (toll fee within Australia) or +61 2 9068 1923 (outside Australia) between 9:00am and 5:00pm (Sydney time), Monday to Friday. If you are unclear in relation to any matter, or you are uncertain as to whether Shares of the Company are a suitable investment for you, you should seek professional guidance from your solicitor, stockbroker, accountant or other independent and qualified professional adviser before deciding whether to invest.

Key Offer Statistics[1]	
Offer Price	$5.06 per Share
Total number of Shares to be issued under the Offer	123.9 million
Total proceeds of the Offer	$627 million
— Proceeds of the Offer paid to Selling Shareholders; and	$537 million
— Proceeds of the Offer raised by the issue of new Shares in the Company	$90 million
Total number of Shares on issue on Completion of the Offer[2]	269 million
Number of Shares to be held by Existing Shareholders on Completion of the Offer[3]	145 million
Market capitalisation at the Offer Price[4]	$1,363 million
Pro forma net cash (as of 30 June 2021)[5]	$107 million
Enterprise value at the Offer Price[6]	$1,256 million
Enterprise value/FY21 revenue[7]	12.5x

Notes:

1. Dollar amounts presented in the Key Offer statistics table are in Australian dollars.
2. This is on an undiluted basis. See Sections 6 and 7 for details of the Legacy Options, Options and Performance Rights on issue as at Completion.
3. Excluding any Shares acquired under the Offer. This reflects the Capital Restructure described in Section 9.4.
4. Market capitalisation at the Offer Price is defined as the Offer Price multiplied by the total number of Shares on issue at Completion of the Offer.
5. Pro forma net cash is equivalent to cash and cash equivalents less total borrowings and finance lease liabilities (as of 30 June 2021), calculated on a pro forma basis immediately after Completion of the Offer.
6. The enterprise value at the Offer Price is defined as market capitalisation at the Offer Price (on an undiluted basis), less pro forma net cash of $106.7 million as of 30 June 2021.
7. The enterprise value/FY21 revenue multiple is calculated as enterprise value at the Offer Price divided by FY21 revenue of $100.8 million.

Chairman's Letter

Dear Investor,

On behalf of our Board of Directors, it is my pleasure to offer you the opportunity to become a shareholder in SiteMinder Limited ('**SiteMinder**').

We are the world's leading open hotel commerce platform, founded in 2006 to solve the key pain points for hotels and accommodation providers. Our platform provides a comprehensive range of products and solutions to help hotels and accommodation providers manage and streamline the distribution of their rooms across a wide selection of direct and indirect channels, take bookings from guests and communicate with guests. In essence, our online platform helps independent small and medium business ('**SMB**') properties and hotel groups to sell, market, manage and grow their business from one place. Our platform has the largest open ecosystem in the hotel commerce industry, which allows us to provide unique connectivity within a space that is highly fragmented. This platform connects our customers to over 425 hotel software systems, over 425 distribution channels, over 100 hotel software applications and over 400 industry expert advisers and consultants.

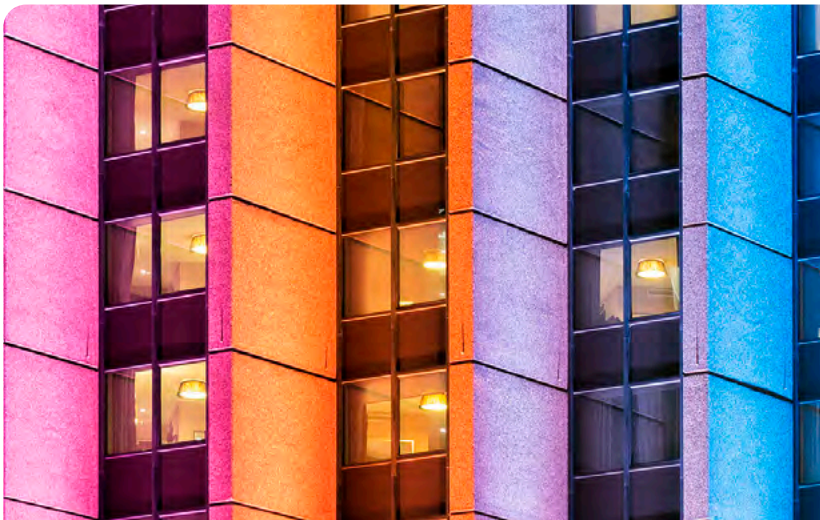
Over our 15 years of growth, we have expanded beyond our channel management and guest acquisition origins to become a platform with a comprehensive suite of products that serves over 32,000 properties globally. We have customers in more than 150 countries, with seven office locations, products offered in eight languages and 24/7 customer support.

Our team is headed by our Chief Executive Officer and Managing Director, Sankar Narayan, and a very experienced and capable management team with a strong track record of successfully leading and growing high-performance organisations. Among the team are our two co-founders, Mike Ford and Mike Rogers, whose continued involvement in the development and growth of our Company I welcome. Mike Ford will remain as a Non-Executive Director and also provide advisory services to Sankar and the management team. Mike Rogers will remain as the Chief Technology Officer.

To both Mikes, thank you for your vision, leadership and guidance in building a world-class Company. I believe our management team will continue to emulate your successes and deliver shareholders a leading technology-focused investment with significant growth prospects.

The success of our Company to date has, in part, also been driven by the tremendous knowledge and experience of our Board, and to this end I am delighted to be a new member of the Board. At listing, we will have two Independent Non-Executive Directors on a Board with six members in total. It is our intention to increase the number of Independent Directors and to continue to build out the Board's diversity as a listed company.

I am also proud of our ESG standards. Not only do we have a commitment to environmental sustainability, but we believe strongly in positive social impact and good governance. We demonstrate this through various initiatives designed to reduce our carbon footprint, create an open and flexible working environment, promote diversity and inclusion at every level and be active members of our community through volunteer work.



We are under no illusion about the impact that COVID-19 has had on the travel industry in which we operate. But the impact on us has not been as pronounced as the impact on the rest of the global travel sector, primarily due to our predominantly subscription based recurring revenue model, the strategic investments we've made in both our go-to-market sales functions and product offerings over the past year, and the overall resilience we have shown during a trying time. We believe this reflects how our technology has become more relevant and important than ever before.

Our success has been validated by our highly supportive shareholder base, which already includes well reputed institutions and investment firms, both new and long-standing. We offer you this exciting opportunity to invest alongside our strong shareholder base.

The purpose of this Offer is to improve our financial flexibility to support our growth strategies, broaden our shareholder base, allow certain of our existing shareholders to realise all or part of their investment and to provide us with the benefits associated with being a leading Australian Securities Exchange ('**ASX**') listed entity.

This Prospectus contains detailed information about the Offer and about our Company, our historical financial results, and the material risks associated with an investment in our Company. Before applying for shares, any prospective investor should be satisfied that they have a sufficient understanding of the risks involved in making an investment in our Company, which are contained in Section 5 of this Prospectus. Potential risks include the ongoing impacts of the COVID-19 pandemic, our history of losses over the period since our founding, failure to retain existing customers and to achieve new customer growth, declines or disruptions to the travel and accommodation sectors and the risk of non-compliance with applicable laws and regulations. These risks should be considered in conjunction with the rest of this Prospectus, which should be read in its entirety before making any investment decision.

On behalf of my fellow Directors, I look forward to welcoming you as a Shareholder of SiteMinder.

Yours sincerely,



Pat O'Sullivan
Non-Executive Chairman
SiteMinder Limited





CEO's Letter

Dear potential SiteMinder Shareholders,

The space afforded to me cannot quite capture the excitement and pride that I feel as I write this. However, I am comforted that, over the coming weeks, I will have the opportunity to share more and hopefully meet many of you personally, if I haven't had that chance already.

Three years ago, I made the decision to join a Company that represents, to me, everything that I believe we all seek and want to be a part of. Leadership. Talent. Tremendous opportunity. And, above all, heart and unrelenting hustle.

That Company is what brings us together today, and it is a privilege that I can now invite you to be a part of our story, just as SiteMinder so warmly welcomed me back then.

Our mission here at SiteMinder is to open up every accommodation provider's access to online commerce. Hotels and all other accommodation providers play a critical role in our societies and have arguably demonstrated that more in the last 18 months than ever, by joining the front lines to keep our nations safe and reimagining how we can use their spaces. The hotel industry has shown a resilience that both inspires us and tells us that the world needs accommodation providers. It also tells us that accommodation providers will need to increasingly rely on online commerce to achieve success.

Today, there are over one million hotels globally, of which over 85% are small and large independent properties, with a significant portion able to benefit from improved online connectivity.[1] We believe there are a significant number of independent hotels that still use manual solutions such as pen and paper or spreadsheets to update their inventory, rates and availability.[2] Like each of us, they just want to find success as a business, but are hampered by an industry that's taught them that managing their businesses with pen and paper, or outdated and siloed technology, is sufficient. Meanwhile, customer needs are growing at an unforgiving rate. In fact, our research has found that consumers will not accept lower standards in their hotel accommodation, despite the challenges faced by the hotel industry over the past 18 months.[3] On the contrary, their expectations are higher than ever before.

We serve to provide accommodation providers a better alternative to their outdated systems, so they can work smarter in order to meet the higher standards consumers now expect of them and no longer have to make all of the compromises that result in missed business opportunities. Our platform helps accommodation providers to sell, market, manage and grow their business from one place.

It is for this reason that our team has remained laser focused. At the start of the pandemic, we knew we had two choices: one was to succumb to the unpredictable threat that was COVID-19, and the other was to seize the moment. Your reading of this will tell you which path we chose. In fact, the past 18 months have seen us achieve extraordinary milestones, from the enhancements to our go-to-market sales approach for all segments of the hotel industry, the strong growth in adoption of our transaction-based products, the launch of a specially-designed product for the world's hotel groups and chains in May 2021 (our Multi-Property product) as well as the Little Hotelier digital customer acquisition in April 2021, and the introduction of the SiteMinder Partner Program in November 2020 which has widened our total ecosystem to more than 1,350 partners and growing.

Not only has our relevance to accommodation providers seen us weather the greatest disruption to hit travel in our lifetimes – but we are now seeing accommodation providers looking to us more than ever to help them find new ways to be successful. And we will be there. We invite you to do the same.

I have been asked incessantly over the last 18 months whether the vision and strategy of our business has changed due to COVID-19 and my honest answer is: No, it hasn't. While we have had to take a different, perhaps longer route, our destination remains unchanged and we have more conviction than ever before about our future. We will pursue the opportunity with an even greater drive and hunger than we have shown in the last 15 years.

To the people, customers, partners, Directors and other stakeholders of SiteMinder, it is only with your dedication, support and winning spirit that we find ourselves in this most fortunate position today. Thank you for your trust.

1. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.
2. See Section 2.4.1 for sources and more information.
3. SiteMinder, 'The 'dynamic traveller' represents a new era of hotel guest – SiteMinder report' published on 28 September 2021. https://www.siteminder.com/news/press-releases/dynamic-traveller-global-changing-traveller-report

To Mike Ford and Mike Rogers, the founders and original visionaries of SiteMinder, it has been my honour to take the torch and lead. Together, you have put hotel technology innovation on the global map and have pioneered a platform that has the capacity to reach millions of hotels. Thank you for entrusting me to carry on that legacy with you.

Thank you also to our great group of Shareholders who have supported me and the Company in our journey so far. To all our new Shareholders, just as our customers welcome us into their properties every day, so we welcome you.

Yours sincerely,



Sankar Narayan
CEO and Managing Director
SiteMinder Limited



Section One



Investment Overview

1.1. Introduction to SiteMinder and our Industry

Topic	Summary	For more information
Who is SiteMinder?	We are the world's leading open hotel commerce platform:[1] we empower hotels and accommodation providers to sell, market, manage and grow their business from one place. Our innovative online platform offers hotels and accommodation providers a comprehensive range of products and solutions to manage and streamline the distribution of their rooms across a wide selection of direct and indirect channels, take bookings from guests and communicate with guests. Our platform helps hotels get insights on their performance, connect to a wide range of tools to manage their business, and process payments. We give our customers the tools to grow reservations through direct customer acquisition as well as established global and regional travel channels, increase revenue-generating opportunities and eliminate costly manual processes. We are a global business with the largest footprint of our direct competitors. We serve over 32,000 properties of all sizes in over 150 countries, employ staff in over 20 countries across six global sales hubs and seven offices and remote working locations, and offer a multilingual platform in eight languages.[2] We facilitated over 238 million reservations from FY19 through FY21.	Section 3.1

1. We are the world's leading open hotel commerce platform based on size, distribution and connectivity. In addition, as voted by customers in the 2021 Hotel Tech Awards, we were also recognised as the number #1 channel manager. With A$46 billion in GMV (in 2019) and over 32,000 properties, we are the largest open hotel commerce platform. We are the leader in distribution, connecting hotels to more direct booking sources and online channels than any other competitor. Our breadth of PMS connectivity provides hotels with unrivalled access to new partnerships.
2. Platform served in eight languages (English, Spanish, French, German, Italian, Portuguese, Thai, Indonesian) with support in three additional languages (Vietnamese, Mandarin and Cantonese).

1. Investment Overview

Topic	Summary	For more information
What industry do we operate in?	We operate in the global hotel commerce software market, servicing the global hotel sector which has a large total addressable market of over 1 million[3] hotel properties globally. There was an estimated US$520 billion[4] in gross bookings in 2019 across the top 56 countries/regions.[5] Global hotel bookings were severely impacted by COVID-19 which dampened the travel sector and resulted in a decline in bookings to an estimated US$233 billion in 2020 across the same 56 countries/regions. Phocuswright expects gross hotel bookings to return to pre-COVID-19 levels by 2024.[6] See Section 2.3 for more information. The global hotel sector is highly fragmented and is served by a similarly fragmented range of online and offline distribution channels (such as traditional travel agents and online travel agents ('**OTAs**'). This includes global OTAs such as Booking.com, Expedia and AirBnB, regional or segment channels such as Traveloka, Mr and Mrs Smith and Hotel Tonight, as well as many other niche channels that serve specific interests, geographies and accommodation types. On the hotel side, many properties use a property management system ('**PMS**') to manage their on-site operations. Though there are some large corporate PMS providers that serve global chains, the PMS market is fragmented and regionally focused. The variety and complexity of regulatory and reporting requirements make it challenging to scale. We believe this fragmentation creates a market opportunity for a platform that caters to all aspects of a hotel's online commerce needs. While hotel commerce software and PMSs are currently used by most large hotels, we believe there is a significant number of small and medium businesses ('**SMB**') that still use manual solutions such as pen and paper or spreadsheets to manage their bookings. While the exact number of such properties is unknown due to the disparate and disconnected nature of these properties, our experience suggests a large portion of SMB properties still use manual solutions, which highlights a significant opportunity for increased adoption of technological solutions.	Section 2

3. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.
4. Sourced from Phocuswright database as at 30 June 2021. Based on top 56 countries/regions. See Section 2.3.1 for more information.
5. See footnote 1 in Section 2 for more information on the top 56 countries/regions.
6. Sourced from Phocuswright database as at 30 June 2021. Based on top 56 countries/regions. See Section 2.3.1 for more information.

Topic	Summary	For more information
What is our history?	Our Company was founded in 2006 by Mike Ford and Mike Rogers. They set out to create a solution for the key pain points faced by hotels and accommodation providers at the time, including the use of inefficient manual methods (like pen-and-paper, spreadsheets or legacy disconnected PMSs) to update and manage room inventories, rates and online availabilities, given the shift to and growth of online booking channels. Since then, we have expanded beyond our channel management and guest acquisition origins to become a platform with a comprehensive suite of products that covers the spectrum of digital commerce needs for hotels.	Section 3.2
What are our products?	Our platform is a collection of software applications or products. The integration capability at the core of the platform is a series of two-way API integrations between a hotel's property management, central reservation and revenue management systems and a range of direct and indirect distribution channels that are used by potential customers. Our platform provides a wide variety of integrated products which help hotels sell, market, manage and grow their business from one place. These include: • **Channel Manager:** manages and distributes rooms, rates and availability information to over 425 available distribution channels; • **Booking Engine:** provides functionality for guests to book stays directly on a hotel or accommodation provider's website; • **Little Hotelier:** an all-in-one solution which helps properties run vacation rental properties, bed and breakfasts or small hotels; • **Multi-Property:** provides centralised rate, promotion and distribution management for enterprise properties; • **GDS:** connects hotels and accommodation providers and other travel industry service providers with corporate travel agents; • **Demand Plus:** allows hotels or accommodation providers to generate incremental bookings by being searched for and delivered via metasearch channels (e.g. Google and trivago); • **Hotel Website Builder:** helps hotels and accommodation providers build their own websites; • **Hotel Payments:** an integrated digital payment solution for both direct bookings (i.e. through a property's booking engine) and indirect bookings (i.e. received through online travel agents and through the Channel Manager); and • **Business Intelligence and Insights:** provides near real time insights such as a hotel's booking performance and competitors' live rates across booking channels (including online travel agents) and pricing of like-for-like room types.	Section 3.3.1

1. Investment Overview

Topic	Summary	For more information
Who are our customers?	Our customers are hotels and accommodation providers including vacation rentals, lodges, motels, bed and breakfast properties, SMB properties and enterprise properties. The majority of our customers are small and medium businesses (SMB) that comprise approximately 75% of our subscription properties as at 30 June 2021 and generated approximately 71% of FY21 subscription revenue.	Section 3.3.2
Who are our competitors?	We compete in a highly fragmented global market against other hotel software providers and alternatives such as our potential customers' own staff performing functions manually without any digital solution. Some large hotel chains also have internal teams that are capable of developing in-house software. The hotel software and technology landscape is broad and varies from simple standalone applications performing specific functions to sophisticated or custom built technology for large hotel groups or enterprise properties. We categorise industry players into five archetypes: • **Enterprise Above Property Solutions:** such as Amadeus iHotelier and Sabre Hospitality; • **Open Platforms:** such as SiteMinder, D-Edge, Staah, RateGain[7] and RateTiger; • **Specialised Applications:** such as OTA Insight, Cendyn, Oaky and Open Key;[8] • **All-in-one Hotel Management Systems:** such as Little Hotelier, Cloudbeds, Eviivo and Guestline; and • **Property Management Systems (PMS):** such as Oracle Hospitality, Mews, Comanche and Protel.[9] We categorise ourselves as an open platform in the hotel technology landscape. Many hotel software providers are our partners, including PMSs and apps that connect to our platform, with whom we collaborate in providing an open and flexible solution to a hotelier's unique business needs.	Section 2.4.3
What are our target geographies?	We currently serve properties in over 150 countries in eight languages from six global sales hubs and seven office and remote working locations, representing the largest global footprint of our direct competitors. We operate out of seven offices in Sydney, Bangkok, Manila, London, Galway, Berlin and Dallas and employ over 800 direct employees and contractors across these offices and remote working locations.	Section 3.3.4.3

7. RateGain partially competes with Open Platforms in some segments and markets, but has other features more akin to Enterprise solutions (covering all travel bookings, not just hotels) or Specialised Applications (three segments are data as a service, distribution and marketing technology).
8. SiteMinder partners with companies in the Specialised Applications space.
9. SiteMinder partners with companies in the PMS space.

Topic	Summary	For more information
What is our business model?	We operate primarily on a subscription revenue business model, with additional revenues in the form of transaction revenue. We consider our revenue to be recurring because it predominantly comprises subscription revenue, which consists of periodic subscription fees paid by our customers to gain access to our platform and use our products, as well as transaction revenue, which consists of the fees paid by our subscriber customers in connection with each applicable transaction they conduct on our platform.[10] In FY21, we generated 83.3% of our pro forma total revenue from recurring subscription fees and 16.6% of our revenue through transaction fees from our subscriber properties. • **Subscription products:** Our customers pay a recurring subscription fee charged on a periodic basis in order to gain access to the suite of products offered on our platform. Our product offering is embedded in our customers' operations as it powers our customers' bookings process and provides the critical connectivity for sales distribution. This results in 'sticky' customers which, in our view, help provide resilient and recurring subscription revenue. • **Transaction products:** We generate transaction revenue from our subscribers for our transaction products on a percentage fee or fixed fee per transaction or completed reservation basis. These products include Hotel Payments, Demand Plus and GDS. Transaction products provide strategic value to us as they embed us in the exchange of funds process of our customers, further integrate us into the traveller booking experience and also provide an avenue to monetise the total bookings or gross market value (GMV) flowing through our systems, which is in excess of A$46 billion[11] per annum (based on 2019).	Section 3.3.5
What is our growth strategy?	We had a history of delivering organic growth prior to the onset of COVID-19, with statutory revenue growing at a CAGR of 31% between FY17 and FY19. Going forward, our growth strategy continues to focus on sustainable, primarily organic growth. Our key strengths which underpin the delivery of our growth are described in more detail in Section 1.2.	Section 3.5

10. Recurring Revenue is a non-IFRS measure. See Section 4.2.5 for additional information, including how we define Recurring Revenue and the limitations of the measure.
11. A$46 billion based on all platform transactions recorded through our Channel Manager, Little Hotelier and TBB Product platform during 2019, prior to the COVID-19 impacted period.

1. Investment Overview

Topic	Summary	For more information
What has been the impact of COVID-19 on our operations?	The global travel sector has been impacted significantly by COVID-19, experiencing more than a 50%[12] decline in industry revenue in FY21 (compared to FY20) due to extended periods of lockdowns, movement restrictions and border closures. As a direct result of COVID-19, we experienced significant declines in transaction revenue and elevated subscription suspensions as hotels closed or temporarily suspended operations. Our monthly churn increased from 1.0% in FY19 to 1.6% in FY21. As a result, we implemented a range of cost rationalisation initiatives in early April 2020 including the rationalisation of growth related and sales and marketing costs. The plan also included support for customers who were under financial distress, including modified billing plans, discounts, debt forgiveness and suspended subscriptions. We also launched a COVID-19 resource centre, bringing together resources, insights, live webinars and information to help our community navigate the changing environment. Despite this, we delivered a resilient performance in FY21 driven by our business model, the recurring nature of our revenue and the value we continued to provide our customers by introducing and upselling new products. On a constant currency basis,[13] our FY21 revenue only fell by 5.7% year-on-year ('**YoY**') and constant currency annualised recurring revenue ('**ARR**')[14] increased by 11.7% despite the impact of COVID-19. Our early actions allowed us to continue to invest and remain focused on our key strategic programs, resulting in the launch our Partner Program in November 2020 (see Section 3.3.6), Little Hotelier digital customer acquisition in April 2021 and Multi-Property in May 2021 (see Section 3.3.1). Additionally, we accelerated the upsell of new transaction products, more than doubling the percentage of customers using these products between 30 June 2019 to 30 June 2021. While the travel sector recovery is going to take time and is likely to occur at different rates across various regions, we have seen travel bookings for our property base reach pre-COVID-19 levels in some markets and believe that all our key markets will recover in time.	Sections 3.6 and 4.7.2

12. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.
13. Constant currency revenue has been calculated using like for like exchange rate assumptions across FY19 to FY21. These include: AUD/EUR=0.6100, AUD/GBP=0.5500, AUD/USD=0.7500 and AUD/NZD=1.0700. Refer to Section 4.2.5 for more information on the calculation of constant currency revenue growth, its purpose and potential limitations. Constant currency revenue growth is a non-IFRS measure.
14. Annualised Recurring Revenue, or ARR, is a non-IFRS measure. See Section 4.2.5 for additional information, including how we define ARR and the limitations of the measure.

1.2. Key strengths

Topic	Summary	For more information
Large, unpenetrated TAM of 1+ million hotels with significant potential for improved online connectivity	The global hotel commerce software market is a large total addressable market. In 2019, global gross hotel bookings was estimated to be US$520 billion.[15] Online share of global travel expenditure has also grown significantly, from 38% in 2015 to 52% in 2020.[16] The global hotel market encompasses over 1 million[17] properties globally. Of these 1+ million properties, SMB properties comprise the largest share, representing over 85%[18] of global properties. We believe a significant number of SMB properties still use manual solutions such as pen and paper or spreadsheets to manage their bookings, highlighting the significant opportunity available to further penetrate the sector.	Sections 2.3 and 2.4
World's largest open ecosystem of any hotel commerce platform, with 1,350+ partners	We are the world's leading open hotel commerce platform with the largest open ecosystem providing connectivity to over 1,350 partners. We service over 32,000 properties globally across over 150 countries in eight languages. Our platform integrates with over 425 different hotel software systems, over 425 distribution channels, over 100 hotel software applications and over 400 industry expert advisers via our platform. In addition to the direct ecosystem connections with our customers and partners, our integrated PMS partners connect to over 280,000 individual properties, a significant share of the 1+ million property total addressable market. This means that more hotels can easily integrate with us than with any other open hotel commerce platform. Our leading network connectivity represents a significant competitive advantage. Replication of this network would be costly and time consuming for competitors and new entrants, which strengthens our competitive advantage and value proposition.	Sections 3.1 and 3.3

15. Sourced from Phocuswright database as at 30 June 2021. Based on top 56 countries/regions. See Section 2.3.1 for more information.
16. Sourced from Phocuswright database as at 30 June 2021. Based on top 56 countries/regions. See Section 2.2.2 for more information.
17. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.
18. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.

1. Investment Overview

Topic	Summary	For more information
Pioneering, open, scalable, multilingual and trusted technology platform	Since 2006, our platform and infrastructure has been built on established and innovative software engineering principles to provide an open, stable and trusted platform. Our core technology platform includes both native apps for key business applications such as insights and integrated payments, as well as easy and robust integrations to our partners, designed to allow our customers the flexibility to select the 'best in breed' applications for their needs. For many years we have leveraged AWS cloud infrastructure, which enhances platform stability and uptime and reduces the risk of data loss relative to self-hosted infrastructure, due to their investments in continuous performance, dispersed platforms, and load balancing. Cloud infrastructure allows us to add capacity to our platform in an efficient and scalable way as we expand our product offering and grow our customer base.	Section 3.3.4.2
Global multi-channel go-to-market sales engine deployed in 20+ countries	We believe we are well positioned to access further opportunities in our addressable market and reach, acquire and retain customers efficiently through our global footprint and diversified multi-channel go-to-market sales engine. We believe our ability to cost-effectively market, acquire and serve SMB properties enables us to deliver strong SaaS metrics and positions us to scale efficiently in the SMB hotel and accommodation provider market. This effort is supported by our global presence of over 800 direct employees and contractors across over 20 countries, six global sales hubs and seven offices and remote working locations, serving properties in over 150 countries in eight languages. Our go-to-market team comprises three teams that work closely together: • **Global Marketing team:** focuses on creating targeted customer acquisition and marketing strategies which are differentiated for each customer segment; • **Global Sales team:** focuses on new customer acquisition and product upsell; and • **Global Customer team:** primary point of contact for new properties to set up and optimise out platform for their needs, and for existing customers seeking support.	Sections 3.3.4.3 and 3.3.6

Topic	Summary	For more information
Business resilience throughout COVID-19 underpinned by a predominantly subscription based revenue model	Our business model is underpinned by our predominantly subscription based revenue business model, with additional revenues in the form of transaction revenue. In FY21, we generated 83.3% of our pro forma total revenue from recurring subscription fees and 16.6% of our revenue through transaction fees from our subscriber properties. See Section 3.3.5 for why we consider our revenue to be recurring. Our revenue has been relatively stable in FY21, in the context of a more than 50%[19] decline in travel sector revenues globally in FY21 compared to FY20. On a constant currency basis,[20] FY21 revenue only fell by 5.7% compared to FY20 with constant currency ARR increasing by 11.7%, and we have managed to maintain low monthly subscription churn of 1.6% in FY21, despite the COVID-19 pandemic. Our resilient FY21 performance is a testament to the strength of the recurring nature of our revenue, our business model and the value we continued to provide our customers by introducing and upselling new products.	Sections 3.3.5 and 3.6
Strong SMB SaaS unit economics of >4x life time value/ customer acquisition cost ('LTV/CAC') (prior to adverse COVID-19 impacts)	We believe we have a successful GTM sales and marketing team with considerable experience in efficiently selling our products, which has enabled us to deliver a strong LTV/CAC ratio[21] of >4x (in FY19 prior to adverse COVID-19 impacts). As our business begins to reaccelerate, we anticipate that our LTV/CAC should continue to improve alongside a reduction in CAC due to: (1) benefits from economies of scale; (2) stabilisation of churn as travel reopens; (3) our exposure to the small and large SMB property segment; (4) our ability to efficiently onboard and re-activate properties that deactivated their subscriptions during FY20 and FY21 as a result of COVID-19; and (5) our continued investment in research and development and sales and marketing initiatives which we expect will improve our property acquisition efficiency.	Section 4.7.8

19. Based on travel sector performance over the 12 months to 30 June 2021 and includes Airbnb, Booking Holdings, Expedia Group, Trip.com Group, MakeMyTrip, Webjet Limited, eDreams, On the Beach Group, Despegar.com, lastminute.com, HolidayCheck Group, TripAdvisor, trivago, Amadeus, Sabre and TravelSky. Sourced from Bailador Technology Investments Limited's FY21 annual financial results presentation published on the ASX on 17 August 2021.
20. Constant currency revenue has been calculated using like for like exchange rate assumptions across FY19 to FY21. These include: AUD/EUR=0.6100, AUD/GBP=0.5500, AUD/USD=0.7500 and AUD/NZD=1.0700. Refer to Section 4.2.5 for more information on the calculation of constant currency revenue growth, its purpose and potential limitations. Constant currency revenue growth is a non-IFRS measure.
21. LTV/CAC is a non-IFRS measure. See Section 4.2.5 for additional information, including how we define LTV/CAC and the limitations of the measure.

1. Investment Overview

Topic	Summary	For more information
Multiple levers to resume pre-COVID-19 growth trajectory, targeting pre-COVID-19 organic revenue growth rates of over 30% CAGR from FY17 to FY19	We had a history of delivering organic growth prior to the onset of COVID-19, with statutory revenue growing at a CAGR of 31% between FY17 and FY19. Going forward, our growth strategy continues to focus on sustainable, organic growth, underpinned by multiple levers including: • **Property growth:** With a total addressable market of over 1 million hotel properties globally, we believe there is a significant opportunity for growth by expanding our current property base of approximately 32,000 properties. We aim to grow our property base by accelerating our expansions into existing and new segments and geographies, with distinct offerings for small SMB properties, large SMB properties and enterprise properties and go-to-market strategies tailored to the needs of the different markets we serve; • **Subscription upsell:** We are focused on growing our revenue per property by offering premium bundle plans which provide full platform functionality to properties, and offering broader solutions to the Enterprise segment (i.e. Multi-Property, IBE, guest management and loyalty programs); • **Transaction products:** We have invested in our transaction products which are expected to drive revenue growth. These products provide strategic value to us as they embed us within the exchange of funds process of our customers, further integrate us into the traveller booking experience and also provide an avenue to earn commission income on a portion of the GMV flowing through our systems, which is in excess of A$46 billion[22] per annum (based on 2019); and • **Potential M&A:** Given the significant opportunities available with our product suite and the geographies in which we operate, we continue to be focused on organic growth. However, we may undertake acquisitions in the future to improve our strategic position and expand our platform if the right opportunities arise.	Section 3.5

22. A$46 billion based on all platform transactions recorded through our Channel Manager, Little Hotelier and TBB Product platform during 2019, prior to the COVID-19 impacted period.

Topic	Summary	For more information
Highly experienced management team and Board with open, transparent culture and well reputed, supportive existing shareholders	• Our Chief Executive Officer and Managing Director, Sankar Narayan, joined SiteMinder in January 2019 and has extensive management and technology experience, including Chief Financial Officer and Chief Operating Officer roles at Xero, Virgin Australia, Fairfax Media and Foxtel for over 20 years. • Our Chief Financial Officer, Jonathan Kenny, joined SiteMinder in October 2018 and has extensive financial management experience. His previous roles include Chief Financial Officer of 3P Learning Limited (ASX: 3PL) and Bravura Solutions (ASX: BVS) and Chief Operating Officer of CoreLogic Australia. • In addition, we have a highly experienced team of leaders and innovators with deep experience across technology, SaaS, travel, sales, marketing, customer support, legal, finance and strategy. • Our co-founders, Mike Ford and Mike Rogers, have been involved in the development and growth of our Company since founding it in 2006 and will continue to play important roles. • Our management team drives our culture of strong employee engagement, collaboration, transparency and innovation. We are proud of our inclusive and diverse work environment. • We are also committed to environmental sustainability, positive social impact and good governance. In FY22 we will undertake a review and develop a strategy to reduce and mitigate our emissions.	Sections 6, 3.7.2 and 3.7.3

1. Investment Overview

1.3. Key risks

Topic	Summary	For more information
Impact of COVID-19	Substantially all of SiteMinder's revenue is derived from businesses and customers in the worldwide travel and tourism industry. The COVID-19 pandemic has had, and is continuing to have, a significant impact on SiteMinder's business and the global travel industry. For example: • The various restrictions implemented by governments around the world in an attempt to limit the spread of the virus, including border closures, travel restrictions, lockdown measures and quarantine rules, have caused a significant reduction in overall travel booking activity, and have had and may continue to have a material adverse impact on SiteMinder's business; • Increased unemployment resulting from the COVID-19 pandemic is likely to have a negative impact on consumer discretionary spending, including for the travel and tourism industries; and • As customers have been and continue to be under cost pressure, there may be increased competition from low-cost, basic service products (with, for example, limited connections or functionality) to match depressed market conditions, rather than full-featured solutions designed to help grow customer revenue. This may require SiteMinder to decrease its fees, develop similar products, bundle together its existing products or take other actions to adapt to low-cost competition, which may have an adverse impact on SiteMinder's revenue and profit margins. There is also substantial uncertainty regarding the rate at which travel-related bookings will return to pre-COVID-19 levels following the lifting of lockdowns and travel restrictions (particularly in relation to cross-border travel). COVID-19 may continue to have a material impact on consumer expenditure and behaviour (including attitudes to travel) in the future even once travel restrictions are lifted and the lockdowns end, which could have a material adverse impact on SiteMinder's business, financial performance, growth prospects and financial condition.	Section 5.2
Loss-making operations to date	Since SiteMinder was launched in 2006. SiteMinder has accumulated losses up to 30 June 2021 of approximately $452.8 million. Total accumulated losses up to 30 June 2021 are approximately $92.3 million of operating losses and accumulated losses of $360.5 million which represents the fair value movement on embedded derivatives associated with our legacy capital structure which are adjusted on a pro forma basis (refer to Section 4.3.4 for more details). Accordingly, there is a risk that SiteMinder may continue to experience losses in the future.	Section 5.2

Topic	Summary	For more information
Failure to retain existing customers and attract new customers	SiteMinder's business and growth prospects depend on its ability to retain existing customers, attract further business from existing customers and attract new customers, which will depend on many factors including those outside its control. SiteMinder offers its subscription products and services to customers on month-to-month or one-to-three-year contracts, and some customer agreements provide a right for either party to terminate for convenience on 30 days' notice during the relevant auto renewal period. If customers terminate their contracts with SiteMinder, or reduce their usage of SiteMinder products, SiteMinder's revenue, including revenue that SiteMinder characterises as Recurring Revenue, could decrease and it could have a material adverse impact on SiteMinder's financial performance, growth prospects and financial condition.	Section 5.2
Decline or disruption in the travel industry	SiteMinder's operating and financial performance is dependent on the health of the travel industry generally, including, but not limited to, tourism-related and business travel. As outlined above, the outbreak of COVID-19 and the impact of containment measures has resulted in a significant reduction in overall travel booking activity and has had and may continue to have a material adverse impact on SiteMinder's business. Other events beyond SiteMinder's control can disrupt the domestic and international travel industry, such as unusual or extreme weather or natural disasters, such as earthquakes, hurricanes, fires, tsunamis, floods, severe weather, droughts and volcanic eruptions, and travel-related health concerns including pandemics and epidemics, restrictions related to travel, trade or immigration policies, wars, terrorist attacks, sources of political uncertainty, foreign policy changes, regional hostilities, imposition of taxes or surcharges by regulatory authorities, changes in regulations, policies, or conditions or travel-related accidents. Any of these events may lead to a decline or a deterioration in the health of the travel industry generally, or in key markets, which may have a material adverse effect on SiteMinder's business, financial performance, growth prospects and financial condition.	Section 5.2

1. Investment Overview

Topic	Summary	For more information
Performance of technology systems	SiteMinder is a SaaS business that relies on the constant real-time performance, effectiveness, reliability and availability of its technology systems and global communications systems (including cloud infrastructure and the internet) to deliver products and services to its customers and grow its business. There is a risk that these systems fail to perform as expected or are adversely impacted by a number of factors, many of which may be outside of SiteMinder's control. Any event that adversely impacts SiteMinder's technology systems, potential problems and interruptions associated with implementing technology initiatives, failure to successfully partner with third party service providers, such as cloud platform providers, or poor performance of the technology generally, may adversely impact SiteMinder's operations as well as its financial performance, growth prospects and reputation, particularly if technology disruptions continue for a long period of time.	Section 5.2
Data security and privacy	SiteMinder collects a wide range of data, including personal information, financial information, service usage data, and other confidential information, from its customers, its customers' employees and its customers' guests in the ordinary course of its business, and stores, processes and transmits that data electronically. SiteMinder's products also integrate with and are reliant on third-party suppliers and partners who also collect information about SiteMinder's employees, customers, and customers' employees and guests. Any data security breaches or incidents, or SiteMinder's or any of SiteMinder's third party providers' failure to protect confidential information or personal information, could cause significant disruption to SiteMinder's business and have a material adverse impact on SiteMinder's operations, financial performance, growth prospects and financial condition. SiteMinder has customers in over 150 countries around the world, and guests of SiteMinder's customers could be located in any country around the world. As such, the Company is subject to privacy laws and regulations in a large number of jurisdictions. It is not commercially or economically feasible to make investigations into the privacy laws of each possible jurisdiction and therefore SiteMinder has adopted the approach of basing its privacy practices on the requirements of the European General Data Protection Regulation (**GDPR**). This approach exposes SiteMinder to the risk of regulatory compliance and litigation, as well as substantial financial penalties for non-compliance with the other privacy regimes that it may be subject to.	Section 5.2

Topic	Summary	For more information
Cybersecurity	SiteMinder's success depends, in large part, on providing secure services and systems to its customers and end consumers, and on its ability to avoid, detect and remediate cyberattacks, software and hardware anomalies and fraudulent manipulation of its products and services. The risk of a security breach, system disruption, ransomware attack or similar cyberattack or intrusion, including by computer hackers, cyber terrorists or foreign governments, is persistent and substantial, and the volume, intensity and sophistication of such attempted attacks, intrusions and threats from around the world increase daily. Any of these incidents may result in a significant disruption to SiteMinder's systems and operations, loss of confidential or proprietary information or intellectual property, a loss of confidence in SiteMinder and its platform or other reputational damage, loss of customers, significant legal and financial exposure, potential breaches of applicable laws and regulatory scrutiny or actions.	Section 5.2
Reliance on inputs from third parties	SiteMinder's platform relies on key inputs from third parties to operate. These third parties provide a broad range of products and services to SiteMinder and its customers such as cloud storage services, payment services, online travel agencies, property management systems and hotel distribution and booking channels. As a result, SiteMinder's business and ability to grow rely on these products and services being delivered in a timely and effective manner for a commercially reasonable cost. As a consequence, SiteMinder is exposed to risk relating to the availability, reliability, cost and performance of these services and products.	Section 5.2
Failure to implement growth strategies	SiteMinder has developed a number of growth strategies and drivers for the business, which are set out in Sections 1.2 and 3.5 and include increasing customer numbers through targeted segment offerings, innovative products and improvements in sales and marketing, increasing sales and revenue from transaction products and potentially expanding through M&A activity. There is no guarantee that all or any of SiteMinder's growth strategies will be successfully implemented, deliver the expected returns or ultimately be profitable. There is also a risk that the growth strategies are subjected to unexpected delays, interruptions, and additional costs.	Section 5.2

1. Investment Overview

Topic	Summary	For more information
Other risks	Section 5 sets out a number of other risks that relate to an investment in SiteMinder as well as generally to an investment in Shares including risks relating to the following: • Compliance with laws and regulations; • Reliance on third-party cybersecurity; • New technologies; • Competition; • Intellectual property; • Marketing risks; • Taxation risks; • Brand and reputational risks; • Integration with third-party systems and platforms; • Insurance • Activities of fraudulent parties; • Global Operations; • Risk of litigation, claims and disputes; • Personnel; • M&A; and • Banking and payment-processing performance.	Section 5.2

1.4. Key financials

Topic	Summary	For more information
What will our capital structure be on Completion?	On Completion, based on the Offer Price, we expect to have approximately 269.4 million Shares and 3.3 million Performance Rights and 7.7 million Options on issue. There will be no classes of shares on issue other than fully paid ordinary shares.	Section 4.5
How do we expect to fund our operations?	We expect our primary sources of funds to be cash flow generated from existing operations, cash raised from the Offer and our existing cash on hand. We expect to have sufficient cash and working capital, based on the current circumstances, to meet our current operational and organic growth objectives. We will be in a net cash position upon completion of the Offer, with access to our US$20 million Banking Facility with Silicon Valley Bank which we will be able to draw down to meet future business requirements or to wholly or partially fund future acquisitions as and when required.	Section 4.5.4

Topic	Summary	For more information
What is our statutory and proforma historical financial performance?		Section 4.3

$m	Statutory Historical Results			Pro Forma Historical Results		
	FY19	FY20	FY21	FY19	FY20	FY21
Revenue[23]	96.9	112.2	100.8	96.9	112.2	100.8
EBITDA	3.8	(8.4)	(10.2)	4.1	(10.7)	(12.5)
EBIT	(0.5)	(19.7)	(24.3)	(2.3)	(22.0)	(26.6)
Net Loss After Tax	(147.1)	(4.9)	(121.8)	(3.0)	(23.3)	(27.8)

The difference between statutory and pro forma Net Loss After Tax is largely due to the removal of the non-cash embedded derivative profit and loss impact that has been recognised on a statutory basis associated with the Convertible Preference Shares that are to be converted to Shares immediately prior to the Completion of the Offer. See Section 4.3.4 for more information, including detail on the other pro forma adjustments.

The information presented above contains non-International Financial Reporting Standards ('**IFRS**') financial measures, is intended as a summary only and should be read in conjunction with the more detailed discussion on the Historical Financial Information disclosed in Section 4.7 as well as the risk factors set out in Section 5.

Investors should read Sections 4.3, 4.4 and 4.5 for full details of our pro forma and statutory results, including associated pro forma adjustments.

23. Constant currency revenue was $96.1 million in FY19, $107.1 million in FY20 and $101.0 million in FY21 and has been calculated using like for like exchange rate assumptions across FY19 to FY21. These include: AUD/EUR=0.6100, AUD/GBP=0.5500, AUD/USD=0.7500 and AUD/NZD=1.0700. See Section 4.2.5 for our definition of constant currency revenue.

1. Investment Overview

<table>
<tr><th>Topic</th><th>Summary</th><th>For more information</th></tr>
<tr><td>What is our statutory and pro forma historical statement of financial position?</td><td>Below is a summary of our statement of financial position as at 30 June 2021, shown on both a statutory basis, and pro forma for the Pre-IPO Capital Raise, Capital Restructure and the impact of the Offer. See Section 4.5.1 for the detailed statement of financial position and associated commentary relating to the pro forma adjustments.

<table>
<tr><th>$m</th><th>Statutory (30 June 2021)</th><th>Pro forma (30 June 2021)</th></tr>
<tr><td>Cash and cash equivalents</td><td>31.0</td><td>121.0</td></tr>
<tr><td>Intangibles</td><td>30.0</td><td>30.0</td></tr>
<tr><td>Other assets</td><td>23.2</td><td>23.2</td></tr>
<tr><td>Total assets</td><td>84.2</td><td>174.2</td></tr>
<tr><td>Borrowings</td><td>65.9</td><td>–</td></tr>
<tr><td>Derivative financial instruments</td><td>339.9</td><td>–</td></tr>
<tr><td>Other liabilities</td><td>53.5</td><td>42.9</td></tr>
<tr><td>Total liabilities</td><td>459.3</td><td>42.9</td></tr>
<tr><td>Net liabilities/equity</td><td>(375.1)</td><td>131.3</td></tr>
</table>

The difference between our statutory and pro forma statement of financial position is largely due to the Capital Restructure being undertaken in conjunction with the Offer, which results in the Convertible Preference Shares being converted into Shares prior to the Completion of the Offer. See Section 4.5.1 for more information, including detail on the other pro forma adjustments.</td><td>Section 4.5.1</td></tr>
<tr><td>What is our dividend policy?</td><td>The payment of dividends by the Company, if any, subject to any contractual, legal or regulatory restrictions, is at the complete discretion of the Directors, and the Directors do not provide any assurance of the future level of dividends paid by the Company. The ability to pay dividends will depend on a number of factors, many of which are beyond the control of the Company. In determining whether to declare future dividends, the Directors will have regard to SiteMinder's earnings, cash flows after development costs, overall financial condition and capital requirements, taxation considerations (including the level of franking credits available), the general business environment, and any other factors that the Directors may consider to be relevant. No dividend is expected to be paid for the period from the date of Completion to 30 June 2022. Shares issued as a result of this Prospectus will rank equally with all other Shares for dividend entitlements.</td><td>Section 4.8</td></tr>
</table>

1.5. Directors and Senior Management

Topic	Summary	For more information
Who are the Directors of the Company?	• Pat O'Sullivan, Independent, Non-Executive Chairman • Sankar Narayan, Chief Executive Officer and Managing Director • Mike Ford, Co-Founder and Non-Executive Director • Jenny Macdonald, Independent, Non-Executive Director • Les Szekely, Non-Executive Director • Paul Wilson, Non-Executive Director	Section 6.1
Who are the members of the Company's senior management?	• Sankar Narayan, Chief Executive Officer and Managing Director • Jonathan Kenny, Chief Financial Officer • David Barnes, Chief Customer Officer • Jonathan Bedford, Chief Sales Officer • Matt Hyne, Chief Development Officer • Inga Latham, Chief Product Officer • Alex Macoun, Chief of Strategic Operations • Dionne Woo, Chief People Officer • Mark Renshaw, Chief Marketing Officer • Mike Rogers, Co-Founder and Chief Technology Officer • Dai Williams, Chief Growth Officer	Section 6.2

1. Investment Overview

1.6. Significant interests of key people and related party transactions

Topic	Summary	For more information
Who are the Existing Shareholders and what will be their interest at Completion?	See table below	Section 7.2

Shareholder(s)	Shareholders at the Prospectus Date (undiluted)[24,25]		Shares held at Completion (undiluted)[26]		Shares held at Completion (fully diluted)[27]	
(units)	(million)	(%)	(million)	(%)	(million)	(%)
TCV[28]	56.3	22.4%	–	–	–	–
Bellite Pty Ltd[29]	34.0	13.5%	15.3	5.7%	15.3	5.5%
Michael Ford	27.7	11.0%	12.5	4.6%	12.5	4.5%
Bailador Technology Investments[30]	19.7	7.8%	16.7	6.2%	16.7	6.0%
BlackRock	17.2	6.8%	17.2	6.4%	17.2	6.1%
AustralianSuper	16.3	6.5%	16.3	6.1%	16.3	5.8%
Ellerston Capital	14.2	5.6%	14.2	5.3%	14.2	5.1%
Michael Rogers	5.1	2.0%	2.3	0.9%	2.5	0.9%
Other existing investors	61.1	24.3%	51.0	18.9%	61.7	22.0%
Total existing investors	**251.6**	**100.0%**	**145.4**	**54.0%**	**156.4**	**55.8%**
New investors	–	–	123.9	46.0%	123.9	44.2%
Total investors	**251.6**	**100.0%**	**269.4**	**100.0%**	**280.3**	**100.0%**

24. As at the Prospectus Date, there are Series A Convertible Preference Shares, Series B Convertible Preference Shares, Series C Convertible Preference Shares, Series D Convertible Preference Shares and L Class Shares on issue. These classes of share will convert into Shares (on a one for one basis) immediately prior to settlement of the Offer, as part of the Capital Restructure (see Section 9.4). Accordingly, in this above table, shares in these classes have been treated as Shares.
25. Reflects a notional 40 for 1 share split because, as part of the Capital Restructure (see Section 9.4), this is the share split that will occur immediately following settlement of the Offer.
26. Shares held at Completion excludes any Shares acquired under the Offer by Existing Shareholders.
27. The fully diluted calculation assumes the New Options to be granted under the LTIP Option Grant (see Section 6.5.5) and Performance Rights granted under the LTIP Performance Rights Grant (see Section 6.5.6) have been made. Shares held at Completion excludes any Shares acquired under the Offer by Existing Shareholders.
28. Includes TCV VII LP, TCV VII (A) LP and TCV Member Fund LP.
29. Bellite Pty Ltd is an entity controlled by Les Szekely.
30. Paul Wilson is a co-founder and Managing Partner of Bailador Technology Investments Limited.

Topic	Summary	For more information
What significant benefits are payable to Directors and other persons connected with the Company or the Offer and what significant interests do they hold?	The Directors' interests in Shares and other securities in the Company as at the Prospectus Date and as at Completion are set out in the table below: **Director** / **Interests held at the Prospectus Date**: L Class Shares, Options / **Interests held at Completion**[31]: Shares, Options, Performance Rights Pat O'Sullivan: – / – / – / – / – Sankar Narayan: 7,095,320 / 80,000 / 7,095,320 / 175,361 / 15,501 Michael Ford: 27,683,840 / 80,000 / 12,453,770 / 80,000 / – Jenny Macdonald: – / – / – / – / – Paul Wilson[32]: 19,691,480 / – / 16,711,400 / – / – Les Szekely[33]: 33,977,200 / – / 15,284,882 / – / – Sankar Narayan will receive executive remuneration as CEO and Managing Director. Assuming successful Completion of the Offer, Mr Narayan's total fixed annual remuneration will be $400,000 (exclusive of statutory superannuation contributions) per annum. For more information see Section 6.4. The Shares recorded in the above table under "Interests held at Completion" for Sankar Narayan, Michael Ford, Paul Wilson and Les Szekely will be subject to voluntary escrow arrangements as outlined in Section 9.8. Advisers and other service providers are entitled to fees for service, as described in Section 6.3.	Section 6.3.2.5
Will there be a controlling interest in the Company?	There will be no controlling interest in SiteMinder immediately following the Offer.	Section 7.3
Will any Shares be subject to restrictions on disposal following Completion?	Shares held at Completion by the Escrowed Shareholders (other than any Shares acquired by them under the Offer at the Offer Price) will be subject to disposal restrictions. These disposal restrictions will also extend to any Shares issued to an Escrowed Shareholder during the relevant restriction period on the exercise of any Options and Performance Rights that they hold at Completion. Subject to certain exceptions, the Escrowed Shareholders may not dispose of their Escrowed Shares while they are subject to voluntary escrow arrangements or other disposal restrictions.	Section 9.8

31. Assumes the New Options to be granted under the LTIP Option Grant (see Section 6.5.5) and Performance Rights granted under the LTIP Performance Rights Grant (see Section 6.5.6) have been made. Does not include any Shares that a Director may acquire under the Offer.
32. Represents shareholding for Bailador Technology Investments Limited of which Paul Wilson is co-founder and Managing Partner.
33. Represents shareholding for Bellite Pty Ltd, an entity controlled by Les Szekely.

1. Investment Overview

1.7. Overview of the Offer

<table>
<tr><th>Topic</th><th>Summary</th><th>For more information</th></tr>
<tr><td>Who are the issuers of this Prospectus?</td><td>SiteMinder Limited (ACN 121 931 744) and SiteMinder SaleCo Limited (ACN 653 993 732).</td><td>Important Notices</td></tr>
<tr><td>What is the Offer?</td><td>The Offer is an IPO of 123.9 million Shares at an Offer Price of $5.06 per Share. The Shares offered under this Prospectus will represent approximately 46% of Shares on issue at Completion. The Offer is expected to raise approximately $627 million.</td><td>Section 7.1</td></tr>
<tr><td>Are any other securities being offered under the Prospectus?</td><td>Options (Employee Option Offer) and Performance Rights (Employee Performance Rights Offer) will also be offered under this Prospectus to certain employees of the Company. The terms of these Options and Performance Rights, and details about each grant, as well as further details about applying for the Options and Performance Rights are contained in Sections 6.5.5, 6.5.6 and 7.14.</td><td>Sections 6.5.5, 6.5.6 and 7.14</td></tr>
<tr><td>What is the price payable for the Shares?</td><td>Successful Applicants under the Offer will pay the Offer Price, being $5.06 per Share.</td><td>Section 7.1</td></tr>
<tr><td>What is the proposed use of funds raised under the Offer?</td><td>The Offer proceeds of $627.0 million will be applied as follows:
<table><tr><th>Uses of funds</th><th>A$ million</th></tr><tr><td>Costs of the Offer borne by the Company[34]</td><td>10.2</td></tr><tr><td>Employee incentive close out</td><td>9.6</td></tr><tr><td>Sales and Marketing</td><td>29.6</td></tr><tr><td>Research and Development</td><td>25.4</td></tr><tr><td>General and Admin</td><td>15.1</td></tr><tr><td>Payments to Selling Shareholders</td><td>537.0</td></tr><tr><td>Total uses</td><td>627.0</td></tr></table></td><td>Section 7.1</td></tr>
</table>

34. The Selling Shareholders (via SaleCo) will pay the fees of the Joint Lead Managers on the sale of the Sale Shares.

Topic	Summary	For more information
How is the Offer structured?	The Offer comprises: • the **Retail Offer**, consisting of the: – **Broker Firm Offer,** which is open only to Australian resident investors who are not Institutional Investors and who have received an invitation from their Broker to participate; – **Priority Offer,** which is open to selected investors in Australia and New Zealand, and employees resident in Australia, who have received a Priority Offer Invitation; and • the **Institutional Offer,** which consists of an invitation to bid for Shares made to Institutional Investors in Australia and a number of other eligible jurisdictions Prospectus and in the United States under the U.S. Institutional Offering Memorandum.	Section 7.1
Will the Shares be quoted on the ASX?	The Company will apply to the ASX within seven days of the Prospectus Date for admission to the Official List of, and quotation of its Shares by, the ASX under the code 'SDR'. Completion is conditional on the ASX approving this application. If approval is not given within three months after such application is made (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received will be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act. The ASX takes no responsibility for the contents of this Prospectus or the investment to which it relates. The fact that the ASX may admit the Company to the Official List is not to be taken as an indication of the merits of the Company or the Shares offered for subscription.	Sections 7.5 and 7.15
Who are the Joint Lead Managers of the Offer?	UBS AG, Australia Branch is the Sole Global Co-ordinator of the Offer. UBS AG, Australia Branch, Barrenjoey Advisory Pty Limited and Goldman Sachs Australia Pty Ltd are the Joint Lead Managers to the Offer. Ord Minnett Limited is the Co-Lead Manager to the Offer. Crestone Wealth Management Limited, JBWere Limited and Commonwealth Securities Limited are the Co-Managers to the Offer.	Section 7.4

1. Investment Overview

Topic	Summary	For more information
What is the allocation policy?	The allocation of Shares between the Broker Firm Offer, the Institutional Offer and the Priority Offer will be determined by the Joint Lead Managers by agreement with the Company and SaleCo. For Broker Firm Offer Participants, the relevant Broker will decide as to how they allocate Shares among their retail clients. Allocations under the Priority Offer will be determined by the Company at its discretion. The allocation of Shares among Applicants in the Institutional Offer will be determined by the Joint Lead Managers, the Company and SaleCo.	Section 7.5
Is the Offer underwritten?	Yes. The Joint Lead Managers have fully underwritten the Offer. Details are provided in Sections 7.10 and 9.7.	Sections 7.10 and 9.7
Is there any brokerage, commission or stamp duty payable by Applicants?	No brokerage, commission or stamp duty is payable by Applicants on the acquisition of Shares under the Offer.	Section 7.5
What are the tax implications of investing in the Shares?	The tax consequences of any investment in Shares will depend upon an investor's particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to invest. Summaries of certain Australian tax consequences of participating in the Offer and investing in Shares are set out in Section 9.12.	Section 9.12
When will I receive confirmation that my Application has been successful?	It is expected that initial holding statements will be mailed to Successful Applicants by post on or about Thursday, 11 November 2021.	Section 7.5

Topic	Summary	For more information
What is the minimum and maximum Application size under the Broker Firm Offer and Priority Offer?	The minimum Application size under the Broker Firm Offer is $2,000 worth of Shares. Applications in excess of the minimum number of Shares must be for multiples of at least $500 worth of Shares. The minimum Application size under the Priority Offer is $2,000 worth of Shares (for the selected investors) and $2,000 worth of Shares (for employees resident in Australia). Applications in excess of the minimum number of Shares must be for multiples of at least $500 worth of shares. There is no maximum number or value of Shares that may be applied for under the Offer except that if you have received a personalised invitation to participate in the Priority Offer, you may apply for an amount up to and including the amount indicated on your invitation, and in respect of employees resident in Australia for whom the maximum application size under the Priority Offer is $10,000 of Shares.	Section 7.6 and 7.7
How can I apply?	**Broker Firm Offer Applicants** Broker Firm Offer Applicants may apply for Shares by completing the Application Form included in or accompanying this Prospectus and lodging it with the Broker who invited them to participate in the Offer. Note that you must be a client of a participating Broker to participate in the Broker Firm Offer. **Priority Offer Applicants** Applicants under the Priority Offer may apply for Shares by following the instructions on how to apply in the Priority Offer Invitation. **Institutional Offer Applicants** The Joint Lead Managers separately advised Institutional Investors of the Application procedure under the Institutional Offer. To the extent permitted by law, an Application received under the Offer is irrevocable. **Employee offers** Applicants under the Employee Option Offer and Employee Performance Rights Offer should follow the instructions in their personalised invitation. There is no general offer to the public.	Sections 7.6, 7.7, 7.8 and 7.14

1. Investment Overview

Topic	Summary	For more information
When can I sell my Shares on the ASX?	Trading is expected to commence on a conditional and deferred settlement basis on Monday, 8 November 2021. Those trades will only settle once trading has commenced on a normal settlement basis. Trading is expected to commence on a normal settlement basis on Wednesday, 10 November 2021. It is the responsibility of each Applicant to confirm their own holdings before trading on the ASX. Any Applicant who sells Shares before they receive an initial holding statement does so at their own risk	Sections 7.5 and 7.15
Can the Offer be withdrawn?	The Company reserves the right not to proceed with the Offer at any time before the issue or transfer of Shares to Successful Applicants or bidders under the Offer. If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded. No interest will be paid on any Application Monies refunded as a result of the Offer not proceeding.	Important Notices
Where can I find out more information about this Prospectus or the Offer?	If you have any questions in relation to the Offer, call the Company Offer Information Line on: • 1300 951 672 (toll free within Australia); or • +61 2 9068 1923 (outside Australia); between 9:00am and 5:00pm (Sydney time), Monday to Friday. All enquiries in relation to the Broker Firm Offer should be directed to your Broker. If you have any questions about whether to invest, you should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether to invest.	Important notices

Section Two



Industry Overview

2. Industry Overview

2.1. Introduction and Background

2.1.1. Introduction

We operate in the global hotel commerce software market. Our cloud platform is used by hotels and accommodation providers (such as hotels, lodges, bed and breakfasts, motels and vacation rental providers).

This section provides an overview of the global travel sector, global hotel and accommodation sector, and global hotel technology markets. The dimensions of our markets that in our view are relevant to understanding our business model and growth prospects are:

- There is a large market opportunity available to serve small medium business ('**SMB**') hotels and accommodation providers with hotel technology solutions;
- While hotel technology adoption has increased, we believe there is still significant scope to bring such technology solutions to our market;
- The industry landscape is fragmented in its use of hotel technology, with different segments of the market relying on disparate solutions;
- There are no dominant competitors in our target markets; and
- While COVID-19 has significantly impacted travel, we believe we are well positioned for recovery.

The global hotel sector is highly fragmented, and is served by a similarly fragmented range of online and offline distribution channels (such as traditional travel agents and online travel agents ('**OTAs**'). This includes global OTAs such as Booking.com, Expedia and AirBnB, regional or segment channels such as Traveloka, Mr and Mrs Smith and Hotel Tonight, as well as many other niche channels that serve specific interests, geographies and accommodation types. On the hotel side, many properties use a property management system ('**PMS**') to manage their on-site operations. Though there are some large corporate PMS providers that serve global chains, the PMS market is fragmented and regionally focused. The variety and complexity of regulatory and reporting requirements make it challenging to scale.

We believe this fragmentation creates a market opportunity for a platform that caters to all aspects of a hotel's online commerce needs, including:

- Selling its product online: Connecting hotels and accommodation providers to a range of distribution channels and managing room inventory and rates offered on each direct and indirect channel, regardless of which PMS the property uses, if any. This product is known as a channel manager, and was SiteMinder's original product offering;
- Creating its online presence and direct booking capability: The ability for a property to create a customised website and direct booking engine is critical for its brand and allows it to have more control over the customer relationship;
- Attracting and managing guests: Digital marketing and guest communications capabilities are areas of focus for growth as guest expectations are increasing and increasingly important for hotels to attract direct bookings;
- Understanding its business and the global travel market: Reporting and insight capabilities allow a property to see how its business is performing and prompts it to consider their next best action;
- Managing how it charges guests and overseeing cash flow: Integrated and automated payments remove manual work, reduce risk and provide a better guest experience;
- Regulation and compliance: Such as Payment Card Industry ('**PCI**'), General Data Protection Regulation ('**GDPR**'), payment authentication requirements i.e. Strong Customer Authentication ('**SCA**') within Europe and more; and
- Integrating with other technologies: Some platforms provide all in one or closed ecosystems, while others provide openness to a broad ecosystem to allow hotels to integrate with existing technology and connect to specialist applications.

Data in this prospectus, including market estimates and forecasts, is based on a report that we commissioned Frost & Sullivan to prepare about trends in the global travel market, and data that we have obtained from Phocuswright in relation to the estimated size of the global travel sector as at 30 June 2021. The data provided by each of Frost & Sullivan and Phocuswright is based on various assumptions. In particular, both Frost & Sullivan & Phocuswright base



their projections about the future on a number of assumptions, including traveller sentiment, business and leisure travel preferences, domestic and international travel projections, economic factors and the assumption that rising COVID-19 vaccination rates will support the gradual unwinding of border closures and travel restrictions, supporting a full recovery in global travel by 2023 or 2024.

Investors should refer to Section 2.2.3 for a discussion of the impact of COVID-19 on the global travel market. It is important to note that while this section has sought to prepare an overview of global trends in travel and hotel bookings, the recovery of international and domestic travel, and of the hotel sector, from the impacts of COVID-19 differs significantly across markets and segments. Hotel properties in markets that have not implemented complete border closures and lockdowns and properties exposed to local or regional recreational travel have been impacted to a lesser extent than hotels and accommodation providers that primarily serve the international business travel market, or that are located in destinations that rely on inbound international guests, which are likely to take longer to return to pre-COVID levels. Given the uncertainties in the travel industry created by the COVID-19 pandemic including vaccine effectiveness, governmental and consumer responses to the pandemic and the possibility that new variants may emerge, there is significant unpredictability in future travel estimates and forecasting, and hence in industry forecasts. As a result, we have not included Forecast Financial Information in this Prospectus (see Section 4.2.3 for more information). See Section 5 for more information on COVID-19 risks.

2.2. Global travel sector

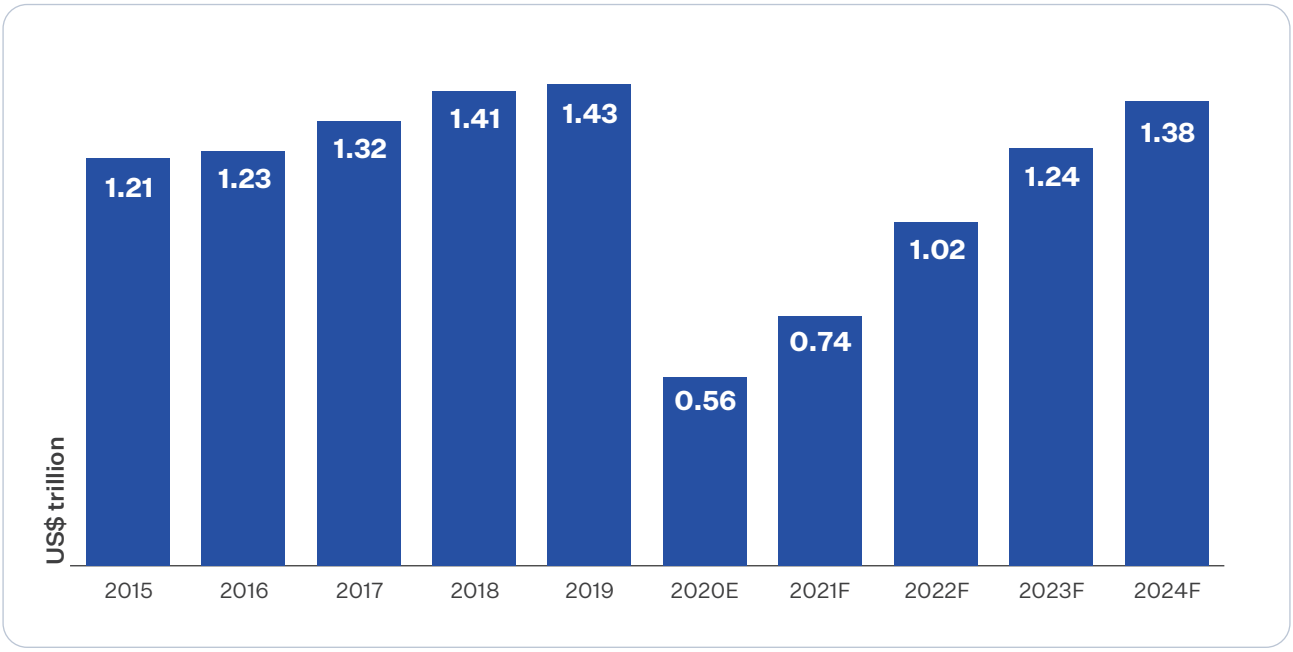
2.2.1. Market size

According to Phocuswright, the estimated size of the global travel sector in 2019 was US$1.4 trillion.[1] Gross travel bookings across these countries and regions had grown at a CAGR of approximately 4.4% between 2015 and 2019, which compares to global GDP growth during the same period of a CAGR of 3.9%.[2] In 2020, the travel sector was heavily impacted by COVID-19 which significantly reduced the number of travel bookings. Assuming the pace of vaccination continues and extends globally and the effectiveness of the vaccines is consistent with expectations, among other factors, Phocuswright forecasts total global travel bookings to recover to pre-pandemic levels, reaching US$1.38 trillion by 2024.[3] The impact of COVID-19 and expectations of recovery are discussed in Section 2.2.3 below.

1. Sourced from Phocuswright database as at 30 June 2021. Measured in terms of gross bookings and based on the top 56 countries and regions, some of which we do not operate in. This measurement is used as a proxy for global travel as those 56 countries and regions cumulatively represented 90%+ of global gross domestic product in 2019. Top 56 countries/regions include Australia, New Zealand, China, Hong Kong, Macau, India, Indonesia, Japan, Malaysia, Singapore, South Korea, Bahrain, Estonia, Thailand, Greece, Poland, Russia, Ukraine, Bulgaria, Hungary, Romania, Czech Republic, Oman, Peru, France, Germany, Italy, Jordan, Kuwait, Lebanon, Lithuania, Latvia, Spain, UK, Austria, Belgium, Denmark, Finland, Ireland, Luxembourg, the Netherlands, Portugal, Sweden, Switzerland, Norway, Qatar, Saudi Arabia, U.A.E., Egypt, Argentina, Brazil, Chile, Colombia, Mexico, Canada and the U.S.
2. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.
3. Phocuswright's forecast assumes: (1) positive traveller sentiment; (2) strong domestic travel in excess of 2019 levels and international travel sees recovery but not to 2019 levels; (3) threat of COVID-19 has receded with no new variants causing new or extended restrictions and travel restrictions are lifted; (4) business travel recovers but not back to 2019 levels; and (5) economic stability and wage growth.

2. Industry Overview

Figure 1: Global travel bookings across top 56 countries and regions, 2015 to 2024F (US$ trillion)[4]



Source: Phocuswright database as at 30 June 2021. Shown on gross bookings and based on top 56 countries/regions. See footnote 1 in Section 2.

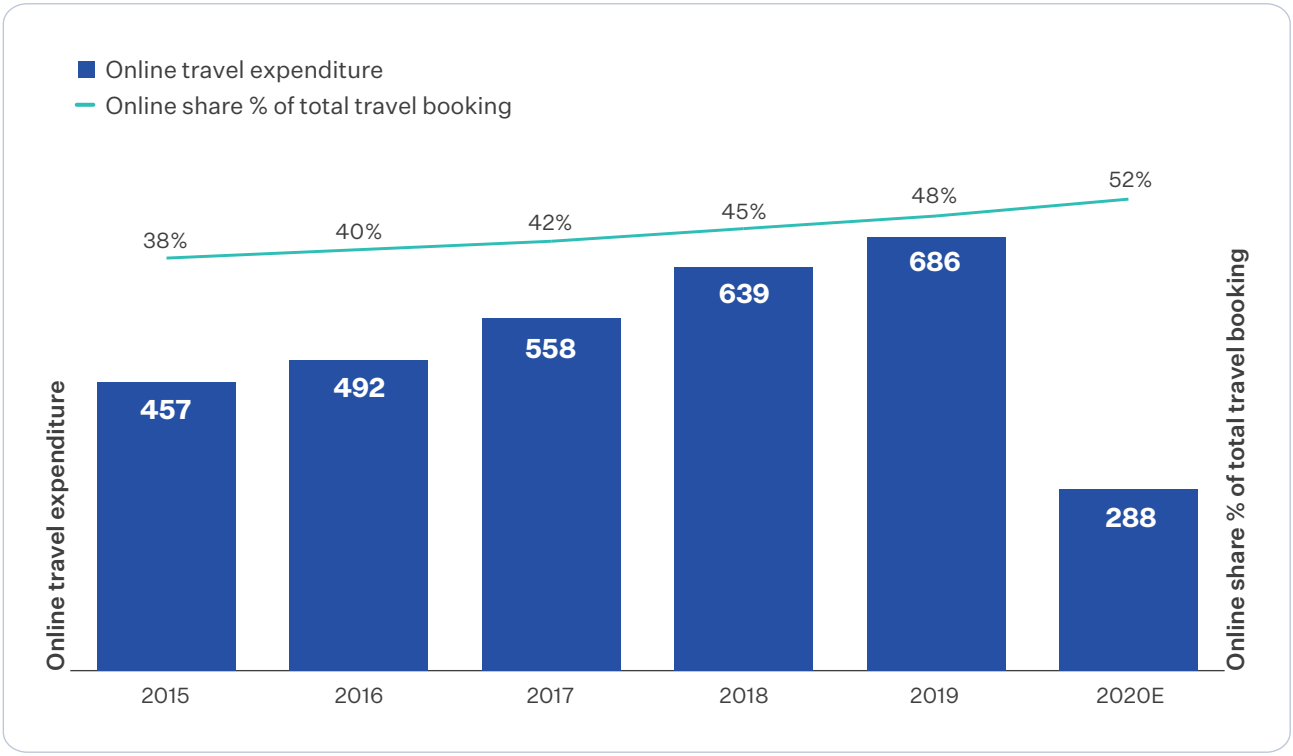
2.2.2. Online travel spend

Over the last five years, as e-commerce adoption has increased across many industries, travel bookings have increasingly transitioned to online channels, including direct bookings on hotel and accommodation providers' websites and the websites or apps of OTAs.

In 2019, travel bookings made through digital and online channels were estimated to account for 48% of all global travel gross bookings across the top 56 countries/regions, totalling approximately US$686 billion in gross bookings, compared to 38% in 2015 at a value of US$457 billion.[5] While travel expenditure has temporarily reduced because of COVID-19, online share of travel expenditure continued to increase from 48% in 2019 to 52% in 2020.[6]

4. Sourced from Phocuswright database as at 30 June 2021. Based on top 56 countries/regions. See footnote 1 in Section 2. Data presented for 2020 by Phocuswright is presented as an estimate as Phocuswright's global data is an aggregate of regional reports (some of which are not available until later in the year) which are updated periodically by Phocuswright.
5. Sourced from Phocuswright database as at 30 June 2021. Based on top 56 countries/regions. See footnote 1 in Section 2.
6. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.

Figure 2: Global online travel expenditure and online share of total across top 56 countries and regions, 2015 to 2020E (US$ billion)[7]



Source: Phocuswright database as at 30 June 2021. Shown on gross bookings and based on top 56 countries/regions. See footnote 1 in Section 2. Online share is calculated as the percentage of the total market that is booked by online leisure/unmanaged business travel services and includes OTA and online direct channels.

The online travel sector has also seen growth with the shift of vacation rentals towards online distribution. While vacation rentals partially substitute for existing accommodation options (for example, hotels or serviced apartments), they have also increased the total accommodation market, particularly as vacation rental options attract vacationers who would not have otherwise purchased accommodation. The largest vacation rental operators include Airbnb, which has over 7 million listings, HomeAway (acquired by Expedia), which has over 2 million listings as of 30 September 2020[8] and Booking Holdings which reported 5.7 million[9] listings in its 'Alternative Accommodations' business in 2019 (though there is likely to be significant overlap between listings on each of these platforms).

In 2019 (based on pre-COVID spending), Airbnb achieved a gross booking value ('**GBV**') of US$38.0 billion and had grown at a CAGR of approximately 67% between 2015 and 2019.[10] The platform's GBV fell by 37% in 2020 to US$23.9 billion. SiteMinder was the first hotel connectivity technology platform to connect to Airbnb in 2018, and it represents a growing share of bookings on our platform.

7. Sourced from Phocuswright database as at 30 June 2021. Based on top 56 countries/regions. See footnote 1 in Section 2. Data presented for 2020 by Phocuswright is presented as an estimate as Phocuswright's global data is an aggregate of regional reports (some of which are not available until later in the year) which are updated periodically by Phocuswright.
8. Airbnb prospectus, 2020; Expedia annual report, 2020.
9. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.
10. Airbnb hosts vacation rental properties in more than 220 countries and regions. Sourced from Airbnb prospectus, 2020.

2. Industry Overview

2.2.3. COVID-19 impact

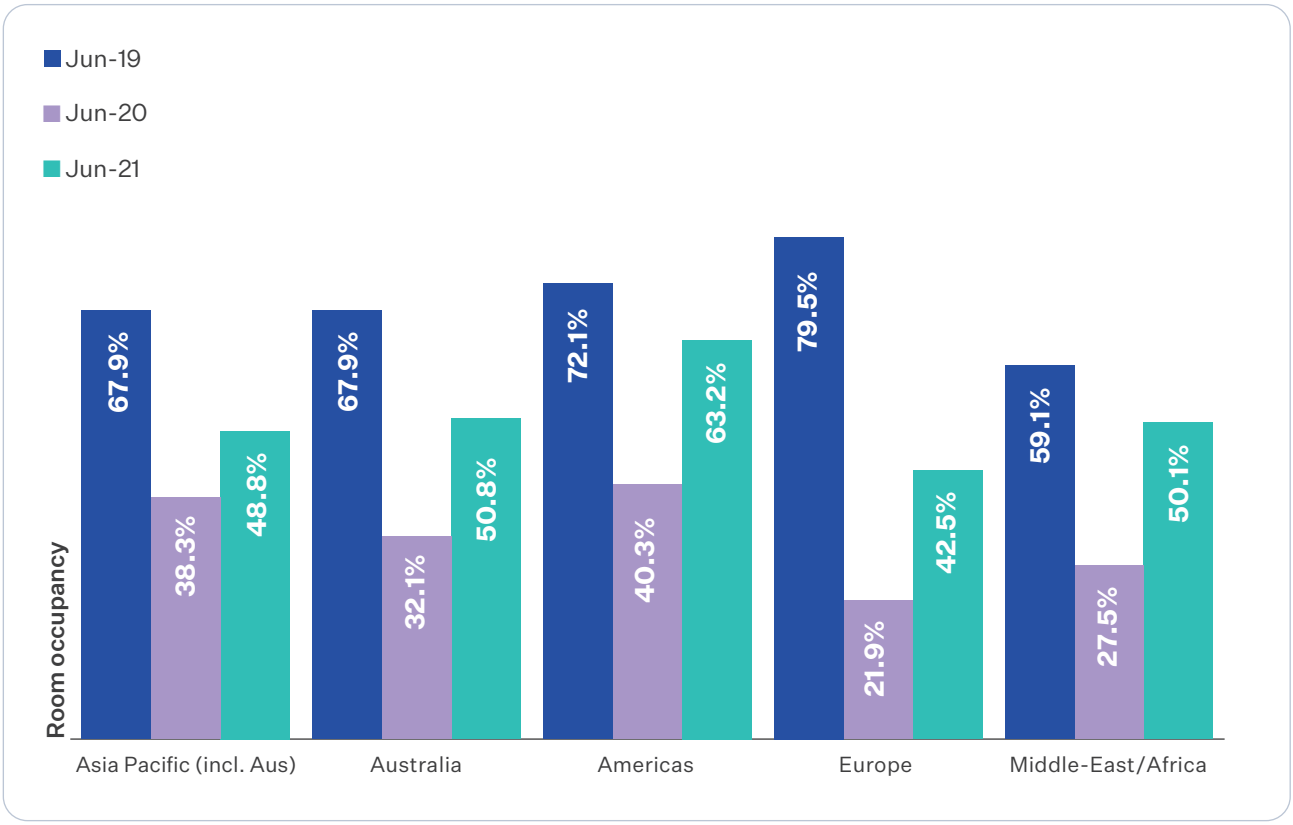
In 2019, international tourist arrivals globally reached 1.47 billion but declined by approximately 73% to 398 million in 2020 due primarily to the impact of COVID-19 and associated border restrictions.[11] Throughout the first half of 2021, further outbreaks of COVID-19 worldwide and continued restrictions on international travel resulted in international tourist arrivals dropping by 85% in the period from January 2021 to May 2021 when compared to the same period in 2019, although there was a slight moderating of the decline in international tourist arrivals globally in May 2021 (a fall of 82% compared with May 2019 versus a fall of 86% in April 2021).[12] The emergence of new COVID-19 variants, such as the Delta variant, and the continued imposition of travel restrictions have continued to weigh on the recovery of international travel, while domestic tourism has continued to rebound in those parts of the world that have been less affected by outbreaks or travel restrictions and where vaccination rates have continued to increase.

The hotel sector's recovery from COVID-19 differs across geographic locations, markets and segments. Properties in markets that have not implemented complete lockdowns and properties exposed to local or regional recreational travel have generally been less adversely affected. Conversely, hotels and accommodation providers that primarily serve the international corporate travel market, or in destinations that rely on inbound international guests, generally remain depressed and are likely to take significantly longer to return to pre-COVID metrics.

The average room occupancy data for June 2019, 2020 and 2021 further illustrates the recovery in the hotel sector in certain countries since the onset of COVID-19. Average global occupancy levels across the Asia Pacific, Americas (includes North America, Caribbean, Central America and South America), Europe and Middle-East/Africa regions (shown in Figure 3 below) declined substantially in June 2020, with the European region more severely affected due to the larger reliance on international tourists and stricter travel restrictions. However, by June 2021, there was a strong recovery across all regions and average occupancy rebounded strongly from 2020 (shown in Figure 3 below).[13] Global hotel bookings as at September 2021 have been above 60% of 2019 levels for four consecutive months, underpinned by strong vaccination rates of over 50% and the progressive removal of restrictions that had been implemented in response to COVID-19. In contrast, the Australian travel market had been performing relatively strongly for the six months ended 30 June 2021,[14] but suffered a setback with the spread of the COVID Delta variant and renewed lockdowns beginning June 2021.

11. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.
12. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.
13. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.
14. Based on bookings on the SiteMinder platform sourced from the SiteMinder World Hotel Index at https://www.siteminder.com/world-hotel-index/, accessed on 20 September 2021.

Figure 3: Average room occupancy by region, June 2019, 2020 and 2021



Source: Frost & Sullivan, 'Independent Market Report on the Hotel Software Market', 30 September 2021.

Despite the severe impact of COVID-19, some tourism industry professionals, as outlined below, expect a tourism and travel recovery by 2024. This assumes the pace of vaccination continues in key countries and initiatives to safely recommence tourism are in place. In July 2021, a survey conducted by the United Nations World Tourism Organization ('**UNWTO**') found that approximately 51% of tourism experts expect international tourism to return to pre-pandemic levels by 2023.[15] In March 2021, the Airports Council International ('**ACI**'), under its baseline scenario, forecasted air passenger volumes, which had dropped by 63% in 2020, to grow by 54% in 2021 and 43% in 2022 and to exceed pre-pandemic numbers by 2024.[16]

While we expect that local COVID-19 outbreaks and restrictions will continue to occur, and that some markets (for instance, those with lower vaccination rates) will take longer to recover than others, the steady progress of the global vaccine rollout and the gradual loosening of travel restrictions are expected to result in a positive trend for the global travel sector. The recovery of this sector is based on many variables, including economic recovery and its impact on consumer spending, operating economics, border policies, public health measures, consumer sentiment and the ability of hotels to implement additional procedures to protect guests. Despite the downturn, total expenditure on hotel software has been more resilient,[17] due to its criticality to a hotelier's core business functions. Notwithstanding lockdowns, travel restrictions and a future expected recovery, software solutions remain in place for hotels to receive advanced bookings and allow for a smooth return to regular operations.

15. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.
16. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder. ACI's baseline scenario assumes effective vaccines are largely distributed in the second half of 2021 in addition to an enthusiasm from passengers to start flying again in the second half of 2021 and a reasonable fleet recovery for airlines. It also assumes third and fourth waves of infections are possible but rapidly contained and limited to specific regions.
17. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.

2. Industry Overview

2.2.4. Key trends and market drivers

We believe the key trends and drivers of growth within the global travel market in the short to medium term will be related to:

- **Speed of the global COVID-19 vaccination roll-out and easing of travel restrictions:** As vaccination rates rise, various federal and state governments are beginning to roll out various versions of vaccine passports, such as the EU digital COVID certificate and the Australian COVID-19 Digital Certificate, which are expected to stimulate the recovery of the sector. On 20 September 2021, the US announced it would relax its travel restrictions to allow fully vaccinated travellers from 33 countries to enter the country commencing early November 2021.[18] However, slower vaccination roll-outs in certain countries, the emergence of new variants, or a reluctance by certain governments to ease restrictions even at high vaccination levels could prevent this trend from eventuating and negatively impact global travel market recovery;
- **Patterns of demand among consumer and business travellers:** We believe that COVID-19 related travel disruptions and restrictions have led to pent-up demand for travel, which provides a potential opportunity for a rebound in demand and travel bookings once travel restrictions are eased. In a survey conducted in January 2021, 78% of travellers in the US, 61% of travellers in the UK and 60% of travellers in Australia planned to travel the same amount or more than they did pre-pandemic.[19] It is not yet clear whether global consumer demand will be for similar types of travel experiences or whether demand will have permanently shifted, for example towards or away from 'adventure' travel, or to favour driving holidays over air travel. Conversely to recreational travel, there is some evidence that corporate travel will be adversely impacted for a longer time, as remote working and collaboration alternatives have been broadly adopted and corporate travel budgets have been reduced. Deloitte estimates that US corporate travel spend in Q4 2022 will be equivalent to 65-80% of 2019 spend levels;[20]
- **Changes in booking patterns to favour direct, last-minute, and flexible bookings:** Due to the uncertainty of COVID-19 impacts, last-minute bookings made directly with travel providers have increased.[21] Accommodation provider websites were of equal or higher importance as a source of online bookings for April to December 2020 compared to 2020 as a whole for all key markets analysed by SiteMinder.[22] This is expected to continue, with customers also seeking flexible terms and conditions from hotels and accommodation providers;
- **Digitisation of accommodation provider bookings and transactions:** In recent years, the global travel sector has begun a significant digital transformation. Hotels and accommodation providers are increasingly relying on integrated direct and indirect digital channels[23] to ensure an efficient booking, cancellation, and re-booking process to expand global distribution and meet guests' desire for flexibility, security and ease. Additional automation and innovation in accommodation related payments will further this trend; and
- **Digitisation of hotel and accommodation provider operations:** Beyond the shift to online booking, guests are accustomed to an increasing range of consumer services on mobile, and have adopted digital technologies as part of their guest experience (for example, digital keys or smart apps). This shift accelerated during COVID-19 as consumer desire and regulatory requirements to minimise physical contact and in-person service experiences drove uptake of contactless check-in, keyless entry and self-service facilities.[24] To facilitate this, integrated digital channels and systems are becoming increasingly important, and the travel sector is adopting and developing technology to create such systems. In 2020, a survey conducted by Skift assessed over 1,000 global travel industry executives and identified that 78% of travel businesses had prioritised digital transformation initiatives, with digital analytics, front-end customer experience and e-commerce being the areas of highest focus.[25] As a result of the deployment of such technologies, many hotels and accommodation providers will be able to operate with reduced headcount.

18. Reuters, 'U.S. to relax travel restrictions for vaccinated foreign air travelers in November' published on 21 September 2021. https://www.reuters.com/world/uk/us-relax-travel-restrictions-passengers-uk-eu-november-source-2021-09-20/.
19. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.
20. Deloitte, 'How the pandemic is reshaping corporate travel' published on 2 August 2021. https://www2.deloitte.com/us/en/insights/focus/transportation/future-of-business-travel-post-covid.html.
21. Booking.com, 'Emerging traveller trends and behaviours revealed' published on 16 September 2020. https://partner.booking.com/en-gb/click-magazine/emerging-traveller-trends-and-behaviours-revealed.
22. SiteMinder, 'SiteMinder unveils the Top 12 revenue makers behind the hotel booking reset of 2020' published on 2 February 2021. https://www.siteminder.com/news/top-hotel-booking-revenue-makers-2020/.
23. See Section 2.2.2 for the trend towards digital channels.
24. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.
25. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.

2.3. Hotel sector overview

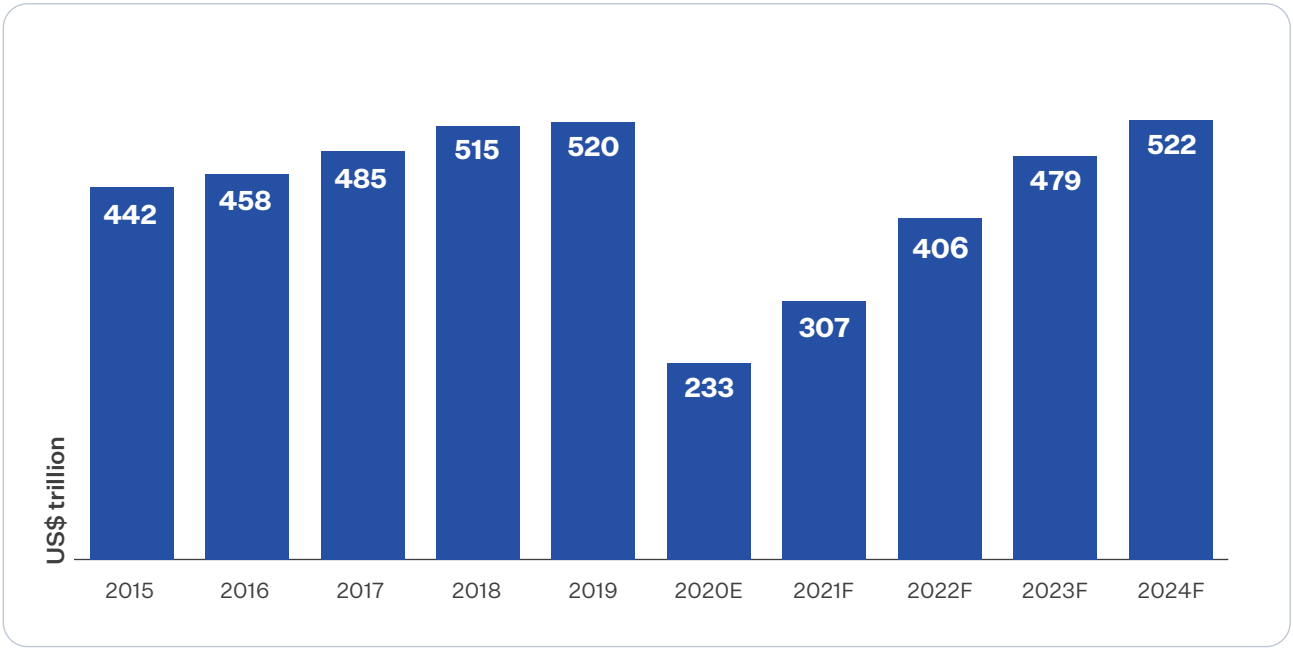
2.3.1. Hotel sector overview and market size

The hotel sector consists of a wide range of property types, from small and large independent properties with as few as two rooms, to hotel groups and chains. Although there are no official statistics on the number of hotels, Frost & Sullivan estimates there are over 1 million[26] hotel properties globally.[27] Airbnb, which addresses a broader market including shared properties and rooms, is reported to have over 7 million property listings on its platform.[28]

The hotel sector is highly fragmented with over 85%[29] of all properties being independent (non-brand affiliated). This fragmentation creates a need for hotel technology solutions that integrate with many types of hotels and systems (see Section 2.4.1).

Prior to the COVID-19 pandemic, hospitality gross bookings across the top 56 countries/regions grew at a CAGR of approximately 4.1% from US$442 billion in 2015 to US$520 billion[30] in 2019, which compares to global GDP growth during the same period of a CAGR of 3.9%.[31] In 2020, global hotel booking levels were severely impacted by the lockdown measures brought in response to the pandemic which restricted travel and significantly reduced hotel booking volumes, resulting in a decline in hotel bookings to approximately US$233 billion across the top 56 countries/regions. According to Phocuswright data, global hotel booking levels across the top 56 countries/regions are anticipated to fully recover to pre-pandemic levels by 2024.[32]

Figure 4: Global hotel bookings across top 56 countries and regions, 2015 to 2024F (US$ billion)[33]



Source: Phocuswright database as at 30 June 2021. Shown on gross bookings and based on top 56 countries/regions. See footnote 1 in Section 2.

26. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.
27. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.
28. Airbnb prospectus, 2020.
29. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.
30. Sourced from Phocuswright database as at 30 June 2021. Based on top 56 countries/regions. See footnote 1 in Section 2.
31. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.
32. Phocuswright's forecast assumes: (1) positive traveller sentiment; (2) strong domestic travel in excess of 2019 levels and international travel sees recovery but not to 2019 levels; (3) threat of COVID-19 has receded with no new variants causing new or extended restrictions and travel restrictions are lifted; (4) business travel recovers but not back to 2019 levels; and (5) economic stability and wage growth.
33. Sourced from Phocuswright database as at 30 June 2021. Based on top 56 countries/regions. See footnote 1 in Section 2. Data presented for 2020 by Phocuswright is presented as an estimate as Phocuswright's global data is an aggregate of regional reports (some of which are not available until later in the year) which are updated periodically by Phocuswright.

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2.3.2. Distribution channels

The distribution of hotel rooms is complex, often involving several different channels including multiple OTAs, GDSs and/or a property's own website which can take direct bookings from guests. Oversight and management of distribution across these channels from a central point is crucial given the characteristics of hotel room inventory (i.e. a hotel room night booking for a particular day can only be sold once) and the desire to optimise pricing across channels. Most hotels and accommodation providers operate multiple distribution channels, resulting in challenges managing inventory in real time. In the absence of a channel manager or similar software product, manual management of distribution channels is required. For example, a hotel would need to delete a room from its listed inventory across multiple distribution channels (i.e. multiple OTAs and its own website) once the room is sold in any one channel. Across many different room types and rate plans for hundreds of individual days, it becomes extremely challenging to manage multiple channels effectively using only manual interventions. Other technological challenges faced by hotels include the duplication of data and complex synchronisation between systems. This exemplifies the need for a central hotel commerce software system which manages these processes automatically.

Distribution channels for hotels can be broadly categorised into direct and indirect channels, as summarised below.

Table 1: Global hotel distribution channels

Category	Type	Description/Comments
Direct	**Digital (hotel websites and apps)**	• Websites and apps with booking and payment functionality operated at property or group level
	Telephone or email	• Consumers contact the hotels or accommodation providers by phone or email for bookings and payments (or may pay in person on arrival) • Hotels that have technology systems will manually enter these bookings into their PMS or channel manager • Payments processed over phone or email are less secure
	Walk-ins	• Consumers walk into the hotel or accommodation provider to process bookings and payments in person

Category	Type	Description/Comments
Indirect	**OTAs/metasearch**	• Largest indirect channel for hotel distribution • Operate both merchant and agency models • OTAs typically take commission of 15%-30% • Highly fragmented, with several hundred OTAs operating, often focused on individual regions (such as Traveloka for South East Asia) or niche traveller segments (such as luxury boutique hotels or day-of-travel mystery bookings) • Metasearch engines such as Google, TripAdvisor and trivago allow travellers to compare rates and reviews of many hotels and book on an OTA or directly with hotels from those results
	Traditional travel agents (TAs)	• Offer a wide distribution in shop front locations for travellers to make bookings and buy holidays • Provide a link between wholesalers and consumers
	Corporate travel bookings channels	• Bookings for corporate travellers are generally made by either a corporate travel agent who books on behalf of the business traveller (e.g. CWT), or the business traveller (or in-house travel manager) who books directly through a corporate booking tool (e.g. TripActions) • Room inventory is distributed to the corporate travel agents and booking tools via a GDS, and occasionally by the corporate travel tool contracting directly with hotels • Major GDSs include Sabre, Amadeus, Worldspan and Galileo by Travelport • The GDS is a worldwide conduit between travel bookers and suppliers, often used to access the corporate travel market because of its ability to present hotels, flights and car rentals in a single, convenient interface
	Wholesalers/bed banks/ tour operators	• Wholesalers sell products in bulk but at lower prices, typically to retailers • Bed banks (e.g. Hotelbeds, Web Beds) buy rooms in bulk and resell to OTAs, tour operators and traditional travel agents • Tour operators provide itinerary planning and coordinate the reservation of travel arrangements on behalf of clients. They combine the components of accommodation, tours, transport and meals to create an all-inclusive itinerary

Source: Frost & Sullivan, 'Independent Market Report on the Hotel Software Market', 30 September 2021.

2. Industry Overview

2.4. Hotel technology landscape

2.4.1. Hotel technology

Hotel commerce software includes a broad range of products and services, as shown in Figure 5 below. Most hotels that use technology would start with a relationship with an OTA and a PMS or simple front desk application. A PMS is used to manage bookings, allocate guests to rooms, manage guest check-in and check-out as well as housekeeping and maintenance and provide analytics applications. In the Demand and Distribution space, activity is split between direct channels, such as a hotel's own website or phone, potentially marketed through traditional and social media, and indirect or third-party channels such as OTAs or GDSs (see Table 1 above).

Though there are some large corporate PMS providers that serve global hotel chains, most PMS providers are relatively small and service a localised group of clientele, as a result of the large variety in reporting requirements that make it challenging to scale. Whilst some PMSs provide direct connections to some booking channels, the fragmented nature and multitude of both PMSs and distribution channels makes it impractical for many PMSs to provide comprehensive connectivity to distribution channels. Given the multitude of distribution channels, especially multiple OTAs and digital direct bookings that allow for instant bookings, manual management of inventory becomes increasingly impractical for most properties, and runs the risk of overbooking or missing sales opportunities. If manual processes fail and a hotel is overbooked, the cost to a hotelier in arranging alternative accommodation and the associated reputational damage can be material.

This fragmentation creates a need for a platform that both connects hotels to a range of digital distribution channels and manages the room inventory and rates offered on each channel, regardless of which PMS the hotel uses, or if they have no PMS. This offering is known as channel management, and was SiteMinder's original product offering. A channel manager sits between the PMS and the various distribution channels (i.e. OTAs, GDSs or direct bookings) as a solution to manage distribution. Functionally, a channel manager is able to provide all distribution channels with near real-time inventory and live rates to minimise overbooking. Over time, channel management offerings have grown to encompass a wide suite of online commerce solutions for hotels including direct booking capabilities, streamlined payment processing, assistance with marketing and optimising rates. These features collectively support a hotel in achieving its business goals, whether that is to reduce administrative work, maximise revenue, or grow their direct bookings by attracting customers to a hotel's own booking websites. Through implementing online commerce technologies, hotels can save significant manual labour and can increase hotel occupancy levels by up to 10%.[34] Certain online hotel commerce systems can also interface with the growing number of third-party apps.

The desire for hotel commerce software platforms to interface between the PMS and a multitude of systems, as well as the fragmentation in the supply of PMSs, presents significant integration challenges. A survey of global hoteliers conducted in 2018 by the Hospitality Technology Study[35] identified that the lack of integration between various business systems was the most pressing technical challenge that they faced. This creates a significant demand from hoteliers for software-enabled platforms that can interface between the wide variety of PMS and distribution channels.

While hotel commerce software and PMS are currently used by most large hotels, we believe there is a significant number of independent hotels and vacation rental properties that still use manual solutions such as pen and paper, spreadsheets or legacy disconnected PMSs to manage their bookings. While the exact number of such properties is unknown due to the disparate and disconnected nature of these properties, our experience suggests a large portion of SMB independent properties still use manual solutions, which highlights a significant opportunity for increased adoption of technological solutions.

34. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.
35. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.

2.4.2. Hotel payments

Payment processing is a critical piece to the booking process as hotels have to process payments through different channels, currencies and payment types. While many hotel groups have centralised reservation systems, they do not generally have centralised payment systems, with individual hotels in such groups having to depend on acquiring their own partners to manage and process their payments. Hotels currently face the following challenges in processing payments:

- **Payments acceptance:** the requirement for hotels to accept all/most payment types and channels that their customers may wish to use to remain competitive;
- **Multi-currency:** the requirement to price hotel rooms in multiple currencies and retain currency parity as exchange rates move;
- **Payment timing:** A multitude of booking policies and payment terms leads to additional operational challenges;
- **Operational inefficiency:** the requirement for hotels to enter into arrangements with multiple discrete payment platforms has made payment processing complicated and inefficient with higher costs;
- **Regulation:** the complex nature of cross border and international processing in ever changing regulatory environments adds complexity, costs and risk exposure;
- **PCI compliance and security:** the costs of ensuring that all systems that hotels interface with are compliant with the Payment Card Industry Data Security Standards ('**PCI DSS**'); and
- **Fraud prevention:** the need for hoteliers to detect, reduce and mitigate fraud.[36]

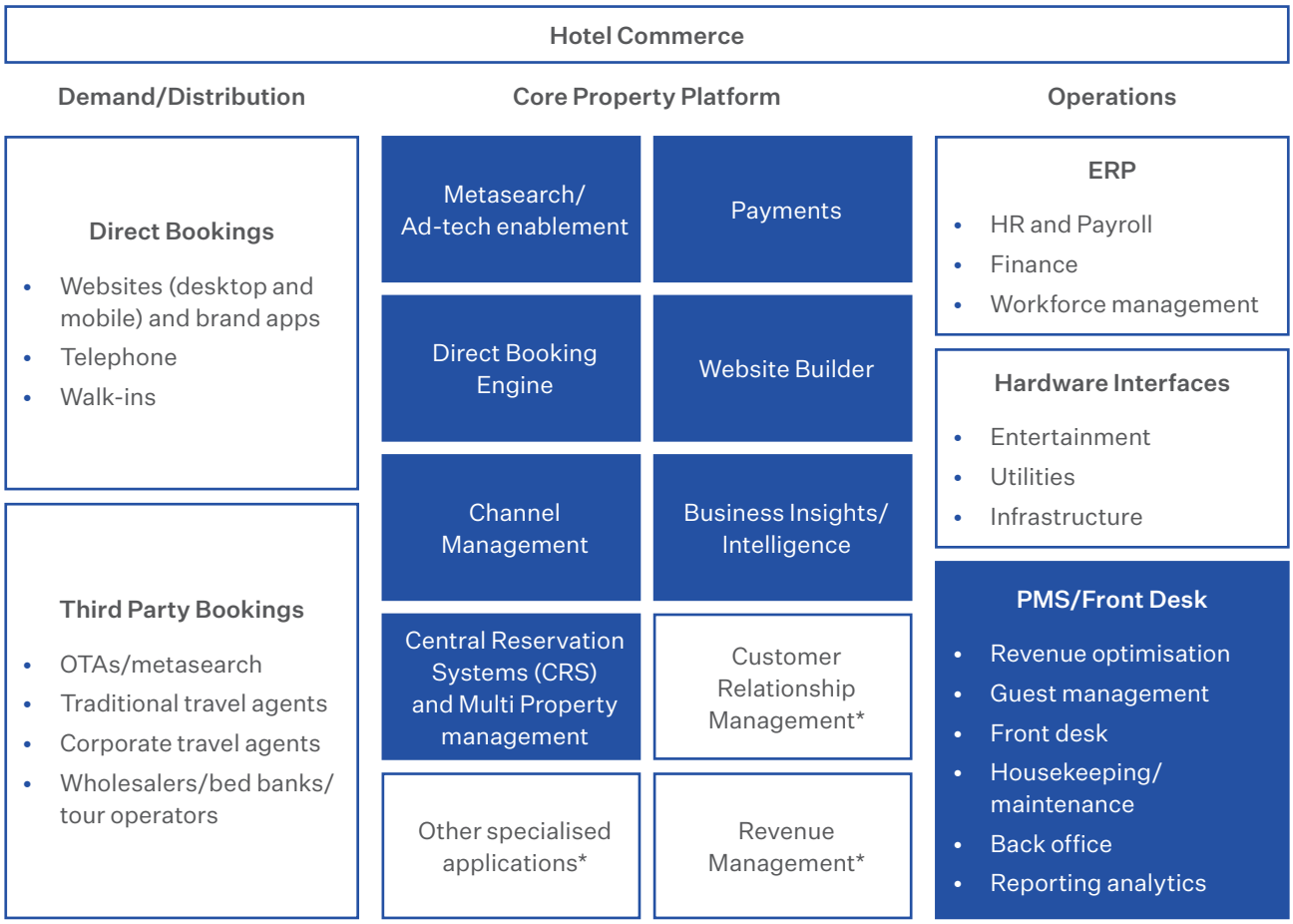
Legacy payment systems in use in hotels may result in reduced efficiencies and higher costs as hotels lack control over their payments systems. Centralised payment systems which could be incorporated within existing hotel commerce software have the capability to support hotels in optimising their payment solutions, reducing their risk and increasing profit margins.[37]

36. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.
37. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.

2. Industry Overview

There is growing consumer demand for more efficient and secure payments processing by hotels.

Figure 5: SiteMinder's role in the hotel commerce software landscape



Source: Frost & Sullivan, 'Independent Market Report on the Hotel Software Market', 30 September 2021.

2.4.3. Competitive landscape

We compete in a highly fragmented global market against other hotel software providers and alternatives such as our potential customers' own staff performing functions manually without any digital solution. Some large hotel chains also have internal teams that are capable of developing in-house software. The hotel software and technology landscape is broad and varies from simple standalone applications performing specific functions to sophisticated or custom-built technology for large hotel groups. A non-exhaustive list and categorisation of our competitors in the hotel technology industry is provided at Table 2 below.

We categorise ourselves as an open platform in the hotel technology landscape. Many hotel software providers are our partners, including PMSs and apps that connect to the SiteMinder platform, with whom we collaborate in providing an open and flexible solution to a hotelier's unique business needs.

Table 2: Key categories of industry players in Hotel Technology

Archetype	Enterprise Above Property Solutions	Open Platforms	Specialised Applications[38]	All-in-one Hotel Management Systems	Property Management System (PMS)[39]
Description	Highly sophisticated, configurable and at times custom-built technology for large hotel chains	Hotel software platforms with an open and flexible system of multiple connected product capabilities and partners	Specialist software technology for sophisticated tasks or entirely new innovations in hotel technology	A PMS that includes bundled proprietary distribution and direct booking capability	Hotel software for managing hotel operations and guest experience
Key Observations	• Primarily used by global and regional marquee chain brands • Functionality may include Central Reservation Systems and call centre interfaces that are usually not provided by other archetypes • Highly customised and sophisticated technology to suit an individual group • Complex user interface ('**UI**') and extensive configuration • Typically requires extensive training • Designed for consistency and control across many hotels	• Commonly used by small to large independent hotels and hotel groups • A hotel commerce platform is an open and flexible platform that enables most of a hotel's commercial needs • Provides the ability to access and integrate best in class solutions from additional providers • Moderate complexity, sophistication of systems can vary by hotel size and type • Hotels typically assemble a core platform based on primary needs and complement this with specialist applications as needed	• Users vary by application type • Often rely on connectivity with a core hotel system to use the application, either directly or via a third party like SiteMinder • Applications can range from innovative guest experience apps to complex and sophisticated business intelligence systems • Revenue models differ by application • Cloud software • Typically relies on connectivity to hotel data via a third party system	• Commonly used by small hotels or alternative accommodation types as a one-piece hotel software solution • Value proposition focuses on ease of use • Breadth and depth of capabilities is often limited compared to specialist options • Most commonly a low monthly fee for the base system. Additional monthly or variable fees apply when integrating third party systems • Cloud software	• Most digitally enabled hotels will use some form of property or guest management system • Complexity typically differs by hotel size, ranging from basic guest room allocation to sophisticated CRM capabilities • Used as the central source of guest data and front desk/back office management • Small property management systems often partner with flexible platforms to provide connectivity capability

Archetype	Enterprise Above Property Solutions	Open Platforms	Specialised Applications[38]	All-in-one Hotel Management Systems	Property Management System (PMS)[39]
	• May or may not include flexibility for integrations with specialised applications • High cost monthly fees plus costs for transactions. Chain franchise fees can also apply for franchisees within a group • Marquee chains and groups often self-host their guest reservation systems and reservation data. Enterprise systems often have custom connectivity to access these self-hosted data centres. Newer above property tech is usually cloud based	• Competitors in this segment are differentiated by the breadth and depth of their integration with PMSs, channels and specialised applications, and the sophistication of their built-in applications such as insights and payments • Provides specialised applications and PMSs with breadth and depth of connectivity • Most commonly charge monthly fees • Cloud software			• Sophisticated property management systems often partner with flexible platforms and specialised applications to provide enhanced functionality • Some property management systems provide direct connection to leading OTAs • Most commonly charge monthly fees • System can be hosted, on-premise, or cloud based • SiteMinder partners with companies in the Specialised Application and PMS space
Example	• Amadeus • Sabre Hospitality	• SiteMinder • D-EDGE • STAAH • eRevMax • RateGain[40]	• OTA Insight • OpenKey • Cendyn • Oaky	• Little Hotelier • Cloudbeds • Eviivo • Guestline	• Oracle Hospitality • Mews • Comanche • Protel

Frost & Sullivan, 'Independent Market Report on the Hotel Software Market', 30 September 2021.

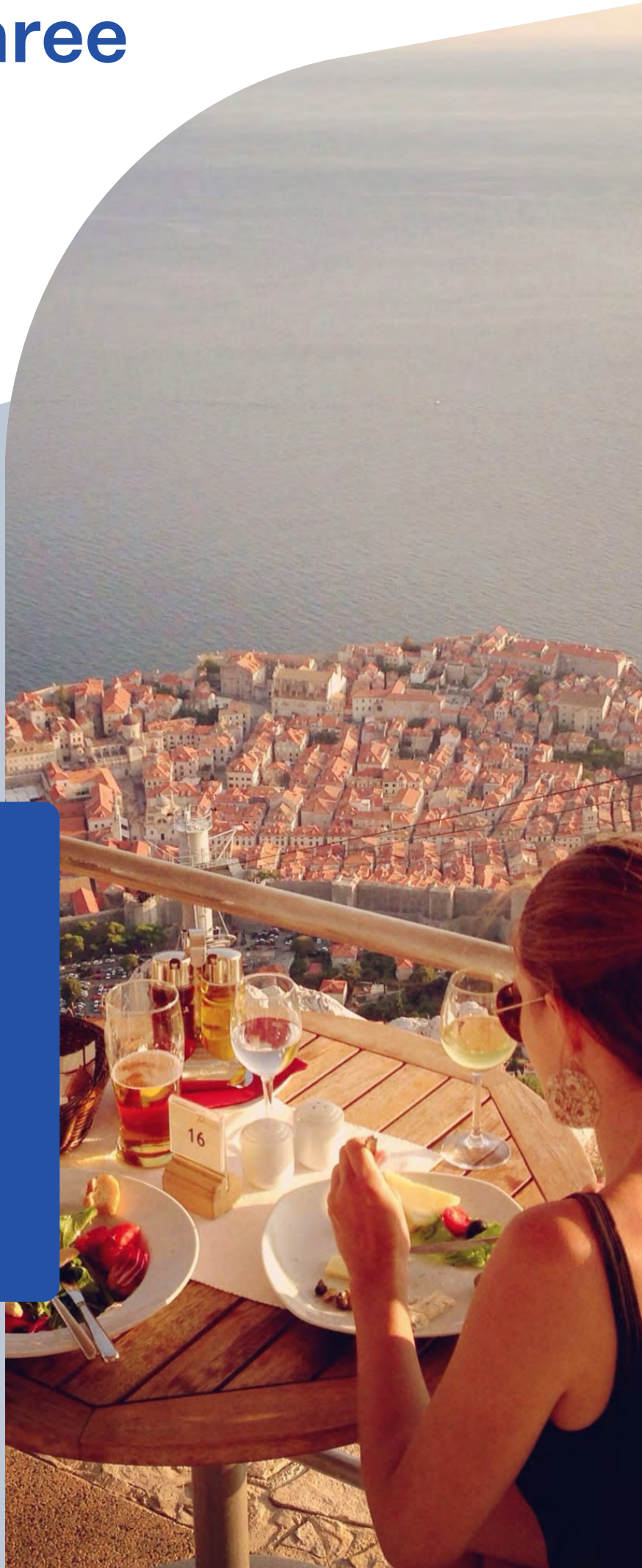
38. SiteMinder partners with companies in the Specialised Applications space.
39. SiteMinder partners with companies in the PMS space.
40. RateGain partially competes with Open Platforms in some segments and markets, but has other features more akin to Enterprise solutions (covering all travel bookings, not just hotels) or Specialised applications (three segments are data as a service, distribution and marketing technology).

Competition in the hotel technology space is dependent on a number of factors, including:

- **Brand reputation for reliability and security:** Hotels are always open and need their rooms and rates available 24/7. Instability or system errors can lead to overbookings and poor customer and guest experiences, which could lead to reputational damage. In addition, data security and privacy are paramount as a breach may cause reputational issues;
- **Establishing broad distribution connectivity:** Competing on a global scale requires hotel distribution software companies to provide hoteliers with hundreds of OTA and PMS connections. Typically for a hotel to target a geography it requires a distinct mix of OTAs, varying across markets and regions. Similarly, whilst there are a few large corporate PMS providers, global scale in the hotel distribution software space requires connectivity to fragmented and regionally focused PMSs;
- **Switching costs:** Switching software providers is often complex logistically and can be time consuming to implement and such costs are heavily influenced by the size of the hotel. Additionally, factors such as employee training and a preference for staying with familiar systems are common among hoteliers;
- **Legal compliance:** Numerous compliance hurdles exist in every region. In order to integrate with other technology partners or travel agencies, there are often additional imposed formalities such as certifications and audits required to ensure proper systems are in place to protect guest and hotel data. See Section 3.8 for more information on compliance with data security and privacy laws; and
- **API access limitations:** OTAs have increasingly higher expectations for hotel software when using their APIs. In recent years, OTA sales channels have increased the minimum hotels a platform must have to be considered for API partnership. In addition, recently one of the world's largest hotel OTAs, booking.com, has recently communicated that it is pausing integrations with new connectivity partners until further notice.[41]

41. Booking.com, 'Booking.com Connectivity' https://connect.booking.com/ accessed on 14 August 2021: "In an effort to ensure our teams are able to provide the strong partnership experience, we are pausing integrations with new connectivity providers until further notice."

Section Three



Company Overview

3.1. Introduction

We are the world's leading open hotel commerce platform:[1] we empower hotels and accommodation providers to sell, market, manage and grow their business from one place. Our innovative online platform offers hotels and accommodation providers a comprehensive range of products and solutions to manage and streamline the distribution of their rooms across a wide selection of direct and indirect channels, take bookings from guests and communicate with guests. Our platform helps hotels get insights on their performance, connect to a wide range of tools to manage their business, and process payments. We give our customers the tools to grow reservations through direct customer acquisition as well as established global and regional travel channels, increase revenue-generating opportunities and eliminate costly manual processes. Our product offering aims to solve the problem of fragmented and outdated distribution, booking and management systems in the travel sector with an open and flexible platform that enables hotels and accommodation providers to deploy the tools that are best aligned to their business goals.

Since 2006, we have crafted our platform from the ground up to become the world's leading open hotel commerce platform. We have the largest ecosystem of any open hotel commerce platform, providing connectivity to over 1,350 partners which provide our customers with solutions including property management systems ("PMS"), central reservation systems ("CRS"), revenue management systems ("RMS"), payment gateways, distribution channels, expert advisers, and specialised applications through our Hotel App Store.

We are a global business with the largest footprint of our direct competitors. We serve over 32,000 properties of all sizes in over 150 countries, employ staff in over 20 countries across, six global sales hubs and seven offices and remote working locations, and offer a multilingual platform in eight languages.[2] We facilitated over 238 million reservations from FY19 through FY21.

In our view, the key strengths of, and opportunities for, our business, described in Section 1.2, include:

- Our large, unpenetrated total addressable market of over 1 million hotel properties globally has significant potential to support our growth, driven by properties seeking improved online connectivity within the hotel sector (see Section 2);
- As the world's leading open hotel commerce platform, we are the global leader in the fragmented hotel technology landscape. We have the world's largest open ecosystem of any open hotel commerce platform, comprising over 1,350 partners (see Sections 2, 3.1 and 3.3.4.1), which creates value for our customers and underpins our brand;
- Our pioneering open, scalable, multi-lingual and trusted technology platform (see Sections 3.3.4.2 and 3.4);
- Our global multi-channel go-to-market engine deployed in 20+ countries (see Section 3.3.4.3) to reach, acquire and retain customers efficiently;
- Our business resilience during COVID-19 which has been underpinned by our predominantly subscription based recurring revenue model (see Section 3.6);
- Our strong SMB SaaS unit economics of >4x LTV/CAC (prior to adverse COVID-19 impacts) (see Section 4.7.8) due to our relative scale and customer retention;
- Our multiple strategic growth levers (see Section 3.5) which we believe position us to target returning to our FY17-FY19 (pre COVID-19) organic revenue growth rates of 31% CAGR; and
- Our highly experienced management team and Board with open, transparent culture and well reputed, supportive existing Shareholders (see Sections 3.7, 6.1 and 6.2).

3.2. Company history

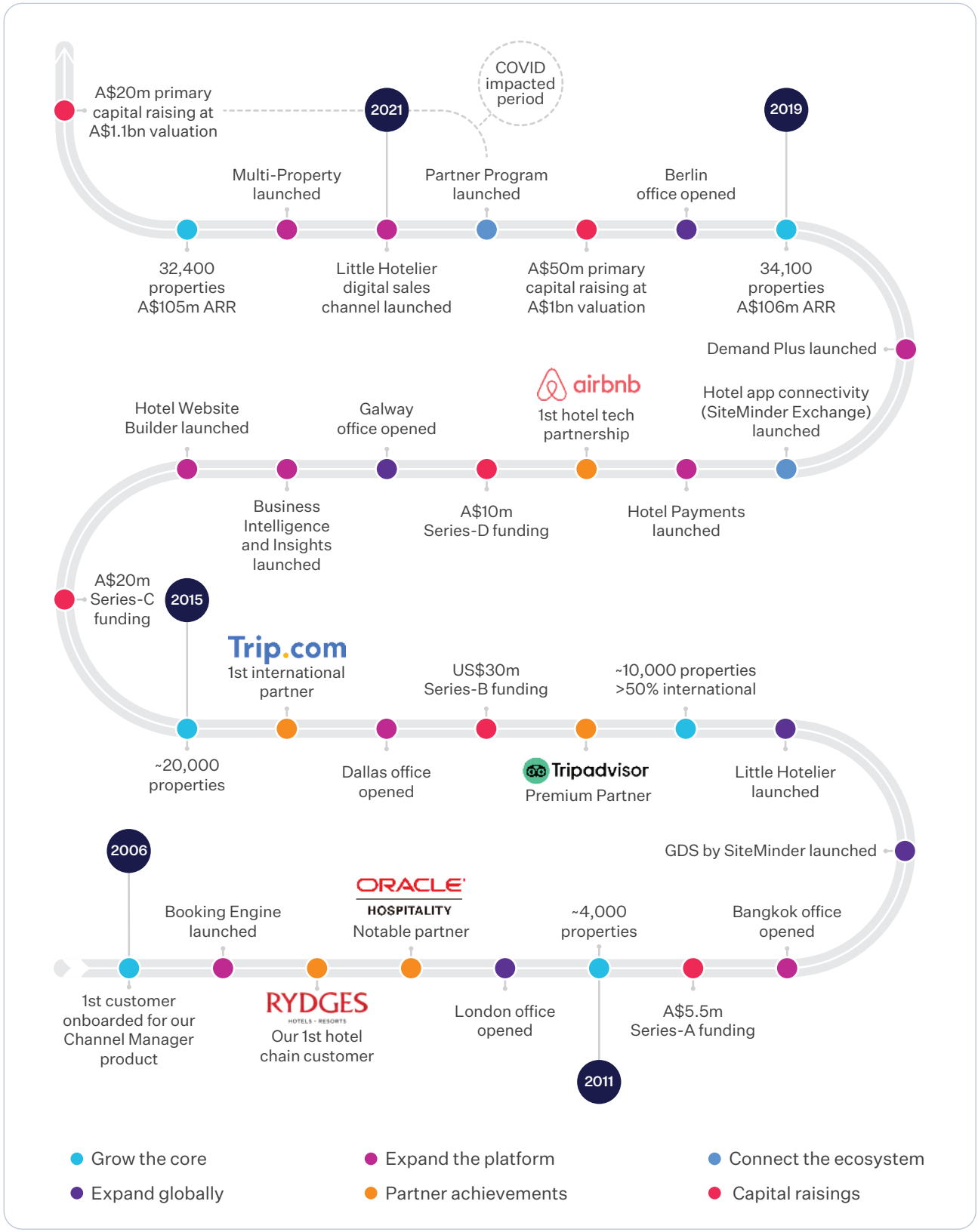
3.2.1. Overview

Our Company was founded in 2006 by Mike Ford and Mike Rogers. They set out to create a solution for the key pain points faced by hotels and accommodation providers at the time, including the use of inefficient manual methods (like pen and paper, spreadsheets or legacy disconnected PMSs) to update and manage room inventories, rates and online availabilities, given the shift to and growth of online booking channels. Since then, we have expanded beyond our channel management and guest acquisition origins to become a platform with a comprehensive suite of products that covers the spectrum of digital commerce needs for hotels.

1. We are the world's leading open hotel commerce platform based on size, distribution and connectivity. In addition, as voted by customers in the 2021 HotelTechAwards, we were also recognised as the number 1 channel manager. With A$46 billion in GMV (in 2019) and over 32,000 properties (as at the end of FY21), we are the largest open hotel commerce platform. We are the leader in distribution, connecting hotels to more direct booking sources and online channels than any other competitor. Our breadth of PMS connectivity provides hotels with unrivalled access to new partnerships.
2. Platform served in eight languages (English, Spanish, French, German, Italian, Portuguese, Thai, Indonesian) with support in three additional languages (Vietnamese, Mandarin and Cantonese).

3. Company Overview

Figure 6: Key events in SiteMinder's history[3]



3. Property numbers are rounded to the nearest hundred for recent numbers, and the nearest thousand for customer numbers prior to 2018.

3.3. SiteMinder's Solutions

3.3.1. Platform Overview

Our platform is a collection of software applications or products. The integration capability at the core of the platform is a series of two-way API integrations between a hotel's property management, central reservation and revenue management systems and a range of direct and indirect distribution channels that are used by potential customers. By using our platform, our customers can manage their room inventory and rates simultaneously across these channels.

Additionally, our platform offers a range of tools and applications that customers can use to market and manage their property: a website builder, a guest-facing booking engine, rate intelligence and a property management system for smaller properties.

Our platform integration capability can be used to connect to an open ecosystem that extends beyond the wide range of hotel management systems and distribution channels that can be integrated with the platform, to a range of third-party accommodation, travel and other hotel commerce applications. Customers can also access a range of industry consultants and advisers who we partner with to offer services to our customers and to promote our platform. Taken together, our platform helps hotels sell, market, manage and grow their business from one place.

The platform is multilingual, offered in eight languages, and has multi-currency capabilities to cater to global travellers. Our full range of solutions are available on the platform. Customers have the flexibility to choose which solutions they use, based on their business needs. Our open platform allows customers to choose the PMS, channels and other applications most appropriate for their business and still connect seamlessly with our platform, reducing implementation and integration costs.

Figures 7 and 8 below provide more information on our product suite.

Figure 7: SiteMinder platform summary



3. Company Overview

Figure 8: SiteMinder product suite

Solution	Description
Channel Manager 	Our Channel Manager application is a management interface that uses two-way API integrations to provide real time data exchange between a hotel's systems and over 425 available distribution channels to enable hotels to manage rooms, rates and availability across all channels from a single online platform. • Extensive, industry-leading connectivity with existing hotel systems:[4] Channel Manager integrates with over 425 different hotel systems, ranging from large global enterprise central reservation systems to boutique local PMS offerings. • Extensive, industry-leading connectivity with direct and indirect distribution channels:[5] Provides distribution of available rooms to over 425 channels including specialised or regionally important online travel agents, global brands such as Booking.com and Expedia, and hotel website booking engines. • Dynamic rate readjustments with multi-currency options across all linked channels to ensure rate control parity with every update of foreign exchange rates. • Multi-rate plans to accommodate for promotions and extended stays which allows hotels and accommodation providers to sell the same room under different methods and plans. • Dashboard that reports online distribution health and status of top performing channels.
Booking Engine 	The Booking Engine is a software application that can be presented on a hotel or accommodation provider's own website and allows guests to book stays directly, which increases its commission-free conversions and grows its direct channel • Simple two-step booking process which is integrated within the hotel or accommodation provider's website, channel manager and PMS. • Mobile-friendly and Facebook-compatible with multilingual and multicurrency options.
Hotel Management System (Little Hotelier) 	Little Hotelier is an all-in-one solution which helps customers run vacation rentals, bed and breakfasts or small hotels. • The core Little Hotelier offering is a front desk application to support checking guests in and out of rooms, bundled with Channel Manager, our online booking engine and our Business Intelligence and Insights offering. Properties can add on integrated payment functionality, our Hotel Website Builder and our Demand Plus product as native apps and have the option to integrate with scores of other hotel apps through the Little Hotelier App Store (a curated version of our Hotel App Store). • Little Hotelier is designed specifically for small hotels and accommodation providers, who are often owner-operators. • Comes with a mobile app that provides accommodation providers the freedom to manage their business on the go.

4. PMSs constitute the largest number of hotel systems and integrations. We have approximately three times the number of PMS integrations (370+ of our total 425+ hotel system integrations) of our nearest competitors, who are reported to have ~130 and ~120 PMS integrations.
5. Channel connectivity includes OTAs, GDS, booking engines and wholesalers. As compared to D-EDGE, YieldPlanet, STAAH, RateGain and RateTiger, sourced from company websites as at 31 August 2021.

Solution	Description
Multi-Property 	Multi-Property is a management interface that provides hotel groups and chains the ability to centrally manage rates, promotions and distribution. • Allows these groups and chains to save time by synchronising rates and promotions with individual hotel systems (i.e. each property's channel manager and property management system). • Access over 40 reservation data points for each property within the network, such as number of reservations, revenue, room nights, booking date and reservation status. • Gives these groups and chains central oversight of their connections to their service providers (i.e. OTA connections) and the ability to flag any connectivity issues.
Global Distribution System ("GDS") 	GDS is a network system that connects hotels and accommodation providers and other travel industry service providers (e.g. airlines, hotels, car rental companies) with corporate travel agents. • Provides connectivity to over 500,000 travel agents via travel management companies that operate on behalf of business travellers. • Provides SMB accommodation providers with access to a market that has typically been served only by large chains. • GDS is priced on a transactional basis; some hotels have a minimum spend commitment if their transaction volume is under a certain level in any given month.
Demand Plus 	Demand Plus is a feature that allows a hotel or accommodation provider to generate incremental bookings being searched for and delivered via metasearch channels (i.e. Google Hotel and trivago). • Guest reservations are sent directly to the hotel or accommodation provider, which enables it to take ownership and control of the booking (and allows the property to easily re-market to the guest). • Launched in FY19, with additional integrations in development. • Priced on a transactional basis, with commissions paid only on completed stays.
Hotel Website Builder 	Hotel Website Builder is an automated website creator that auto-populates images and content using purpose-built templates to allow hotels and accommodation providers to create their own websites. • Websites are search engine optimisation-friendly with multilingual capabilities.

3. Company Overview

Solution	Description
Hotel Payments 	Our Hotel Payments application assists properties in accepting digital payments from reservations (through both direct bookings and those received from OTAs and other channels through the Channel Manager). • The Hotel Payments process is less manual than cash or credit card payments, with a more streamlined checkout experience for guests and improved security, as cash and cards are not shared with front desk staff. • Hotel Payments provides strategic value to us as it embeds us within our customers' exchange of funds process and we have observed that it makes them more likely to continue to use our products. By sharing in our customers' transaction revenue, it also provides an avenue to monetise the GMV flowing through our systems, generating revenue growth, increased ARPU and improved LTV. • Launched in FY19, with additional features in development. • Hotel Payments are priced on a transactional basis.
Business Intelligence and Insights 	Our Business Intelligence and Insights product provides near real time performance, distribution, and competitor insights. • Assess booking performance such as booking lead time, channel performance and total reservations. • Maintain market awareness by seeing a competitor's live rates across all booking channels. • Benchmark competitors with unlimited daily shopping of rates (and see up to 10 competitors with like-for-like room types in one dashboard). • Receive instant notifications about market changes.
Hotel App Store 	Our Hotel App Store offers a seamless connection of over 100+ hotel apps with our Channel Manager or PMS data. • Allows hotels and accommodation providers to provide the app with the data needed to fully operate. • Connect to specialist customer relationship management ('**CRM**') systems, guest messaging, contactless guest management (including contactless check-in and keyless entry), revenue management, reputation and review management, room control and upsell providers.

Example screenshots of our products are shown below.

Figure 9: Integrated dashboard of the SiteMinder platform: Provides customers with a contextual home page with personalised insights

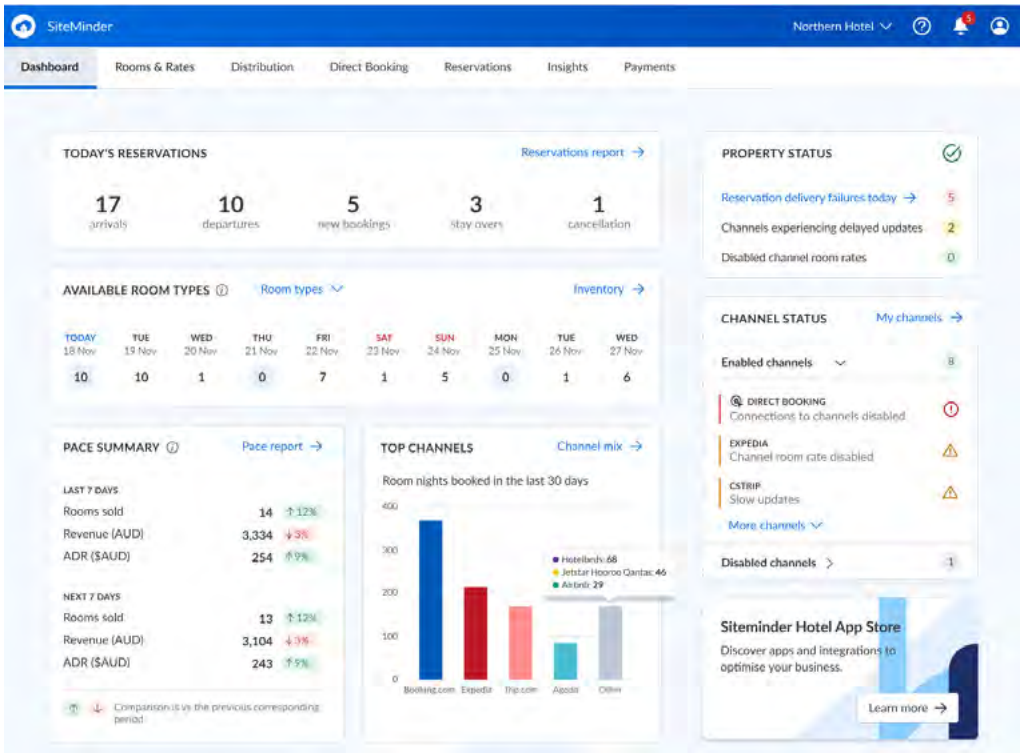
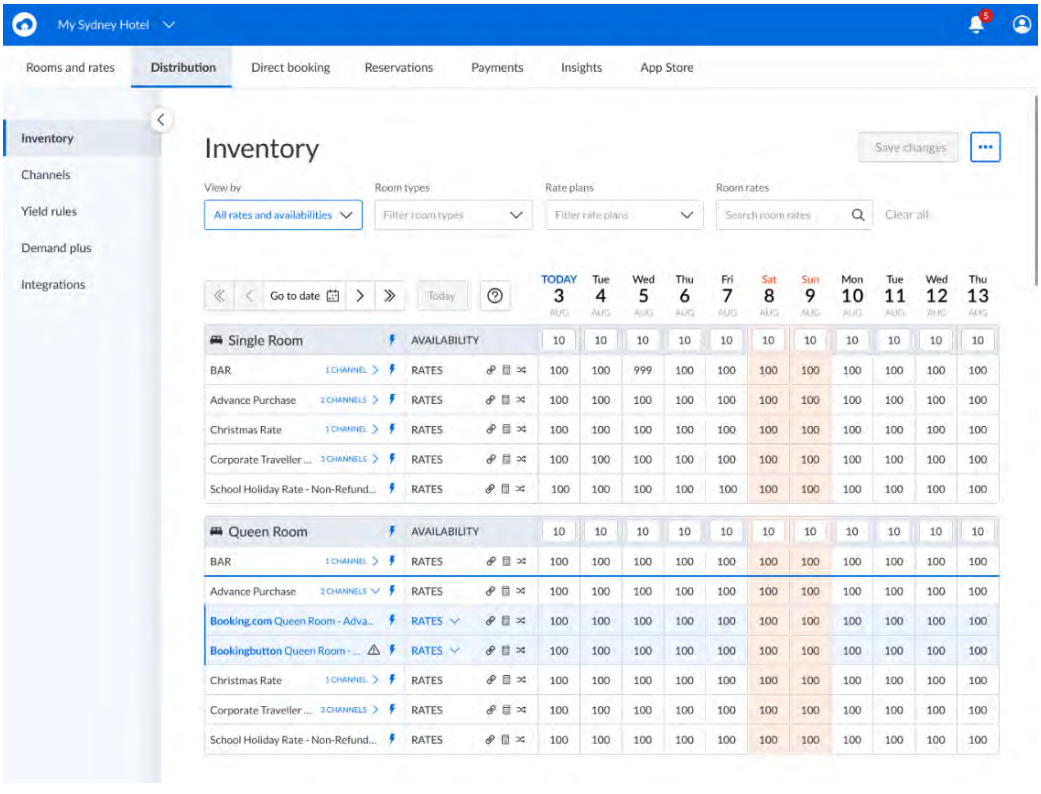


Figure 10: Inventory grid used as part of our Channel Manager product: Allows customers to distribute rates and availability to a variety of channels



3. Company Overview

Figure 11: Essential management tools for our Multi-Property product

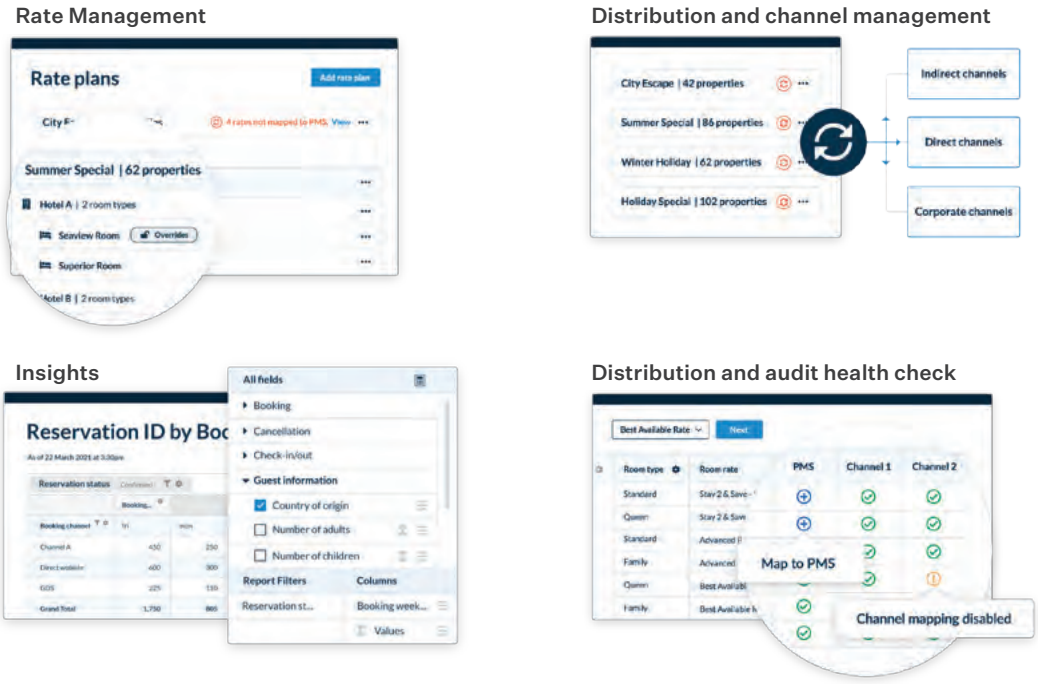
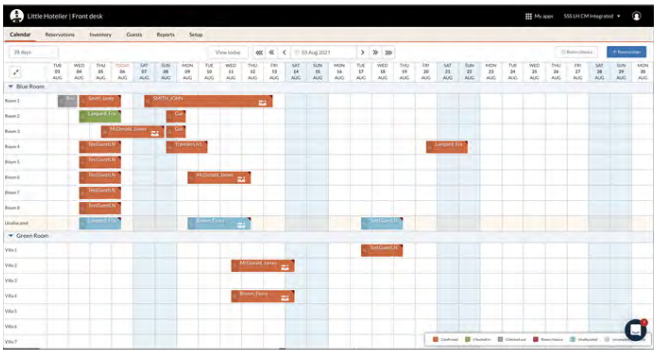


Figure 12: Little Hotelier product: All-in-one offering for small independent properties

Front desk designed specifically for small properties



Native mobile companion app

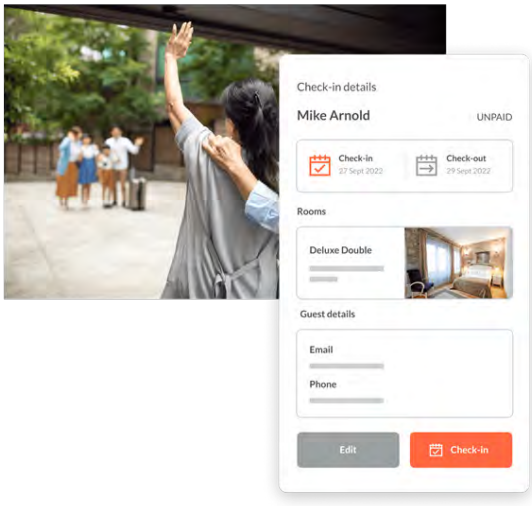
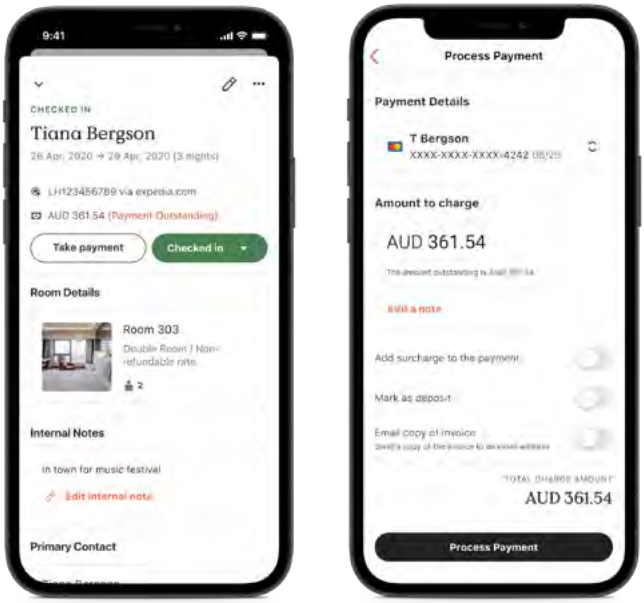


Figure 13: Hotel payments product: Ability to take payments from hotel guests in the Little Hotelier mobile app

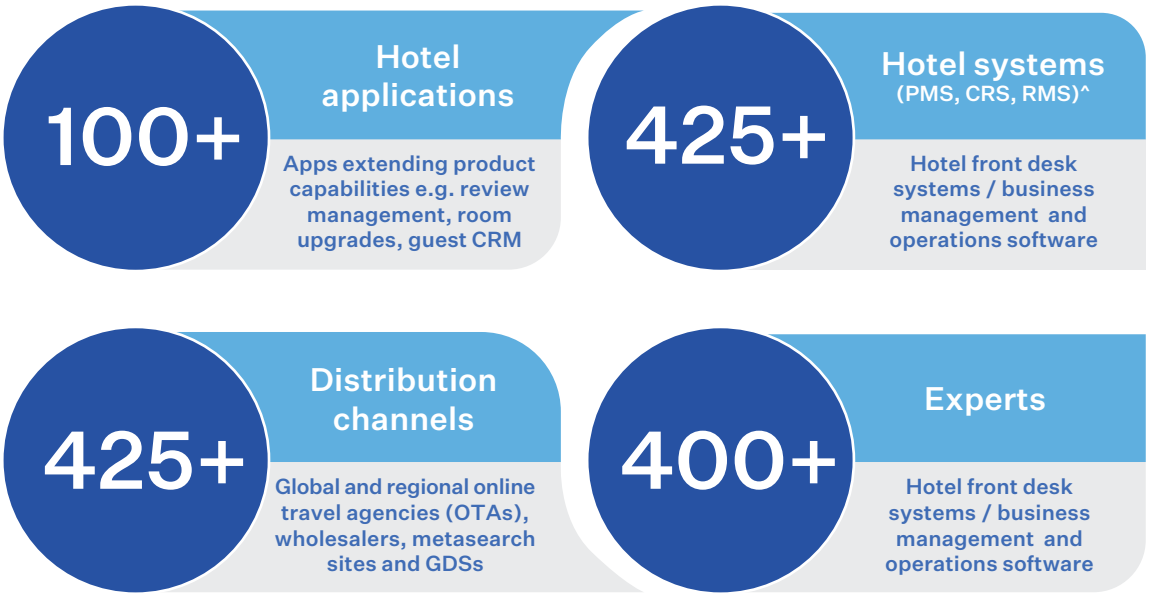


Our platform links together the largest open hotel commerce ecosystem, which includes:

- Over 425 different hotel software systems, including property management systems, central reservations systems and revenue management systems that can integrate with our software platform;
- Over 425 distribution channels, including OTAs, booking sites, wholesalers, global distribution systems and corporate travel agents that can integrate with our software platform;
- Over 100 hotel software applications that are available through our platform; and
- Over 400 industry expert advisers and consultants who have joined our Partner Program, are familiar with our platform and with whom we engage to enhance opportunities for our customers and each others' products and services.

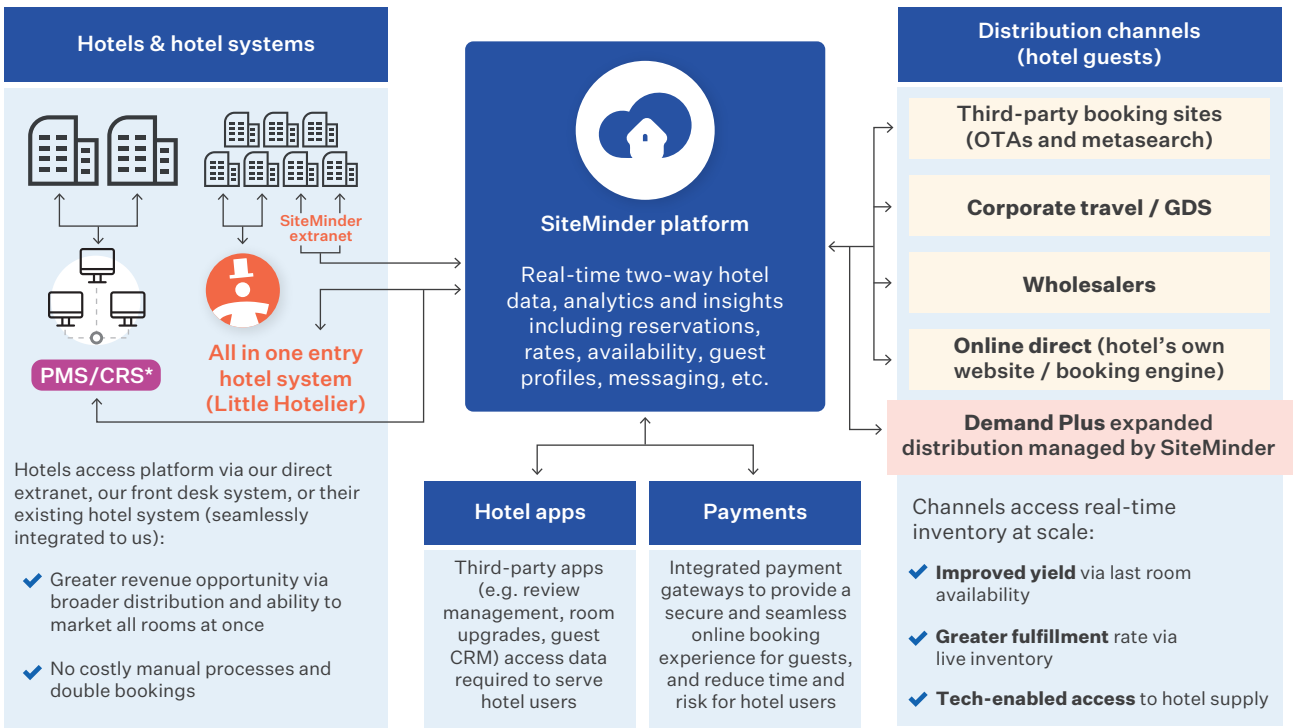
3. Company Overview

Figure 14: Ecosystem connections as at September 2021



The integrations provided by our ecosystem eliminate costly manual processes, maximise revenue for our customers by having all available rooms listed on many channels, and avoid the risk of double-booking by ensuring that data is aligned across the different systems and channels a hotel is using. We achieve this by near real-time, two-way API integrations between hotel systems, channels and apps, through our platform as shown in Figure 15 below. Our ecosystem is discussed further in Section 3.3.4.1.

Figure 15: Overview of SiteMinder's platform ecosystem



3.3.2. Customers

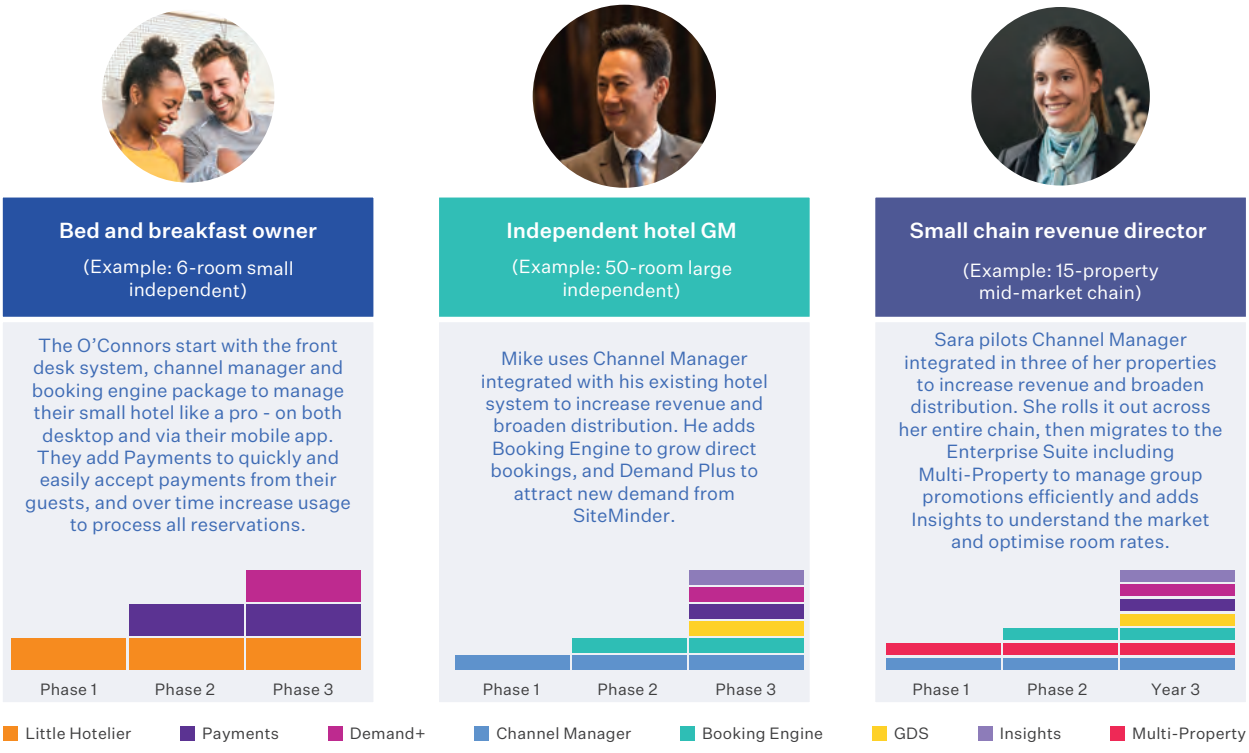
Our customers are hotels and accommodation providers including vacation rentals, lodges, motels, bed and breakfast properties, independent hotels and hotel groups. The majority of our customers are small and medium businesses (**SMB**) that comprise approximately 75% of our subscription properties as at 30 June 2021 and generated approximately 71% of FY21 subscription revenue.

In order to meet the diverse needs of our customers and grow our business, we have aligned our products and strategies to three segments: Small SMB properties, Large SMB properties and Enterprise properties as shown in Figure 16 below.

Figure 16: SiteMinder customer segments

	Small SMB properties	Large SMB properties	Enterprise
Description	1-20 rooms	21+ rooms, Independents and Groups of 2-14 properties	Groups of 15+ properties
Examples	5 room bed and breakfast 12 room eco-retreat	40 room motor inn 120 room boutique hotel 8 property local group	20 property group 75 property regional division of global chain
Our key strategic initiatives (see also our growth strategy in Section 3.5)	Self-service digital sales and onboarding to complement inside and in-market sales; continue to improve customer experience	Increase sales referrals through PMS and industry expert partners and evolve platform with more intelligent automation	Scale and evolve the Multi-Property Platform offering to provide an open and flexible alternative to traditional Enterprise options

Figure 17: Example customer journeys on the SiteMinder platform by segment



3. Company Overview

We have received strong feedback from our customers, including in testimonials such as those shown in Section 3.3.3, and industry awards, including being awarded the Best Channel Manager at the Hotel Tech Awards in July 2021, and being consistently ranked in the Top 3 for channel manager, direct booking engine, marketplaces and integration, market intelligence, and hotel management solution, as voted by customers on Hotel Tech Report.

3.3.3. Value Proposition

Our platform empowers hotels and accommodation providers to sell, market, manage and grow their business from one place. Although our customers across segments have very different needs, our value proposition comes down to the following core elements:

- Connecting to 'always-on' commerce;
- Helping hotels grow;
- Open connectivity;
- Efficiency and automation;
- Flexibility and choice; and
- Security, support and stability.

3.3.3.1. Connecting to 'always-on' commerce

Consumers have demonstrated a permanent digital shift in the way they want to book and experience travel. Travellers' experience of platforms such as Booking.com, Google and Amazon has led them to expect 24/7 responsiveness, convenience and personalisation in booking travel. Hotels and accommodation providers need to be able to meet these new 'always-on' expectations.

We help hotels and accommodations providers of different sizes get online and connect to the global world of digital commerce. Our Little Hotelier offering provides an easy all-in-one solution for hotels to connect to travellers before, during and after their stay.

Many SMB independent hotel and accommodation providers have a website, PMS and listings on OTAs, but update them manually, for example taking direct bookings over email and entering them into their PMS and removing dates from OTA listings once they are booked. Our platform connects these solutions, ensuring that room, rate and booking information flows seamlessly between the platforms, and hotels can connect directly with guests online via their own website and booking engine. SiteMinder is a leader in connecting to new consumer-facing platforms and sources of bookings for hotels and accommodation providers: we were the first hotel technology system integrated to CTrip (now Trip.com) in 2014 and to Airbnb in 2018.

3.3.3.2. Helping hotels grow

What it takes to grow as a hotel or accommodation business has shifted in the era of always-on digital commerce. With greater guest experience expectations, leaner teams, tighter budgets and new innovations emerging at speed, making the most out of every opportunity is more challenging than ever. Even successful accommodation operators may inadvertently miss out on growth as the market and customer behaviour continue to evolve.

Our hotel commerce platform enables hotel and accommodation providers to sell, market, manage and grow their business from one place.

To sell, we help hotels to easily connect to more, and more relevant, distribution channels to find new guests via OTA partners, directly through the Booking Engine and on metasearch websites like Google and trivago using our Demand Plus product. To market their property, our Booking Engine and Hotel Website Builder enable hotel and accommodation businesses to promote their unique brand and take direct bookings without paying OTA commissions. To better manage their business, our products reduce manual work and risk and automate time-consuming processes like payments. To grow their business, our Business Intelligence and Insights product helps hotels gain actionable business insights with useful reports and analysis on their performance to identify areas for growth including new customers and pricing opportunities.

3.3.3.3. Open connectivity

As described in Section 2, the global hotel and hotel technology industries are highly fragmented. By providing connectivity and real-time data exchange, siloed and fragmented systems are turned into intuitive, connected solutions. We have the largest ecosystem of any open hotel commerce system, with over 1,350 partners including hotel systems, hotel applications, distribution channels and industry consultants and advisers (Figure 14 in Section 3.3.1). Our PMS partners connect to over 280,000 individual properties, a significant share of the 1 million property total addressable market, and the largest of our competitors. This means that more hotels can easily integrate with SiteMinder than with any other open hotel commerce platform (see Figure 19 in 3.3.4.1).

For hotel groups, the openness and flexibility of our Multi-Property product means they can get centralised reporting and manage rates and promotions across the group, even if individual properties are using different PMSs and regionally specific distribution channels (i.e. OTAs). This helps overcome the legacy issues of limited connectivity between systems at each property and between properties, and avoids the significant cost and time required to implement or migrate to inflexible corporate solutions by enabling groups to layer our platform on their existing systems. This in turn allows hotel groups to pursue a growth strategy that is not limited by the different legacy systems at hotels they look to acquire or bring into their brand.

3.3.3.4. Efficiency and automation

Many hotels reduced staff in response to lower occupancy during the pandemic, making time efficient systems which reduce reliance on individuals' specialised skills critical to recovery. Our platform reduces or removes duplication of effort and manual workflows, including updating rooms, rates and bookings in multiple systems, and maintenance of website and OTA listing content. Our integrated payments solutions reduce manual processing time, security risks, and errors for front desk staff, allowing them to focus on guest experience. By using our platform, our customers can maximise the potential of their teams, reducing the limiting effect of inefficient and manual processes.

Our Multi-Property product suite is designed for hotel groups to efficiently manage rates, availability, reservations and yield across all properties on a central platform. This creates transparency of reports and insights across the group, which help generate operational savings for our customers.

3.3.3.5. Flexibility and choice

Hotel and accommodation providers are embracing technology to solve their problems. However technology choices are often driven by short-term perceived savings or responses to urgent demands, and choices that hotels make in the short term can compromise or limit their options in the future. The result can be either many disjointed solutions with siloed data causing inefficiencies, or 'all-in-one' solutions that fail to meet or evolve with customer needs over time.

With our platform, hotels and accommodation providers can access flexible pathways to start, upgrade and scale a successful business on their terms, without the compromises above. As an open hotel commerce platform, we enable hotels and properties to start from zero with a strong core solution, upgrade their existing capabilities by integrating their favourite systems with our platform, and scale by customising their set-up with specialised applications. The network of industry experts that customers can connect to through our Partner Program further supports them to maximise their investment and optimise their strategies. Our Partner Program is discussed further in Section 3.3.6.

3.3.3.6. Support, stability and security

Hotels are under constant pressure to sell their inventory every day and need the systems on which they depend for sales to be always on. For peace of mind, hotels value the stability and uptime of our platform, our 24/7 multi-lingual support model and our robust data security standards. Our integration payments solutions provide improved security for hotels and guests, as cash and cards are not shared with front desk staff. See Section 3.3.6 for more on the support provided by our global Customer team, Sections 3.3.4.2 and 3.4.1 for more on our technology platform and Section 3.8 for our data security practices.

3. Company Overview

Figure 18: Customer testimonials

Posada Del Cortés

"In our first year alone with Little Hotelier, we were able to reduce our administrative tasks and manual changes by 80%. We used to spend a lot of time looking at different platforms and spreadsheets, which was a lot of work. Working with Little Hotelier has simplified our processes. With one simple click, we have everything that we need. What's more, with the mobile app, I'm able to see my reservations at any moment. I have the control."
– **Luz Maciel, Owner, Posada del Cortés** (three rooms, Mexico)



"SiteMinder's technology is one of the reasons for our hotel's success. With SiteMinder, we've been able to open our doors to many travellers around the world, which is every hotelier's dream."
– Laura Kockott, Director, Gorki Apartments (36 rooms, Germany)

Hotel Chelsea
the hotel different

"SiteMinder has made our lives simpler and allowed our property to thrive, beyond the numbers, during both peak holiday seasons and throughout the year."
– Andrea Seinen, Hotel Manager, Hotel Chelsea (38 rooms, Germany)

QUEST
APARTMENT HOTELS

"SiteMinder has removed much of the complexity that comes with distribution. Our role is to support and educate the franchise network. By taking back all of that administrative component from our franchisees, the conversation can instead be about what the product is going to deliver for them, and how those results can be continually maximised. We then use the system to be able to get to market quickly."
– Mark Tierney, Chief Revenue and Distribution Officer, Quest Apartment Hotels (170 properties in Asia Pacific)

3.3.4. Key Company strengths

The following section outlines what we consider to be our key Company strengths as they relate to our business model, including operating the world's largest open ecosystem in the hotel technology space of over 1,350 partners (see Section 3.3.4.1), our pioneering open, scalable, multi-lingual and trusted technology platform (see Section 3.3.4.2) and our global multi-channel go-to-market engine (see Section 3.3.4.3).

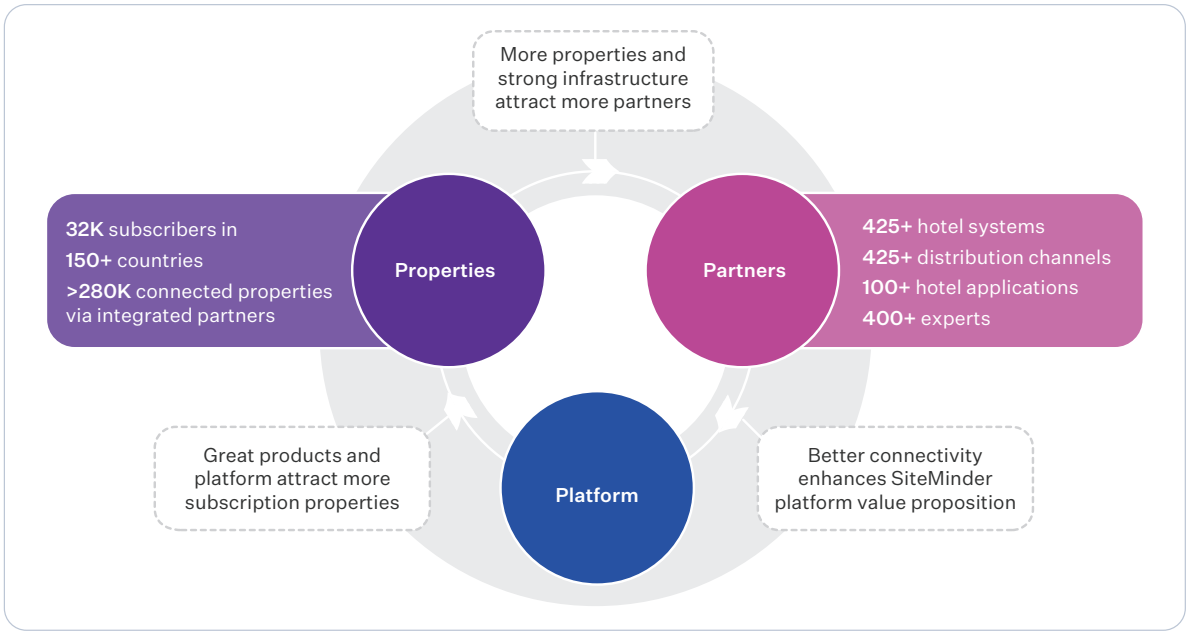
Our other key strengths are described further in Section 1.2.

3.3.4.1. Largest open hotel commerce ecosystem with industry leading connectivity

As discussed in Section 3.1, our platform has the largest open hotel commerce ecosystem providing connectivity to over 1,350 industry partners, including those formally engaged in our Partner Program (see Section 3.3.6 for more information about our Partner Program). In addition to the direct ecosystem connections with our customers and partners, our integrated PMS partners connect to over 280,000 individual properties, a significant share of the 1 million property total addressable market. This means that more hotels can easily integrate with SiteMinder than with any other open hotel commerce platform, and supports the network effects of our ecosystem described in Figure 19 below.

Our connected open ecosystem provides scale to our platform which creates a network effect that, in our view, attracts new properties and partners, further improving our platform's network connectivity. Replication of this network would be costly and time consuming for competitors and new entrants, which helps strengthen our competitive advantage and value proposition.

Figure 19: Ecosystem structure



3.3.4.2. Pioneering, open, scalable, multilingual and trusted technology platform

Since 2006, our platform and infrastructure has been built on established and innovative software engineering principles to provide an open, stable and trusted platform. As described in Section 3.1 above, our core technology platform includes both native apps for key business applications such as insights and integrated payments, as well as easy and robust integrations to our partners, designed to allow our customers the flexibility to select the 'best in breed' applications for their needs. Our technology platform and the connections between our products and ecosystem are described in Section 3.4.

For many years we have leveraged AWS cloud infrastructure, which enhances platform stability and uptime and reduces the risk of data loss relative to self-hosted infrastructure, due to its investments in continuous performance, dispersed platforms and load balancing. Cloud infrastructure allows us to add capacity to our platform in an efficient and scalable way as we expand our product offering and grow our customer base. The advantage of this stable platform infrastructure for customers is that they can access data, analytics and insights in near real time, provide real-time updates to pricing and availability and have their inventory displayed online at all times. Our customers trust us to ensure that their data is secure, they are always connected to their guests and they do not miss revenue opportunities by being offline.

Our technology partners recognise us as innovators and leaders in the use of complementary technologies, as shown in the following testimonials from key partners.

- "SiteMinder continues to benefit from what can be achieved with our comprehensive cloud offerings to service their hotel and lodging customers around the world. As an innovator in the travel and hospitality industry, SiteMinder is recognised for its early decision to build on AWS to support its global expanding customer base, business agility, and speed of innovation, efficiently, reliably, and securely." – David Peller, Managing Director, Travel & Hospitality at Amazon Web Services
- "SiteMinder has been an Instaclustr customer for over three years. In that time, we have experienced them to be a mature technology organisation, always seeking better outcomes and working well with our operations teams to deliver a highly stable and resilient technology environment." – Ben Slater, Chief Product Officer at Instaclustr

3. Company Overview

3.3.4.3. Global multi-channel go-to-market engine deployed in 20+ countries

We believe that we are strongly positioned to access further opportunities in our addressable market and reach, acquire and retain customers efficiently through our global footprint and diversified multi-channel go to market engine (see Section 3.3.6).

With over 800 direct employees and contractors across over 20 countries, six global sales hubs and seven offices and remote working locations, serving properties in over 150 countries in eight languages, we are a truly global business. To date, we have grown largely organically, making only one acquisition in 2015, with the acquisition of reservations system provider, Globekey.

Figure 20: SiteMinder's global footprint as at 30 June 2021

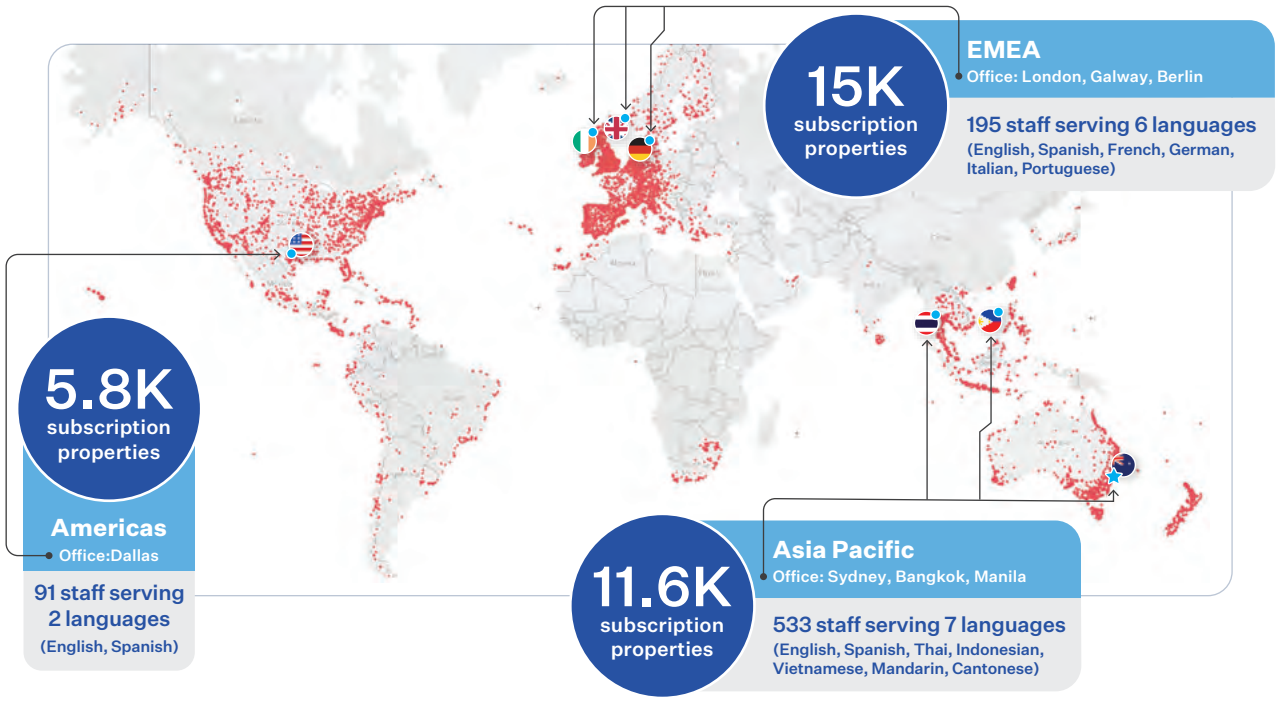


Figure 21: Global operations breakdown as at 30 June 2021

	Asia Pacific	EMEA	Americas[6]
Offices	Sydney, Bangkok, Manila	London, Galway, Berlin	Dallas
Staff	533 (including Global Head Office)	195	91
Languages served on our platform	7	6	2
FY21 revenue breakdown (%)			



As discussed in Section 2, SMB independent properties comprise the largest share (by number of properties) of the global hotel market, representing over 85%[7] of global hotel and accommodation properties, and a large yet fragmented and relatively unpenetrated market for us. As an increasing share of properties across all regions move their distribution online, we believe there is a growth opportunity for connectivity solutions within the SMB space.

In addition, we believe a large and fragmented SMB market typically responds favourably to SaaS offerings. This is because, due to their smaller scale and typically more streamlined decision-making process and operations, SMBs generally are able to buy and start using with relative ease and in shorter time frames compared to their larger enterprise counterparts. We believe that the shorter sales cycle and volume of potential SMB independent properties have the potential to drive our revenue growth and scale our business.

We believe we are well positioned to take advantage of the significant SMB independent property market through the 'engine' we have built to drive our global sales efforts, which comprises:

- Our ability to market to and generate leads from hotels and accommodation providers across the world;
- Our multi-channel sales approach;
- Our 24/7 multi-lingual global support model; and
- Our targeted product offerings for SMBs with attractive entry price points.

We believe our ability to cost-effectively market, acquire and serve SMB properties enables us to deliver strong SaaS metrics and positions us to scale efficiently in the SMB hotel and accommodation providers market. Our sales and marketing approach is further described in Section 3.3.6.

6. Americas refers to North America, Central America and South America.
7. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.

3. Company Overview

3.3.5. Business Model

We operate primarily on a subscription revenue business model, with additional revenues in the form of transaction revenue. We consider our revenue to be recurring because it predominantly comprises subscription revenue, which consists of periodic subscription fees paid by our customers to gain access to our platform and use our products, as well as transaction revenue, which consists of the fees paid by our subscriber customers in connection with each applicable transaction they conduct on our platform. While transaction revenue is not subject to minimum usage or volume levels and will vary by customer period to period, we consider this revenue to be recurring on the basis that it comprises usage and volume based charges to our subscription customer base which are generated with a degree of consistency period to period once a customer commences using a product. This is further supported by the low level of Monthly Revenue Churn rates we experience. See Section 4.2.5 for our definition of Recurring Revenue, including its use and limitations (Recurring Revenue is a non-IFRS measure). Our subscription revenue is charged based on contracts which are typically month-to-month or for one to three years. See Section 9.6 for more discussion on our contracts. In FY21, we generated 83.3% of our pro forma total revenue from recurring subscription fees and 16.6% of our revenue through transaction fees from our subscriber properties.

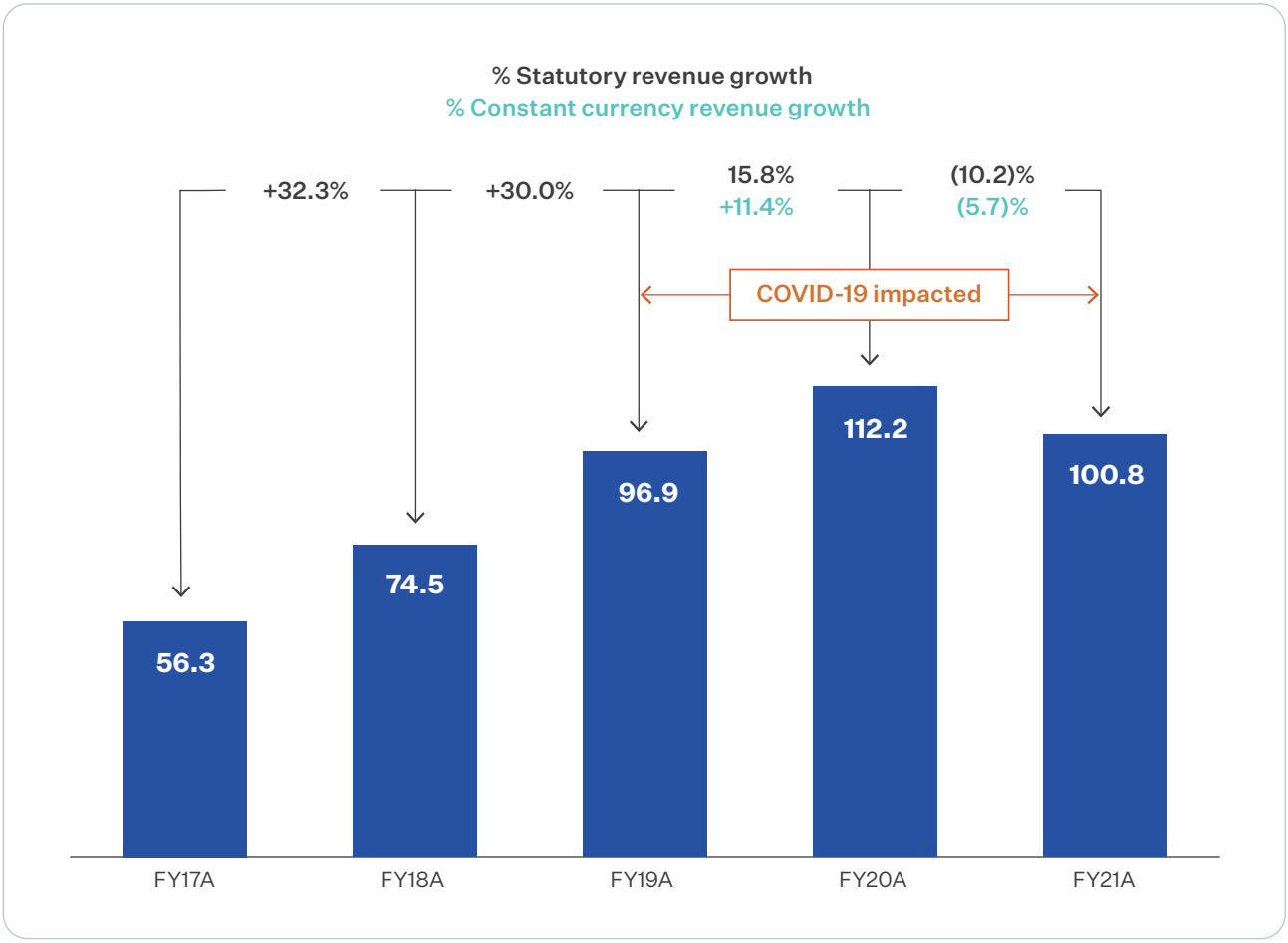
- **Subscription products:** Our customers pay a recurring subscription fee charged on a periodic basis in order to gain access to the suite of products offered on our platform. Our product offering is embedded in our customers' operations as it powers our customers' bookings process and provides the critical connectivity for sales distribution. This results in 'sticky' customers which, in our view, help provide resilient and recurring subscription revenue. See Section 4.7.8 for information on our key SaaS metrics including churn. Our salespeople work with current and prospective properties to tailor the subscription to our customer's needs based on their property size, segment and business goals. Generally, our customers in the small and large SMB property segments are billed periodically either monthly, quarterly or annually.[8] See Section 9.6 for more information on our contracts and termination rights.
- **Transaction products:** We generate transaction revenue from our subscribers for our transaction products on a percentage fee or fixed fee per transaction or completed reservation basis. These products include Hotel Payments, Demand Plus and GDS. Transaction products provide strategic value to us as they embed us in the exchange of funds process of our customers, further integrate us into the traveller booking experience and also provide an avenue to monetise the total bookings or gross market value (GMV) flowing through our systems, which is in excess of A$46 billion[9] per annum (based on 2019). As at 30 June 2021, approximately 25% of our current subscriber base was using (and paying for) at least one transaction product.

8. See Section 9.6 for an overview of our approach to contracts with customers.
9. A$46 billion based on all transactions recorded through our Channel Manager, Little Hotelier and TBB Product platform during 2019.

Figure 22: Revenue summary

Revenue stream	Fee structure	% of FY21 revenue	FY21 pro forma revenue (A$m)	FY21 average monthly ARPU[10]
Subscription products (Channel Manager, The Booking Engine, Hotel Website Builder, Business Intelligence and Insights, Little Hotelier)	• Periodic fee per product • Fee determined by property size and contract length	• 83.3%	• A$83.9m	• A$214
Transaction products (Hotel Payments, GDS, Demand Plus, Hotel App Store)	• Percentage fee or fixed fee per transaction/ completed reservation	• 16.6%	• A$16.7m	• A$43 (transaction revenue over total transaction customers was $181)

Figure 23: Statutory revenue (A$m), statutory revenue growth (%) and constant currency growth (%)[11]



10. Monthly ARPU is monthly average revenue per user (or property) which measures the average revenue from each customer and is used in calculating LTV. It is calculated by using monthly Recurring Revenue and dividing it by Number of Properties for each respective month. The monthly ARPU is presented as the average of the last 12 months. Refer to Section 4.2.5 for more information on ARPU, its purpose and potential limitations. ARPU is a non-IFRS measure.
11. Constant currency revenue has been calculated using like for like exchange rate assumptions across FY19 to FY21. These include: AUD/EUR=0.6100, AUD/GBP=0.5500, AUD/USD=0.7500 and AUD/NZD=1.0700. Refer to Section 4.2.5 for more information on the calculation of constant currency revenue growth, its purpose and potential limitations. Constant currency revenue growth is a non-IFRS measure.

3. Company Overview

Our growth to date has been almost entirely organic, demonstrating the strength of our business model and our global SMB sales engine (see Section 3.3.4.3 for more information on our sales engine). Following a global resumption of travel, we are targeting pre-COVID-19 growth rates (shown above in Figure 23 as the growth rate between FY17 and FY19) in the future but realisation of this target will depend on a number of factors, including the substantial abatement of COVID-19 related influences on the accommodation and travel industry. See Sections 4.7 and 5 for more information about the impact of COVID-19 on our operations and our COVID-19-related risks.

3.3.6. Go To Market (GTM) Functions: Sales, Marketing and Customer

Our GTM effort is led by a global team with expertise in hospitality, technology and SMB sales. They serve our customers in 11 languages[12] and help accelerate revenue growth by creating and executing targeted sales and marketing strategies to attract new properties and upsell additional products to our existing property base, and by enabling our customers to generate maximum value from our products and thus increase retention.

Our GTM team comprises three teams that work closely together:

- Our global Marketing team focuses on creating targeted strategies for driving growth from each of our core audiences: customers, prospects and partners. Marketing strategies are differentiated for each customer segment, based on market maturity and local dynamics in each region and country, and executed through a mix of digital, offline and partner channels (e.g. search engine marketing, social media and content marketing, search engine optimisation, email, direct mail and events);
- Our global Sales team focuses on new customer acquisition and product upsell. We have increased our sales capacity by scaling sales management and quota-carrying sales representatives, and invested in expanding sales onboarding, training and enablement programs with dedicated global trainers to accelerate our revenue growth initiatives. Our multi-channel global SMB sales model comprises the following channels and teams:
  - Inside sales: direct outreach 'call-centre' sales for new property sales and cross-sell/upsell operating from six global sales hubs and remote work locations;
  - In-market sales: complements inside sales with representatives located in market and able to meet prospective customers in person. In-market sales program active in 19 countries;[13]
  - Enterprise sales: dedicated specialist enterprise sales and account management team for large hotel groups (typically with 15+ properties), organised globally as a centre of excellence and to provide unified and consistent engagement with multi-national chains;
  - Channel sales (Wholesale, Resellers and Partner Program): we partner with a small number of complementary technology partners, including PMSs and CRSs, to include our products in their core product offering. These partners market, sell, onboard and bill hotels for our products, in geographies or segments where a combined offering makes most sense for the market. Our Partner Program described below generates leads and new customers via referrals from PMS and Expert partners; and
  - Digital sales: prospective customers are able to complete the sales and onboarding process themselves on our website, and using automated digital guided set-up tools in product, for selected products and markets; and
- Our global Customer team is the primary point of contact for new properties to set up and optimise our platform for their needs, and for existing customers seeking support. We consider our support offering to be a key strength for customers who are newer to hotel technology. Our customer service experts are available to customers with 24/7 accessibility (English/Spanish), in multiple channels (call, chat, email, web) covering 11 languages.[14]

12. Platform served in eight languages (English, Spanish, French, German, Italian, Portuguese, Thai, Indonesian) with support in three additional languages (Vietnamese, Mandarin and Cantonese).
13. Includes 1. USA, 2. Colombia, 3. Mexico, 4. Thailand, 5. Indonesia, 6. Malaysia, 7. Philippines, 8. Taiwan, 9. Vietnam, 10. NZ, 11. Australia, 12. UK, 13. Germany, 14. Italy, 15. Spain, 16. South Africa, 17. Ireland, 18. Chile, 19. Canada.
14. Platform served in eight languages (English, Spanish, French, German, Italian, Portuguese, Thai, Indonesian) with support in three additional languages (Vietnamese, Mandarin and Cantonese).

Our Partner Program is also an important part of our GTM approach. Launched in November 2020, the Partner Program is aimed at two core partner types: vendors of PMSs that are integrated to our platform, and Experts, which includes service providers that provide expert advice and services like revenue management consulting to hotels. There are mutual benefits for us, our customers and partners in the Partner Program. Customers get real business advice on to how to maximise revenue through implementing our platform, and sometimes get onboarding or first line customer support from their PMS partner. For both Experts and PMS Partners, membership of our Partner Program provides opportunities to earn referral fees for new properties and access to dedicated training and support, events and marketing materials. PMS Partners also feature on our 'PMS Finder' and Experts on 'Find an Expert', enabling us to generate leads for them. We benefit from the Partner Program through our partners amplifying our brand in key markets and generating leads. Partners are also a valuable source of feedback for product and marketing testing. Our Partner Program currently includes over 130 PMS partners and over 400 expert partners. We continue to invest in expanding our number of partners and the mutual value proposition offered by this program.

We measure the success and efficiency of our GTM sales and marketing functions through our LTV/CAC ratio (see Section 4.2.5 for an explanation and our definition of LTV/CAC). LTV (Life Time Value) represents the average gross profit expected to be received via recurring subscription and transaction revenues over the lifetime of a property and the CAC (Customer Acquisition Cost) represents the measure of the average cost to acquire a property. By combining these two metrics into the LTV/CAC ratio, we are able to measure the success and efficiency of our property acquisition strategy. This is an important metric which we use as it measures the profitability of acquiring a property and it helps us decide how to allocate resources and ultimately if a customer is going to be profitable.

We believe we have a successful GTM sales and marketing team with considerable experience in efficiently selling our products through our >4x LTV/CAC (prior to adverse COVID-19 impacts). See Section 4.7.8 for more discussion on our LTV/CAC and its progression over time.

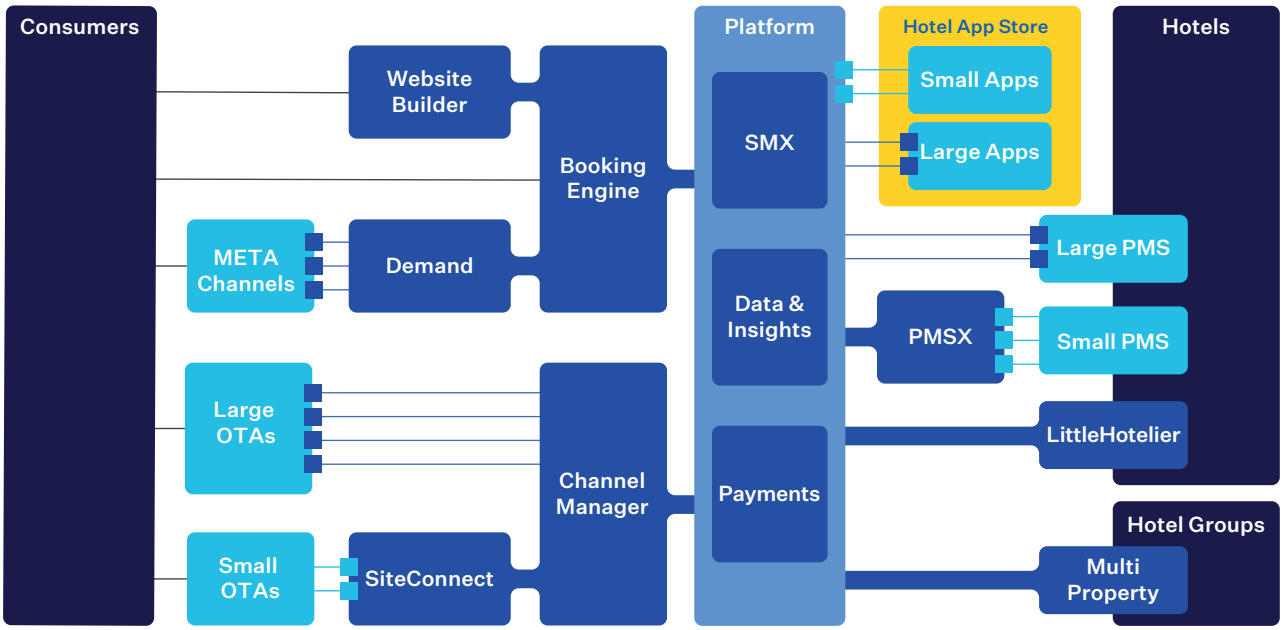
3.4. Technology

3.4.1. Technology Overview

Since our inception, we have viewed ourselves first and foremost as a technology company that serves hotels and accommodation providers. With a strong culture of innovation, delivering a trusted product and technology platform is at the core of our DNA. We focus on building sophisticated products that are simple to understand and use so that our properties can spend more time running their operations. Since 2006, we have built, from the ground up, a highly scalable, Software-as-a-Service core technology platform (see Section 3.3 for more information on our platform and products).

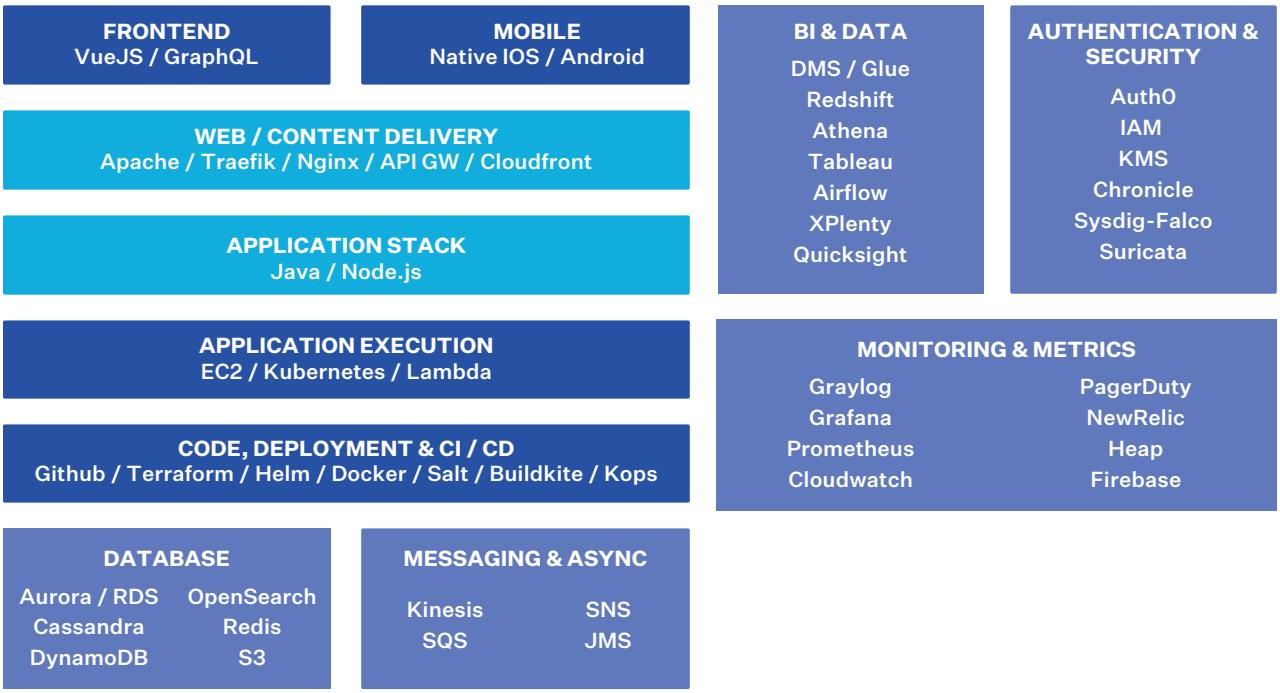
3. Company Overview

Figure 24: SiteMinder's leading technology stack platform



Our modern technology platform and infrastructure also leverages leading third-party services and developer tools shown below.

Figure 25: Leading third-party developer tools



3.4.2. Product Development

We have a global product and engineering team, with our core product development team based in Sydney, complemented by offshore teams in the Philippines and United Kingdom. We have dedicated product development teams for each of our products. These teams contain product management, engineering, design and quality assurance/testing capabilities.

Our product development capabilities have expanded significantly in the last five years. The development team continues to get strategic input from our co-founders who have led product development and engineering from our early days. We have also developed a proprietary software development process called RuDDEr, which drives our research, design, delivery and evaluation practices.

We have prioritised our research and development investments on the following initiatives:

- Continued product suite innovation for different key segments to grow subscription properties: Little Hotelier for small SMB properties, Property Platform for large SMB properties, Multi-Property Platform for hotel groups including Enterprise Customers;
- Further expanding transaction offerings (Demand Plus and Hotel Payments) and developing new offerings to remove ecosystem pain points; and
- Diversifying our multi-channel global SMB sales engine through channel and digital sales.

Our vision is to transform our product suite into a hotel commerce software platform that adheres to the following principles:

- **Better together:** all our solutions leverage our platform and work better together, providing unique capability and efficiency that a set of single solutions could not achieve.
- **Intelligent and informed:** the platform should guide, coach and advise the customer to drive better business outcomes whether that is generating revenue/profit, improving the guest experience, operating more efficiently or learning to get the most value out of the platform.
- **Simple:** the platform should be easy and intuitive to use without the need for deep domain knowledge. Customer experience is the differentiator and we win if we create a platform that puts the customer first better than that of our competitors.
- **Open:** in addition to our comprehensive suite of core capabilities, we allow properties to 'add on' components via our extensive ecosystem partners network, enabling each hotel and accommodation provider to create a unique commerce platform that meets their needs.

3.5. Growth Strategy

We had a history of delivering organic growth prior to the onset of COVID-19, with statutory revenue growing at a CAGR of 31% between FY17 and FY19. Going forward, our growth strategy continues to focus on sustainable, organic growth, focusing on the following key components:

3.5.1. Property growth

With a total addressable market of over 1 million hotel properties globally, we believe there is a significant opportunity for growth by expanding our current property base of approximately 32,000 properties. We aim to grow our property base by accelerating our expansions into existing and new segments and geographies, with distinct offerings for small SMB independents, large SMB independents and hotel groups and go-to-market strategies tailored to the needs of the different markets we serve.

3.5.1.1. Large unmet opportunity in the SMB property sector

Over 85%[15] of the global total addressable market for our business is composed of SMB independent properties, many of which we know from our sales team and partners still rely on manual methods (such as pen and paper, spreadsheets or legacy disconnected PMSs) to manage their bookings across channels. To bring our technology solution to this large underserved market, we have developed product offerings, pricing and a go-to-market approach capable of serving the SMB property sector in a scalable way at attractive SaaS metrics. We are in the early stages of realising this growth and will continue to evolve our offering and capabilities. See Section 3.3.4.3 for more information on our sales engine and Section 4.7.8 for more information on our SaaS metrics.

In 2021, we launched several product, channel, pricing and bundling changes for the small independent segment under our 'all in one' brand Little Hotelier. This includes a digital self-service acquisition and activation option with a low fixed price and flexible GMV-based billing, launched initially for the US and UK markets. We also piloted a bundle tailored to smaller properties in South East Asia, with flexible GMV-based pricing and local currency billing. Both these options expand our reach into the addressable market for smaller properties (less than 10 rooms, including vacation rental properties), seasonal properties with variable needs across the year, and properties that are newer to technology.

3.5.1.2. Strengthening our global 'go to market' capabilities

We have heavily invested in scaling our go to market capabilities by focusing on our customer acquisition efficiency and speed. We have redesigned sales incentives and alignment with the onboarding team to drive increased conversion through onboarding and free periods, and further reduce time to activation for properties. This initiative delivered a 20 percentage point increase in conversion rates over the period of April to October 2020. We have streamlined and automated some onboarding processes, and are working towards enabling full digital customer self-service activation. We have expanded beyond a sole focus on inside sales to the more diverse set of sales channels described in Section 3.3.6. Our multi-lingual capabilities across marketing, sales and customer, and our ability to operate and bill customers in many local currencies, strongly position us for further expansion. These initiatives are improving customer experience, acquisition conversion and speed; and support our ability to scale our business.

3.5.1.3. Innovative new products

Over the last 18 months we have made significant investments in innovative new products that provide a foundation for growth across each of our major segments. Little Hotelier and Multi-Property are discussed in Section 3.2 and above. For our SMB segment, we are planning to relaunch our core Property Platform, with customer migrations and new business sales expected to commence over the next six months. The relaunched Property Platform is designed to provide better and simpler customer experiences including a single streamlined onboarding process and better integrations between products to enable customers to get greater value from the platform, including integrations with best of breed solutions in the wider ecosystem. It also lays the foundation for future product innovations (below) across all customer segments.

These product updates are new to market and have been well received by early customers (Figure 26 below) and we are at the beginning of realising their growth potential. We have a strong pipeline of future product innovations to expand our business, including proactive insights and 'next best action' recommendations, further evolution of the Multi-Property suite with an enterprise grade internet booking engine ('**IBE**'), and additional functionality in our payments and demand generation products.

15. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.

Figure 26: Early feedback received from our customers on Multi-Property (launched May 2021) has been positive

"With Siteminder Multi-Property, we've gone from spending 160 hours to implement a new strategy, to spending five minutes."

Mark Tierney, Chief Revenue & Distribution Officer
Quest Apartment Hotels, APAC



3.5.2. Subscription upsell

We are focused on growing our revenue per property by offering premium bundle plans and broader enterprise solutions.

- **Premium bundle plans:** We are launching bundles that provide full platform functionality to properties, including data driven insights, guest management and direct marketing solutions, and also offer additional services through APIs and optional modules to enhance value; and
- **Broader enterprise solutions:** We have significant opportunity in the Enterprise segment to broaden solutions (i.e. Multi-Property, IBE, guest management and loyalty programs) and offer a mix of subscription and transaction-priced packages.

3.5.3. Transaction products

In addition to subscription upsell, we expect our investments in our transaction products to drive revenue growth. These products provide strategic value to us as they embed us within the exchange of funds process of our customers, further integrate us into the traveller booking experience and also provide an avenue to earn commission income on a portion of the GMV flowing through our systems, which is in excess of A$46 billion[16] per annum (based on 2019).

Our newest transaction products (Hotel Payments and Demand Plus) were launched in July 2018 and November 2018 respectively. From March 2020 to June 2021, deployment of these products to our customers increased over 70%, demonstrating our ability to grow product penetration during the pandemic. We plan to further grow transaction revenue per property by expanding our Hotel Payments and Demand Plus products and by launching new transaction offerings to meet our customers' needs. Recent initiatives include the expansion of Demand Plus from Google Hotel Ads into trivago, and the launch of SiteMinder Pay for Channel Manager customers in addition to Little Hotelier and Direct Booking customers. Transaction products give us access not just to the hotel software market, but also to the total spend on hotel and accommodation provider bookings by allowing us to receive a percentage or fixed fee per transaction or completed stay that goes through our platform.

3.5.4. Potential M&A

Given the significant opportunities available with our product suite and the geographies in which we operate, we continue to be focused on organic growth. However, we may undertake acquisitions in the future to improve our strategic position and expand our platform if the right opportunities arise.

16. A$46 billion based on all transactions recorded through our Channel Manager, Little Hotelier and TBB Product platform during 2019.

3. Company Overview

3.6. COVID-19 Impact

3.6.1. Impact of COVID-19 on the global travel sector and on our operations

As discussed in the industry overview in Section 2, the global travel sector has been impacted significantly by COVID-19, experiencing more than a 50%[17] decline in industry revenue in FY21 (compared to FY20) due to extended periods of lockdowns, movement restrictions and border closures. As a direct result of COVID-19, we experienced significant declines in transaction revenue and elevated subscription suspensions as hotels closed or temporarily suspended operations. Our churn increased from 1.0% in FY19 to 1.6% in FY21. We also introduced a range of cost rationalisation initiatives as described below.

Despite this, we delivered a resilient performance in FY21 driven by our business model, the recurring nature of our revenue and the value we continued to provide our customers by introducing and upselling new products. Our FY21 revenue only fell by 5.7% year-on-year ('**YoY**') on a constant currency basis[18] and annualised recurring revenue ('**ARR**') (see Section 4.2.5 for a detailed definition) increased by 11.7% on a constant currency basis, despite the impact of COVID-19. See Section 4 for more detail on our financial performance.

Our revenue decline was less than the decline in industry revenue, largely because our customers did not cancel their subscriptions with us at the same rate as the decline in bookings. Customers have typically maintained their subscriptions and instead reduced staff and other costs in order to gain operational efficiencies and capture as many guest bookings as possible. Our platform is often so embedded with customers (i.e. through a broad range of products integrated into their business) that they are less likely to cancel subscriptions unless it is a last resort. In addition, our customer base was generally less impacted by the pandemic than the hotel industry as a whole, with independent, non-metro hotels benefiting from exposure to more resilient local and regional tourism and being less reliant on corporate travel. See Section 4.7.2 for a more detailed discussion on the impact of COVID-19 on our financials.

3.6.2. Actions we took to address COVID-19 disruption

In March 2020, we rapidly formulated an emergency response plan and implemented the plan in early April 2020. The plan included the rationalisation of growth related and sales and marketing costs but maintained core capabilities with continued investment in key research and development initiatives to support new product launches. The plan also included support for customers who were under financial distress, including modified billing plans, discounts, debt forgiveness and suspended subscriptions. We also launched a COVID-19 resource centre, bringing together resources, insights, live webinars and information to help our community navigate the changing environment.

The cost rationalisation plan resulted in a net reduction in headcount (includes direct employees and contractors) of over 200 by June 2020, noting we had accelerated investment during the first three quarters of 2020, prior to the onset of COVID-19. Following the headcount reduction in FY20, and as travel began to reopen, we then reinvested and increased headcount to over 800 in FY21, expanding sales, marketing and onboarding teams and continuing investment in the development of new products to support growth in FY22 and beyond. Our cost rationalisation plan also included the closure of physical offices, restriction of travel and reduction of non-essential costs.

Our early actions allowed us to continue to invest and remain focused on our key strategic programs, resulting in the launch of our Partner Program in November 2020 (see Section 3.3.6), Little Hotelier digital customer acquisition in April 2021 and Multi-Property in May 2021 (see Section 3.3.1). Additionally, we accelerated the upsell of new transaction products, more than doubling the percentage of customers using these products between 30 June 2019 to 30 June 2021. Our Demand Plus product helped our customers reach potential guests beyond traditional OTAs and was accelerated with the expansion of the product solution to trivago and Google All Options.

17. Frost & Sullivan, 'Independent Market Report on the Hotel Software Market' (30 September 2021), commissioned by SiteMinder.
18. Constant currency revenue has been calculated using like for like exchange rate assumptions across FY19 to FY21. These include: AUD/EUR=0.6100, AUD/GBP=0.5500, AUD/USD=0.7500 and AUD/NZD=1.0700. Refer to Section 4.2.5 for more information on the calculation of constant currency revenue growth, its purpose and potential limitations. Constant currency revenue growth is a non-IFRS measure.

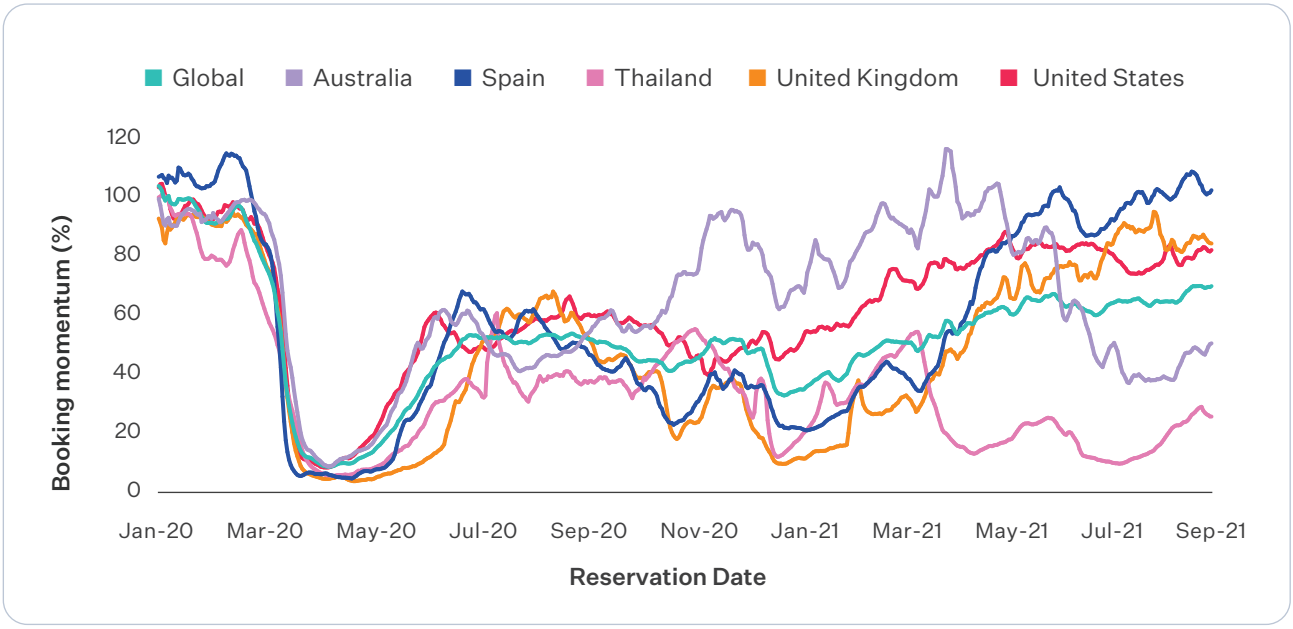
3.6.3. Expected COVID-19 impacts going forward

As outlined in Section 2.2.3, the global travel sector's recovery is contingent on the overall success of each country's virus containment strategy and vaccination programs, which have had varied degrees of effectiveness and progress. While the travel sector recovery is going to take time and is likely to occur at different rates across various regions, we have seen travel bookings for our property base reach pre-COVID-19 levels in some markets and believe that all our key markets will recover in time.

We publish an aggregated view of the number of bookings that flow through our platform, expressed as a percentage of the booking volume two years prior, as an indicator of recovery for our customers and ecosystem. The SiteMinder World Hotel Index[19] chart below shows that as at 30 September 2021, bookings in certain countries on our platform had rebounded to near pre-COVID levels.[20] For example, even during the emergence of the Delta variant, Europe (for example Spain and the U.K. shown below) has performed strongly and the United States has been relatively stable, driven by relatively fewer restrictions and an earlier vaccination program than other regions. Booking momentum for Australia saw a strong rebound to pre-COVID-19 levels in May 2021 before declining in response to a Delta variant outbreak in late June 2021. Industry experts forecast that, subject to various assumptions including the improvement in COVID-19 vaccination rates, the vaccines remaining effective against the emergence of new variants, and government policies such as lockdowns, border closures and travel restrictions being reduced as vaccination rates rise, accommodation bookings will gradually increase toward pre-pandemic levels across all regions by 2024.[21]

Importantly, as discussed in Sections 2.2.3 and 3.6.1 above, our business recovery and growth does not require a full recovery in travel booking volumes, as our platform has a strong proposition for customers at lower levels of occupancy, by providing operational efficiencies and access to new guest bookings.

Figure 27: SiteMinder platform booking momentum by select countries from 1 January 2020 to 30 September 2021[22]



19. SiteMinder World Hotel Index is available at https://www.siteminder.com/world-hotel-index/
20. Australia, Thailand, USA, UK and Spain shown in Figure 27 as these countries represent material markets to us and also represent a diverse set of regions based on both geography and COVID-19 recovery patterns.
21. According to Phocuswright and Frost & Sullivan, discussed in Section 2.2.3.
22. Represents our booking momentum which is the booking volume at a particular date expressed as a percentage of the booking volume two years prior. Australia, Thailand, USA, UK and Spain shown as they represent material markets to us and also represent a diverse set of regions across both geography and COVID-19 recovery patterns.

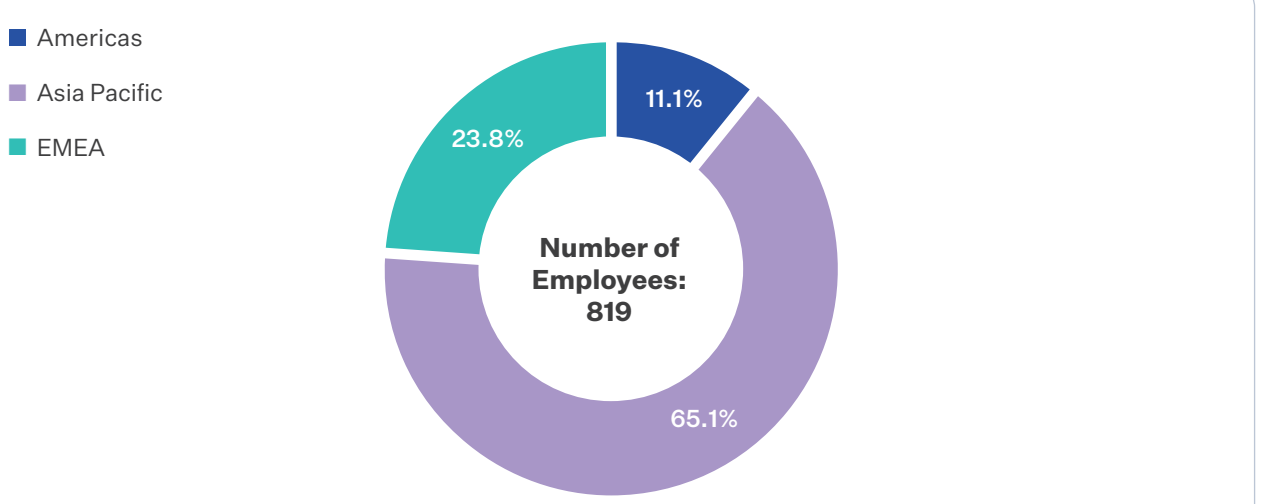
3. Company Overview

3.7. People, Culture and ESG

3.7.1. People

As at 30 June 2021, we had 819 direct employees and contractors located across the following regions.

Figure 28: Direct employees and contractor distribution as at 30 June 2021[23]



The Legacy Incentive Plan is currently offered to all SiteMinder employees.[24] The Legacy Incentive Plan will cease upon listing on the ASX.[25] Under the Legacy Incentive Plan, a portion of our employees' salaries were invested in a structure that increased in value as our Company grew. This has contributed to a culture of employee engagement and alignment with the long-term health of the business.

This Legacy Incentive Plan will be replaced with a new set of equity incentive arrangements, described in Section 6.5. Refer to Section 6.5 of the Prospectus for more disclosure on the legacy and new equity incentive arrangements in place for employees.

3.7.2. Culture

At SiteMinder, we believe that a culture of highly engaged employees is critical to our continued success. Since our founding, we have focused on building a strong culture anchored in employee engagement, collaboration, transparency and innovation, and strive to provide a consistent and positive experience for all employees regardless of their role or location. We celebrate our successes and believe our people are our biggest asset.

In early 2021 we refreshed our Company values by collaborating with employees across teams and geographies. This enabled us to capture the essence of what makes us unique, as well as how we aspire to work together for the next phase of our shared journey. As a result, we launched our 'ways of working' (see Figure 29 below) to underpin how we work together to deliver on our priorities. Our new ways of working also provide a benchmark against which we can review our actions and progress, and guide us in our decision making as individuals, teams and as a business. We reinforce our ways of working through regular individual and team reward and recognition. We encourage feedback from all team members about how best to bring our ways of working to life, for example to ensure that 'hustle' doesn't come at the cost of team wellbeing, integrity or delivering value for customers, and that 'making it simple' often requires complex technical design to deliver the simplest solution for customers.

23. Americas refers to North America, Central America and South America.
24. Including those employed via our third party employer Mauve.
25. Legacy plan will cease for the majority of employees in all regions/locations, however there are a small amount who will need to remain on the plan whilst we explore jurisdictional legal and accounting solutions for those particular countries.



Teamwork, transparency, and open communication remain at the core of our culture. We pride ourselves on being direct and straight-talking, and welcome the contribution of ideas from team members at all levels across the business. Sankar Narayan, our CEO and Managing Director, holds a monthly virtual townhall meeting in each region where he shares key operating metrics, people news and updates on major projects with all staff. A fundamental part of the townhall is the live Q&A. Employees have the opportunity to anonymously submit questions in real time, and Sankar answers them during the session. While these exchanges can touch on difficult or controversial topics, we believe all employee questions are worthy of respect and highly value the engagement that they represent. Attendance at these sessions is consistently high.

We are committed to creating a diverse and inclusive environment where all employees feel safe, supported and encouraged to bring their whole selves to work. Our culture is underpinned by our diverse mix of views and backgrounds and we celebrate the diversity of opinions and approaches that our employees bring based on the countries and cultures they live in, and their experiences prior to and outside SiteMinder.

We have three Employee Resource Groups (ERGs) to support and advocate for our employees from marginalised groups; these include our Pride ERG for lesbian, gay, bisexual, transgender, queer, intersex and asexual ('**LGBTQIA+**'), People of Colour ERG and our Women at SiteMinder ERG. We partner with external organisations like Pride in Diversity to educate and raise awareness of the challenges faced by colleagues of different identities and backgrounds both at work and in society. We participate and report annually on our progress on gender equality through the Australian Workplace Gender Equality Agency ('**WGEA**') and we work with our diverse range of people from a variety of cultural backgrounds in the POC ERG to advocate and celebrate our wonderful and broad differences in our employee make up.

In September 2020, we launched our official Open Working policy, in recognition of the diversity of our office and our distributed working models. It gives our teams assurance that some structures that were developed and successfully adopted during the COVID-19 work from home periods could be continued on a permanent basis. It provides employees with more choice over how and where they do their best work, whilst recognising that the level of collaboration required will differ by role and/or department. Roles are classified as office-based, mobile (mix of office and work-from-home) or remote (outside commuting distance from an office) and provide employees with the opportunity to apply for a change in their Open Working arrangement at any time, by agreement with management. It provides a framework for all teams to work together regardless of location and ensures that we continue to comply with all relevant employment, tax and workplace health and safety requirements, regardless of where our people are located. We also recognise that for some activities, in-person collaboration can be the most effective model, as well as providing social connection and supporting our employees' mental health and wellbeing. Where relevant and safe to do so, we have encouraged our people to return to the office with a range of events and incentives, in accordance with local public health advice.

We also encourage and support a healthy work environment for our employees through our five pillars of wellbeing: Physical, Mental, Personal Growth, Social and Financial. We provide a range of support, education and activities around these pillars for all of our employees globally. This includes employee assistance programs, professional speakers and interactive learning sessions on everything from mental wellbeing, ergonomics and nutrition to superannuation and pension.

Our People, Growth and Performance framework demonstrates our commitment to supporting our people to grow their careers at SiteMinder and beyond. Our managers work with team members to set personal and career development goals, and provide regular two-way feedback. Employees also have access to a wide range of both mandatory and elective training with our experienced learning and development team to ensure they have the knowledge, skills and tools to be successful from their very first day with us. This includes induction, product training, tech boot camps and leadership training.

These initiatives and our culture have resulted in consistently high employee engagement scores, which we are proud to have maintained and improved on during the COVID-19 period. Engagement scores are measured continuously using the Officevibe tool, which provides insight into trends and drivers of engagement, as well as verbatim feedback on what is working well and what needs improvement. All our senior management are committed to actioning issues raised by our teams, with even the CEO replying to feedback to ensure our employees feel supported and heard and we continue on our journey of growth.

3. Company Overview

Figure 29: Our ways of working



3.7.3. ESG

At SiteMinder we are committed to environmental sustainability, positive social impact and good governance. We recognise the importance of environmental sustainability, including action to slow and reduce the impacts of climate change, as not just an ethical obligation but also a critical enabler of our business growth, and are committed to working with partners across the technology and travel industries to bring about positive solutions. In FY22 we will undertake a review of our emissions and develop a strategy to reduce and mitigate.

We support our employees to engage in social impact activities of their choice through volunteering leave days. Our volunteering policy supports charities, communities and individuals in need by giving all our permanent employees two volunteering days every year to support a local cause close to their heart.

Moving forward, we are committed to creating value for all our key stakeholders (shareholders, employees, customers, consumers and local communities) including managing and increasing our positive ESG impacts. We share these commitments in our ESG statement which can be found on our website and will evolve over time.

3.8. Data Security and Privacy

As a provider of a cloud based hotel commerce platform, we rely on a number of IT systems, data handling, storage systems and third parties to operate our systems, protect user data and store customer information. Accordingly, we need to ensure that our IT systems and cloud based platform can operate securely and without interruption. Responsibility for managing IT systems, data security and privacy risks (see Section 5.2) across our organisation sits with our Director of Security, who reports to our Audit and Risk Committee twice annually and monthly to our Executive Leadership Team in relation to topics such as cybersecurity, data privacy and IT security.

While we have not experienced any material information security or data privacy incidents over the last three years, our cloud based platform and IT systems/data handling/storage systems and third party vendors face a range of threats, including cyber attacks and intrusion attempts, ransomware, phishing, Denial-of-Service attacks, viruses, and physical threats such as deliberate or accidental damage, as well as power surges and failures, including from lightning or infrastructure failures, such as servers failing or failure of a third party service provider in relation to IT maintenance or data storage.

SiteMinder is PCI DSS Level 1 Service Provider certified and we undergo an external cybersecurity audit annually, as well as vulnerability testing every three months, to maintain our level of PCI DSS compliance. PCI DSS is an internationally recognised credit card data security benchmark. We intend to work towards becoming ISO 27001 certified during the course of 2022 as the ISO standard is a recognised security standard in the travel industry.

We operate a security program designed to address information security to secure our critical IT assets and information which we monitor and improve on regularly. Our security measures include:

(1) security awareness and PCI training for all employees;

(2) identity-based access controls;

(3) multiple security controls applied on our networks and IT systems to protect the integrity of our IT environments, such as firewalls and proxies;

(4) end-to-end encryption; and

(5) security monitoring and detection platforms.

3.9. Intellectual Property

Our success relies on our ability to commercially exploit our technology and intellectual property. Our key intellectual property asset is the software code in the platform and the insights obtained from our customers and end-users that use the platform. All intellectual property that is created as a consequence of the development of the platform is owned by us. Ownership is assigned to us via employment and services agreements with individuals and third-party contractors. We hold registered domain names and trademarks in Australia and in key international jurisdictions through the Madrid System administered by the World Intellectual Property Organization ('**WIPO**'). We do not hold any patents.

3.10. Insurance

In consultation with brokers, we obtain insurance that we consider to be necessary and prudent for a business of this nature. Policies we take out include those at a Group level, as well as a number that cover a single jurisdiction or entity. Policies in place currently include, without limitation, professional indemnity, cyber liability, business travel, and public and products liability. The policies have various terms and conditions and exclusions as agreed between us and our insurers. As the needs of the business change, so may our approach to insurance. Not all risks are insurable (for example, reputational risk, regulatory risk, political risk and pandemic risk) and there is no guarantee that the insurance policies we hold will protect us against all risks and liabilities (refer to Section 5).

3.11. Regulation

3.11.1. Data privacy regulation

We are subject to information security and data privacy laws in relation to customer data in many of the jurisdictions in which we operate. This data is stored with SiteMinder's cloud service provider, Amazon Web Services (AWS), and is protected with AWS's security framework as well as other third party software and services. Access to customer data stored within the SiteMinder platform is regularly audited and monitored, and only a small number of privileged SiteMinder users have access to this data to perform routine maintenance tasks, upgrades and data recovery.

The privacy and data protection laws of the jurisdictions in which we operate differ. We have based our internal privacy practices on the GDPR which applies to organisations established in the EU or organisations established outside of the EU where their processing activities relate to the offering of goods or services or to the monitoring of the behaviour of data subjects in the EU. Under the GDPR, an individual or undertaking that does processing of personal data will do so as a controller or a processor. SiteMinder operates as a 'processor' in respect of personal data received from customers, and as such its primary obligation is to act in accordance with the instructions of the relevant customer (amongst other obligations) and to ensure it has in place appropriate technical and organisational measures which ensure an adequate level of security against potential risks when processing personal data.

SiteMinder has developed, or is in the process of developing, local policies and procedures, where required, in order to address country and jurisdiction specific privacy regulations where the GDPR based internal privacy practices may not address compliance in relation to information security and data privacy. Generally, these regulations will apply to SiteMinder's handling of customer information related to sales and marketing activities and the SiteMinder application and services where SiteMinder is hosting customer and third party data on servers managed by SiteMinder:

- In Australia, the *Privacy Act 1988* (Cth) (Privacy Act) and the Australian Privacy Principles regulate the collection, use, storage and disclosure of personal information, and set out procedures that must be followed by an organisation in respect of serious data breaches;
- In the United States, SiteMinder's data privacy and information security practices are within the purview of the United States Federal Trade Commission, as well as other federal and state authorities. There are a number of relevant federal and state laws in the United States that regulate privacy and data security practices, including the Controlling the Assault of Non-Solicited Pornography and Marketing (CAN-SPAM) Act, the California Consumer Privacy Act (CCPA) and the Telephone Consumer Protection Act (TCPA);

- In the European Union (EU) and European Economic Area (EEA), the General Data Protection Regulation (GDPR) applies, as well as local member state laws which supplement the GDPR. In the UK, following Brexit, the GDPR was incorporated into UK domestic law, known as the UK General Data Protection Regulation (UK GDPR). The GDPR and UK GDPR protect the data privacy rights of individuals located in the EEA and the UK, including requiring certain transfer mechanisms to be adopted where transferring their personal data outside of the EEA and UK; and
- Across Asia, levels of data regulation vary. The voluntary APEC Cross-Border Privacy Rules (CBPR) system established in 2011 has provided a blueprint for a common approach in the region. Countries such as Japan, Australia, Taiwan, Singapore and South Korea have already signed up to the CBPR.

In addition, SiteMinder may have further obligations related to voluntary security certifications it holds or may hold in the future, including ISO/IEC 27001:2013, and the Information Security Registered Assessors Program (IRAP) assessed under the Australian Signals Directorate (ASD) Cyber Security program.

Further information on risks associated with information security and data privacy laws are described in Section 5.

3.11.2. Sanctions compliance

Given SiteMinder's international operations, customers and suppliers, SiteMinder has obligations under the United Kingdom's Sanctions and Anti-Money Laundering Act 2018 and its regulations, the United Nations Security Council Sanctions regimes and Australia's Autonomous Sanctions Act 2011 and its regulations in Australia, and statutes, regulations and orders issued and enforced by the US Department of the Treasury's Office of Foreign Assets Control (OFAC). These regulations may restrict SiteMinder's international operations, in particular its engagement with new customers.

3.11.3. Anti-bribery and corruption laws

SiteMinder is also required to comply with anti-corruption laws, including the U.S. Foreign Corrupt Practices Act of 1977, as amended, and the United Kingdom's Bribery Act 2010 and the Criminal Code Act 1995. Such regulations are not specific to the industry verticals in which SiteMinder operates, however have implications for the engagement with, and onboarding of, new customers.

3.11.4. Anti-money laundering

SiteMinder does not currently have obligations under Australia's Anti-Money Laundering and Counter-Terrorism Financing Act 2006 ('**AML/CTF Act**'). The Australian Transaction Reports and Analysis Centre (Australia's financial intelligence regulator) is currently undertaking a sector-wide review of the regulation of payments providers under the AML/CTF Act. Depending on the outcome of this review, SiteMinder will need to consider its regulated status and obligations under the AML/CTF Act. SiteMinder is also required to comply with the United Kingdom's Proceeds of Crime Act 2002.

3.11.5. Modern Slavery Act and gender equality

We are subject to the *Modern Slavery Act 2018* (Cth), which requires reporting entities (those with annual consolidated revenue of at least A$100 million) to publish an annual modern slavery statement outlining the steps taken to identify, manage and mitigate the risks of modern slavery in the entity's operations and supply chain. Our statement in relation to our business activities during the financial year ended 30 June 2020 can be obtained from the Online Register for Modern Slavery Statements maintained by the Australian Border Force.

As an employer in Australia, we are required to report publicly to the Workplace Gender Equality Agency (WGEA) on our efforts to not only maintain equality in the workplace, but improve it. We lodged our annual report to WGEA on 6 July 2021.

Please refer to Section 5 (Key Risks) for more information on our potential exposure to laws and regulations relevant to the sale of our products and services.

Section Four



Financial Overview

4. Financial Overview

4.1. Introduction

4.1.1. Financial Information

The financial information contained in Section 4 includes statutory and pro forma historical financial information for the financial years ended 30 June 2019 (FY19), 30 June 2020, (FY20) and 30 June 2021 (FY21).

The **Statutory Historical Financial Information** includes the:

- Statutory historical consolidated statements of profit or loss for FY19, FY20 and FY21 **(Statutory Historical Results)**;
- Statutory historical consolidated cash flow information for FY19, FY20 and FY21 **(Statutory Historical Cash Flows)**; and
- Statutory historical consolidated statement of financial position as at 30 June 2021 **(Statutory Historical Statement of Financial Position)**.

The **Pro Forma Historical Financial Information** includes the:

- Pro forma historical consolidated statements of profit or loss for FY19, FY20 and FY21 **(Pro Forma Historical Results)**;
- Pro forma historical consolidated cash flow information for FY19, FY20 and FY21 **(Pro Forma Historical Cash Flows)**; and
- Pro forma historical consolidated statement of financial position as at 30 June 2021 **(Pro Forma Historical Statement of Financial Position)**.

Together, the Statutory Historical Financial Information and the Pro Forma Historical Financial Information are referred to as the **Historical Financial Information**.

Also included in Section 4 are:

- The basis of preparation and presentation of the Historical Financial Information (see Section 4.2);
- Information regarding certain non-IFRS financial measures (see Section 4.2.5);
- A summary of our key pro forma operating and financial metrics (Section 4.3.2);
- The pro forma adjustments to the Statutory Historical Financial Information and reconciliations of the Statutory Historical Financial Information to the Pro Forma Historical Financial Information (see Sections 4.3.4, 4.4.2 and 4.5.1);
- Details of our net cash and indebtedness and a summary of our Banking Facility (see Sections 4.5.2 and 4.5.3);
- Information regarding our liquidity and capital resources (see Section 4.5.4);
- Information regarding our contingent liabilities and off-balance sheet arrangements (see Section 4.5.5);
- A summary of our exposure to market risk (see Section 4.6);
- A summary of the key drivers impacting our financial and operating results (see Section 4.7.1);
- Management discussion and analysis of the Historical Financial Information and current trading performance (see Sections 4.7.3 to 4.7.10); and
- A summary of our proposed dividend policy (see Section 4.8).

Also included in Appendix A to this Prospectus is a summary of our significant accounting policies, including our critical accounting policies.

The Historical Financial Information presented in this Prospectus has been reviewed by Deloitte Corporate Finance Pty Limited (**Investigating Accountant**) in accordance with the Australian Standard on Assurance Engagements ASAE 3450 'Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information', as stated in its Investigating Accountant's Report on the Historical Financial Information. Investors should note the scope and limitations of the Investigating Accountant's Report (see Section 8).

The information in Section 4 should be read alongside the risk factors in Section 5 and the other information contained in this Prospectus, including the summary of our significant accounting policies in Appendix A.

All amounts disclosed in Section 4 and the Appendices are presented in Australian dollars and, unless otherwise noted, are rounded to the nearest $0.1 million. Some numerical figures have been subject to rounding adjustments. Any differences between totals and sums of components in tables or figures contained in this Prospectus are related to rounding.

4.2. Basis of Preparation and Presentation of the Historical Financial Information

4.2.1. Overview

The Directors are responsible for the preparation and presentation of the Historical Financial Information.

The Historical Financial Information contained within this section consists of the Statutory Historical Financial Information and the Pro Forma Historical Financial Information for the financial years **FY19, FY20** and **FY21**. The Historical Financial Information included in this Prospectus is intended to present potential investors with information to assist them in understanding our historical financial performance, financial position and cash flows.

The Statutory Historical Financial Information in this Prospectus has been prepared in accordance with the recognition and measurement principles of the Australian Accounting Standards **(AAS)** issued by the Australian Accounting Standards Board **(AASB)**, which are consistent with International Financial Reporting Standards **(IFRS)** and interpretations issued by the International Accounting Standards Board. Our accounting policies have been consistently applied throughout the financial periods presented.

The Pro Forma Historical Financial Information has been prepared solely for inclusion in this Prospectus and has been derived from the Statutory Historical Financial Information and adjusted for the effects of certain pro forma adjustments described further below.

The Historical Financial Information presented in this section is in an abbreviated form insofar as it does not include all the disclosures and presentations, comparative information or statements required by AAS and other mandatory professional reporting requirements applicable to financial reports prepared in accordance with the Corporations Act.

The Historical Financial Information in this section should be read in conjunction with the significant accounting policies outlined in Appendix A and the basis of preparation of the Historical Financial Information outlined in Section 4.2.2.

Transactions in foreign currencies have been translated at the time of the transaction, while income statement balances for foreign entities are translated into Australian dollars using the applicable average exchange rate, and the statement of financial position is translated using spot rates at each reporting date.

Presented within the Historical Financial Information of this section are certain non-IFRS financial measures that we use to report on our business that are not defined under or recognised by AAS or IFRS. We have provided an explanation of these financial measures in Section 4.2.5.

4.2.2. Preparation of the Historical Financial Information

4.2.2.1. Statutory Historical Financial Information

The Statutory Historical Financial Information included in the Prospectus has been extracted from our consolidated financial statements for FY21, which include a restatement of the FY19 and FY20 comparative information (collectively, the **Statutory Historical Financial Statements**). The Statutory Historical Financial Statements have been audited by Deloitte Touche Tohmatsu **(Deloitte)** in accordance with Australian Auditing Standards. Deloitte issued an unmodified audit opinion on the financial statements for all periods presented.

The restatement of the FY19 and FY20 financial statements was primarily due to a change in the accounting treatment of our Convertible Preference Shares, volatility measures used in the fair value of share-based payment grants and a reassessment of certain direct and indirect tax positions across our global operations.

4. Financial Overview

Our historical accounting practice was to treat Convertible Preference Shares as equity. In FY21, the Board has reassessed the historical treatment of the Convertible Preference Shares, and concluded that they should be accounted for as a financial liability with a host debt instrument and an embedded derivative that is measured at fair value through profit or loss **(FVTPL)**. To comply with the requirements of AASB 132 *Financial Instruments: Presentation*, the Board has restated the classification of the Convertible Preference Shares and the embedded derivative FVTPL movements for FY19 and FY20, and the following restatement of comparative information has occurred:

- An increase to accumulated losses at 1 July 2018 of $134,081,000, representing the FVTPL embedded derivative loss movement from the dates of issuance of the Convertible Preference Shares to 1 July 2018 and the reclassification of the Convertible Preference Shares from equity to a financial liability host debt instrument;
- An FVTPL embedded derivative loss movement of $146,171,000 for FY19 with a corresponding increase to the embedded derivative liability;
- An FVTPL embedded derivative gain movement of $16,068,000 for FY20 with a corresponding decrease to the embedded derivative liability; and
- A transfer of the Convertible Preference Shares liability of $2,625,000 to share capital and embedded derivative liability of $20,553,000 to reserves in FY20 on the conversion of Convertible Preference Shares to A Class shares.

As part of the embedded derivative FVTPL valuation, the Board has reassessed the volatility used in certain historical share-based payment grants and recorded the following adjustment in the restated comparative financial information for FY19 and FY20 in the Statutory Historical Financial Statements:

- An additional share-based payment expense of $499,000 in FY19, increasing accumulated losses and increasing share-based payment reserves; and
- An increase in the share-based payment expense of $231,000, a decrease to share-based payment reserves of $343,000 and an increase to the historical employee share-based payment liabilities of $574,000 in FY20.

We also reassessed our direct and indirect tax positions across our global operations and recorded the following adjustments in the restated comparative financial information for FY19 and FY20 in the Statutory Historical Financial Statements:

- An increase to income tax expense of $270,000 and an increase to other expenses of $1,381,000, increasing accumulated losses by $1,651,000 and provisions by $1,651,000 as at 1 July 2018;
- An increase to income tax expense of $403,000 and increase to other expenses of $215,000, increasing accumulated losses by $618,000 and provisions by $618,000 for the year ended 30 June 2019; and
- An increase to income tax expenses of $796,000 and increase to other expenses of $398,000, increasing accumulated losses by $1,194,000 and provisions by $1,194,000 for the year ended 30 June 2020.

See Section 4.5.1 for more information about the provision on our statement of financial position.

Other than a reclassification between operating and investing cash flows for the year ended 30 June 2020, there were no other changes to the Statutory Historical Cash Flows in any financial period.

4.2.2.2. Pro Forma Historical Financial Information

The Pro Forma Historical Financial Information has been prepared for the purpose of inclusion in this Prospectus. The Pro Forma Historical Financial Information has been derived from the Statutory Historical Financial Information, and adjusted for the effects of the pro forma adjustments described in Sections 4.3.4, 4.4.2 and 4.5.1 of this Prospectus. In particular, in preparing the Pro Forma Historical Results, pro forma adjustments have been made to reflect:

- The impact of the new accounting standard (AASB 16 *Leases*) **(AASB 16)** as if it had been adopted as at 1 July 2018;
- The estimated incremental costs associated with being a publicly traded company; and
- The removal of FVTPL movements on derivatives which convert to Shares on completion of the Offer, as if the Convertible Preference Shares had been treated as equity throughout the historical periods.

The Pro Forma Historical Cash Flows have been adjusted to reflect:

- The impact of AASB 16 as if it had been adopted as at 1 July 2018; and
- The estimated incremental costs associated with being a publicly traded company.

The Pro Forma Statement of Financial Position includes pro forma adjustments to reflect:

- The impact of the Pre-IPO Capital Raise;
- The impact of the Capital Restructure (see Section 9.4); and
- The impact of the Offer including costs directly attributable to the Offer and which are to be borne by the Company (as distinct from those costs to be borne by Selling Shareholders) being offset against share capital (with the remainder in accumulated losses).

Refer to Section 4.3.4 for a reconciliation between the Statutory Historical Results and the Pro Forma Historical Results, to Section 4.4.2 for a reconciliation between the Statutory Historical Cash Flows and the Pro Forma Historical Cash Flows and to Section 4.5.1 for a reconciliation between the Statutory Historical Statement of Financial Position and the Pro Forma Historical Statement of Financial Position.

Investors should note that past results are not a guarantee of future performance.

The Pro Forma Historical Financial Information is for illustrative purposes only and is not represented as being necessarily indicative of our future financial results, cash flows or financial position.

4.2.3. Forecast Financial Information

The Directors have considered the requirements of ASIC Regulatory Guide 170 Prospective Financial Information (RG170) to determine if prospective financial information should be included in this Prospectus. The Directors have determined that, as at the date of this Prospectus, having regard to the ongoing and potential future impact of the COVID-19 pandemic, among other factors, we do not have a reasonable basis to reliably forecast future earnings and cash flows and, accordingly, no forecast financial information has been included in the Prospectus.

Since the start of the COVID-19 pandemic, the global travel sector has undergone significant disruptions given the extended periods of lockdowns, movement restrictions and border closures globally. Our customers have experienced large declines in bookings which have negatively impacted their performance. Although our own performance has not been impacted to the same degree as the travel industry, when compared to the significant declines in travel and the travel industry, there continues to be uncertainty and volatility within the travel sector. Sector recovery is contingent on the overall success of each country's virus containment strategy and vaccination programs, which have had varied degrees of effectiveness and progress globally, as well as the effectiveness of vaccines themselves and the risk of new variants.

Despite the heightened uncertainty around travel, we are starting to see pockets of recovery in 2021 throughout our customer base, particularly in the Americas and in parts of Europe where booking levels on our platform appear to have rebounded to near pre-COVID-19 levels. While we are hopeful that this momentum will continue going forward, the threat of the Delta variant and newer virulent variants and the continuance or imposition of additional restrictions and other measures to combat the spread of the virus could adversely impact this outlook, and it is difficult for us to provide any assurances in this regard. For example, local outbreaks of the Delta variant have resulted in lockdowns throughout Australia, New Zealand and parts of Asia, which have dampened signs of a domestic travel sector recovery in the short term. Consequently, it is difficult to fully ascertain the size and duration of the pandemic's impact on our customers' operations and, as a result, on our future financial performance. For these reasons, the Directors do not believe there are reasonable grounds to provide a short-term financial forecast with a high degree of certainty.

Following a global resumption of travel, we are targeting pre-COVID-19 growth rates (shown in Figure 23 in Section 3.3.5) in the future but realisation of this target will depend on many factors outside of our control, including the substantial abatement of COVID-19 related influences on the accommodation and travel industry.

4. Financial Overview

4.2.4. Changes in accounting standards

We adopted AASB 16 on 1 July 2019. The accounting treatment for a lessee under the previous standard, AASB 117 *Leases* **(AASB 117)**, was based on categorising the lease either as a finance lease (recognised in the statement of financial position) or an operating lease (not recognised in the statement of financial position). Under AASB 16, we are required to recognise a lease liability and a right-of-use asset in the statement of financial position for most leases.

As a result of the adoption of AASB 16, operating expenses decreased and depreciation and interest expense increased, and the timing of expense recognition changed due to the change from a straight-line rental expense to depreciation and interest expense (with interest expense having an accelerated profile).

The Pro Forma Historical Financial Information for FY19, FY20 and FY21 is presented on a consistent basis to illustrate the impact of AASB 16, as if the standard had been applied from 1 July 2018. Refer to Section 4.3.4 for further detail on the quantification of this impact.

4.2.5. Explanation of Certain Non-IFRS Financial and Operating Measures

We use certain financial and operating measures to manage and report on our business that are not recognised under AAS or IFRS. These measures are collectively referred in this Section 4, and under Regulatory Guide 230 Disclosing Non-IFRS Financial Information published by ASIC, as 'non-IFRS financial measures'. Management believes that such non-IFRS financial and operating measures permit a more complete and comprehensive analysis of our underlying operating performance, and that these measures provide useful information to users in measuring our financial and operating performance and condition.

The principal non-IFRS financial and operating measures that are referred to in this Prospectus are as follows:

- **Annualised Recurring Revenue** or **ARR** is the prior month's recurring subscription revenue multiplied by 12 and the prior quarter's transaction revenue from subscriber customers (assuming any promotions have ended) multiplied by four. ARR provides a 12-month calculation of revenue at a point in time, assuming any promotions have ended, and other factors such as subscriber numbers, transaction volumes, pricing and foreign exchange remain unchanged. We use ARR to project current performance into the future. However, investors should note that ARR does not represent our actual results, is not a financial forecast and should not be used in isolation as a forward-looking indicator of revenue. See our definition for Recurring Revenue below on why we consider our subscription revenue and transaction revenue to be recurring;
- **Constant Currency Revenue, Constant Currency ARR, Constant Currency Revenue Growth and Constant Currency ARR Growth** is revenue (or revenue growth) or ARR (or ARR growth) calculated for each respective year using a constant exchange rate of AUD/EUR=0.6100, AUD/GBP=0.5500, AUD/USD=0.7500 and AUD/NZD=1.0700. Investors should note that constant currency revenue is not a reflection of statutory revenue but is used by management to compare revenue across different years, adjusted to remove the impact of changes in foreign exchange rates;
- **Customer Acquisition Cost** or **CAC** is a measure to understand the cost of acquiring a new customer and is primarily used as an input in the LTV/CAC ratio (defined below). It helps us decide how to allocate resources and ultimately if we are likely to achieve an adequate return on sales, marketing and onboarding expenses. It is calculated by the total sales, marketing and onboarding expenses over a period, less any set-up fees charged in the period, divided by the number of new billed properties in the period. This is presented on a rolling average for the period. CAC reflects the average cost to acquire a customer based on historical metrics at a point in time. It is not an indication of what those costs will be in future periods as it can be impacted by the number of new customers acquired in a period;
- **EBITDA** is earnings before interest (net finance income), tax, depreciation, amortisation and impairments. Management uses EBITDA to evaluate the operating performance of the business without the non-cash impact of depreciation, amortisation, impairments and before interest, FVTPL embedded derivative losses (from the Convertible Preference Shares) and taxation;
- **EBITDA Margin** represents EBITDA expressed as a percentage of total revenue;
- **Free cash flow** is operating cash flow less capitalised development costs and other capital expenditure. We use free cash flow as a measure of the cash generation potential of the business, prior to financing cash flows;

- **Gross Margin** represents Gross Profit (defined below) expressed as a percentage of total revenue;
- **Gross Profit** is total revenue less cost of sales directly related to the generation of subscription and transaction revenues and represents the profitability of the core operations prior to general and administrative, sales and marketing and research and development expenses;
- **Lifetime Value** or **LTV** is a calculation designed to estimate the average gross profit that we might expect to receive from subscription and transaction revenues over the lifetime of a property subscription. It is calculated by taking the monthly average ARPU over the last 12 months, multiplied by the gross margin percentage, divided by Monthly Revenue Churn. This is then annualised by multiplying by 12. LTV is based on an annualised calculation of historical metrics at a point in time and is not a forecast of revenue that any particular customer will generate. It is a measure to evaluate the potential financial benefit of acquiring or renewing a customer and does not purport to represent the actual value, or a forecast of the value, that any particular customer or customers may deliver in the future;
- **LTV/CAC** is the ratio between the LTV and the cost to acquire a property or the CAC. This is an important metric to us as it measures the profitability of acquiring a property. We strive to maximise total LTV while optimising the level of CAC investment in order to achieve a desirable LTV/CAC ratio. Limitations to LTV/CAC are described in the LTV and CAC definitions above. We seek to improve total LTV/CAC in multiple ways, such as increasing subscriber numbers, enhancing products or services of existing subscribers thereby increasing ARPU, reducing churn and/or improving gross margins through cost efficiencies;
- **Monthly ARPU** is monthly average revenue per user (or property) which measures the average revenue from each customer and is used in calculating LTV. It also indicates if the value of a customer is increasing or decreasing on average and helps management to analyse the performance of the business and make decisions on pricing and investment decisions. It is calculated by using monthly Recurring Revenue and dividing it by Number of Properties for each respective month. The monthly ARPU is presented as the average of the last 12 months;
- **Monthly Revenue Churn (%)** is the value of monthly Recurring Revenue attributed to subscribers who terminate their contract with us in a month, expressed as a percentage of the total monthly Recurring Revenue at the start of that month. This metric is calculated as the average of the monthly churn for the previous 12 months to help us normalise for seasonality. Monthly Revenue Churn is used by management to assess customer retention. If Monthly Revenue Churn increases, then our LTV declines and vice versa, if our Monthly Revenue Churn decreases, our LTV increases. It is a metric which relies on an average of past performance and isn't indicative of the churn at the current point in time or of future performance;
- **Number of Properties** or **Property** means each unique property which subscribes to one or more of our products. Customers that have multiple products that are linked to the same property are counted as a single property. Numbers of properties shown in this section have been rounded to the nearest hundred;
- **Operating Cash Flow** is EBITDA after the removal of non-cash items in EBITDA (e.g. timing differences between cash receipts and expenses and accrued revenue and costs, share-based payment expenses and movements in provisions and changes in working capital). Operating cash flow helps management understand the cash flow generation of the business prior to capital expenditures and financing cash flows;
- **Recurring Revenue** is all the revenue we earn from our subscribers, which includes subscription revenue and transaction revenue from subscribers excluding initial set-up fees. We consider our revenue to be recurring because it is predominantly comprised of subscription revenue, which consists of periodic subscription fees paid by our customers to gain access to our platform and use our products, as well as transaction revenue, which consists of the fees paid by our subscriber customers in connection with each applicable transaction they conduct on our platform. While transaction revenue is not subject to minimum usage or volume levels and will vary by customer and from period to period, we consider this revenue to be recurring on the basis that it comprises usage and volume based charges to our subscription customer base which are generally consistent from period to period, and which are further supported by our generally low level of Monthly Revenue Churn rates. However, investors should note that, notwithstanding our historical experience, our transaction revenues were significantly impacted due to COVID-19 and we experienced elevated subscription suspensions and churn as hotels closed or temporarily suspended operations during the pandemic. See Sections 4.7.2 and 4.7.3 for a discussion of the impact of the COVID-19 pandemic on our revenue. Accordingly, there is no assurance that our revenue – and in particular our transaction revenue - will be recurring from period to period or, more generally, in future periods. Recurring Revenue should not be used as a forward-looking indicator of revenue in future financial periods;

4. Financial Overview

- **Working capital** represents trade and other receivables, trade and other payables, prepayments, employee benefits and contract assets and liabilities; and
- **Quarterly LTV/CAC** represents the LTV/CAC based on a quarterly average as at the relevant period.

Although the Directors believe these non-IFRS financial measures provide useful information about our financial performance, each of these measures has limitations as an analytical tool, and they should not be considered in isolation from, or as a substitute for, the Historical Financial Information that has been presented in accordance with the AAS and IFRS.

In addition, because these non-IFRS financial measures are not based on AAS or IFRS, they do not have standard definitions, and the way we calculate these measures may differ from similarly titled measures used by other companies, including other subscription software providers. Prospective investors should therefore not place undue reliance on these non-IFRS financial and operating measures.

4.3. Historical Results

4.3.1. Statutory Historical Results and Pro Forma Historical Results

Table 3 summarises our Statutory Historical Results and our Pro Forma Historical Results. The Statutory Historical Results are reconciled to the Pro Forma Historical Results in Section 4.3.4. See Section 4.7 for management's discussion and analysis relating to the below table.

Table 3: Summary of Statutory Historical Results and Pro Forma Historical Results

A$m		Statutory			Pro Forma		
Year Ended 30 June	Note	FY19	FY20	FY21	FY19	FY20	FY21
Revenue		96.9	112.2	100.8	96.9	112.2	100.8
Cost of sales	1	(23.4)	(29.2)	(26.5)	(23.4)	(29.2)	(26.5)
Gross profit		**73.4**	**83.0**	**74.3**	**73.4**	**83.0**	**74.3**
Sales and marketing	2	(34.1)	(44.1)	(35.9)	(34.1)	(44.1)	(35.9)
Research and development	3	(14.6)	(18.9)	(17.1)	(14.6)	(18.9)	(17.1)
General and administrative	4	(20.0)	(23.4)	(18.3)	(19.7)	(25.7)	(20.6)
Share-based payment expenses	5	(1.4)	(8.2)	(9.0)	(1.4)	(8.2)	(9.0)
Operating expenses		**(70.0)**	**(94.5)**	**(80.2)**	**(69.7)**	**(96.8)**	**(82.5)**
Loss/profit before depreciation, tax, other income and expenses		**3.4**	**(11.5)**	**(5.9)**	**3.7**	**(13.8)**	**(8.2)**
Business development grant	6	–	1.1	–	–	1.1	–
Other income	7	0.8	2.4	0.1	0.8	2.4	0.1
Other expenses	8	(0.4)	(0.4)	(4.4)	(0.4)	(0.4)	(4.4)
EBITDA		**3.8**	**(8.4)**	**(10.2)**	**4.1**	**(10.7)**	**(12.5)**
Depreciation, amortisation and impairment	9	(4.3)	(11.3)	(14.1)	(6.4)	(11.3)	(14.1)
EBIT		**(0.5)**	**(19.7)**	**(24.3)**	**(2.3)**	**(22.0)**	**(26.6)**
Fair value movement on derivatives	10	(146.2)	16.1	(96.3)	–	–	–
Interest income		0.0	0.2	0.2	0.0	0.2	0.2
Finance cost		–	(0.4)	(1.0)	(0.3)	(0.4)	(1.0)
Loss before tax expense		**(146.6)**	**(3.9)**	**(121.5)**	**(2.6)**	**(22.2)**	**(27.5)**
Income tax expense		(0.5)	(1.0)	(0.3)	(0.5)	(1.0)	(0.3)
Loss after tax expense		**(147.1)**	**(4.9)**	**(121.8)**	**(3.0)**	**(23.3)**	**(27.8)**

Notes

1 Cost of sales reflects direct hosting costs and merchant fees, direct staff costs and the associated overheads with direct support activities. Cost of sales is presented inclusive of severance pay incurred in relation to a COVID-19 cost rationalisation plan and net of COVID-19 related government grants received in FY20 and FY21 as set out in Section 4.7.2.

2 Sales and marketing expenses represent costs incurred relating to sales, marketing and on-boarding of new customers. Sales and marketing expenses are presented inclusive of severance pay incurred in relation to a COVID-19 cost rationalisation plan and net of COVID-19 related government grants received in FY20 and FY21 as set out in Section 4.7.2.

3 Research and development expenses represent both salary and non-salary related costs incurred by the development team which are directly associated with development and design of our products. Research and development expenses are presented inclusive of severance pay incurred in relation to a COVID-19 cost rationalisation plan and net of COVID-19 related government grants received in FY20 and FY21 as set out in Section 4.7.2.

4 General and administrative expenses represent costs incurred relating to management, finance, human resources and other general and support functions. General and administrative expenses are presented inclusive of severance pay incurred in relation to a COVID-19 cost rationalisation plan and net of COVID-19 related government grants received in FY20 and FY21 as set out in Section 4.7.2.

5 Represents share-based payments associated with our legacy employee incentive arrangements. We are entering into a new long-term incentive plan (LTIP) that includes share options, share rights and new additional option grants post Offer. These are set out in further detail in Section 6. The new LTIP expenses are expected to be largely in line with FY21 actual expense under the legacy arrangements.

6 Business development grant relates to funding received from the Industrial Development Agency (Ireland) in return for establishing and carrying on an undertaking in Ireland in FY20. There were no similar business development grants in FY19 or FY21.

7 Other income includes net gains on disposal of property, plant and equipment, net foreign exchange gains and other income. In FY20, other income includes $2.2 million of net foreign exchange gains.

8 Other expenses include net losses on disposal of property, plant and equipment and net foreign exchange losses. In FY21, other expenses includes $2.7 million of net foreign exchange losses.

9 There were no impairment expenses recognised in FY19. In FY20 we recognised an impairment of right-of-use assets of $0.8 million related to COVID-19 measures taken by us on our lease premises arrangements and a $0.6 million impairment of previously capitalised development costs in relation to products that are no longer in use. In FY21 we recognised a $0.6 million impairment of goodwill related to a historical acquisition that was deemed to have no value and was impaired in full.

10 Represents the fair value movement on embedded derivatives associated with our legacy capital structure which is adjusted on a pro forma basis. Refer to Section 4.3.4 for further details. The fair value movement on derivatives is related to the valuation of the Company at each reporting date, with any increase in Convertible Preference Shares value corresponding to a higher embedded derivative liability and an associated embedded derivative loss (as experienced in FY19 and FY21) or decrease in Convertible Preference Shares value corresponding to a lower embedded derivative liability and an associated gain (as experienced in FY20) being recognised in the Statutory Historical Results.

4. Financial Overview

4.3.2. Key Pro Forma Operating and Financial Metrics

Table 4 summarises the key historical pro forma operating and financial metrics for FY19, FY20 and FY21.

Table 4: Key pro forma operating and financial metrics for FY19 to FY21[8]

Year Ended 30 June	Note	FY19	FY20	FY21
Recurring Revenue				
Subscription revenue as % of total revenue	1	84.4%	83.9%	83.3%
Transaction revenue as % of total revenue	1	13.8%	15.2%	16.6%
Recurring Revenue as % of total revenue	1	**98.2%**	**99.2%**	**99.9%**
Annualised Recurring Revenue (A$m) (at period end)				
Subscription ARR	2	89.4	91.1	84.1
Transaction ARR	2	16.8	8.6	20.8
Total ARR	2	**106.2**	**99.7**	**104.9**
Constant Currency Revenue				
Constant Currency Revenue (A$m)	2	96.1	107.1	101.0
Constant Currency Growth (%)	3	n/a	11.4%	(5.7%)
Constant Currency ARR (A$m) (at period end)	2	103.2	95.7	107.0
Constant Currency ARR Growth (%) (at period end)	3	n/a	(7.2%)	11.7%
Gross Margin				
Subscription revenue gross margin	4	83.3%	82.7%	82.3%
Transaction revenue gross margin	4	26.7%	25.0%	30.7%
Total Gross Margin	4	**75.8%**	**74.0%**	**73.7%**
Operating expenses as % of revenue				
S&M expenditure as % of revenue	5	35.2%	39.3%	35.6%
R&D expenditure as % of revenue	5	15.1%	16.8%	16.9%
G&A expenditure as % of revenue	5	20.3%	22.9%	20.4%
Share-based payment expenses as % of revenue	5	1.4%	7.3%	8.9%
Total opex as % of revenue	5	**72.0%**	**86.3%**	**81.9%**
Total R&D spend as % of revenue	6	24.4%	30.4%	33.1%
Historical LTV/CAC (at period end)				
LTV per subscription property (A$)	7	18,759	13,044	12,145
CAC (A$)	7	4,019	5,623	5,739
LTV/CAC (x)	7	4.7x	2.3x	2.1x
Subscription KPIs				
Monthly ARPU	2	244	259	257
Monthly revenue churn	2	1.0%	1.5%	1.6%

Notes

1 Our Recurring Revenue comprises of all of our subscription revenue and our transaction revenue. These are described in more detail in Sections 3.3.5, 4.2.5 and 4.7.1.1. Other non-recurring revenue relates to one-off set-up fees charged with respect to subscription products. We have largely waived these set-up fees during FY21 as part of free trial offers etc given market conditions.

2 Refer to the definitions in Section 4.2.5 for further details.

3 Constant Currency Revenue Growth represents the growth in Constant Currency Revenue as defined in Section 4.2.5. Constant Currency ARR Growth represents the growth in Constant Currency ARR as defined in Section 4.2.5.

4 Refer to Section 4.7.4 for more information.

5 Operating expenses as a percentage of revenue is calculated as the net expense for each cost department (S&M, R&D, G&A and share-based payment expenses) as a percentage of revenue. Government grants received during COVID-19 are accounted for by offsetting the relevant employee cost for the relevant department in S&M, R&D and G&A expenses. As a result, the operating expense as a percentage of revenue calculations above are derived from the net employee expenses for each cost department for FY20 and FY21. Refer to Section 4.7.5 for more information.

6 Represents the total of R&D expenditure and capitalised development costs as a percentage of total revenue. Refer to Section 4.7.5.1 for more information.

7 Refer to the definitions in Section 4.2.5 for further details. Our LTV/CAC in Q4 FY21 was 2.6x. See Section 4.7.8 for more information.

8 All revenue-related metrics in this table are shown on a pro forma basis and are the same as statutory metrics as there are no pro forma adjustments to revenue. The difference between pro forma historical operating expenses and statutory historical operating expenses is due to adjustments for listed public company costs and also the impact of AASB 16 in respect of FY19. Refer to Section 4.3.4 for further detail on pro forma adjustments.

4.3.3. Pro Forma Historical Geographical Information

We operate within one business segment and report to the Directors on the performance of the Group as a whole.

Table 5 summarises our pro forma historical geographical information for FY19, FY20 and FY21.

Table 5: Pro forma historical geographical information for FY19 to FY21[1]

A$m

Year Ended 30 June		FY19	FY20	FY21
Revenue				
Asia Pacific		40.1	43.8	36.5
Europe, Middle East and Africa		38.2	44.1	41.3
Americas		18.6	24.3	23.0
Total revenue		**96.9**	**112.2**	**100.8**
Revenue split				
Asia Pacific		42%	39%	36%
Europe, Middle East and Africa		39%	39%	41%
Americas		19%	22%	23%
Total		**100%**	**100%**	**100%**
Number of properties				
Asia Pacific	2	14,400	13,500	11,600
Europe, Middle East and Africa	2	14,000	15,000	15,000
Americas	2	5,800	5,900	5,800
Total	**2**	**34,100**	**34,400**	**32,400**
Direct employees and contractors				
Asia Pacific		468	437	533
Europe, Middle East and Africa		212	215	195
Americas		100	64	91
Total		**780**	**716**	**819**

Notes

1 Pro forma historical geographical information is the same as statutory historical geographical information as there are no pro forma adjustments to revenue.

2 Number of properties is rounded to the nearest hundred.

4. Financial Overview

4.3.4. Pro Forma Adjustments to Statutory Historical Results

Table 6 sets out the pro forma adjustments that have been made EBITDA and net loss after tax within our Statutory Historical Results for FY19, FY20 and FY21. There are no pro forma adjustments to revenue and accordingly statutory revenue equals pro forma revenue in each of FY19, FY20 and FY21.

Table 6: Pro forma adjustments to the Statutory Historical Results

A$m

Year Ended 30 June	Note	FY19	FY20	FY21
EBITDA		**3.8**	**(8.4)**	**(10.2)**
Impact of AASB 16	1	2.6	–	–
Listed public company costs	2	(2.3)	(2.3)	(2.3)
Pro forma EBITDA		**4.1**	**(10.7)**	**(12.5)**
Statutory net loss after tax		**(147.1)**	**(4.9)**	**(121.8)**
Impact of AASB 16	1	0.2	–	–
Listed public company costs	2	(2.3)	(2.3)	(2.3)
Fair value movement on derivatives	3	146.2	(16.1)	96.3
Pro forma net loss after tax	4	**(3.0)**	**(23.3)**	**(27.8)**

Notes

1 Adjustment to account for the application of AASB 16 *Leases*, which applied from 1 July 2019, as if that standard had applied from 1 July 2018 and been in place for the full historical period. The application of AASB 16 has a proportionally larger impact on EBITDA compared to net loss after tax as it results in the removal of relevant lease expenses (recognised in operating expenses and impacting on EBITDA), partially offset by recording an interest expense and a depreciation charge related to the lease liability and the right of use asset.

2 Public company costs represent our estimate of the incremental costs of operating a listed public company and includes Directors' remuneration costs, share registry costs, Directors' and officers' insurance and additional costs associated with external audit, legal and investor relations.

3 Fair value movement on derivatives reflects the historical charges related to our legacy capital structure. This adjustment removes the non-cash embedded derivative profit and loss impact that has been recognised on a statutory basis associated with the Convertible Preference Shares that are to be converted to Shares immediately prior to Completion of the Offer.

4 The pro forma adjustments are not tax effected as we have significant unrecognised tax losses and deferred tax assets such that there would be no tax effect of the adjustments as any deferred tax assets arising would not be recognised.

4.4. Historical Cash Flows

4.4.1. Statutory Historical Cash Flows and Pro Forma Historical Cash Flows

Table 7 summarises our Statutory Historical Cash Flows and our Pro Forma Historical Cash Flows. The Statutory Historical Cash Flows are reconciled to the Pro Forma Historical Cash Flows in Section 4.4.2. See Section 4.7 for management discussion and analysis relating to the below table.

Table 7: Summary of Statutory Historical Cash Flows and Pro Forma Historical Cash Flows

A$m		Statutory			Pro Forma		
Year Ended 30 June	**Note**	**FY19**	**FY20**	**FY21**	**FY19**	**FY20**	**FY21**
EBITDA	1,5	**3.8**	**(8.4)**	**(10.2)**	**4.1**	**(10.7)**	**(12.5)**
Non-cash items in EBITDA	2	1.6	5.4	5.9	1.6	5.4	5.9
Changes in working capital	3	4.5	5.1	8.0	4.5	5.1	8.0
Operating cash flow		**9.9**	**2.1**	**3.7**	**10.3**	**(0.2)**	**1.4**
Capital expenditure		(1.1)	(1.1)	(0.9)	(1.1)	(1.1)	(0.9)
Capitalised development costs	4	(9.0)	(15.2)	(16.3)	(9.0)	(15.2)	(16.3)
Payments for security deposits		(0.4)	(0.5)	1.1	(0.4)	(0.5)	1.1
Proceeds from disposal of property, plant and equipment		0.0	–	0.1	0.0	–	0.1
Free cash flow		**(0.6)**	**(14.7)**	**(12.3)**	**(0.3)**	**(17.0)**	**(14.6)**
Interest received		0.0	0.2	0.2			
Interest paid		–	(0.4)	(1.0)			
Income taxes paid		(0.1)	(0.2)	(0.2)			
Net proceeds from issue of shares		0.1	50.0	–			
Share issue transaction costs		–	(1.4)	–			
Proceeds from settlement of loans		–	0.1	0.0			
Net Proceeds/Repayments from borrowings		–	0.4	–			
Repayment of lease liabilities	5	–	(2.7)	(2.3)			
Net cash flows		**(0.6)**	**31.2**	**(15.6)**			

Notes

1 $2.4 million in FY20 and $4.6 million in FY21 relates to cash received from wage subsidies (i.e. COVID-19 support) provided by the Australian, UK and Irish Governments in those years. Refer to Section 4.7.2 for further details.

2 Non-cash items in EBITDA mainly include foreign exchange gain differences, share-based payments to employees, and allowance for credit loss.

3 Working capital movements are the balance sheet movements in each period in relation to trade and other receivables, trade and other payables, prepayments, employee benefits and contract assets and liabilities excluding the impact of any movement in tax provisions.

4 Capitalised development costs relate to the capitalisation of product design and development costs. Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility, the Group is able to use or sell the asset, the Group has sufficient resources and intent to complete the development and its costs can be measured reliably. Refer to Section 4.7.5.1 for further information.

5 For statutory reporting purposes, lease expenses are recognised in free cash flow as we applied AASB 117 in FY19. Lease expenses for FY20 and FY21 have been recognised in financing cash flows following the adoption of AASB 16. A pro forma adjustment has been made in FY19 to present lease expenses in accordance with AASB 16. Refer to the pro forma adjustments in Section 4.4.2 below.

4. Financial Overview

4.4.2. Pro Forma Adjustments to Statutory Historical Cash Flows

Table 8 sets out the pro forma adjustments that have been made to free cash flow in the Statutory Cash Flows for FY19, FY20 and FY21. These adjustments are summarised and explained below.

Table 8: Pro forma adjustments to the Statutory Historical Cash Flows

A$m

Year Ended 30 June	Note	FY19	FY20	FY21
Free cash flow		**(0.6)**	**(14.7)**	**(12.3)**
Impact of new accounting standard AASB 16	1	2.6	–	–
Listed public company costs	2	(2.3)	(2.3)	(2.3)
Pro forma free cash flow		**(0.3)**	**(17.0)**	**(14.6)**

Notes

1 Represents the application of AASB 16 *Leases* in FY19, which results in the reclassification of rental expense into interest expense on lease liabilities and depreciation on right-of-use asset. While there is nil impact on net cash flows, this adjustment increases free cash flow as expenses associated with leases are now recognised as a financing activity.

2 Representing our estimate of the incremental costs of operating a public company and includes Directors' remuneration costs, share registry costs, Directors' and officers' insurance and additional costs associated with external audit, legal and investor relations.

4.5. Consolidated Historical Statement of Financial Position

4.5.1. Statutory and Pro Forma Historical Statement of Financial Position

Table 9 sets out a summary of the Statutory Historical Statement of Financial Position as at 30 June 2021 and the adjustments that have been made to prepare the Pro Forma Historical Statement of Financial Position. These adjustments include the impact of the Pre-IPO Capital Raise, the Capital Restructure (see Section 9.4) and the impact of the Offer as if these had occurred or been in place as at 30 June 2021.

Table 9: Statutory Historical Statement of Financial Position and Pro Forma Historical Statement of Financial Position as at 30 June 2021

A$m

Year Ended 30 June	Note	Statutory	Pre-IPO Capital Raise	Impact of the Offer and Capital Restructure[2]	Pro Forma
Cash and cash equivalents	1, 3	31.0	19.8	70.2	121.0
Trade and other receivables		3.0	–	–	3.0
Contract assets		1.3	–	–	1.3
Prepayments		1.5	–	–	1.5
Total current assets		**36.8**	**19.8**	**70.2**	**126.8**
Financial assets at fair value		2.4	–	–	2.4
Other financial assets		1.2	–	–	1.2
Property, plant and equipment		1.5	–	–	1.5
Right-of-use assets		12.3	–	–	12.3
Intangibles		30.0	–	–	30.0
Deferred tax		0.0	–	–	0.0
Total Non-current assets		**47.4**	**–**	**–**	**47.4**
Total assets		**84.2**	**19.8**	**70.2**	**174.2**

Year Ended 30 June	Note	Statutory	Pre-IPO Capital Raise	Impact of the Offer and Capital Restructure[2]	Pro Forma
Trade and other payables	4	16.9	–	–	16.9
Contract liabilities		4.0	–	–	4.0
Borrowings	2	65.9	–	(65.9)	–
Derivative financial instruments	2	339.9	–	(339.9)	–
Lease liabilities		1.7	–	–	1.7
Provision for income tax		0.0	–	–	0.0
Employee benefits		6.7	–	–	6.7
Total current liabilities		**435.1**	**–**	**(405.9)**	**29.3**
Lease liabilities		12.6	–	–	12.6
Deferred tax		0.0	–	–	0.0
Employee benefits	3	11.3	–	(10.5)	0.8
Lease make good provision		0.1	–	–	0.1
Total Non-current liabilities		**24.1**	**–**	**(10.5)**	**13.6**
Total liabilities		**459.3**	**–**	**(416.4)**	**42.9**
Net (liabilities)/assets		**(375.1)**	**19.8**	**486.6**	**131.3**
Issued capital	2	53.5	19.9	152.5	225.9
Reserves	2,3	24.2	–	346.7	370.9
Accumulated losses – preference shares		(360.5)	–	–	(360.5)
Accumulated losses – operating results	3	(92.3)	(0.1)	(12.6)	(105.0)
Total accumulated losses		**(452.8)**	**(0.1)**	**(12.6)**	**(465.5)**
Equity		**(375.1)**	**19.8**	**486.6**	**131.3**

Notes

1 Cash and cash equivalents is expected to increase by $90.0 million as a result of $19.8 million of proceeds from the pre-IPO capital raise and $90.0 million of gross proceeds from the Offer assuming the issue of 17.8 million new shares at $5.06 per share, offset by the impact of the Offer costs borne by the Company of $10.2 million (as distinct from those costs being borne by Selling Shareholders of $17.5 million) and the payment of $9.6 million related to the vested portion of a legacy employee incentive plan that is paid out on Completion of the Offer.

2 As a result of the Capital Restructure being undertaken in conjunction with the Offer, Convertible Preference Shares are being converted into Shares, resulting in borrowings of $65.9 million (being the Convertible Preference Shares financial liability) reducing to nil and increasing Share capital by $65.9 million and derivative financial instruments of $339.9 million (being the fair value of the derivative financial liability related to Convertible Preference Shares) reducing to nil and increasing reserves by $339.9 million.

3 As part of the Capital Restructure being undertaken in conjunction with the Offer, the vested portion of a legacy employee incentive plan is to be cash settled on Completion of the Offer, and the unvested portion of this plan will be cancelled with the participants provided with a new offer of Performance Rights equal to the current value of the unvested interests under the original plan, unless the participant is not a resident in an eligible jurisdiction in which instance it will be redeemable for cash upon vesting as described in Section 9.4. The impact of this is a $9.6 million reduction in cash for payment of the vested portion of the legacy plan, the accrual (for that legacy plan) that is recognised in the employee benefits liability of $11.0 million being reduced to nil, and the fair value of unvested Options at Completion of the Offer (including those related to grants of new Options granted post 30 June 2021) of $7.2 million being transferred to a share-based payments reserve for eligible participants ($6.8 million) and to employee liabilities for non-eligible participants ($0.4 million) with the change in fair value of Options of $5.8 million being recognised in accumulated losses.

4 Trade and other payables includes a provision of $4.4 million for direct and indirect taxation liabilities. In FY21 the Company recorded a $0.9 million provision for indirect taxes in addition to the restatement relating to direct and indirect taxes impacting FY19 and FY20 (see Section 4.2.2.1).

4. Financial Overview

4.5.2. Cash and Indebtedness

Table 10 sets out the net cash/(debt) position as at 30 June 2021, on a statutory basis before the impact of the Offer, and on a pro forma basis taking into account the impact of the pro forma adjustments including the impact of the Offer, the pre-IPO Capital Raise and the Capital Restructure.

Table 10: Pro forma indebtedness as at 30 June 2021

$m

	Notes	Statutory	Pro Forma
Cash and cash equivalents		31.0	121.0
Current borrowings			
Derivative financial instruments	1	(339.9)	–
Borrowings	1	(65.9)	–
Lease liability		(1.7)	(1.7)
Current borrowings		**(407.5)**	**(1.7)**
Non-current borrowings			
Lease liability		(12.6)	(12.6)
Non-current borrowings		**(12.6)**	**(12.6)**
Total borrowings		**(420.2)**	**(14.3)**
Net cash/(debt)		**(389.2)**	**106.7**
Net debt/EBITDA		*38.2x*	*nm*

Note:

1 Refer to the notes to the Pro Forma Historical Statement of Financial Position in Section 4.5.1 for further details.

4.5.3. Description of our Banking Facility

We have access to a revolving credit facility ('**Banking Facility**') of US$20 million from Silicon Valley Bank.

The facility was entered into on 13 October 2020 as part of an amendment to the original loan and security agreement dated 15 December 2017 and matures on 6 October 2023. The Banking Facility accrues interest at a floating per annum rate equal to the greater of: (i) 1.50% above the Prime Rate;[1] or (ii) a fixed rate of 4.75%.

As at the date of this Prospectus, the Banking Facility was undrawn.

4.5.4. Liquidity and Capital Resources

We expect our primary sources of funds to be cash flow generated from existing operations, cash raised from the Offer and our existing cash on hand. We expect to have sufficient cash and working capital, based on the current circumstances, to meet our current operational and organic growth objectives.

We will be in a net cash position upon completion of the Offer, with access to our US$20 million Banking Facility with Silicon Valley Bank which we will be able to draw down to meet future business requirements or to wholly or partially fund future acquisitions as and when required.

4.5.5. Contingent Liabilities and Off-Balance Sheet Arrangements

We have no contingent liabilities or off-balance sheet arrangements.

1. Prime Rate defined as interest rate published in the money rates section of The Wall Street Journal.

4.6. Market Risk

4.6.1. Foreign exchange risk

We service properties in over 150 countries, resulting in transactions being denominated in various foreign currencies other than our reporting currency, the Australian dollar. Based on FY21 pro forma revenue, Australian dollar denominated revenue represented 20.8% of total revenue, whilst the United States dollar denominated revenue represented 35.8% and Euro denominated revenue represented 26.7%. As a result, we are exposed to foreign currency risk through fluctuations in the foreign exchange rate.

We manage our foreign exchange risk to ensure sufficient funds are available to meet foreign currency commitments in a timely and cost-effective manner. We continuously monitor this risk and consider entering into forward foreign exchange, foreign currency swap and foreign currency option contracts if appropriate. Creditors and debtors as at 30 June 2021 were reviewed to assess currency risk at year end. The value of transactions denominated in a currency other than the functional currency of the respective subsidiary was insignificant and therefore the risk was determined as immaterial.

In addition, our global offices typically incur revenue and costs in the same currency, giving rise to a degree of natural hedging.

See note 29 of our financial statements for the year ended 30 June 2021 for further information.

4.6.2. Interest rate risk

We are not exposed to any significant interest rate risk as our Banking Facility is largely subject to fixed interest rates (see Section 4.5.3). In addition, we do not currently have any outstanding borrowings. We continuously monitor our interest rate exposure.

See note 29 of our financial statements for the year ended 30 June 2021 for further information.

4.7. Management Discussion and Analysis

4.7.1. Key drivers of our operating results

We have discussed below the key drivers behind our revenue, expenses and other key factors that affected our operating and financial performance during the period of the Historical Financial Information and that we expect may impact our future operating and financial performance. The discussion of these general factors is intended to provide potential investors with a brief summary of the drivers of our results and does not detail all the factors that have had an impact on historical operating and financial performance, nor everything which may impact our operating and financial performance in the future. The information is this Section 4.7 should be read in conjunction with the rest of the Prospectus, including the summary of Accounting Policies in Appendix A and the risk factors described in Section 5.

4.7.1.1. Revenue drivers

4.7.1.1.1. General

We generate revenue from subscription fees paid by our customers in exchange for access to our platform and from transaction fees which are charged as a percentage fee or fixed fee per transaction which has been transacted via our platform (see Section 3.3.5 for more information on our business model and Section 4.2.5 for a discussion of Recurring Revenue). In FY21, subscription revenue made up 83.3% of pro forma revenue, and transaction revenue made up 16.6% with the remainder related to one-off set-up fees.

In addition to the specific factors discussed in this section, our revenue is driven by a number of general factors discussed in Sections 2 and 3 of this Prospectus. These include:

- The growth of the global travel sector and hotel sector, discussed in Sections 2.2 and 2.3;
- The growth of online travel spend and the total addressable market for open hotel commerce software platforms, discussed in Sections 2.2.2 and 2.3.1;
- The key strengths of our open hotel commerce software, discussed in Section 3.3.4;

- Our business model, discussed in Section 3.3.5;
- The success of our sales, marketing and customer functions, discussed in Section 3.3.6; and
- The success of our growth strategy, discussed in Section 3.5.

Our revenue has also been impacted by the COVID-19 pandemic. See Section 4.7.2 for additional information on the impact the COVID-19 pandemic has had on our historical performance and Section 4.2.3 for additional information on how it may impact our future performance.

SiteMinder typically generates more transaction revenue due to increased bookings during the summer holidays. This has an impact on each half of the financial year as the Northern Hemisphere summer holidays fall in the first half of the financial year and the Southern Hemisphere summer holidays fall in the second half of the financial year. Other periods which typically benefit from increased transaction revenue include school holidays and other seasonal holidays like Thanksgiving and Easter.

4.7.1.1.2. Subscription revenue

Subscription revenue is generated as a periodic subscription fee charged to properties, allowing our property subscribers access to products on our platform. While our larger customers with multiple properties typically have contract lengths ranging from one to three years, our smaller property customers tend to be on a month-to-month perpetual basis. See Section 9.6 for more information on our contractual arrangements.

The subscription fees charged are determined based on property size, contract length and the uptake from our product suite as described in Section 3.3.1, meaning packages can be tailored to our customers' needs and size. As a result, there are large variations in our Monthly ARPU for each property depending on property size and subscribed products.

See Section 4.2.5 for more information on why we consider our subscription revenue to be recurring. See also Section 4.7.2 and Section 5.2 for a discussion of how COVID-19 has impacted, and may continue to impact, our subscription revenue.

4.7.1.1.3. Transaction revenue

Transaction revenue consists of the fees paid by our subscriber customers in connection with each transaction they conduct on our platform. While transaction revenue is not subject to minimum usage or volume levels and will vary by customer and from period to period, it comprises usage and volume based charges by our subscription customer base.

Transaction revenue is correlated to hotel revenue (see Section 3.3.5 for further information on our business model and transaction products) and is driven by travel activity and growth of the travel and hotel sector. The key sources of revenue generated from transactions are our Hotel Payments, Demand Plus and Global Distribution System products (see Section 3.3.1 for more information on our products).

Payment revenues are associated with the revenue generated from our payment products in processing guest payments on behalf of accommodation properties. The fees charged represent a percentage of the payments processed and vary based on the type of transaction, e.g. domestic, international and premium card types.

Demand Plus revenues are generated from guest revenues from incremental bookings to the accommodation provider through the Demand Plus program and are typically sourced from metasearch channels like Google and trivago. The revenues are derived as a percentage of the booking value.

GDS fees are generated from transactions processed through the GDS channel and are typically a fixed fee per transaction. GDS bookings are more typically associated with corporate travel.

See Section 4.2.5 for more information on why we consider our transaction revenue to be recurring. See also Section 4.7.2 and Section 5.2 for a discussion of how COVID-19 has impacted, and may continue to impact, our transaction revenue.

4.7.1.2. Cost of sales drivers

The costs included in our cost of sales are predominantly variable costs which are directly related or closely correlated to revenue generation. These costs are primarily associated with operation of our platform, securing hosting services and providing support to accommodation providers and comprise:

- Costs specifically relating to the generation of subscription fee revenue, which we refer to as subscription related expenses, being:
  - **Employee costs:** Includes employee costs of global customer support, account management and customer success teams who are involved in the day to day support of our customers. These costs typically vary based on the volume of support contacts made and the level of support provided. These include severance pay and any wage subsidies received due to COVID-19 relief are also included as an offset against employee costs; and
  - **Other direct costs:** Represents secure hosting costs of the SiteMinder platform and varies based on number of customers and usage volume. Also includes overhead allocations such as general and administration costs and global occupancy costs.
- Costs specifically relating to the generation of transaction product revenue, which we refer to as transaction related expenses, being:
  - **Direct costs:** Driven by fees paid on transaction volumes to third parties which are predominantly variable and move in line with revenue. These include Stripe merchant fees which enable our SiteMinder Pay product, and third party fees associated with generation of revenues associated with our Demand Plus and GDS products.
  - **Employee costs:** Represents employee salaries including severance pay, offset by wage subsidies, directly associated with generating transaction product revenues. These costs typically vary based on the volume of support contacts made and the level of support provided; and
  - **Other direct costs:** Represents overhead allocations such as general and administration costs and global occupancy costs.

4.7.1.3. Operating expense drivers

Our operating expenses include costs that are intended to drive the generation of current period revenue and future revenues. With an average customer life well beyond the year in which we incur our operating expenses, a significant component of our research and development and sales and marketing expenses represents investment in our business to drive future revenues from those customers. These expenses are largely businesses decisions which can generally be scaled up or down in the short term in line with our business strategy. For example, as a result of COVID-19, we implemented a cost rationalisation program during Q4 FY20 which resulted in a significant reduction in operating expenses (see Section 4.7.5 for more information), and also resulted in us incurring associated severance pay during the period (see Section 4.7.2 for more information).

Any wage subsidies provided by governments around the world for COVID-19 are offset against employee costs in the relevant category.

We consider our operating expenses by function in the following categories:

- **Research and development expenses:** Relates to technology costs and consists primarily of employee related costs associated with the operation and maintenance of the technology platform. It includes both salary and non-salary related technology costs as well as allocated overheads. Technology operations of the business are primarily located in Australia with a secondary technology centre in Manila which commenced operations in August 2020.
  - A significant component of the operating costs relating to research and development are of a fixed nature that provides future economies of scale benefits, while the remainder of the research and development costs that are expensed are correlated to the growth of the platform in scale and scope. We also capitalise qualifying development costs as required under AASB 138. From FY19 to FY21, an average of 43% of total technology costs (excluding wage subsidies) have been capitalised.
  - We expect research and development expenses as a percentage of revenue will decrease over the long term as we expect to benefit from a degree of operating leverage.

- **Sales and marketing expenses:** Represents costs relating to sales, marketing and onboarding of new properties and includes expenses relating to upgrade and cross sell efforts. Sales and marketing expenses consist primarily of employee-related costs incurred to acquire new customers and increase product adoption across our existing customer base. Marketing expenses also include fees incurred to generate demand through various advertising channels.
  - These expenses have both fixed and variable components and primarily include employee costs and marketing. This cost category is typically managed (outside of COVID-19 impacted periods) to ensure that the Customer Acquisition Cost (CAC) per new property is within an acceptable range in order to deliver strong LTV/CAC ratios and value enhancing customer growth.
  - We expect sales and marketing expenses as a percentage of revenue will decrease over the long term as we expect to benefit from a degree of operating leverage.
- **General and administrative expenses:** Represents costs incurred relating to management, finance, human resources and other general and support functions. These expenses are primarily employee costs. General and administrative expenses also include costs related to fees paid for certain professional services, including legal, information technology, tax and accounting services, and bad debt expenses.
  - General and administrative expenses are predominantly fixed costs. As a result, we expect general and administrative expenses as a percentage of revenue to decrease over the long term as we expect to benefit from operating leverage.
- **Share-based payment expenses:** Represents costs incurred relating to our legacy employee incentive arrangements. These plans were established for the purpose of incentivising staff to drive the overall performance and value of the Company. These expenses are predominantly variable as they are based on number of permanent staff and are discretionary. We are entering into a new long-term incentive plan **(LTIP)** that includes share options, share rights and new additional option grants post Offer. These are described in further detail in Section 6. The new LTIP expenses are expected to be largely in line with FY21 actual share-based payment expenses under the legacy arrangements.

4.7.1.4. Depreciation and amortisation

Depreciation is a non-cash expense which relates to the use of the fixed asset base and includes items such as IT hardware and software, leasehold improvements, and other assets with a useful life greater than one year. We calculate our depreciation expense on a straight-line basis with expected useful lives ranging from one to seven years.

Amortisation is a non-cash expense that relates to intangible assets such as capitalised software development costs, branding, distribution rights, property and customer lists and intellectual property. Given the quickly evolving nature of our technology, we reassessed the useful life of our capitalised development costs and reduced it from five to four years in FY21.

4.7.1.5. Capitalised development costs

Capitalised development costs represent technology investments relating to new products and product enhancements that we expect to drive additional value in future years and meet the requirements to be capitalised under AAS. For more information see our Significant Accounting Policies in Appendix A. With the significant opportunity available to grow organically, we have accelerated investment to develop new products and services resulting in the launch of several new initiatives over the last 18 months. These range from new initiatives like our Multi-Property Platform to enhanced Business Intelligence and Insights and Demand Plus solutions (see Section 3.3.1 for more information on our products). Capitalised costs are subsequently amortised in subsequent periods, commencing from the time the applicable asset's development reaches the condition necessary for it to be capable of operation in the manner intended.

4.7.1.6. Taxation

We operate in Australia, which has a corporate tax rate of 30%. In addition, our key wholly owned subsidiaries are located in the United States where the effective tax rate, inclusive of state taxes, is approximately 26% and in the United Kingdom which has a corporate tax rate of 19%. Income tax expense included in the Historical Financial Information has been based on the actual and effective tax rates applicable to the relevant countries in which we operate.

We have offset deferred tax liabilities with deferred tax assets. Excess tax losses available have not been recognised in the statement of financial position. As at 30 June 2021, we have $30.9 million of unused tax losses and $12.3 million of R&D tax offsets available for which no tax asset has been recognised in the Statutory Historical Statement of Financial Position.

4.7.1.7. Foreign exchange

As we service properties in over 150 countries, we generate revenue and expenses in various currencies (including but not limited to Australian dollars, United States dollars and Euros) other than our reporting currency, the Australian dollar.

Our pro forma historical EBITDA was impacted by a foreign exchange gain of $0.8 million in FY19, a foreign exchange gain of $2.2 million in FY20 and a foreign exchange loss of $2.7 million in FY21.

See Section 4.6.1 for more information on how we manage our foreign exchange risk.

4.7.2. Impact of COVID-19

The COVID-19 pandemic began impacting global travel in February 2020 with lockdowns in Asia and expanded into Europe in March 2020 with the full lockdown of hotels in countries such as Italy and Spain. By April 2020 the pandemic had impacted all continents and global travel booking volumes had more than halved and international travel was effectively suspended. This caused significant disruptions to the travel and hotel sector, with the impacts being particularly pronounced in several parts of Asia due to a heavier reliance on international travel, lower domestic travel demand to fill hotels and lower government support for small businesses.

As a direct result of the COVID-19 pandemic, we experienced significant declines in transaction revenue and elevated subscription suspensions and churn as hotels closed or temporarily suspended operations. We also introduced a range of cost rationalisation initiatives described below. Despite this, we believe that we delivered a resilient performance in FY21 driven by the recurring nature of our revenue and business model and the value we continued to provide our customers. On a constant currency basis,[2] our FY21 revenue only fell by 5.7% year-on-year (**'YoY'**) and our constant currency ARR increased by 11.7%.

Our subscription revenue was relatively resilient during this period as accommodation providers who seek to remain in operation required core room management and distribution even during lockdown periods in order to accept future bookings and maximise occupancy. See Section 3.6 for more information relating to our business model and why customers tend to maintain their subscriptions with us during periods of lower activity such as during the COVID-19 pandemic.

In late March 2020 we formulated an emergency response plan and implemented the plan in early April 2020. The plan included the rationalisation of growth related and sales and marketing costs but maintained core capabilities with continued investment in key research and development programs and initiatives to support new product launches for future growth. The plan also included support for customers who were under financial distress, including modified billing plans, discounts, debt forgiveness and suspended subscriptions.

The cost rationalisation plan resulted in a net reduction in headcount (includes direct employees and contractors) of over 200 FTE by 30 June 2020, noting we had accelerated investment during the first three quarters of 2020, prior to the onset of COVID-19. The net reduction in headcount resulted in $1.9 million of severance costs being incurred in FY20. Following the reduction in headcount in FY20, and as travel began to reopen, we then reinvested and increased headcount from 716 to 819 in FY21, expanding sales, marketing and onboarding teams and continuing investment in the development of new products to support growth in FY22 and beyond. Our cost rationalisation plan also included the closure of physical offices, restriction of travel and reduction of non-essential costs.

2. Constant currency revenue has been calculated using like for like exchange rate assumptions across FY19 to FY21. These include: AUD/EUR=0.6100, AUD/GBP=0.5500, AUD/USD=0.7500 and AUD/NZD=1.0700. Refer to Section 4.2.5 for more information on the calculation of constant currency revenue growth, its purpose and potential limitations. Constant currency revenue growth is a non-IFRS measure.

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Additionally, with challenges in acquiring new customers in lockdown, the focus of our sales teams was redirected to regions that were open to travel during the pandemic. These initiatives resulted in customer penetration growth from 8% to 25% from FY19 to FY21 of customers with transaction products.

We also received government wage subsidies to offset COVID-19 related losses across multiple regions which totalled $4.1 million in FY20 and $2.9 million in FY21. The subsidies were used to mitigate employee costs and provided relief from the COVID-impacted trading environment. None of these subsidies are still in place as at the end of FY21.

Table 11: Wage subsidy breakdown

$m

Year Ended 30 June	FY19	FY20	FY21
Cost of sales: subscription related expenses	–	0.8	0.5
Cost of sales: transaction related expenses	–	0.1	0.1
Research and development expenses	–	1.2	1.1
Sales and marketing expenses	–	1.6	0.7
General and administrative expenses	–	0.5	0.5
Total wage subsidies	**–**	**4.1**	**2.9**

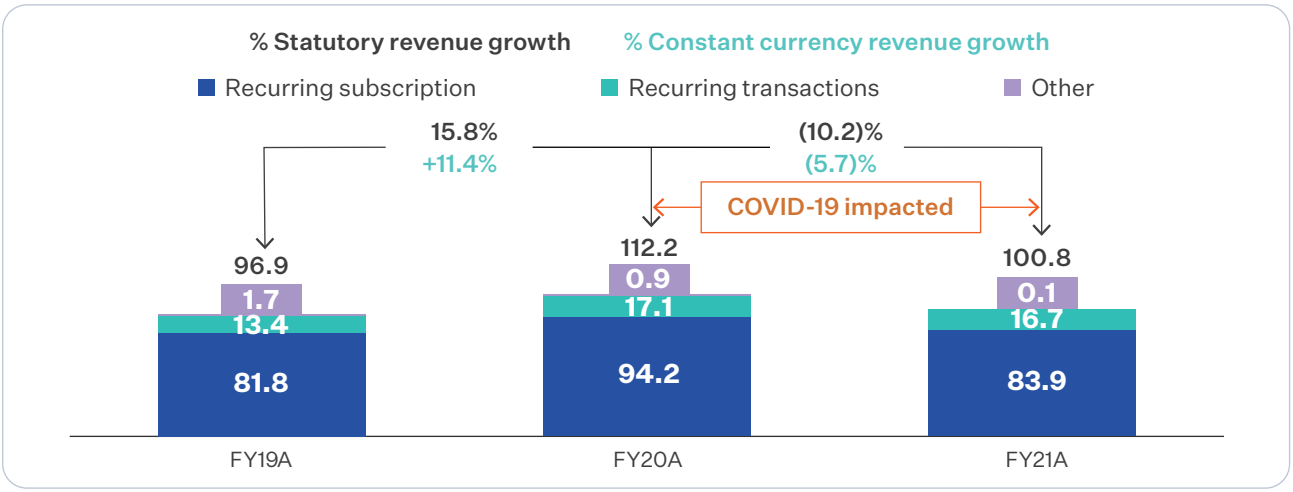
While the impacts of COVID-19 continue to impact the business today with rolling lockdowns and limited international travel, we have recently observed increased volumes during summer in EMEA and North America alongside rising vaccination rates. We have also seen net property growth and improved booking volumes in Q4 of FY21. While we are hopeful this trend will continue going forward, the threat of the Delta variant and newer virulent variants, and the continuance or imposition of additional restrictions and other measures to combat the spread of the virus, including the current lockdowns in Australia, New Zealand and parts of Asia which have dampened signs of a domestic travel sector recovery in the short term, could adversely impact our future growth rates and aspirations.

4.7.3. Management discussion and analysis: Pro forma revenue for FY19 to FY21

Figure 30 below shows the breakdown of pro forma revenue from FY19 to FY21.

Pro forma historical revenue is the same as statutory historical revenue as there are no pro forma adjustments to revenue between FY19 to FY21.

Figure 30: Statutory and pro forma historical revenue from FY19 to FY21



Total revenue

Total revenue grew strongly in FY20, particularly in the first half of the fiscal year, as we achieved revenue growth of 15.8% (11.4% on a constant currency basis) from $96.9 million in FY19 to $112.2 million in FY20. However, revenue was significantly impacted by COVID-19 in the second half of FY20, with the slowdowns starting in Asia from February 2020. There was a decline in revenue beginning from February 2020 which escalated through the remainder of FY20.

With COVID-19 continuing to restrict global travel in FY21, total revenue declined in FY21 to $100.8 million, representing a 10.2% decline (or 5.7% decline in constant currency terms) from FY20, with the adverse impact primarily being felt during the first three quarters of FY21 due primarily to the impact of COVID-19, partially offset by an improvement in revenue starting in the fourth quarter of FY21, described below.

Subscription revenue

Subscription revenue growth of 15.2% (10.6% on a constant currency basis) from $81.8 million in FY19 to $94.2 million in FY20 reflected our strong first half FY20 property growth across all regions, which was partially offset in H2 FY20 by the impact of the COVID-19 pandemic on the global travel industry and our resulting property numbers. In FY20, subscription property numbers were relatively flat, with 34,400 properties as at 30 June 2020, despite the onset of the pandemic in Q3 FY20.

The ongoing impact of COVID-19 on the global travel industry resulted in subscription revenues decreasing by 10.9% (6.1% on a constant currency basis) to $83.9 million in FY21. In FY21, as a result of significantly reduced sales and marketing capacity due to cost rationalisation and the considerable disruption to global travel markets, the number of subscription properties declined from 34,400 as at 30 June 2020 to 32,400 as at 30 June 2021. The impact on Asia Pacific was more severe, making up the majority of lost properties in the period, with subscription properties in Asia Pacific declining from 13,500 as at 30 June 2020 to 11,500 as at 30 June 2021. However, we have started to observe net growth in our property numbers, with net property growth of 1.2% in fourth quarter of FY21 (compared to the end of the third quarter of FY21).

Transaction revenue

Transaction revenue increased by 27.7% (24.3% on a constant currency basis) from $13.4 million in FY19 to $17.1 million in FY20, and then decreased by 2.1% (or increased by 1.1% on a constant currency basis) to $16.7 million in FY21.

In FY20, transaction revenues grew strongly in the first half of the fiscal year, primarily due to the rollout of our Demand Plus and SiteMinder Pay products, offset in part by the impact of COVID-19 in the second half of the year, which resulted in the near shutdown of global travel beginning in Asia in February 2020 and continued for the remainder of FY20.

In FY21 take-up of Demand Plus and SiteMinder Pay increased significantly through the course of the year, with more than 25% of subscription customers on average having one transaction product as at the end of the period. This increased penetration has partially offset revenue lost from overall significant travel volume declines of over 50% seen through FY21.

Our GDS product, which represented over 60% of transaction revenues in FY19, saw a decrease of 12% in FY20 and a significant decline of 42% in FY21 due to the pull back in corporate and international travel resulting primarily from COVID-19. Despite the GDS contraction in FY21, overall transactional revenue increased by 1.1% on constant currency terms in FY21 over FY20 due to the performance of the SiteMinder Pay and Demand Plus products.

4.7.4. Management discussion and analysis: Pro forma cost of sales, Gross Margin and Gross Profit for FY19 to FY21

Table 12 below shows the breakdown of pro forma cost of sales from FY19 to FY21.

Pro forma historical cost of sales, Gross Profit and Gross Margin are the same as statutory cost of sales, Gross Profit and Gross Margin as there are no pro forma adjustments to revenue or cost of sales between FY19 to FY21.

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Table 12: Historical subscription and transaction margins

$m

Year Ended 30 June	FY19	FY20	FY21	FY19-20 growth	FY20-21 growth
Subscription margins					
Subscription revenue	81.8	94.2	83.9	15.2%	(10.9)%
Subscription related expenses	(13.6)	(16.3)	(14.9)	19.9%	(9.0)%
Subscription gross margin	**83.3%**	**82.7%**	**82.3%**	**n/a**	**n/a**
Subscription revenue constant currency growth	*n/a*	*n/a*	*n/a*	*10.6%*	*(6.1)%*
Transaction margins					
Transaction revenue	13.4	17.1	16.7	27.7%	*(2.1)%*
Transaction related expenses	(9.8)	(12.8)	(11.6)	30.6%	*(9.5)%*
Transaction gross margin	**26.7%**	**25.0%**	**30.7%**	**n/a**	***n/a***
Transaction revenue constant currency growth	*n/a*	*n/a*	*n/a*	*24.3 %*	*1.1%*
Gross Profit					
Revenue	96.9	112.2	100.8	15.8%	*(10.2)%*
Cost of Sales	(23.4)	(29.2)	(26.5)	24.4%	*(9.2)%*
Gross Profit	**73.4**	**83.0**	**74.3**	**13.1%**	***(10.5)%***
Gross Margin	*75.8%*	*74.0%*	*73.7%*	*n/a*	*n/a*

Subscription related expenses and margins

Subscription related expenses increased by $2.7 million, or 19.9%, from $13.6 million in FY19 to $16.3 million in FY20, and subsequently decreased by $1.4 million, or 9.0%, to $14.9 million in FY21.

The increase in FY19 to FY20 was largely driven by the growth in customer base pre-COVID-19. Operational costs also significantly increased during the fourth quarter of FY20 as the business pivoted to the customer retention team to support customers through the initial onset of COVID-19. In FY21, subscription related expenses reduced with lower headcount; however, we continued to provide significant support to impacted customers during the COVID-19 period. Subscription gross margins declined from 83.3% in FY19 to 82.7% in FY20 and to 82.3% in FY21, primarily due to COVID-19 related temporary customer discounts which reduced revenue and additional customer success efforts to support customers during COVID-19. As at 30 June 2021, some of these discounts are still in place and are expected to decline as the market improves.

Transaction related expenses and margins

Transaction related expenses increased by 30.6% from $9.8 million in FY19 to $12.8 million in FY20 and then decreased by 9.5% to $11.6 million in FY21. This is in line with the movement in our transaction revenue as costs of sales on transactions are primarily driven by third party direct costs that are paid on transaction volumes.

Transaction margins decreased from 26.7% in FY19 to 25.0% in FY20 and then increased to 30.7% in FY21. The decline in margins in FY19 to FY20 was due to the transaction product mix. The increase in margins from FY20 to FY21 was due to increased attachment of our Demand Plus product which generates higher margins.

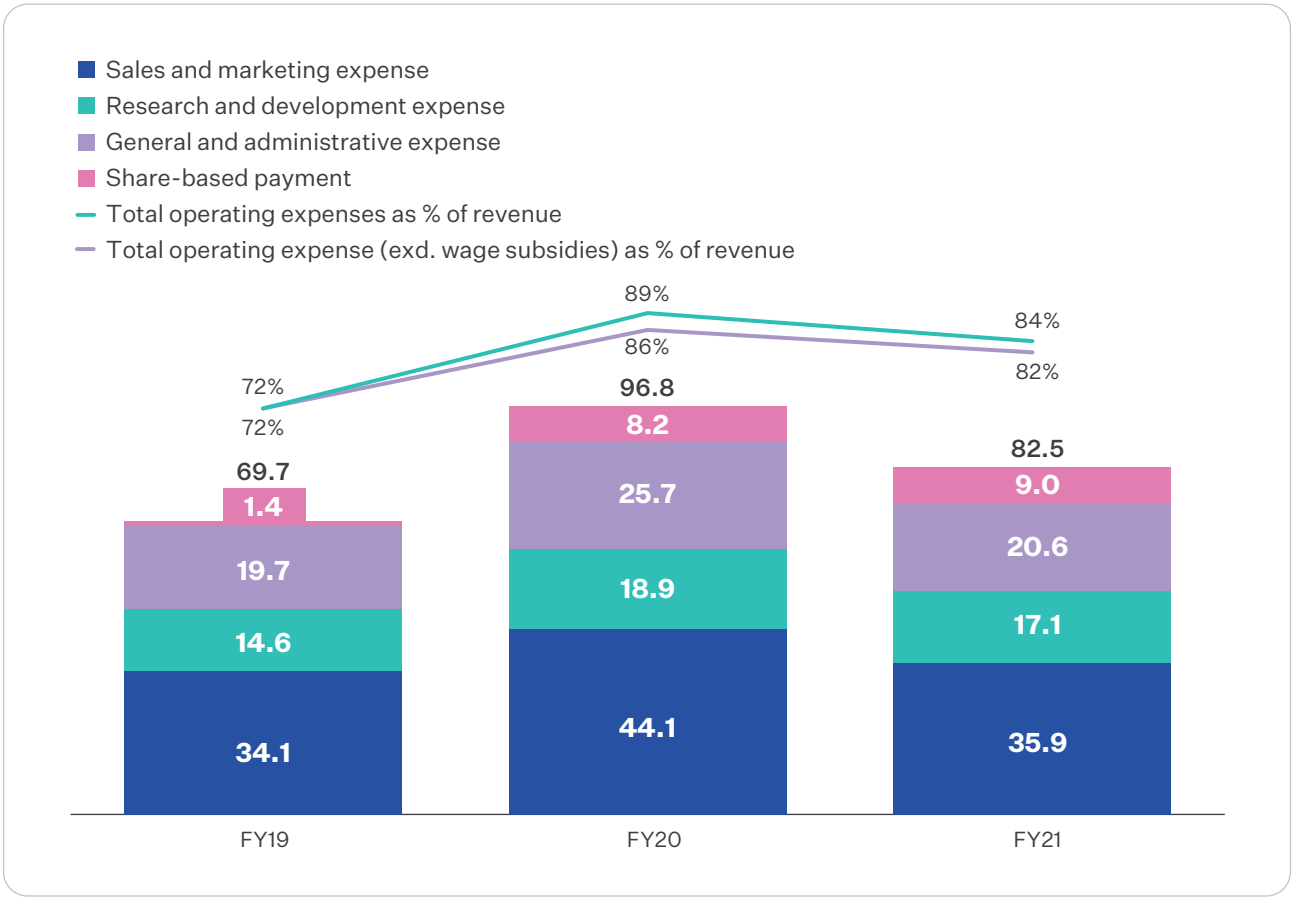
We have a business improvement program that aims to improve subscription gross margins and customer satisfaction over time. The program is focused on automating and simplifying processes and interactions which improves customer experience, reduces support costs and allows increased economies of scale.

4.7.5. Management discussion and analysis: Pro forma operating expenses for FY19 to FY21

Figure 31 below shows the breakdown of pro forma operating expenses from FY19 to FY21.

The differences between pro forma historical operating expenses and statutory historical operating expenses are adjustments for listed public company costs of $2.3 million in each year, and in respect of FY19, also the impact of AASB 16 as if this had been adopted as at 1 July 2018 which decreased FY19 pro forma general and administrative expenses by $2.6 million. These pro forma adjustments only impact our general and administrative expenses and are described in Section 4.7.5.3. Refer to Section 4.3.4 for further detail on pro forma adjustments.

Figure 31: Historical operating expense breakdown



Pro forma operating expenses increased by $27.1 million, or 38.9%, from $69.7 million in FY19 to $96.8 million in FY20, partly driven by the growth in the business in the first half of FY20 before the onset of COVID-19 impacts, including additional investment in technology and in the sales and marketing teams. In addition, the second half of FY20 included additional costs relating to the restructure and bad debts incurred due to COVID-19. Prior to COVID-19, we have had limited bad debts in the past, with $1.1 million of bad debts in FY19 compared to $4.6 million in FY20 and $1.6 million in FY21.

Following the business restructure in the fourth quarter of FY20 as a response to COVID-19, operating expenses reduced by $14.3 million, or 14.8%, from $96.8 million in FY20 to $82.5 million in FY21. With the global travel market showing signs of recovery aided by increased global vaccination rates, our operating expenses began to increase in the second half of FY21 as we began the process of recovering the sales and marketing capacity that was scaled down in response to the impact of COVID-19 on the global travel industry.

4.7.5.1. Research and development expenses

Table 13 below provides a breakdown of research and development expenses and capitalised development costs from FY19 to FY21.

4. Financial Overview

Table 13: Pro forma historical total research and development costs from FY19 to FY21

Year Ended 30 June		FY19	FY20	FY21
Research and development expenses	*$m*	14.6	18.9	17.1
Capitalised development costs	*$m*	9.0	15.2	16.3
Total research and development expenditure	***$m***	**23.6**	**34.1**	**33.4**
% of revenue	*%*	*24.4%*	*30.4%*	*33.1%*
% of revenue (excl. wage subsidies)	*%*	*24.4%*	*31.4%*	*34.3%*
Proportion of capitalised R&D spend (%)	*%*	*38.3%*	*44.7%*	*48.9%*
Proportion of capitalised R&D spend (excl. wage subsidies) (%)[1]	*%*	*38.3%*	*43.2%*	*47.2%*

Notes

(1) The proportion of capitalised R&D spend (excluding wage subsidies) represents the proportion of capitalised R&D spend as a percentage of total R&D expenditure excluding the impact of $1.2 million of COVID-19 related government grants recognised in research and development expenses in FY20 and $1.1 million of COVID-19 related government grants recognised in research and development expenses in FY21.

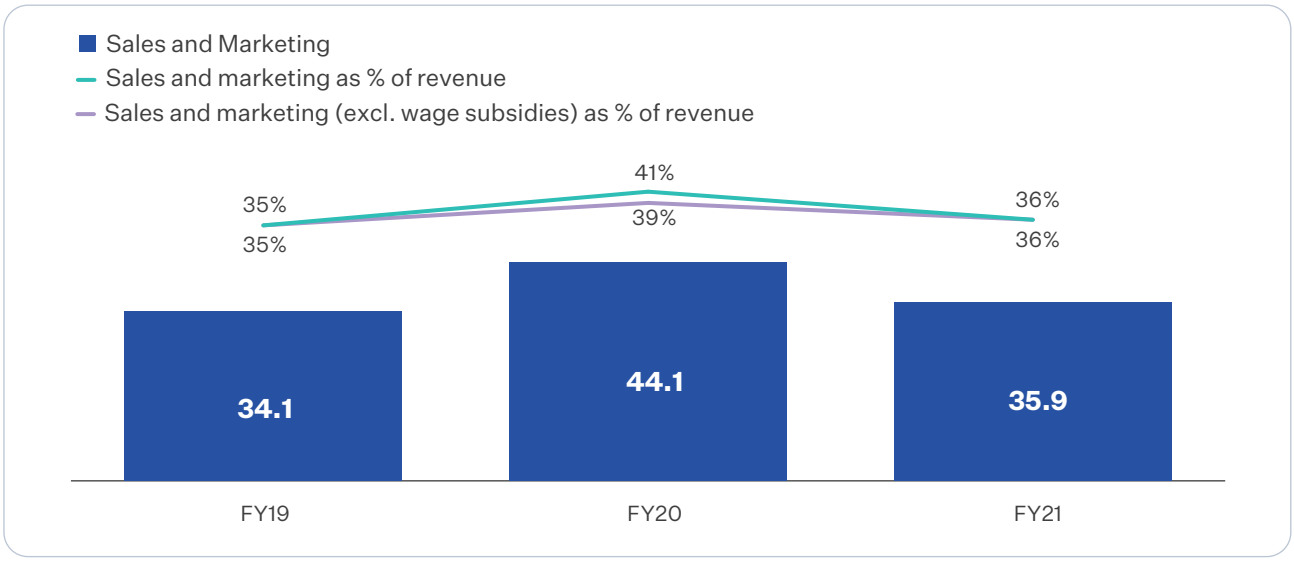
Total research and development expenditure increased by $10.5 million, or 44.3%, from $23.6 million in FY19 to $34.1 million in FY20. This increase in total research and development spend was primarily a result of increased investment in new transaction products and new product releases as we invested in products to drive future revenue growth.

Total research and development expenditure subsequently decreased by $0.7 million, or 2.1%, to $33.4 million in FY21, primarily reflecting some of the FY20 COVID-19 cost initiatives driving small savings in research and development activities during the first half of the year. We continued to invest in research and development in FY21 with a secondary technology centre established in Manila from August 2020 and the overall proportion of research and development spend as a percentage of revenue increasing from 30.4% in FY20 to 33.1% in FY21 reflecting our significant investment program to drive new products.

4.7.5.2. Sales and marketing expenses

Figure 32 below provides a summary of pro forma sales and marketing expenses from FY19 to FY21.

Figure 32: Pro forma historical sales, marketing and on-boarding expenses from FY19 to FY21



Sales, marketing and onboarding expenses increased by $10.0 million, or 29.2%, from $34.1 million in FY19 to $44.1 million in FY20 as the business increased its investment prior to COVID-19 to accelerate property growth. We expanded our sales presence in new geographies around the world. Both investments in marketing headcount and program costs increased to generate demand and leads along with supporting expansion in various geographies.

With the revenue reductions in FY20 from COVID-19, sales and marketing as a percentage of revenue increased from 35% in FY19 to 39% in FY20 as we maintained the sales infrastructure to enable a reacceleration in growth post lockdown.

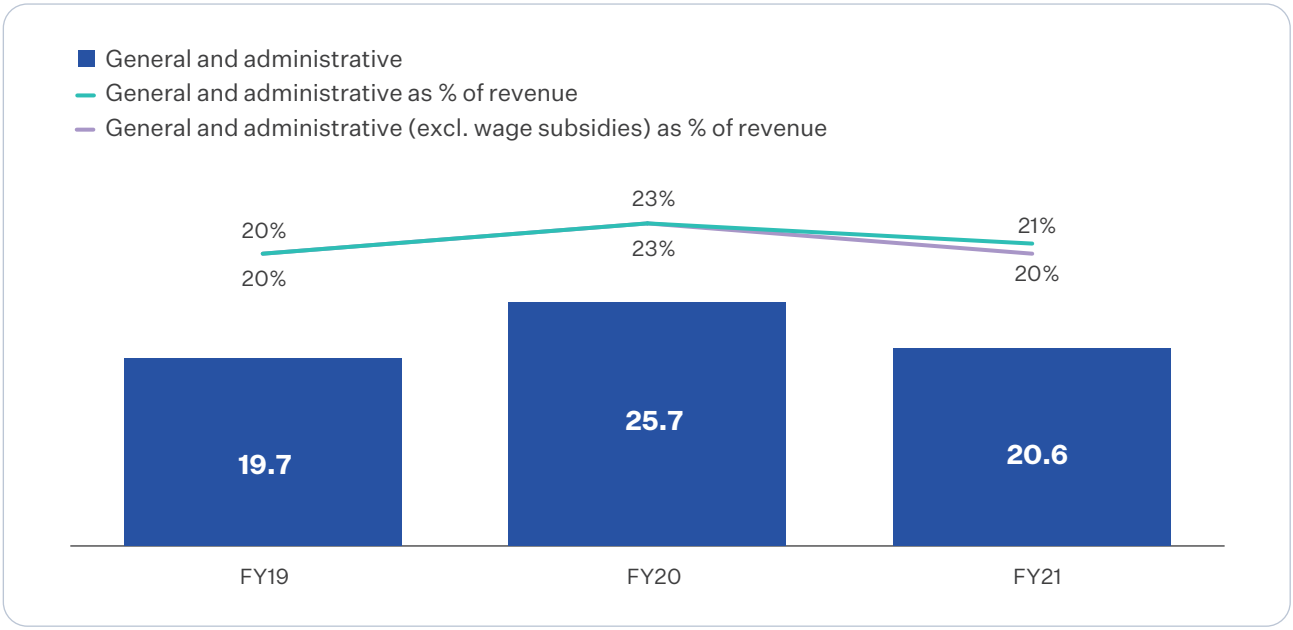
Sales, marketing and onboarding expenses decreased by $8.2 million, or 18.6%, to $35.9 million in FY21, driven primarily by efficiencies derived from business improvements made to the customer acquisition process in June 2020. We expect these improvements, together with digital acquisition and activation, will result in sales and marketing efficiencies, including a reduction in CAC, in the coming years.

4.7.5.3. General and administrative expenses

Figure 33 below provides a summary of pro forma general and administrative expenses from FY19 to FY21.

The differences between pro forma general and administrative expenses and statutory historical general and administrative expenses are adjustments for listed public company costs of $2.3 million in each year, and in respect of FY19 also the impact of AASB 16 as if this had been adopted as at 1 July 2018, which decreased FY19 pro forma general and administrative expenses by $2.6 million. Refer to Section 4.3.4 for further detail on pro forma adjustments.

Figure 33: Pro forma historical general and administrative expenses from FY19 to FY21



General and administrative expenses increased by $6.0 million, or 30.5%, from $19.7 million in FY19 to $25.7 million in FY20 and decreased by $5.1 million, or 19.8%, to $20.6 million in FY21.

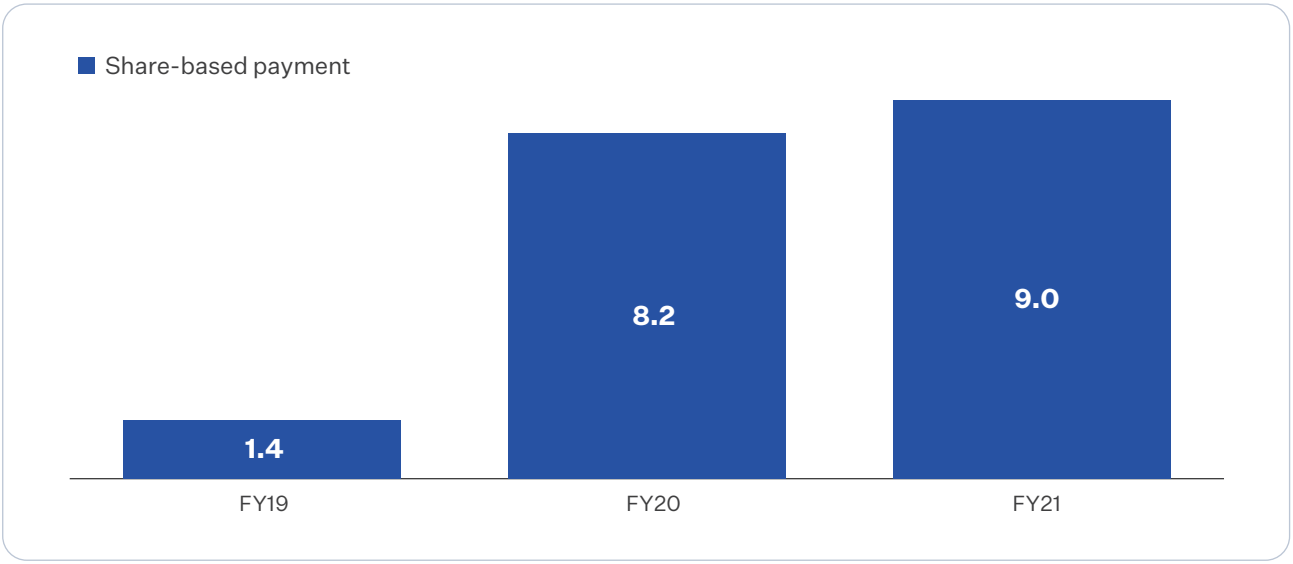
The increase in general and administrative expenses in FY20 was primarily due to COVID-19 related bad debts and an increase in the annualised cost of an expanded management team compared to FY19. Prior to COVID-19, we have had limited bad debts in the past, with $1.1 million of bad debts in FY19 compared to $4.6 million in FY20 and $1.6 million in FY21. The subsequent reduction in general and administrative expenses in FY21 reflected non-recurrence of the bad debts from FY20 and the full year benefit of the cost saving initiatives implemented in the fourth quarter of FY20 noted above that resulted in a decline in indirect employee costs, office expenses, travel expenses and professional fee costs.

With G&A being largely a fixed cost base, we expect the business to benefit from operating leverage as the business grows.

4.7.5.4. Share-based payment expenses

Figure 34 below provides a summary of pro forma share-based payment expenses from FY19 to FY21 which relates to our legacy employee incentive arrangements. We are entering into a new long-term incentive plan that includes share options, share rights and new additional option grants post Offer. These are described in further detail in Section 6. The new LTIP expenses are expected to be largely in line with FY21 actual share-based payment expenses under the legacy arrangements.

Figure 34: Pro forma share-based payment expenses from FY19 to FY21



Share-based payment expenses increased by $6.9 million from $1.4 million in FY19 to $8.2 million in FY20 as we established a Company-wide cash-settled share-based payment plan for the purpose of incentivising staff to drive the overall performance and value of the Company. Being the first year of the grant, there was a significant increase in the expense from the prior year. During FY20, the Board also reassessed the basis of the calculation of the historical share-based payment grants which resulted in an increase in expenses being recognised compared to FY19.

Share-based payment expenses increased marginally by $0.8 million from $8.2 million in FY20 to $9.0 million in FY21 due to increased headcount.

4.7.6. Management discussion and analysis: Pro forma EBITDA for FY19 to FY21

Pro forma EBTIDA decreased by $14.9 million from $4.1 million in FY19 to negative $10.7 million in FY20 and decreased by $1.8 million to negative $12.5 million in FY21 as a result of the movements in revenue, cost of sales and operating expenses as described above.

As a result of the global nature of our business and transacting in multiple currencies, pro forma EBITDA in the historical period has also been impacted by FX gains and losses in the historical period. We recognised an FX gain of $0.8 million in FY19, an FX gain of $2.2 million in FY20 and an FX loss of $2.7 million in FY21.

The differences between pro forma historical EBITDA and statutory historical EBITDA are adjustments for listed public company costs; and in respect of FY19, the impact of AASB 16 as if the accounting standard had been adopted as at 1 July 2018. Refer to Section 4.3.4 for further detail on pro forma adjustments.

4.7.7. Management discussion and analysis: Pro forma net loss for FY19 to FY21

Pro forma net loss increased by $20.2 million from $3.0 million in FY19 to $23.3 million in FY20 and increased by $4.5 million to $27.8 million in FY21. This is in line with the movements in EBITDA as described above. This was also driven by an increase in our depreciation, amortisation and impairment from $6.4 million in FY19 to $11.3 million in FY20 due to increased capitalised development costs from $9.0 million in FY19 to $15.2 million in FY20 as well as $1.4 million of impairment expenses in FY20 as described below. Depreciation, amortisation and impairment subsequently increased to $14.1 million in FY21, partially reflecting a change in the useful life applied to our capitalised development costs from five to four years.

Pro forma net loss in FY20 includes an impairment of right-of-use assets of $0.8 million related to COVID-19 measures taken by us on our lease premises arrangements and a $0.6 million impairment of previously capitalised development costs in relation to products that are no longer in use. In FY21 we recognised a $0.6 million impairment of goodwill related to a historical acquisition that was deemed to have no value and was impaired in full. There were no impairment expenses recognised in FY19.

The primary difference between pro forma historical net loss and statutory historical net loss was an adjustment for the fair value movement on derivatives which reflects the historical charges related to our legacy capital structure, and which is extinguished as part of the Capital Restructure. The fair value movement on derivatives is related to the valuation of the Company at each reporting date, with any increase in Convertible Preference Shares value corresponding to a higher embedded derivative liability and an associated embedded derivative loss (as experienced in FY19 being a loss of $146.2 million and FY21 being a loss of $96.3 million) or decrease in Convertible Preference Shares value corresponding to a lower embedded derivative liability and an associated gain (as experienced in FY20 being a gain of $16.1 million) being recognised in the Statutory Historical Results.

In addition, other pro forma adjustments included listed public company costs, and in respect of FY19, the impact of AASB 16 as if the accounting standard had been adopted as at 1 July 2018. Refer to Section 4.3.4 for further detail on pro forma adjustments.

4.7.8. Property acquisition efficiency

We measure our property acquisition efficiency and the success of our GTM sales and marketing functions through our LTV/CAC ratio (see Section 4.2.5 for an explanation and our definition of LTV/CAC). LTV (Life Time Value) is an estimate of the average gross profit that we might expect to receive from subscription and transaction revenues over the lifetime of a property subscription and the CAC (Customer Acquisition Cost) represents the measure of the average cost to acquire a property. By combining these two metrics into the LTV/CAC ratio, we are able to assess the success and efficiency of our property acquisition strategy, as the ratio measures the profitability of acquiring a property and helps us decide how to allocate resources and ultimately if a customer is going to be profitable.

Our LTV/CAC ratio from FY19 to FY21 is shown in Table 14 below.

Table 14: Historical LTV/CAC ratio

Year Ended 30 June	FY19	FY20	FY21
Monthly ARPU (A$)	$244	$259	$257
Monthly revenue churn (%)	1.0%	1.5%	1.6%
LTV per subscription property (A$)	$18,759	$13,044	$12,145
CAC (A$)	$4,019	$5,623	$5,739
LTV/CAC (x)	**4.7x**	**2.3x**	**2.1x**

ARPU increased from $244 in FY19 to $259 in FY20 and $257 in FY21, and further increased to $265 in Q4 FY21 despite COVID-19 impacted travel declines and COVID-19 customer discounts, due to an increased attachment rate of our SiteMinder Pay and Demand Plus products.

4. Financial Overview

CAC increased from $4,019 in FY19 to $5,623 in FY20 and subsequently to $5,739 in FY21, driven primarily by a reduction in new subscriber numbers over that time period due to COVID-19. Similarly, LTV reduced from $18,759 in FY19 to $13,044 in FY20 and subsequently to $12,145 in FY21 due to higher Monthly Revenue Churn across FY20 and FY21 from the impact of COVID-19, partially offset by improved ARPU as described above. This combined effect resulted in a decline in LTV/CAC from 4.7x in FY19 to 2.3x in FY20 and to 2.1x in FY21.

Whilst LTV/CAC was 2.1x for FY21, it has improved to 2.6x in Q4 FY21 as a result of significantly higher LTV of $15,053 for the quarter (compared to $12,145 for FY21) driven by lower monthly revenue churn of 1.2% for the quarter (compared to monthly revenue churn across FY21 of 1.6%) and improved ARPU due to increased booking volumes as travel reopened across EMEA and North America in Q4 FY21.

As our business begins to reaccelerate, we anticipate that our LTV/CAC should continue to improve alongside a reduction of CAC due to:

- Improved operating leverage and benefits from economies of scale which we expect to achieve as our business grows;
- Ongoing stabilisation of Monthly Revenue Churn;
- Our exposure to the small and large independent property segment which benefits us as independent properties typically require lower marketing and sales investment over a shorter sales cycle;
- Ability to efficiently onboard and re-activate properties that deactivated their subscriptions during FY20 and FY21 as a result of COVID-19 given their data has been retained on our systems; and
- Continued investment in research and development and sales and marketing initiatives which we expect will improve our property acquisition efficiency. These initiatives are expected to help to scale our GTM sales and marketing functions and aid us in penetrating our addressable markets more efficiently. They include new products, monetising additional transactions and continuing to improve our go to market sales strategy (as described in Section 3.3.6) which we expect will expand our LTV and maintain high levels of customer retention.

4.7.9. Management discussion and analysis: Cash flows for FY19 to FY21

The differences between pro forma historical operating cash flows and statutory historical operating cash flows are adjustments for listed public company costs; and in respect of FY19, the impact of AASB 16 as if the accounting standard had been adopted as at 1 July 2018. Refer to Section 4.4.2 for further detail on pro forma adjustments. There are no other pro forma adjustments for historical free cash flows between FY19 and FY21.

Operating cash flows

Pro forma operating cash flows decreased by $10.5 million from a cash inflow of $10.3 million in FY19 to a cash outflow of $0.2 million in FY20 and increased by $1.6 million to a cash inflow of $1.4 million in FY21, which has been primarily driven by the movements in EBITDA described above, changes in working capital and the impact of non-cash items in EBITDA related to FX differences, share-based employee expenses and the allowance for credit loss.

Our working capital includes trade and other receivables, trade and other payables, accruals, prepayments and employee benefits. We experienced a $4.5 million cash inflow from working capital in FY19, a $5.1 million inflow in FY20 and an $8.0 million inflow in FY21. In FY20, the decrease in working capital of $5.1 million was primarily driven by an increase in employee benefits payable of $6.2 million which largely related to accruals in respect of historical employee share-based payment liabilities of $5.3 million, and an increase in trade payables of $3.9 million partially offset by an increase in trade other receivables of $4.2 million. In FY21, the working capital decrease of $8.0 million was due to an increase of $8.1 million in employee benefits payable, mainly relating to accruals in respect of historical employee share-based payment liabilities ($5.7 million) and bonuses ($2.1 million), partially offset by an increase in trade and other receivables of $1.5 million.

Free cash flows

Pro forma free cash flows decreased from an outflow of $0.3 million in FY19 to an outflow of $17.0 million in FY20 and an outflow of $14.6 million in FY21.

This was driven by the movements in operating cash flows described above and by the continued investment we have made in product development associated with new products and in improving our platform and products to better suit properties and improve LTV and property growth and reduce churn. Refer to the additional details on capitalised product development costs in Section 4.7.5.1.

4.7.10. Current and recent quarterly trading performance: Q4 FY21 vs Q1 FY22

As described in Section 4.7.2 above, COVID-19 has had a significant impact on our operations, financial performance and cash flows through the FY20 and FY21 fiscal years. While COVID-19 continues to impact the business today with rolling lockdowns and limited international travel, we have been experiencing increased volumes during summer in EMEA and North America alongside rising vaccination rates. This section sets out an overview of our recent quarterly trading revenue and property numbers for Q4 FY21 and Q1 FY21 and our LTV/CAC for Q4 FY21.

The financial information for Q4 FY21 (and the comparative information for Q4 FY19, Q1 FY20, Q4 FY20, Q1 FY21 and Q3 FY21) presented in this section has been derived from our unaudited monthly management accounts for the respective quarter. While the quarterly financial information is extracted from unaudited management account information, this information is included in the statutory historical consolidated statement of profit or loss for FY19, FY20 and FY21. Refer to Section 4.2.2.1 for details on the basis of preparation of the Statutory Historical Financial Information which was audited by Deloitte and for which Deloitte issued an unmodified audit opinion.

The financial information for Q1 FY22 presented in this section has been extracted from our management accounts for the three months ended 30 September 2021, which have not been audited or reviewed.

Q4 FY21

Total properties as at 30 June 2021 was 32,400, which was 1.2% higher than the total property count of 32,000 as at 31 March 2021 following four quarters of net declines in our property subscriber base.

The Q4 FY21 recovery in property growth was driven primarily by the reopening of travel in EMEA and North America following a strong vaccination uptake. The Asia Pacific region, including Australia, continued to be in a challenged state with lower vaccination rates across the region.

Revenue growth resumed in Q4 FY21 which improved substantially compared to the prior corresponding period, Q4 FY20 (on a constant currency basis) and also improved on the prior quarter, Q3 FY21. Q4 FY21 revenues were also in line with pre-COVID-19 performance in Q4 FY19 (on a constant currency basis).

Our LTV/CAC also started recovering in Q4 FY21 to 2.6x (compared to 2.1x average for FY21), driven by lower monthly revenue churn of 1.2% for the quarter (compared to monthly revenue churn across FY21 of 1.6%) and improved ARPU due to increased booking volumes in Q4 FY21 as travel reopened across EMEA and North America.

Q1 FY22

Subscription properties and total revenue in Q1 FY22 continued to grow with the travel disruption from lockdowns across Australia, New Zealand and Asia offset by a strong reopening of travel in EMEA and the continued recovery of travel in North America.

Total properties as at 30 September 2021 was 32,800, which was 1.3% higher than total properties as at 30 June 2021 of 32,400.

We achieved Q1 FY22 revenue growth of 10% compared to the prior corresponding period, Q1 FY21 (on a constant currency basis) and improved on the previous quarter, Q4 FY21. This revenue growth has been driven by the continued growth in property numbers and associated subscription and transaction revenue in the period as noted above.

4. Financial Overview

4.8. Dividend Policy

The payment of dividends by the Company, if any, subject to any contractual, legal or regulatory restrictions, is at the complete discretion of the Directors, and the Directors do not provide any assurance of the future level of dividends paid by the Company. The ability to pay dividends will depend on a number of factors, many of which are beyond the control of the Company. In determining whether to declare future dividends, the Directors will have regard to SiteMinder's earnings, cash flows after development costs, overall financial condition and capital requirements, taxation considerations (including the level of franking credits available), the general business environment, and any other factors that the Directors may consider to be relevant. No dividend is expected to be paid for the period from the date of Completion to 30 June 2022. Shares issued as a result of this Prospectus will rank equally with all other Shares for dividend entitlements.

Section Five



Key Risks

5. Key Risks

5.1. Introduction

This Section describes some of the potential risks associated with the Company's business and the industry and markets in which the Company operates and risks associated with an investment in Shares. The Company is subject to a number of risks both specific to the Company's business activities and of a general nature, which may, either individually or in combination, adversely impact the Company's future operating and financial performance and financial condition, as well as the value of the Company's Shares. This Section does not purport to list every risk faced by the Company now or in the future. Many of these risks, or the consequences of such risks, are outside the control of the Company, the Directors and management. If one or more of these risks eventuates, the future operating and financial performance of the Company, the Company's financial condition and the value of your investment in Shares may be adversely affected.

The selection of risks outlined in this Section is based on an assessment of the probability of the risk occurring, the impact of the risk on the Company should the risk materialise and the Company's ability to mitigate the risk. This assessment is based on the knowledge of Directors and management as at the Prospectus Date. There is no guarantee or assurance that the importance of the risks will not change or other risks that may adversely impact the Company will not emerge.

There can be no guarantee that the Company will achieve its stated objectives or successfully implement its business strategy, or that the forecast financial information or any forward-looking statement contained in this Prospectus will be achieved or eventuate. You should note that past performance may not be a reliable indicator of future performance.

An investment in the Company is not risk free. Before applying for Shares, you should be satisfied that you have a sufficient understanding of the risks involved in making an investment in the Company and whether Shares are a suitable investment for you having regard to your investment objectives, financial circumstances and taxation position. Before deciding whether to apply for Shares, you should read this Prospectus in its entirety and seek professional guidance from your stockbroker, solicitor, accountant, taxation adviser, financial adviser or other independent and qualified professional adviser.

5.2. Risks specific to SiteMinder

Topic	Summary
COVID-19 and the impact of actions to mitigate the COVID-19 pandemic	Substantially all of SiteMinder's revenue is derived from businesses and customers in the worldwide travel and tourism industry. The COVID-19 pandemic has had, and is continuing to have, a significant impact on SiteMinder's business and the global travel industry. In an attempt to limit the spread of the virus, governments around the world have imposed various restrictions, including border closures, travel restrictions, lockdown measures and quarantine rules, which have resulted in a significant reduction in overall travel booking activity, and have had and may continue to have a material adverse impact on SiteMinder's business. In addition, our customers have experienced large declines in bookings, and disruptions and cancellations in bookings due to travel restrictions and lockdown measures, which has negatively impacted their performance and may result in customer churn, subscription cancellations or lower ARPU. SiteMinder's revenue was significantly impacted by COVID-19 in the second half of FY20, with the slowdowns starting in Asia from February 2020. There was a decline in revenue beginning from February 2020 which escalated through the remainder of FY20. With COVID-19 continuing to restrict global travel in FY21, total revenue declined in FY21 to $100.8 million, representing a 10.2% decline (or 5.7% decline in constant currency terms) from FY20, with the adverse impact primarily being felt during the first three quarters of FY21 due primarily to the impact of COVID-19, partially offset by an improvement in revenue starting in the fourth quarter of FY21. In addition, SiteMinder experienced elevated subscription suspensions and churn as hotels closed or temporarily suspended operations during the pandemic due to COVID-19.

Topic	Summary
	It is difficult for SiteMinder to know what travel restrictions, lockdown measures and quarantine rules will remain in place or will be in place in the future, and how and when travel levels will recover, if at all. This is because there continues to be considerable uncertainty in relation COVID-19, including in relation to the availability and efficacy of COVID-19 vaccines, changes in the virus over time (including the risks posed by new variants of COVID-19), the severity and transmission rate of COVID-19 and the response of governments, businesses and individuals to the virus (including the prevalence of local, national and international travel restrictions, lockdown measures, closures of non-essential businesses and quarantine rules). While the impact of vaccination and infection rates on longer-term community protection are currently unknown, it is likely that Asia Pacific may continue to impose some levels of restrictions, unlike EMEA and the Americas which have tended to apply more limited restrictions by comparison. As a result, some regions may recover faster than others and it is likely that SiteMinder's transaction revenues in particular may be affected differently as a result. There is substantial uncertainty regarding the rate at which travel-relating bookings will return to pre-COVID-19 levels following the lifting of border closures, travel restrictions and lockdowns (particularly in relation to cross-border travel). There is a risk of prolonged travel restrictions and lockdowns (including a prolonged period in which travel restrictions and lockdowns are eased and then escalated in the future in response to virus outbreaks and new virus variants), which may cause a material reduction in demand for SiteMinder's products, as well as structural changes in the travel industry, whereby countries that pursue zero-COVID or suppressed COVID strategies may see lower travel rates than prior to the pandemic, or business travel may not recover to pre-pandemic levels. Prolonged disruptions or permanent changes to the global travel sector may adversely impact SiteMinder's financial performance, growth prospects and financial condition, perhaps materially. In addition, during 2020 and 2021 where hotels closed permanently or for extended periods, and lockdowns are long, we experienced increased rates of customer churn in subscription products than when hotels remain open at reduced occupancy rates and/or revenue, or where lockdowns are short and hoteliers can plan for reopening. Our customers have been significantly impacted by COVID-19 and there can be no assurance that there will not be longer-term impacts on their viability, which may increase our customer churn and adversely impact our recurring revenues. Additionally, the global travel industry is also dependent on consumer sentiment and discretionary spending patterns. Consumer sentiment is likely to be impacted by the perceived safety measures implemented by governments and the travel industry in response to transmission risks. If people do not feel safe travelling or if requirements such as frequency of testing or government issued vaccine passports are considered too onerous or cumbersome, then people may be inclined to travel less. Increased unemployment resulting from the COVID-19 pandemic may have a negative impact on consumer discretionary spending, including for the travel and tourism industries. SiteMinder cannot predict the long-term effects of the pandemic on its business or the global travel industry as a whole. COVID-19 may continue to have a material impact on consumer expenditure and behaviour (including attitudes to travel) in the future. Accordingly, even once travel restrictions are lifted and the lockdowns end, there may be a decline or delay in consumer demand for hotel accommodation. A greater than forecast reduction in travel (both domestic and international) could have a material adverse impact on SiteMinder's business, financial performance, growth prospects and financial condition.

5. Key Risks

Topic	Summary
	Many customers have been and continue to be under cost pressure. There may be increased competition from low-cost, basic service products (with, for example, limited connections or functionality) to match depressed market conditions, rather than full-featured solutions designed to help grow customer revenue. This may require SiteMinder to decrease its fees, develop similar products, bundle together its existing products or take other actions to adapt to low-cost competition, which may have an adverse impact on SiteMinder's revenue and profit margins. As described in Section 4, the Company's COVID-19 emergency response plan included support for customers who were under financial distress, including modified billing plans, discounts, debt forgiveness and suspended subscriptions. As at 30 June 2021, some of these discounts are still in place. While these temporary measures are expected to be reversed as the market improves, there is a risk that customers will expect these measures to continue and that it will, accordingly, put downward pressure on SiteMinder's prices, which could result in SiteMinder experiencing a decline in its gross margins and revenues. In response to COVID-19, SiteMinder reduced its headcount in parts of the business. Accordingly, as the global travel industry recovers, we anticipate that we will need to compete for engineering talent and rebuild our sales and marketing capacity through additional headcount when operating conditions normalise. We will continue to respond to dynamic operating conditions across each region. In the event that we are unable to target our headcount effectively, or if people are reluctant to return to engineering or sales and marketing roles in the travel industry, our operating costs, ability to develop new products and sales and marketing strategies may be adversely impacted.

Topic	Summary
Loss-making operations to date	Since SiteMinder was launched in 2006, SiteMinder has accumulated losses up to 30 June 2021 of approximately $452.8 million. Total accumulated losses up to 30 June 2021 are approximately $92.3 million of operating losses and accumulated losses of $360.5 million which represents the fair value movement on embedded derivatives associated with our legacy capital structure which are adjusted on a pro forma basis (refer to Section 4.3.4 for more details). Accordingly, there is a risk that SiteMinder may continue to experience losses in the future. While SiteMinder continues to target revenue growth as the travel industry recovers, it is not certain whether its customer base will continue to expand to the point where it may achieve profitability. If the assumptions SiteMinder uses to plan its business are incorrect or change, or if it is unable to maintain consistent revenue, it may be difficult to achieve and maintain profitability. SiteMinder has historically invested significantly in efforts to grow its platform (including the number of hotels that use, and online travel agents and business applications that integrate with, its platform) and anticipates that this will continue as SiteMinder continues to focus on establishing and growing its business, including to introduce new or enhanced offerings and features, increase its marketing spend, expand its operations and hire additional employees. These efforts may not succeed in increasing revenue sufficiently to offset these expenses. SiteMinder will also face increased compliance costs associated with growth, the expansion of its customer base, and being a listed company. Even if the Company does grow its platform, it may still not become profitable in the future or may be unable to maintain profitability once achieved. The Company's significant accumulated losses is something that will need to be taken into account in respect of any decisions around dividends and that may impact SiteMinder's ability to pay dividends in the future. Refer to Section 4.8 for information on the Company's dividend policy. In 2020, as a result of the COVID-19 pandemic, SiteMinder significantly reduced its fixed and variable costs. However SiteMinder continued to make significant investments in its business during this period and expects to increase investments as market growth returns, including in sales, marketing, onboarding and product development. These efforts may prove more expensive than currently anticipated, and SiteMinder may not succeed in increasing revenue sufficiently to offset these higher expenses.

5. Key Risks

Topic	Summary
Failure to retain existing customers and attract new customers	SiteMinder's business and growth prospects depend on its ability to retain existing customers, attract further business from existing customers and attract new customers. SiteMinder's ability to retain and increase its customers base will depend on many factors, including: • The strength, functionality and reliability of its platform; • The cost-effectiveness, pricing and customer support and value of its platform compared to competing products and other solutions; • The ability of SiteMinder to offer products and services that are valued by its customers; • The ability of SiteMinder to successfully promote its brand through its marketing strategy; • The ability of SiteMinder to keep pace with changes in technology and customer preferences; • The successful execution of its growth strategies; and • Macroeconomic and travel trends, and the impact of legal and regulatory change. SiteMinder's business model is focused on growing its sources of recurring revenue, including from subscription revenue, which is generated as a periodic subscription fee charged to properties, allowing them access to products on SiteMinder's platform, and transaction revenue, which is correlated to hotel revenue (see Section 2.3 for more information) and is driven by travel activity and growth of the travel and hotel sector. Transaction revenue is classified by the Company as recurring on the basis that, once a product is adopted, transactions pass through these products on a regular basis. While transaction revenue growth is highly sensitive to bookings, travel industry activity and new product launches, subscription revenue is affected by customer churn and, in turn, impacts transaction revenue. SiteMinder offers its subscription products and services to customers on month-to-month or one- to three-year contracts. There is therefore a risk that customers cease using SiteMinder's products. There is also a risk that SiteMinder's customers reduce their use of SiteMinder's subscription products; for example, in terms of the number of products they subscribe for or the number or size of the properties they use SiteMinder's subscription products for – which would result in a reduction in the level of subscription payments they make to SiteMinder. In terms of SiteMinder's transaction products, its customers could reduce the volume of transactions that are conducted through SiteMinder's transaction products, which would reduce the level of transaction payments they make to SiteMinder. Accordingly, there is a risk that if customers terminate their contracts with SiteMinder, or reduce their usage of SiteMinder products, that SiteMinder's revenue, including subscription revenue and transaction revenue that SiteMinder characterises as recurring revenue, could decrease. Further, while SiteMinder's success does not currently depend on any one customer, a loss of one or more large hotel group customers, or a large segment of independent hotel customers, may have a material impact on SiteMinder's financial performance, growth prospects and financial condition. There is a risk that SiteMinder may need to invest more resources into acquiring and retaining customers, or may generate less revenue per customer than expected. The failure to retain existing customers, attract further business from existing customers and attract new customers, or a reduction of business or revenues from customers, could have a material adverse impact on SiteMinder's financial performance, growth prospects and financial condition.

Topic	Summary
Decline or disruption in the travel industry	SiteMinder's operating and financial performance is dependent on the health of the travel industry generally, including, but not limited to, tourism-related and business travel. Apart from COVID-19, which is discussed above, other events beyond SiteMinder's control can disrupt the domestic and international travel industry, such as unusual or extreme weather or natural disasters, including earthquakes, hurricanes, fires, tsunamis, floods, severe weather, droughts and volcanic eruptions, and travel-related health concerns including pandemics and epidemics, restrictions related to travel, trade or immigration policies, wars, terrorist attacks, sources of political uncertainty, foreign policy changes, regional hostilities, imposition of taxes or surcharges by regulatory authorities, changes in regulations, policies, or conditions or travel-related accidents. Any of these events may lead to a decline in hotel bookings, and may lead to hotels facing challenging operating conditions, reconsidering their expenses and cancelling their subscriptions, including SiteMinder's products and services. A greater than expected deterioration in the health of the travel industry generally, or in key markets, may have a material adverse effect on SiteMinder's business, financial performance, growth prospects and financial condition.

5. Key Risks

Topic	Summary
Compliance with laws and regulations	SiteMinder is subject to a range of laws, regulations and legal compliance requirements that are constantly changing. The international nature of SiteMinder's business, which has customers in over 150 countries, means that SiteMinder is subject to the laws, regulations and legal compliance requirements of many jurisdictions with different laws, regulations and requirements. Differences between the regulatory requirements in the jurisdictions in which SiteMinder operates can present a significant challenge in operational terms, requiring SiteMinder to tailor its products, services and business practices to different, and sometimes conflicting, regulatory regimes. The costs of such compliance can be substantial. Although SiteMinder has a compliance program focused on certain applicable laws, rules, regulations and industry standards that it has assessed as applicable to its business, there can be no assurance that SiteMinder's employees or contractors will not violate such laws, rules, regulations and industry standards. There is a risk that SiteMinder will not always be in full compliance with all applicable laws and regulations, which may result in significantly increased compliance costs, penalties, litigation and regulatory investigations, and which may result in the cessation of certain business activities or otherwise impact or limit the ability to conduct business and cause significant reputational damage. There is also a risk that new laws or regulations are enacted, or existing laws or regulations are modified, with the result that SiteMinder becomes subject to additional or different legal or regulatory requirements in the future. Changes to laws and regulations, or their interpretation and application, can be unpredictable and are outside of SiteMinder's control. SiteMinder may need to invest significant time and resources into complying with new and amended laws and regulations, which may require it to adopt new systems and processes, alter its products or services or cease certain business activities, all of which may have a material adverse impact on SiteMinder's operations, financial performance, growth prospects and financial condition. In addition, SiteMinder operates in the technology sector, where laws and regulations are constantly evolving, including to respond to technological changes. Laws and regulations governing data privacy and protection are evolving, extensive and complex and include uncertainties, resulting in increased data governance and compliance requirements. In Australia, SiteMinder is required to comply with the *Privacy Act 1988* (Cth) and the Australian Privacy Principles, which regulate how personal information is handled. Data held by SiteMinder includes personal information, and SiteMinder needs to ensure there is no unauthorised access, disclosure or loss of personal information held by SiteMinder. As SiteMinder continues to expand its business internationally, it may become subject to more stringent regulations relating to privacy and data security, and the unauthorised use of, or access to, commercial and personal information, particularly in the European Union and the UK, which will affect how SiteMinder operates its platform internationally, how SiteMinder can process and use data and how it can transfer personal data (if at all) between one jurisdiction to another. SiteMinder may incur substantial costs to comply with privacy laws and regulations, and to establish and maintain internal controls and procedures. There is a risk that SiteMinder's internal controls fail and give rise to privacy breaches, which could give rise to reputational damage or result in fines, penalties and the payment of compensation and may have an adverse effect on SiteMinder's operating and financial performance. Additionally, compliance with these laws may restrict how SiteMinder processes and uses data and the availability and scope of products and services that SiteMinder can develop.

Topic	Summary
Performance of technology systems	SiteMinder is a SaaS business that relies on the constant near real-time performance, effectiveness, reliability, and availability of its technology systems and global communications systems (including cloud infrastructure and the internet) to deliver products and services to its customers and grow its business. There is a risk that these systems fail to perform as expected or are adversely impacted by a number of factors, many of which may be outside of SiteMinder's control. Such factors include data losses, corruption of databases, delays, system faults, service outages, power failures, internet, telecommunications and network failures, bugs or worms, malware, technical malfunctions, fire, natural disasters, damage to physical infrastructure, cyberattacks, computer viruses and malicious interventions such as hacking or denial-of-service attacks, inadequate system maintenance, coding errors or bugs in new products or features. The likelihood of such failures may also increase when software or hardware updates or new versions of software are introduced, and when new capabilities are implemented. SiteMinder currently serves its customers from third-party data centres and cloud hosting providers, hosted primarily through Amazon Web Services. The continuous availability of SiteMinder's products and services depends on the operations of data centre facilities, on cloud hosting providers, on a variety of network service providers, on third-party vendors, and on its own information systems staff. SiteMinder depends on third-party providers' abilities to protect these data centre facilities against damage or interruption from natural disasters, power or telecommunications failures, criminal acts, and similar events. If there are any lapses of service, damage to the facilities, or prolonged cloud hosting provider service disruptions or downtime affecting its platform, SiteMinder could experience lengthy interruptions in its products and services as well as delays and additional expenses in arranging new facilities and services. From time to time, as part of our development cycles, SiteMinder upgrades its front-end or back-end systems. These updates can require the migration of customers between applications, which can potentially result in temporary loss of service. While we attempt to manage this risk via piloting, transitioning in cohorts and rollback mechanisms, there can be no assurance that these risk management efforts will be effective. Any one or a combination of these events, potential problems and interruptions associated with implementing technology initiatives, the failure to successfully partner with third-party service providers, such as cloud platform providers, or poor performance of the technology generally, may adversely impact SiteMinder's operations, including SiteMinder's ability to attract and retain customers, and ability to partner with third parties in the hotel commerce ecosystem, as well as its financial performance, growth prospects and reputation, particularly if technology disruptions continue for a long period of time.

5. Key Risks

Topic	Summary
Data security and privacy	SiteMinder offers a range of reservation, distribution and management applications and technologies to its customers, which include hotels and accommodation providers. To provide the services and functionality offered by these applications and technologies to its customers, SiteMinder collects a wide range of data, including personal information, financial information, service usage data, and other confidential information, from its customers, its customers' employees and its customers' guests in the ordinary course of its business, and stores, processes and transmits that data electronically. SiteMinder's products also integrate with and are reliant on third-party suppliers and partners who also collect information about SiteMinder's employees, customers, and customers' employees and guests. There is a risk that measures taken by SiteMinder, or its third-party providers, to prevent technology breaches on its platforms, or those of its third-party providers, may be inadequate and there is no guarantee that SiteMinder's systems, or those of its third-party providers, will detect and prevent unauthorised access to, or disclosure of, personal and confidential information. Such an incident could occur as a result of internal system or process failures or external causes (including cyberattacks, viruses, data theft, ransomware attacks, phishing attacks or hacking). Any data security breaches or incidents, or SiteMinder's or any of SiteMinder's third party providers' failure to protect confidential information or personal information, could cause significant disruption to SiteMinder's business. If any data breaches or data security incidents occur, and SiteMinder's data security infrastructure, or that of any of SiteMinder's third party providers, is unable to mitigate, address or reduce the impact of such incidents, such breach or incident could result in a loss of information and system integrity, misappropriation of funds or accessed data, including for fraudulent purposes, disruptions to SiteMinder's products and services, breaches of applicable laws or agreements, the triggering of mandatory data breach notification obligations or claims by customers or other third parties with which SiteMinder contracts. Any of these events could require SiteMinder to expend significant capital and other resources to respond to or alleviate problems caused by the actual or perceived security breach or to cover the losses, even when SiteMinder is not at fault. Such an event could also expose SiteMinder to regulatory penalties and could cause significant damage to SiteMinder's reputation, which may affect SiteMinder's ability to retain or attract new customers, and could have a material adverse impact on SiteMinder's operations, financial performance, growth prospects and financial condition.

Topic	Summary
	SiteMinder handles the personal information of its customers' employees and guests. SiteMinder has customers in over 150 countries around the world. Further, guests of SiteMinder's customers could be located in any country around the world. As such, the Company is subject to privacy laws and regulations in a large number of jurisdictions. The regulatory framework for privacy issues worldwide is currently evolving and is likely to continue to do so for the foreseeable future. Practices regarding the collection, use, storage, transmission and security of personal information by companies operating over the Internet have recently come under increased public scrutiny. This means that SiteMinder's practices with respect to data handling and privacy could be required to be compliant with the requirements imposed by a large number of privacy laws and regulations. Some jurisdictions have adopted regulations governing the use of 'cookies' by websites serving consumers, which could adversely impact the way SiteMinder and its customers operate in these jurisdictions. It is not commercially or economically feasible to make investigations into the privacy laws of each possible jurisdiction and therefore SiteMinder has adopted the approach of basing its privacy practices on the requirements of the European General Data Protection Regulation (**GDPR**). This approach exposes SiteMinder to the risk of regulatory compliance and litigation, as well as substantial financial penalties for non-compliance with the other privacy regimes that it may be subject to, all of which may have a material adverse impact on SiteMinder's reputation, operations, financial performance, growth prospects and financial condition. SiteMinder does not always have a direct relationship with the individuals whose personal information it collects (i.e. the subjects of the information – for example, its customers' employees and guests). In these cases, SiteMinder is reliant on its customers and online travel agencies to comply with any privacy requirements when those customers or online travel agencies disclose personal information to SiteMinder – for example, for those customers or online travel agencies to make the necessary disclosures and obtain the necessary consents to disclose personal information to SiteMinder. SiteMinder's standard approach to customer contracting imposes obligations on its customers to make any necessary disclosures or obtain necessary privacy consents. Where a customer has not made necessary privacy disclosures or not obtained necessary privacy consents, there is a risk that SiteMinder may be exposed to regulatory prosecution, litigation or substantial financial penalties. All of these consequences may have a material adverse impact on SiteMinder's reputation, operations, financial performance and growth prospects.

5. Key Risks

Topic	Summary
Cybersecurity	SiteMinder's success depends, in large part, on providing secure services and systems to its customers and end consumers, and on its ability to avoid, detect and remediate cyberattacks, software and hardware anomalies and fraudulent manipulation of its products and services. The risk of a security breach, system disruption, ransomware attack or similar cyberattack or intrusion, including by computer hackers, cyber terrorists or foreign governments, is persistent and substantial, and the volume, intensity and sophistication of such attempted attacks, intrusions and threats from around the world increases daily. Recently, cyberattacks have grown, and may continue to grow, in frequency, form, scope, level of sophistication and potential for harm, particularly post-COVID-19. SiteMinder's protective controls and security measures may not evolve as quickly as the tools and techniques used in the cyberattacks themselves. Despite SiteMinder's security measures, there is a risk that the measures taken to protect SiteMinder's platform or IT systems from accidental or deliberate events such as cyberattacks, computer viruses, 'bugs' or 'worms', malware, internal or external misuse by websites, trusted insiders involving theft of data, acts of vandalism or other security breaches may prove to be inadequate. Any of these incidents may result in a significant disruption to SiteMinder's systems and operations, loss of confidential or proprietary information or intellectual property, a loss of confidence in SiteMinder and its platform or other reputational damage, loss of customers, significant legal and financial exposure, potential breaches of applicable laws and regulatory scrutiny or actions. SiteMinder may also incur costs to rectify concerns, including system vulnerabilities or in introducing additional safeguards to minimise the risk of future events of this nature. Any of these events could adversely impact SiteMinder's reputation, business and financial performance. If any of these events impacted customer data, SiteMinder could also face the risks described in the 'Data security and privacy' risk factor.
Reliance on third-party cybersecurity	The availability, reliability and cybersecurity of SiteMinder's platform depends in part on the cybersecurity of a number of third-party systems and processes. There is a risk that third-party systems and processes could be subject to security breaches resulting in the unauthorised disclosure, misuse, destruction or loss of data or other sensitive information of SiteMinder, its customers and its customers' employees and guests. This in turn may have a negative reputational impact on SiteMinder, even in circumstances in which SiteMinder is not at fault, and could adversely impact SiteMinder's financial and operating performance and financial condition. A sustained outage of third-party platforms as a result of a cyberattack could also impact SiteMinder's ability to provide services and/or generate revenue. Additionally, as part of its technology migration, SiteMinder is becoming increasingly reliant upon Amazon Web Services as a single cloud computing infrastructure platform, and any disruption to the Company's use of Amazon Web Services could negatively impact its business operations. If any of these events impacted SiteMinder's customers' data, SiteMinder could also face the risks described in the 'Data security and privacy' risk factor.

Topic	Summary
New technologies	SiteMinder's ability to attract and retain customers in part depends on its ability to offer services and systems that remain current with the continuing changes in technology, laws and regulations, the industry landscape and customer needs. The industry in which SiteMinder operates is characterised by rapid technological development and changing customer requirements. SiteMinder's future success is dependent upon its ability to develop innovative products and services and enhance its existing products and services to meet rapidly evolving demands, in order to retain and attract customers. The success of any new SiteMinder product or service is dependent on several factors, including proper identification of the needs of users of SiteMinder's platform and technology solutions, the cost of developing new products, timely completion and implementation of new products, differentiation of new products from those offered by competitors and market acceptance of new products and services. There is a risk that SiteMinder's technologies may be superseded by new or alternative technologies or products developed by third parties. There is also a risk that SiteMinder may not be successful in identifying, adopting and developing new technologies to address developments or may fail to do so in a timely manner or as quickly as its competitors. Developing and enhancing new technologies is uncertain and can be time-consuming, costly and complex, and customer and business requirements can change during the development process. Any of these factors may have a material adverse impact on SiteMinder's operational performance and its ability to attract and retain customers, and therefore its financial performance and growth prospects, as well as its reputation. There is also a risk that SiteMinder's competitors develop technology that is the same as or similar to SiteMinder's technology, or adopt new technology, and provide customers the same or similar products or services at a cheaper cost, which may also adversely impact SiteMinder's ability to attract and retain customers and its operational and financial performance and growth prospects. SiteMinder's future growth also depends on its ability to develop its platform, products and services, technologies, and processes in order to support increased numbers of, and activity by, customers and their guests. The development and implementation of new technology can be expensive and difficult to adopt, implement and manage, and can require an extended period of time to achieve a return on investment. The failure of SiteMinder to successfully develop and implement technology upgrades may materially adversely impact SiteMinder's business, operational and financial performance, and growth prospects.

5. Key Risks

Topic	Summary
Competition	SiteMinder faces competition from other hotel technology providers, as discussed in Section 2.4.3. These competitors offer similar products and services, including booking engines, channel managers, property management systems (some with a channel manager included) and metasearch, in similar and different combinations for different market segments. As SiteMinder provides an open platform, many other hotel technology providers are partners as well as current or potential competitors, including property management systems and applications that connect to the SiteMinder platform, and we collaborate in providing solutions to customer needs. The rapid rate of technological change in the travel and hospitality industry makes it likely that SiteMinder will face competition from new products designed by companies not currently competing with it. Increased competition from existing competitors or market participants, or the entrance of new competitors, could result in a loss of market share and may have an adverse impact on SiteMinder's revenue and profit margins, which might adversely affect SiteMinder's financial performance and growth prospects. There is also a risk that existing competitors or new entrants are able to develop superior products and services or offer comparable products and services at a cheaper cost to the customer. In contrast to the SMB market, where today our relative scale is an advantage in the Enterprise space, some of our current and potential competitors in the Enterprise space have significantly greater financial, marketing, technical and other competitive resources than we do – as well as greater name recognition and a larger installed base of customers based on their strength with large global hotel chains. In addition, we could face competition from large, multi-industry technology companies that historically have not offered a solution set to the travel and accommodation market. Competitors may invest heavily on increasing brand awareness, and may be able to increase their market share through additional funding to support their business or acquisitions. Competitors may also have certain territorial advantages such as support for local languages and better local integrations. Strong competition could result in pricing pressures on SiteMinder. If SiteMinder is unable to compete successfully against existing or new competitors, its market share may decline and its business, financial performance, growth prospects and financial condition could be adversely impacted. SiteMinder may also fail to respond to technology changes as quickly as its competitors, in which case SiteMinder could also face the risks described in the 'New Technologies' risk factor.

Topic	Summary
Growth strategies	SiteMinder has developed a number of growth strategies and drivers for the business, which are set out in Sections 1.2 and 3.5 and include increasing customer numbers through targeted segment offerings, innovative products and improvements in sales and marketing, increasing sales and revenue from transaction products and potentially expanding through M&A activity. There is no guarantee that all or any of SiteMinder's growth strategies will be successfully implemented, deliver the expected returns or ultimately be profitable. There is also a risk that the growth strategies are subjected to unexpected delays and interruptions, and additional costs. SiteMinder has identified what it estimates to be its Total Addressable Market and identified a number of initiatives to grow its presence in that market and thereby its subscriber base, including segmented offerings, strengthening global sales and marketing and introducing new products. However, SiteMinder may not earn as much of a share of that market as it expects because, for instance, the initiatives it has identified to grow its market share are not successful or because a significant portion of that market is not attracted to the solutions that SiteMinder provides, which would adversely affect SiteMinder's growth prospects. There is a risk that SiteMinder's growth initiatives are ineffective, difficult to implement and/or more costly than expected, or that SiteMinder is unable to develop and grow additional revenue streams from these growth initiatives, or the development of these initiatives may be slower than it expects, which may cause reputational damage to SiteMinder, and adversely impact its operating and financial performance, and future growth. A number of other initiatives are significant IT projects and are therefore subject to a number of inherent risks including the risk of cost overruns, delays and failure to achieve specified functionality.
Intellectual property	The successful operation and growth of SiteMinder's business depends partly on its ability to protect its intellectual property, which includes software code, data, brands, logos, and marketing materials. In addition to technological measures, such as data encryption and access controls, SiteMinder relies on laws and regulations to protect its intellectual property from unauthorised use or copying, including registered trademarks and copyright. There is a risk that these legal and technological measures may be inadequate or ineffective in protecting SiteMinder's intellectual property. There is also a risk of SiteMinder inadvertently infringing the intellectual property of third parties or third parties successfully challenging the validity, ownership, registration or authorised use of SiteMinder's intellectual property. Defending, prosecuting and resolving intellectual property disputes can be challenging, expensive and time-consuming, and may divert managerial attention and resources from SiteMinder's principal business objectives. A failure by SiteMinder to protect its intellectual property rights could have a material adverse impact on the Company's competitive position, reputation, financial performance and growth prospects.

5. Key Risks

Topic	Summary
Marketing risks	The strength of SiteMinder's brand and reputation in the industry is critical to the effectiveness of SiteMinder's marketing strategies. SiteMinder's future success is therefore partly dependent on the realisation of benefits from investment on marketing campaigns and initiatives. SiteMinder's marketing campaigns and initiatives are focused on promoting awareness of its brand and platform, and the solutions SiteMinder provides, with the aim of increasing the number of customers using its products and services. In addition, our sales and marketing strategy has a direct impact on the penetration of our markets, the productivity of our sales and marketing staff and their conversion rates. SiteMinder will use part of the proceeds of the Offer to further its marketing strategy and expects that marketing investment will continue to increase as the business grows. SiteMinder may not, however, receive benefits from these investments for several years or may not receive benefits from these investments at all. Failure to realise intended benefits from marketing investment could adversely impact SiteMinder's business, operations and financial performance. There is a risk that SiteMinder's actions, or unforeseen issues or events, may adversely affect SiteMinder's brand and reputation, which may in turn lead to SiteMinder's marketing campaigns and initiatives failing to have the desired effect. This could affect SiteMinder's business, financial performance and growth prospects.

Topic	Summary
Taxation risks	The Company and its subsidiaries are subject to the tax laws and policies of each of the countries in which they operate. Given the number of countries in which the Company and its subsidiaries operate, there is a risk that there may be inconsistencies between tax laws and policies with which it is required to comply in those countries, which may make it difficult to be compliant with all of those laws at the same time. There may also be practical challenges in achieving full compliance with all of those laws, given the extent of those laws and policies, differences from country to country and the costs and other resources required to achieve full compliance. Any interpretation of tax laws and practice that is contrary to the position taken by the Company and its subsidiaries and any failure to achieve full compliance with those laws may adversely affect the Company and its subsidiaries' direct and indirect tax liabilities or expose the Company and its subsidiaries to legal, regulatory or other actions. Additionally, the making of digital sales to customers across the world is expected to increasingly expose the Company to ongoing new tax requirements (both indirect and direct) in the countries in which it makes those digital sales. Given the new and varying nature of these rules, and in the absence of global consensus on a uniform framework for taxing the 'digital economy', achieving full compliance in each jurisdiction into which the Company makes supplies may be practically challenging. The Company intends to invest in appropriate systems and processes to identify and manage this risk into the future. From time to time, the Company establishes provisions to account for uncertainties in respect of income tax and indirect taxes. The determination of the Company and its subsidiaries' provision for tax liabilities requires significant judgement and estimation and there are classifications, transactions and calculations where the ultimate tax payable is uncertain. While the Company has established its tax and other provisions using assumptions and estimates that it believes to be reasonable, these provisions may prove insufficient. Any adverse determinations by a tax authority in relation to the Company and/or its subsidiaries' tax obligations may have a material adverse effect on the Company's financial results, cash flows and financial condition, and may adversely impact the Company's and its subsidiaries' operations in the relevant jurisdictions and their reputation. See Section 4.2.2.1 which explains the provisions that the Company has made in the restated comparative financial information for FY19 and FY20, following a reassessment of its direct and indirect tax positions across its global operations. The total provision is set out in the Company's statement of financial position in Section 4.5.1. While the Company considers that it has made adequate provision for the potential liabilities and will continue to assess those provisions as appropriate, it cannot guarantee that its provisions will be sufficient given the risks and uncertainties inherent in the assessment of potential liabilities.

5. Key Risks

Topic	Summary
Brand and reputational risk	SiteMinder's brand and reputation could be adversely impacted by a number of factors. Specific factors that may adversely impact SiteMinder's brand and reputation include: failure to appropriately control and implement SiteMinder's growth initiatives; SiteMinder's use of data and its customers' use of SiteMinder's data may be inconsistent with the expectations of its customers; data security breaches, including those that involve confidential information; and adverse publicity about SiteMinder or disputes or litigation with third parties such as regulatory bodies, employees (arising from workplace incidents or otherwise), financial institutions, customers or others with whom SiteMinder has material business dealings. Damage to SiteMinder's brand or reputation could have an adverse effect on subscriber loyalty, relationships with financial institutions and key industry participants, employee retention rates and demand for SiteMinder's products and services, any of which could adversely impact SiteMinder's financial and operating performance.

Topic	Summary
Reliance on inputs from third parties	SiteMinder's platform relies on key inputs from third parties to operate. These third parties provide a broad range of products and services to SiteMinder and its customers. For example, SiteMinder: • Uses a third party for cloud storage services; • Uses a third-party payment provider to process payments made through its platform (which the SiteMinder Pay and Demand Plus products rely on); • Uses third-party online travel agencies, global distribution systems for corporate travel, property management systems and hotel distribution and booking channels that SiteMinder, and SiteMinder's Channel Manager product in particular, rely on to promote the hotel properties and services of SiteMinder's customers; • Operates an app store where products developed and maintained by third parties are offered to SiteMinder customers and integrated using APIs to customise the platform to the customers' business needs; and • Uses other services provided by third parties to operate, maintain and support the SiteMinder platform. As a result, SiteMinder's business and ability to grow rely on these products and services being delivered in a timely and effective manner for a commercially reasonable cost. As a consequence, SiteMinder is exposed to risk relating to the availability, reliability, cost and performance of these services and products. SiteMinder typically contracts with suppliers pursuant to their standard terms and conditions. There is a risk that suppliers or partners become unable or unwilling to do business with SiteMinder, or to renew the contracts once they expire. If SiteMinder does not adequately manage its key external relationships, such relationships may deteriorate, which could result in a loss of trust and confidence in SiteMinder. Further, certain contracts with suppliers contain change of control provisions that could in certain circumstances be triggered by the Offer and give rise to a termination right. There is also no guarantee that SiteMinder will be able to renew its supplier and other third-party partner contracts on as favourable terms. If SiteMinder is unable to source alternative suppliers or partners within a short period of time and on reasonable terms, there may be disruptions to SiteMinder's platform and operations, which could have a material adverse impact on SiteMinder's business operations, financial performance, growth prospects and financial condition.

5. Key Risks

Topic	Summary
Integration with third-party systems and platforms	A key component of SiteMinder's platform is its hotel channel manager, which provides an efficient way for hotels to connect to hotel distribution channels. SiteMinder's platform therefore relies heavily on integrations with a large number of third-party systems and platforms (currently over 950), particularly online travel agencies, property management systems, and hotel and guest applications. The platform's attractiveness to customers depends on the ability of its technology and systems to integrate with and operate alongside these third-party systems and platforms. SiteMinder's platform must also integrate with a variety of network, hardware and software platforms and technologies, requiring the Company to continuously modify and enhance its products and platform capabilities to adapt to changes and innovation in these technologies. If other third-party developers widely adopt new software platforms, SiteMinder would have to develop new versions of its products and platform capabilities to work with those new platforms. This development effort may require significant engineering, marketing, and sales resources, all of which would affect SiteMinder's business and operating results. Any failure of SiteMinder's products and platform capabilities to operate effectively with future infrastructure platforms and technologies could reduce the demand for its products. Any changes to, or downtime in the availability of, those systems and platforms could cause interruptions to their integration with and connectivity to SiteMinder, which may have an impact on the security and integrity of SiteMinder's platform and the ability of SiteMinder to successfully transact with its customers, which may therefore cause SiteMinder's platform to become less attractive to customers. There is also a risk that the third parties become unable or unwilling to integrate with SiteMinder or to renew the integration agreements once they expire, or that the third parties change how they transact with SiteMinder or SiteMinder's customers. Not being able to integrate with a major online travel agency may diminish the attractiveness of SiteMinder's platform and offering to customers, and adversely impact SiteMinder's business, growth prospects and profitability.

Topic	Summary
The regulation of SiteMinder's transaction products and innovation in the payments sector	SiteMinder's transaction products are subject to various laws, rules, regulations, policies, legal interpretations and regulatory guidance. In addition, because SiteMinder facilitates bookings through its platform globally, it can be subject to these laws and regulations in a large number of jurisdictions. The failure to comply with these laws and regulations by SiteMinder or service providers on whom it relies for payment processing services may have an adverse impact on the performance of SiteMinder's transaction products, cause reputational harm and result in penalties and fines from regulators. Further, as regulations change, SiteMinder or service providers on whom it relies for payment processing services may become subject to new laws and regulations that have an adverse impact on SiteMinder's transaction products. While SiteMinder uses a third-party payment service provider to process payments made through its platform such that, in respect of certain laws and regulations, it is the payment service provider rather than SiteMinder that is regulated, the regulatory landscape may evolve in a way that results in SiteMinder being subject to additional laws and regulations or compliance with such laws may make it impractical for SiteMinder to continue to generate revenue from such payments (if it becomes impractical for payments to be made through its platform). Such new laws and regulations could result in additional costs and potential changes to, and have an adverse impact on, SiteMinder's transaction products offering. PSD2, the European Union's revised regulations for online electronic payments, imposes new standards for payment security and strong customer authentication that may make it more difficult and time-consuming to carry out a payment transaction. In many cases, strong customer authentication will require European guests to engage in additional steps to authenticate payment transactions. These additional authentication requirements may make our platform experience for customers in the European Economic Area substantially less convenient, and such loss of convenience could meaningfully reduce the frequency with which our customers use our platform or could cause some of them to stop using our transaction offerings, which could materially adversely affect SiteMinder's transactions business and the future growth potential of certain types of transaction revenue. The loss of SiteMinder's credit and debit card acceptance privileges or the significant modification of the terms under which SiteMinder obtains card acceptance privileges would significantly limit SiteMinder's transactions business model since a vast majority of our customers take payment using credit or debit cards. SiteMinder is required to comply with payment card network operating rules, including the Payment Card Industry Data Security Standards (the 'PCI DSS'). Under the PCI DSS, SiteMinder is required to adopt and implement internal controls over the use, storage and transmission of card data to help prevent credit card fraud. If SiteMinder fails to comply with the rules and regulations adopted by the payment card networks, including the PCI DSS, SiteMinder would be in breach of our contractual obligations to payment processors and merchant banks. Such failure to comply may damage our relationship with payment card networks, subject us to restrictions, fines, penalties, damages and civil liability, and could eventually prevent us from processing or accepting payment cards, which would have a material adverse effect on our business, results of operations and financial condition.

5. Key Risks

Topic	Summary
	The payments sector is subject to rapid innovation and technological change and new products can quickly become available that change the landscape in ways that are difficult to predict. There is therefore a risk that, as a result of the innovation and expanded transaction product offerings of other parties, SiteMinder's ability to grow its transactions revenue could be diminished. SiteMinder also uses a third-party payment provider to process payments made through its platform, so its transaction revenue is reliant on SiteMinder being able to access those services on terms and in a manner acceptable to it. Industry dynamics could change in a way that makes it more difficult for SiteMinder to earn transaction revenue through certain of its product offerings in the way it currently does and expects to do in the future.
Research and development tax benefit	There is a risk that the Australian Taxation Office does not allow SiteMinder to receive benefit from research and development tax claims that are submitted to the Australian Taxation Office, which could adversely affect the financial performance of SiteMinder by reducing the amount of available tax offsets in future years. As at 30 June 2020, SiteMinder had a carry forward non-refundable research and development tax offset balance of approximately $12.3 million which may be used to reduce its future income tax payable (subject to the satisfaction of the tax recoupment rules).
Anti-corruption and anti-bribery laws	SiteMinder is subject to anti-corruption and anti-bribery laws in Australia, and other countries in which it conducts business. These laws have been enforced aggressively in recent years and are interpreted broadly to generally prohibit companies, their employees and their third-party intermediaries from authorising, offering or providing, directly or indirectly, improper payments or benefits to recipients in the public or private sector. As SiteMinder expands internationally, it may engage with business partners and third-party intermediaries to market its products and services and to obtain necessary permits, licences and other regulatory approvals. In addition, SiteMinder or its third-party intermediaries may have direct or indirect interactions with officials and employees of government agencies or state-owned or affiliated entities. The geographical diversity of SiteMinder's operations, employees, clients and customers, as well as the vendors and other third parties that it deals with, increases the risk that SiteMinder may be found in violation of anti-corruption or anti-bribery laws. SiteMinder could also be held liable for the corrupt or other illegal activities of these third party intermediaries, its employees, representatives, contractors, partners, and agents, even if SiteMinder does not explicitly authorise such activities. While SiteMinder has policies and procedures to address compliance with such laws, there is a risk that its employees and agents will take actions in violation of its policies and applicable laws, for which SiteMinder may be ultimately held responsible. As SiteMinder expands internationally, its risks under these laws may increase.

Topic	Summary
Sanctions	As a result of doing business in foreign countries and with foreign partners, SiteMinder may be exposed to a heightened risk of violating sanctions laws and regulations. SiteMinder is required to comply with economic and trade sanctions administered by governments where SiteMinder operates, including the U.S. government (including without limitation regulations administered and enforced by OFAC and the U.S. Department of State), the Council of the European Union and the Office of Financial Sanctions Implementation of Her Majesty's Treasury in the United Kingdom. These economic and trade sanctions prohibit or restrict transactions to or from or dealings with certain specified countries, regions, their governments and, in certain circumstances, their nationals, and with individuals and entities that are specially-designated, such as individuals and entities included on OFAC's List of Specially Designated Nationals, subject to EU/UK asset freezes, or other sanctions measures. SiteMinder has policies and procedures that are designed to enable it to avoid transacting in violation of sanctions. However, these procedures or the way they are implemented may not be adequate in all instances to identify when a counterparty or a counterparty's owners (such as a hotel property and the property's owners) are subject to sanctions. As a result, there is a risk that SiteMinder may engage (or may have engaged) in dealings with persons sanctioned under applicable sanctions laws. Any non-compliance with economic and trade sanctions laws and regulations or related investigations could result in civil, criminal and administrative claims, actions or penalties against SiteMinder and materially adversely affect SiteMinder's business, results of operations, financial condition and reputation. Economic sanctions laws and regulations vary in their application, and such sanctions laws and regulations, including their scope and reach, may be amended, extended or strengthened over time. Any future economic and trade sanctions imposed in jurisdictions where SiteMinder has significant business could materially adversely impact SiteMinder's business, results of operations and financial condition. Although SiteMinder believes that it is in compliance with all applicable sanctions laws and regulations, and intends to maintain such compliance, there can be no assurance that SiteMinder will be in compliance in the future. As SiteMinder's business continues to grow and regulations change, SiteMinder may be required to make additional investments in SiteMinder's internal controls or modify its business. Despite SiteMinder's ongoing efforts to ensure compliance with economic sanctions laws and regulations, including those administered by the United States, United Kingdom and European Union, there can be no assurance that SiteMinder's Directors, officers, employees, agents and third-party intermediaries will comply with those laws and SiteMinder's policies, and SiteMinder may be ultimately held responsible for any such non-compliance. If SiteMinder or its Directors or officers violate such laws or other similar laws governing the conduct of SiteMinder's business (including local laws), SiteMinder or its Directors or officers may be subject to criminal and civil penalties or other remedial measures, which could harm SiteMinder's reputation and have a material adverse impact on SiteMinder's business, financial condition and results of operations. Any investigation of any actual or alleged violations of such laws could also harm SiteMinder's reputation or have an adverse impact on our business, financial condition and results of operations.

5. Key Risks

Topic	Summary
Competition and consumer laws	SiteMinder is required to comply with competition and consumer protections under the *Competition and Consumer Act 2010* (Cth), which is overseen by the ACCC. Compliance with competition and consumer protection requirements may result in increased compliance costs, enforcement by the ACCC and further regulatory reform to SiteMinder's regulatory environment, which may adversely affect SiteMinder's future financial or operating performance and its ability to be profitable.
Insurance	SiteMinder currently maintains a range of liability insurance, but there is no guarantee that maintaining the same levels of insurance will be possible in the future insurance market or that such insurance will adequately cover all losses. In addition, SiteMinder may elect not to insure against certain risks where it considers the applicable premiums to be excessive in relation to the perceived risks and benefits. As a result, SiteMinder may incur losses that are not insured or that are beyond its insurance coverage limits, which could materially and adversely impact its financial performance and financial condition. In addition, there can be no assurance that adequate insurance will continue to be available, will be available at economically acceptable premiums or will be adequate to cover any claims made, including in relation to cyber and security related risks.
Activities of fraudulent parties	SiteMinder's customers process high volumes of payment card transactions using SiteMinder's platform. The large number of customers and relatively low product pricing means that SiteMinder relies on automated and rules-based fraud detection processes and technologies. There is a risk that SiteMinder's customers may seek to undertake fraudulent transactions that are not picked up by automated fraud controls, or that controls are circumvented, such as taking payment for accommodation or ancillary services not provided. While guests can seek refunds and chargebacks with the assistance of banks and the credit card network, if there are no funds available, SiteMinder could be exposed to financial loss as it has provided certain guarantees to its payment providers on behalf of customers. SiteMinder's failure to detect and prevent fraudulent transactions perpetrated on its systems may result in damage to SiteMinder's reputation and standing with its payment providers and generally, and could have a material adverse impact on SiteMinder's operations, financial performance and financial condition.

Topic	Summary
Global operations	SiteMinder has customers in over 150 countries around the world. As a result of having global operations, SiteMinder is subject to numerous risks. At any given time, one or more of the following principal risks may apply to any or all of the countries in which SiteMinder's products and services are provided: • Delays in the development, availability and use of the internet as a communication and commerce medium; • Difficulties in staffing and managing operations due to distance, time zones, language and cultural differences, including issues associated with establishing management systems infrastructure; • Differences and changes in regulatory requirements, including anti-bribery rules, trade sanctions, data privacy requirements, labour laws and anti-competition regulations; • Exposure to local economic and political conditions; • Changes in tax laws and regulations, and interpretations thereof; • Increased risk of piracy and limits on the ability to enforce intellectual property rights, particularly in emerging market jurisdictions; • Diminished ability to enforce contractual rights; and • Exchange rate fluctuations and cost and risks inherent in hedging such exposures.
Risk of litigation, claims and disputes	SiteMinder may, from time to time, be subject to litigation, regulatory investigation and/or enforcement, and other claims and disputes in the course of its business. This could include disputes between SiteMinder and its customers, employees, suppliers, or partners relating to breaches of contract, indemnities, occupational health and safety, crime, and fraud, and could also result in regulatory investigations and claims relating to regulatory compliance matters. The costs of defending or settling such litigation, claims, disputes and investigations could be significant and, even if SiteMinder is ultimately successful, there is a risk of it having a material adverse impact on SiteMinder's business, operations, financial performance, growth prospects, financial condition and reputation.

5. Key Risks

Topic	Summary
Personnel	SiteMinder's success depends on its ability to attract and retain and motivate high-performing personnel with specialist skills, and on the performance of its personnel. Competition for talent in the technology sector is fierce (including for software engineers, developers, product managers and other technical professionals). There are a significant number of new and established technology companies with which we compete for experienced personnel that have large financial resources to attract top talent. The incentives to attract, retain and motivate employees provided by our remuneration arrangements may not be as effective as our past incentives or as the current incentives offered by our competitors. Our recruiting efforts may also be limited or delayed by laws and regulations, such as restrictive immigration laws, and restrictions on travel or availability of visas (particularly during the ongoing COVID-19 pandemic). There is no guarantee that the Company will continue to attract and retain personnel to the same degree and of the same calibre as it has achieved to date, or at the same costs to the business, or that the Company will be able to attract and retain the personnel it requires to execute its business plan or support or drive growth. Any loss of key personnel or under-resourcing could cause significant disruptions to key projects and the SiteMinder business generally, which could have a material adverse impact on SiteMinder's operations and financial performance. The loss of one or more key employees in the software engineering and product teams could also lead to a potential loss of critical knowledge and have a material adverse impact on the development and commercialisation of products and services. Further, a loss of SiteMinder's key management personnel could impact its ability to execute its growth strategies, which rely on their expertise, business process knowledge and industry insights.
Employee classification	SiteMinder's workers are classified as either employees or independent contractors. Regulatory authorities and private parties have, from time to time, asserted within several industries that some independent contractors should be classified as employees, based upon the applicable facts and circumstances and their interpretations of existing rules and regulations. If SiteMinder is found to have misclassified employees as independent contractors, it could face penalties and have additional exposure under local tax, workers' compensation, unemployment benefits, labour and employment laws, including for prior periods, as well as potential liability for employee overtime and benefits and tax withholdings. Legislative, judicial or regulatory (including tax) authorities could also introduce proposals or assert interpretations of existing rules and regulations that would change the classification of a significant number of independent contractors doing business with SiteMinder from independent contractor to employee. A reclassification in either case could result in a significant increase in employment related costs such as wages, benefits and taxes. The costs associated with employee classification, including any related regulatory action or litigation, could have a material adverse effect on SiteMinder's results of operations and financial position.

Topic	Summary
M&A	SiteMinder may pursue future mergers and acquisitions to support and improve on the Company's historical growth, which has been achieved organically to date, or to strengthen SiteMinder's position in key markets. Successful management and integration of acquisitions are subject to a number of risks, including difficulties in assimilating acquired operations, loss of key employees, diversion of management's attention from core business operations, assumption of contingent liabilities and incurrence of potentially significant write-offs. Each business acquisition also requires SiteMinder to expand its operational and financial systems, which increases the complexity of its information technology systems. Implementation of controls, systems and procedures may be costly and time-consuming and may not be effective. SiteMinder's due diligence investigations in connection with mergers and acquisitions may fail to identify all of the problems, liabilities or other challenges associated with an acquired business, which could result in increased risk of unanticipated or unknown issues or liabilities. This could also result in acquired businesses not performing as well as expected at the time of acquisition. There is always a risk that these mergers and acquisitions do not deliver the desired objectives or synergies. It is typically very difficult to integrate two separate businesses, and the whole process can place considerable strain upon managerial resources, be disruptive to the Company's personnel, operations, and business generally, expose the Company to regulatory risks and involve unforeseen complications. Any such transactions that SiteMinder is able to complete may not result in the synergies or other benefits it expects to achieve.
Banking and payment-processing performance	SiteMinder relies on payment service providers to process payments made on its platform. Any failures or disruptions to such platforms and technology may adversely affect SiteMinder's business. If these companies become unwilling or unable to provide these services to SiteMinder on acceptable terms or at all, SiteMinder's business may be disrupted, and SiteMinder may not be able to secure similar terms or replace such payment service providers in an acceptable time frame. If SiteMinder is forced to migrate to other third-party payment service providers for any reason, the transition would require significant time and management resources, and may not be as effective.

5. Key Risks

5.3. General Risks

Topic	Summary
Economic effects of COVID-19	The outbreak of COVID-19, which commenced in late 2019, created a downturn in global economic activity and has resulted in significant market volatility driven largely by social distancing and lockdown measures, which have in turn impacted the travel and accommodation industries and transaction volume. The long-term impacts of COVID-19 on general economic or industry conditions remain uncertain, and further outbreaks of the virus and further economic downturns may occur. As such, the full impact of COVID-19 on SiteMinder's customers, consumer behaviour, and SiteMinder's business is not known. The continued uncertainty, as well as the possibility of an economic downturn of unknown duration or severity in certain jurisdictions key to SiteMinder's current and future operations, may impact SiteMinder's financial performance and financial condition. In light of COVID-19, caution should be exercised when assessing the risks associated with an investment in SiteMinder. COVID-19 is presenting challenges to the global economy and financial markets, including increased volatility in the price of securities and business valuations. SiteMinder's generally positive historical performance relative to other travel companies in the technology sector should not be considered indicative of its future performance.
Economic conditions in the global travel industry	As a participant in the global travel industry, SiteMinder's business and financial condition are substantially impacted by global economic conditions, which may adversely affect its business, results of operations and financial condition. Past financial crises and recessions have resulted in high levels of unemployment, a decline in consumer confidence, large-scale business failures and tightened credit markets. As a result, the global travel industry has experienced cyclical downturns in the past. Future adverse economic developments in areas such as employment levels, business conditions, interest rates, tax rates, energy costs and other matters could reduce discretionary spending and cause the travel industry to contract. In addition, if there are adverse global economic conditions, consumer spending on leisure travel and business spending on business travel may decrease, which could adversely affect SiteMinder's business, financial condition or results of operations.

Topic	Summary
Exposure to general economic and financial market conditions	Once SiteMinder becomes a publicly listed company on the ASX, it will be subject to the general market risk that is inherent in all securities traded on a stock exchange. This may result in fluctuations in the Share price that are not explained by SiteMinder's fundamental operations and activities. There is no guarantee that the price of the Shares will increase following quotation on the ASX or that an active trading market will develop in Shares. Some of the factors that may adversely impact the price of the Shares include: • General market conditions, including investor sentiment; • Fluctuations in the domestic and international market for listed stocks; • General economic conditions including interest rates, inflation rates and exchange rates, or changes to government fiscal, monetary or regulatory policies and settings; • Changes in government or ASX regulation or policies; • Actual or anticipated fluctuations in SiteMinder's financial performance and those of other public companies in its sector; • Variations in the performance of the sector on the whole, which can lead to investors exiting one sector to prefer another; • Changes in accounting principles; • Inclusion in or removal from market indices; and • General operational and business risks. Deterioration in general market conditions may adversely impact the price of the Shares after Listing as well as SiteMinder's ability to pay dividends and the consequent returns from an investment in Shares. As a result, SiteMinder is unable to forecast the market price for Shares and they may trade on the ASX at a price that is below the Offer Price. In particular, the COVID-19 pandemic has resulted, and may continue to result, in unprecedented challenges to global financial markets, and the economy as a whole. Capital markets have seen equity securities suffer from spikes in volatility and significant price decline.
Shares may not be liquid, and prices may fluctuate	Prior to the Offer, there has been no public market for SiteMinder's securities. The shares are being listed on the ASX and will not be listed on another securities exchange in Australia or overseas. No assurance can be given that there will be an active trading market for Shares (i.e. liquidity) or that the price or value of the shares will increase. This means that it may be difficult to sell SiteMinder's shares even if there is liquidity in the market generally. Share prices may be volatile due to a number of factors, some beyond SiteMinder's reasonable control, and the price or value of shares could decrease. Price volatility is also likely to be exacerbated by low trading volumes. When trading volumes are low, significant price movement can be caused by trading a relatively small number of shares. If illiquidity arises, there is a real risk that security holders will be unable to realise their investment in SiteMinder. Following release from escrow, shares held by the existing shareholders of the Company will be able to be freely traded on the ASX. There is a risk that a sale by an existing shareholder with a significant stake in the Company, or the perception that such a sale has occurred or might occur, could have a material adverse impact on the price of shares.

5. Key Risks

Topic	Summary
No dividend or other distribution in the near term	SiteMinder is not yet profitable and there is no guarantee that it will be successful in achieving its objective of achieving profitability. Further, to the extent that SiteMinder is profitable, the Directors do not in the near future intend to pay profits of SiteMinder out in the form of dividends or other distributions but will instead reinvest those amounts into development of the business and to execute SiteMinder's growth strategies. Accordingly, any investment in the shares may not carry with it income returns in the form of dividends or other distributions, and any returns will be limited to any capital growth arising from any increase in the price of the shares.
Adverse changes to taxation laws may occur	Tax laws in Australia are complex and are subject to change periodically, as is their interpretation by the courts and the tax revenue authorities. Significant reforms and current proposals for further reforms to Australia's tax laws, as well as new and evolving interpretations of existing laws, give rise to uncertainty. The precise scope of many of the new and proposed tax laws is not yet known. Any change to the taxation of shares (including the taxation of dividends) and the taxation of companies (including the existing rate of company income tax and SiteMinder's ability to claim R&D offsets) may adversely impact shareholder returns, as may a change to the tax payable by shareholders in general. Any other changes to Australian tax law and practice that impact SiteMinder, or SiteMinder's industry generally, could also have an adverse effect on shareholder returns. Any past or future interpretation of the taxation laws by SiteMinder that is contrary to that of a revenue authority in Australia may give rise to additional tax payable.
Force majeure events may occur	Events may occur within or outside Australia that could impact upon the global, Australian, and other local economies, the operations of SiteMinder and the price of its shares. These events include but are not limited to acts of terrorism, an outbreak of international hostilities, wars, fires, floods, earthquakes, labour strikes, natural disasters, outbreaks of disease, natural disasters or other man-made or natural events or occurrences that can have an adverse effect on the demand for SiteMinder's services and its ability to conduct business. SiteMinder has only a limited ability to insure against some of these risks.
Foreign exchange risks	SiteMinder's financial statements are presented in AUD. SiteMinder derives a significant portion of its revenue and expenses in currencies other than the AUD, most notably USD and Euros. As a result, SiteMinder is exposed to foreign exchange rate movements, in particular movements in the AUD/USD and AUD/Euro exchange rates. Refer to Section 4.6.1 for further details. The proportion of revenue and expenses denominated in currencies other than the Australian dollar may increase over time as SiteMinder continues to expand and grow its operations in foreign jurisdictions. While SiteMinder seeks to manage its exchange rate risk (refer to Section 4.6.1 for more information), adverse movements in exchange rates may have a negative impact on SiteMinder.

Topic	Summary
Access to capital	Although the Board believes that, on Completion of the Offer, SiteMinder will have sufficient cash and working capital, based on the current circumstances, to meet its current operation and organic growth objectives, there can be no assurance that such objectives can be met without further financing or, if additional financing is necessary, that it can be obtained on favourable terms or at all. Furthermore, raising additional funds by issuing equity security may result in dilution for some or all Shareholders any may impact the trading price of Shares. SiteMinder may require additional capital in the future to fund its operations or maintain or grow its business and may seek to raise it through additional debt finance or new equity. Such financing may not be available on acceptable terms, or at all, and a failure to raise capital when needed could harm SiteMinder's business. If SiteMinder fails to raise funds on acceptable terms, it may not be able to achieve its growth strategies or respond to competitive pressures.
Shareholders may suffer dilution	In the future, SiteMinder may elect to issue shares to raise further capital. While SiteMinder will be subject to the constraints of the ASX Listing Rules regarding the percentage of its capital it is able to issue within a 12-month period (other than where exceptions apply), shareholders may be diluted as a result of such capital raisings and shareholders may experience a loss in value of their equity as a result.
Retained holding by existing shareholders	Immediately after Completion of the Offer, assuming that the Existing Shareholders and their associates' allocation of Shares under the Offer is not reallocated (as described in Section 7.2), the Existing Shareholders will beneficially own up to 54% of the Company's issued share capital.[1] Each of the Shareholders referred to in Section 9.8 has entered into voluntary escrow arrangements in relation to their escrowed Shares. The absence of any sale of Escrowed Shares by those Shareholders during the escrow period may cause, or at least contribute to, limited liquidity in the market for the Shares. This could affect the prevailing market price at which Shareholders are able to sell their Shares. It is important to recognise that Shareholders may receive a market price for their Shares that is less than the price that Shareholders paid. Following the end of the escrow period, a significant sale of Shares by one or more of those Shareholders, or the perception that such sales might occur, could adversely affect the market price of the Shares. The Existing Shareholders, if they act together, would be able to exert a significant degree of influence over SiteMinder's management and affairs and over matters requiring Shareholder approval, including the nomination and election of Directors and approval of significant corporate transactions. The interests of these Existing Shareholders may differ from the interests of SiteMinder and the interests of Shareholders who purchase Shares under the Offer. Also, for so long as they hold a large stake in SiteMinder, these Shareholders may be able to determine or influence whether a takeover or similar offer for the Shares is successful.

1. Excludes any Shares acquired under the Offer by Existing Shareholders.

5. Key Risks

Topic	Summary
Accounting standards may change	Australian Accounting Standards (AAS) are set by the AASB and are outside the control of SiteMinder and its Directors. The AASB may, from time to time, introduce new or refined AAS, which may affect future measurement and recognition of key statement of profit or loss and other comprehensive income, and statement of financial position, items. There is also a risk that interpretation of existing AAS, including those relating to the measurement and recognition of key statement of profit or loss and other comprehensive income, and statement of financial position items may differ. Changes to the AAS issued by the AASB or changes to the commonly held views on the application of those standards could materially adversely affect the reported financial performance and position of SiteMinder.

Section Six



Key people, interests and benefits

6. Key People, Interests and Benefits

6. 1. Board of Directors

The Directors bring to the Board relevant experience and skills, including sector and business knowledge, financial management and corporate governance experience. Profiles of each member of the Board are set out in Table 15 below.

Table 15: Board of Directors

Director	Experience and background
	**Patrick (Pat) O'Sullivan** *Independent, Non-Executive Chairman* Pat was appointed independent Non-Executive Chairman of the Company in October 2021. Pat has extensive experience as a director of both listed and unlisted entities. Pat is currently the non-executive chairperson of carsales.com Limited (ASX: CAR), deputy chairperson of Calvary Health and TechnologyOne (ASX: TNE) and a non-executive director of Afterpay Limited (ASX: APT). He was previously a non-executive director of APN Outdoor (ASX: APO), iSentia (ASX: ISD), Marley Spoon (ASX: MMM), iSelect (ASX: ISU) and iiNet (ASX: IIN). Pat has over 30 years' commercial and business management experience, including holding various senior financial and operational roles in Ireland, the US, Australia and New Zealand across a number of industries including traditional and online media, telecommunications, fast moving consumer goods and professional accounting. He was the Chief Financial Officer of Optus from 2001 to 2006 and was the Chief Operating Officer and Finance Director of Nine Entertainment Co Pty Limited from 2006 until 2012. Pat is a member of the Institute of Chartered Accountants in Ireland and Australia. He is a graduate of the Harvard Business School's Advanced Management Program.
	**Sankar Narayan** *Chief Executive Officer (CEO) and Managing Director* Sankar joined SiteMinder as CEO in January 2019. Sankar has over 20 years' commercial and business operations and strategy experience across the travel, technology, media and telecommunications sectors. Prior to joining SiteMinder, Sankar's previous roles included Chief Financial Officer and Chief Operating Officer at Xero, and Chief Financial Officer at Virgin Australia, Fairfax Media and Foxtel. He was also an independent non-executive director of SITA and a non-executive director of Bailador Technology Investments. Sankar has an MBA with Honours from the Booth School of Business at the University of Chicago and a Masters in Electrical Engineering from the State University of New York. He is a Certified Practising Accountant, Fellow of CPA (Australia).

Director	Experience and background
	**Michael Ford** *Non-Executive Director* Michael co-founded SiteMinder in 2006 and was previously its CEO. Prior to co-founding SiteMinder, Mike was a delivery program manager at ICS Global where he worked on digitising health claims, and founder and director of Australian Leisure Operators. Michael has a Bachelor of Degree in Commerce (Hons), Business Management and Information Systems from Rhodes University and an MBA from the University of Southern Queensland.
	**Jennifer (Jenny) Macdonald** *Independent, Non-Executive Director* *Audit and Risk Committee Chair* Jenny was appointed as an independent Non-Executive Director of the Company in October 2021. Jenny has a background in financial and general management roles across a range of industry sectors including fast moving consumer goods, resources, travel and digital media. She has a proven track record in developing and implementing strategy with a focus on risk management, growth and value creation. Jenny was previously Chief Financial Officer and Interim Chief Executive Officer at Helloworld Travel and Chief Financial Officer and General Manager International at REA Group. Jenny is currently non-executive director of Bapcor Limited (ASX: BAP), Redbubble (ASX: RBL), Australian Pharmaceutical Industries (ASX: API) and Healius Limited (ASX: HLS). Jenny is a member of the Institute of Chartered Accountants ANZ, has a Masters of Entrepreneurship and Innovation from Swinburne University and is Graduate member of the Australian Institute of Company Directors.

6. Key People, Interests and Benefits

Director	Experience and background



Paul Wilson

Non-Executive Director

People and Culture Committee Chair

Paul was appointed a non-executive director of the Company in 2012. Paul held the role of SiteMinder Chair from 2012 to 2018. He is Chair of the People and Culture Committee and a member of the Audit and Risk Committee.

He is a co-founder and Managing Partner of ASX-listed Bailador Technology Investments (ASX: BTI) (which is a substantial shareholder of SiteMinder). Paul's business background includes positions with leading Australian private equity house CHAMP Private Equity in Sydney and New York, with MetLife in London, media and technology focussed investment group, Illyria and with Ernst & Young.

Paul's other non-executive director roles include ASX-listed Vita Group (ASX: VTG) and Straker Translations (ASX: STG), as well as private companies InstantScripts and the Rajasthan Royals IPL cricket franchise.

Paul has a Bachelor of Business from Queensland University of Technology and is a Fellow of the Financial Services Institute of Australia, a Member of the Institute of Chartered Accountants of Australia and a Member of the Australian Institute of Company Directors.



Leslie (Les) Szekely

Non-Executive Director

Les was appointed a Non-Executive Director of the Company in 2012. He was the first angel investor in SiteMinder.

Les was a tax consulting partner with Horwaths Chartered Accountants for 20 years, until the company merged with Deloitte, when he became a Director of Taxation in Deloitte Growth Solutions.

Since leaving Deloitte in 2008, Les has dedicated his time to angel and venture capital investing. He is the Chairman of Grand Prix Capital, Equity Venture Partners and Microequities Asset Management Group Limited (ASX: MAM). These businesses are engaged in venture investment at the angel, venture capital and early listed stages, respectively. Les is also is a director of several venture backed growth companies.

Les holds a Bachelor of Law and Arts from the University of New South Wales, and a Master of Laws from the University of Sydney.

The composition of the Board committees and a summary of the Company's key corporate governance policies are set out in Sections 6.6 and 6.7.

Each Director above has confirmed to the Company that they anticipate being able to perform their duties as a Non-Executive Director or Executive Director, as the case may be, without constraint having regard to their other commitments.

Between April 2015 and August 2019, Mr Wilson was a Non-Executive Director of iPro Holdings Pty Ltd, which was placed into voluntary administration in July 2017 and later deregistered in August 2019. No legal or regulatory proceedings were brought against Mr Wilson.

The other Directors have considered the circumstances surrounding Mr Wilson's involvement in the above and are of the view that his involvement as a director prior to the company being placed into voluntary administration in no way impacts on his duties and contribution as a Director of the Company.

Other than as described above, no Director has been an officer of any company that has been put into liquidation, receivership, administration or had a controller appointed during the time the Director was an officer or within the 12-month period afterwards. No Director has been involved in any criminal proceedings, regulatory violations or charged with or convicted of any offence.

6.2. Executive management

Profiles of the key members of the Company's executive management team are set out in Table 16 below.

Table 16: Executive Management

Executive	Experience and background
	**Sankar Narayan** *Chief Executive Officer and Managing Director* See Section 6.1.
	**Jonathan Kenny** *Chief Financial Officer* Jonathan joined SiteMinder in November 2018 as its Chief Financial Officer. Jonathan has over 30 years of finance and commercial experience and a history of working with high-growth technology businesses. His previous roles include Chief Financial Officer of 3P Learning Limited (ASX: 3PL) and Bravura Solutions and Chief Operating Officer of CoreLogic Australia. Jonathan has a Master of Business Administration from Bond University and a Bachelor of Economics from the University of New England and is a member of the Institute of Chartered Accountants.
	**Michael Rogers** *Chief Technology Officer* Mike co-founded SiteMinder in 2006 together with Mike Ford and, since then, has driven and had responsibility for its technology. Mike began his career in the mid-1990s and prior to co-founding SiteMinder, was a solutions architect at ICS Global and Advanced BusinessLink. Mike leads a team of more than 100 engineers around the world to grow and evolve SiteMinder's complex, real-time technology stack that processes a large volume of transactions each day.

6. Key People, Interests and Benefits

Executive	Experience and background



Inga Latham

Chief Product Officer

Inga joined SiteMinder as its Chief Product Officer in April 2018.

Inga has over 20 years' experience in digital businesses and product-related roles. Inga's previous roles include GM Digital Experience at the Commonwealth Bank of Australia, VP Product at Ticketmaster International, and she has also held positions at Yahoo and Travelocity Global (lastminute.com).

Inga has a Bachelor of Arts from the University of Cape Town.



David Barnes

Chief Customer Officer

David joined SiteMinder in October 2017 as Chief Customer Officer.

David has over 35 years of commercial and financial experience spanning various industries and markets. David's previous roles include Chief Commercial Officer at Wotif Group (ASX: WTF) and Chief Financial Officer and General Manager Corporate Operations at Objective Corporation Limited (ASX: OCL) and Chief Operating Officer EMEA at SAP.

David has a Bachelor of Business from the University of Technology Sydney, and is a member of the Australian Institute of Company Directors and the Institute of Chartered Accountants.



Dai Williams

Chief Growth Officer

Dai has been with SiteMinder since January 2009 and was appointed Chief Growth Officer in May 2019.

Since joining SiteMinder, Dai has had various key roles that have contributed to SiteMinder's growth, including establishing SiteMinder's global sales organisation and introducing the Demand Plus and SiteMinder Pay products.

Dai holds a Bachelor of Science (Honours) from Loughborough University.



Jonathan Bedford

Chief Sales Officer

Jonathan joined SiteMinder as Chief Sales Officer in June 2019.

Jonathan has over 25 years' sales and marketing experience within the IT and technology sector, having started his career at Hewlett-Packard, and held leadership roles including Head of Sales and Marketing at Engage GKN Aerospace, Senior Sales Director (EMEA) at GXS and most recently Vice President (EMEA) Sales, Business Networks at OpenText.

Jonathan holds a Bachelor of Engineering (Honours) from Loughborough University.

Executive	Experience and background
	**Mark Renshaw** *Chief Marketing Officer* Mark joined SiteMinder as Chief Marketing Officer in December 2018. Mark has over 25 years' experience working with global technology brands such as Amazon, HP and Symantec. Prior to joining SiteMinder, Mark led the global brand practice at Edelman and, prior to that, held a number roles at Leo Burnett in Sydney, Singapore and the United States including as Chief Digital and Innovation Officer. Mark holds a Bachelor of Commerce (Marketing) from Western Sydney University.
	**Dionne Woo** *Chief People Officer* Dionne joined SiteMinder in 2015 and was appointed Chief People Officer in March 2020. Dionne has almost 20 years' experience as a HR manager, and has held HR roles at Dimension Data, Vodafone and Kura (CS) Ltd. Dionne holds a Bachelor of Arts and Social Sciences from the University of Strathclyde.
	**Matt Hyne** *Chief Development Officer and Head of Engineering* Matt joined SiteMinder in June 2019 and has since been appointed Chief Development Officer and Head of Engineering. Matt has over 20 years' experience in technology and innovation across the consumer, enterprise and service provider market segments globally. Before joining SiteMinder, Matt was Chief Technology Officer and Head of R&D (Asia Pacific) at Landis+Gyr and Director – Business and Technology Strategy at Citrix. Matt has also held management roles at Myriad Group AG in Asia and Ericsson and Cisco Systems in the United States. Matt holds a Bachelor of Engineering (Honours) from the University of Technology Sydney.
	**Alex Macoun** *Chief of Strategic Operations* Alex joined SiteMinder as Chief of Strategic Operations in July 2020. Alex has over 20 years' experience in strategy consulting and management roles. Before she joined SiteMinder, Alex held the positions of General Manager Customer Data, and General Manager Strategy and Analytics at the Commonwealth Bank of Australia; Group Executive – Product at Quantium; and was a Principal at the Boston Consulting Group. Alex holds Bachelor of Laws (Honours) and Arts from the University of Sydney, and a Masters of Business Administration (Distinction) from the Harvard Business School.

6. Key People, Interests and Benefits

6.3. Interests and benefits

This Section 6.3 sets out the nature and extent of the interests and fees of certain persons involved in the Offer. Other than as set out below or elsewhere in this Prospectus, no:

- Director or proposed Director of the Company or SaleCo;
- Person named in this Prospectus and who has performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- Promoter of the Company; or
- Underwriter to the Offer or financial services licensee named in this Prospectus as a financial services licensee involved in the Offer, holds as at the time of lodgement of this Prospectus with ASIC, or has held in the two years before lodgement of this Prospectus with ASIC, an interest in:
  - the formation or promotion of the Company;
  - property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the Offer; or
  - the Offer,

and no amount (whether in cash, Shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given, to any such person for services in connection with the formation or promotion of the Company or the Offer or to any Director or proposed Director to induce them to become, or qualify as, a Director of the Company or SaleCo.

6.3.1. Interests of advisers

The Company has engaged the following professional advisers in relation to the Offer:

- UBS AG, Australia Branch, Barrenjoey Advisory Pty Limited and Goldman Sachs Australia Pty Ltd have acted as Joint Lead Managers to the Offer and the fees payable to the Joint Lead Managers pursuant to the Underwriting Agreement are described in Section 9.7;
- Broad Street Equity Investments Europe Ltd (an affiliate of Goldman Sachs Australia Pty Ltd, who is acting as a Joint Lead Manager to the Offer) holds 1,192,040 Shares in the Company and may receive a profit or be exposed to losses as a result of its holding;
- Ord Minnett Limited has acted as Co-Lead Manager to the Offer and the fees payable to the Co-Lead Manager in connection with the Offer are described in Section 9.7;
- Crestone Wealth Management Limited, JBWere Limited and Commonwealth Securities Limited have acted as Co-Managers to the Offer and the fees payable to the Co- Managers in connection with the Offer are described in Section 9.7;
- Gilbert + Tobin has acted as Australian legal adviser to the Company in relation to the Offer. The Company has paid, or agreed to pay, approximately $1,200,000 (excluding disbursements and GST) for these services in connection with the Offer up until the Prospectus Date. Further amounts may be paid to Gilbert + Tobin in accordance with its normal time-based charges;
- Deloitte Corporate Finance Pty Ltd has acted as the Investigating Accountant in connection with the Offer and has performed work in relation to the Investigating Accountant's Report. The Company has paid, or agreed to pay, approximately $555,000 (excluding disbursements and GST) for these services in connection with the Offer up until the Prospectus Date. Further amounts may be paid to Deloitte Corporate Finance Pty Ltd in accordance with its normal time-based charges;
- PricewaterhouseCoopers has acted as the Australian taxation adviser in relation to the Offer. The Company has paid, or agreed to pay, approximately $585,000 (excluding disbursements and GST) for these services in connection with the Offer up until the Prospectus Date. Further amounts may be paid to PricewaterhouseCoopers in accordance with its normal time-based charges; and
- Frost & Sullivan has acted as the Independent Market Expert to the Offer. The Company has paid, or has agreed to pay, approximately $20,000 (excluding disbursements and GST) for these services up until the Prospectus Date.

These amounts, and other expenses of the Offer, will be paid by the Company out of funds raised under the Offer or available cash with the exception of certain fees payable to the Joint Lead Manager in connection with the sale of Existing Shares as part of the Offer. Those costs will be paid by SaleCo but SaleCo will be entitled to be reimbursed for those costs by the Selling Shareholders. Further information on the use of proceeds and payment of expenses of the Offer is set out in Section 7.1.2.

6.3.2. Directors' interests and remuneration

6.3.2.1. Chief Executive Officer

Sankar Narayan is employed as Chief Executive Officer. See Section 6.4.1 for further details.

6.3.2.2. Directors' appointment letters

Prior to the Prospectus Date, each of the Non-Executive Directors has entered into appointment letters with the Company, confirming the terms of the appointments, their roles and responsibilities and the Company expectations of them as Directors.

6.3.2.3. Non-Executive Directors' remuneration

Under the Constitution, the Company in general meeting may determine the maximum aggregate remuneration to be provided to or for the benefit of the Non-Executive Directors as remuneration for their services as a Director. Further, under the ASX Listing Rules, the total amount of Directors' fees paid to the Directors (subject to certain exceptions) must not exceed in aggregate in any financial year the amount fixed by the Company's members in general meeting.

Initially, and until a different amount is determined, the maximum aggregate Directors' remuneration for the purposes of the ASX Listing Rules and the Constitution is $1,500,000 per annum. This amount excludes, among other things, amounts payable to any Executive Director under any executive services agreement with the Group or any special remuneration which the Board may grant to the Directors for special exertions or additional services performed by a Director for or at the request of the Company.

The following annual base fees are payable to Directors:

Table 17: Director Fees

Director Fees	
Chairman	$210,000 (including superannuation)
Non-Executive Director	$110,000 (including superannuation)

The following annual committee fees are payable to the Chairperson of the Audit Committee and Chairperson of the People and Culture Committee (with effect from Completion).

Table 18: Committee Fees

Committee Fees	Chairman Fee ($)
Audit Committee	$20,000 (including superannuation)
People and Culture Committee	$20,000 (including superannuation)

Directors will receive additional fees for being a member of a Board committee of $10,000 per annum. The Chairperson of a Board committee will not receive that amount in addition to the amount payable to them set out in the above table.

All Directors' fees include superannuation payments required by law to be made.

Sankar Narayan does not receive any fees in his capacity as a Director.

6. Key People, Interests and Benefits

It is intended that the Company will, from time to time, appoint Mike Ford to consult on strategy. This consulting arrangement is distinct from the services he will provide as a Non-Executive Director of the Company and will be on rates to be determined on an arm's length basis.

6.3.2.4. Deeds of access, insurance and indemnity

The Company has entered into a deed of access, indemnity and insurance with each Director. Each deed contains the Director's right of access to certain books and records of the Company or Group Company for the period from the date of the deed until seven years after the Director ceases to hold office of the Company or Group Company. This seven-year period can be extended where certain proceedings or investigations commence before the seven-year period expires.

Pursuant to the Constitution, the Company may indemnify all Directors, executive officers and other officers, past and present, against all liabilities incurred as an officer of the Company or Group Company to the extent permitted by law. Under the deed of access, insurance and indemnity, the Company indemnifies each Director against any liability that may arise from their position as an officer of the Company or Group Company, to the extent permitted by law. The deed provides that the Company must meet the full amount of any such liabilities, including legal costs that are reasonably incurred, charges and expenses.

Pursuant to the Constitution, the Company may arrange and maintain Directors' and officers' insurance for its Directors to the extent permitted by law. Under the deed of access, insurance and indemnity, the Company must maintain such insurance for the period from the date of the deed until seven years after the Director ceases to hold office of the Company or Group Company. This seven-year period can be extended where certain proceedings or investigations commence before the seven-year period expires.

In this summary, 'Group Company' means the Company, a subsidiary of the Company, any companies which are 50% or more owned directly or indirectly by any other Group Company, or any partnership or unincorporated joint venture in which any Group Company or a related body corporate of the Company has an interest of 50% or more.

6.3.2.5. Directors' interests in Shares and other securities

The Directors are not required by the Constitution to hold any Shares.

The Directors' interests in Shares and other securities in the Company as at the Prospectus Date and as at Completion are set out in the table below:

Table 19: Directors' interests

	Interests held at the Prospectus Date		Interests held at Completion[1]		
Director	**L Class Shares**	**Options**	**Shares**	**Options**	**Performance Rights**
Pat O'Sullivan	–	–	–	–	–
Sankar Narayan	7,095,320	80,000	7,095,320	175,361	15,501
Michael Ford	27,683,840	80,000	12,453,770	80,000	–
Jenny Macdonald	–	–	–	–	–
Paul Wilson[2]	19,691,480	–	16,711,400	–	–
Les Szekely[3]	33,977,200	–	15,284,882	–	–

1. Assumes the New Options to be granted under the LTIP Option Grant (see Section 6.5.5) and Performance Rights granted under the LTIP Performance Rights Grant (see Section 6.5.6) have been made.
2. Represents shareholding for Bailador Technology Investments Limited of which Paul Wilson is co-founder and Managing Partner.
3. Represents shareholding for Bellite Pty Ltd, an entity controlled by Les Szekely.

The Directors (and their associated entities) are entitled to apply for Shares under the Offer. The above table does not take into account any Shares the Directors (and their associated entities) may acquire under the Offer.

Final shareholdings held directly or indirectly by the Directors (and their associated entities) will be notified to the ASX following Listing. The Shares recorded in the above table under "Interests held at Completion" for Sankar Narayan, Michael Ford, Paul Wilson and Les Szekely will be subject to voluntary escrow arrangements as outlined in Section 7.11 and Section 9.7.

6.3.2.6. Other information about Directors' interests and benefits

Directors may also be reimbursed travel and other expenses incurred in attending to Company affairs, including attending and returning from general meetings or meetings of the Board or committees of the Board. A Director who performs additional or special duties for the Company at the request of the Board may be paid such additional or special remuneration (as determined by the Board).

There are no retirement benefit schemes for Directors, other than statutory superannuation contributions.

6.4. Executive remuneration

The key management personnel of the Company are Sankar Narayan (Chief Executive Offer and Managing Director) and Jonathan Kenny (Chief Financial Officer) ('**Key Management Personnel**' or '**KMP**'). Their employment arrangements are set out below.

6.4.1. Chief Executive Officer – Sankar Narayan

Table 20: Sankar Narayan (CEO and Managing Director) – employment arrangements

Term	Description
Employer	SiteMinder Limited
Base salary	$400,000 (excluding statutory superannuation contributions)
Short-term incentive (STI)	Mr Narayan is eligible to receive a cash bonus of up to 50% of his base salary (excluding superannuation).
Long-term incentive (LTI)	Mr Narayan is entitled to participate in the Company's LTIP and will receive 95,361 Options and 15,501 Performance Rights immediately following Completion under the proposed LTIP Option Grant and LTIP Performance Rights Grant. Further details on the LTIP are set out in Section 6.5.4 below, including key terms and conditions (such as the vesting conditions).
Notice period, termination and termination payments	Under Mr Narayan's employment contract, either he or SiteMinder may terminate by giving the other party six months' notice (or SiteMinder making payment in lieu of part or all of the notice period).

6. Key People, Interests and Benefits

Term	Description
Non-solicitation/restrictions of future activities	Mr Narayan's employment contract contains post-employment restraints, including restraints on: • Carrying on, operating or being engaged, interested or employed in a business which competes with SiteMinder's (and its Related Bodies Corporates') business; • Enticing away, providing services to, accepting services from or in any other manner persuading SiteMinder's clients, prospective clients or partners to stop or reduce their business; and • Employing or soliciting any of SiteMinder's directors, employees or contractors to leave or stop providing services to SiteMinder. The restrictions above purport to operate for up to 12 months post-employment, and purport to apply in Australia and globally. The enforceability of these restraints is subject to all usual legal requirements.

6.4.2. Chief Financial Officer – Jonathan Kenny

Table 21: Jonathan Kenny (CFO) – employment arrangements

Term	Description
Employer	SiteMinder Limited
Annual base salary	$438,600 (excluding statutory superannuation contributions)
Short-term incentive (STI)	Mr Kenny is eligible to receive a cash bonus of up to 25% of his annual base salary (excluding superannuation).
Long-term incentive (LTI)	Mr Kenny is entitled to participate in the Company's LTIP, and will receive 87,497 Options and 14,223 Performance Rights immediately following Completion under the proposed LTIP Option Grant and LTIP Performance Rights Grant. Further details on the LTIP are set out in Section 6.5.4 below, including key terms and conditions (such as the vesting conditions).
Notice period, termination and termination payments	Under Mr Kenny's employment contract, either he or SiteMinder may terminate by giving the other party three months' notice (or SiteMinder making payment in lieu of part or all of the notice period).
Non-solicitation/restrictions of future activities	The non-solicitation conditions and restrictions on future activities that apply to Mr Kenny are the same as those that apply to Mr Narayan, except that they purport to operate in Australia (rather than Australia and globally) with respect to Mr Kenny.

6.5. Equity-based remuneration arrangements

6.5.1. 2017 Option Plan

Prior to the Prospectus Date, the Company established an Option Plan (**2017 Option Plan**)[4] to align the interests of eligible employees more closely with the interests of shareholders by providing an opportunity for eligible employees to receive an equity interest in the Company.

As at the Prospectus Date, the Company has granted 5,025,880 options[5] under the 2017 Option Plan. These options represent a right to acquire L Class Shares in the Company for an exercise price (**Legacy Options**).

With effect immediately following settlement of the Offer, the Legacy Options will be modified in order to become rights over Shares in the Company, as part of the Capital Restructure. Legacy Options that have vested will stay vested and be eligible for exercise on and in accordance with their offer terms. Legacy Options that have not vested will continue on foot according to their original vesting conditions and offer terms.

The Company has agreed that it will make an interest free, limited recourse loan to a number of participants in the 2017 Option Plan (none of whom are Directors or key management personnel) that are expected to incur a tax liability when their Legacy Options are modified to be over Shares, which loan may only be used to fund that tax liability. Voluntary repayments of the loan will be able to be made at any time with compulsory repayment required when the Shares (that the Legacy Options are exercised for) are divested or the loan matures (where the maturity date for the loan will align with the expiry date for the Legacy Options).

The Company does not intend to make any further grants under the Legacy Option Plan after the Prospectus Date.

The rules of the 2017 Option Plan (**Option Plan Rules**) have the following key features:

Table 22: 2017 Option Plan Rules – Key Terms

Term	Description
Eligibility	Any permanent full-time or part-time employee of a Group Company (including Executive or Non-Executive Director) or a contractor to a Group Company, as determined by the Board.
Vesting	Subject to the Option Plan Rules, 25% of the Legacy Options (other than the US Options) will vest on each anniversary of the grant date for a total of four years, in each case subject to the participant remaining employed or engaged by a Group Company at the relevant vesting date. The US Options all vest on a realisation event, which includes an initial public offering.
Type of securities	Options over L Class Shares. However, as noted above, prior to Completion the Legacy Options will be modified so that they are over Shares, so they are referred to in that way in this table.

4. The Company also has an incentive plan in place for employees based in the United States under which options have been issued. While not issued under the 2017 Option Plan these options are treated as Legacy Options in this Prospectus, as the information in this Section 6.5 applies to them, other than where indicated (where we refer to them as the **US Options**).
5. This is presented after taking into account the impact of the share split described in Section 9.4.

6. Key People, Interests and Benefits

Term	Description
Issue price and exercise price	Issue price: $0.00. Exercise price: The exercise price is determined by the Board and included in the offer letters. Legacy Options that will remain on issue at Completion have an exercise price of between $0.00 and $4.19. To the extent permitted by law, the Board may determine to permit a participant to exercise their Legacy Options by way of a cashless exercise.
Exercise period	Legacy Options that have vested may be exercised at any time until the option lapses.
Cessation of employment	If a participant ceases to be an employee for any reason, including (without limitation) death or total and permanent disability, then: • All unvested Legacy Options held by the participant will immediately lapse in accordance with the Option Plan Rules; and • All Legacy Options held by the participant which have vested and become exercisable in accordance with the Option Plan Rules will lapse in accordance with the rules between (depending on the reason for an employee's cessation) three and 12 months after the date that the participant ceased to be an employee, in each case, subject to the Board's discretion to treat Legacy Options in a more favourable manner to the participant.
Change of control	The Board may determine that all or a specified number of a participant's incentives will vest or cease to be subject to restrictions where there is a change of control event in accordance with the Option Plan Rules.
Reorganisations, corporate actions, bonus issues, etc	The Option Plan Rules include specific provisions dealing with bonus issues, corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the participant in respect of their Legacy Options as a result of corporate actions. These are subject to the application of the ASX Listing Rules.
Restrictions on dealings	The Option Plan Rules provide that Legacy Options may not be assigned, transferred, novated, encumbered or otherwise disposed of by a participant. The Option Plan Rules provide that participants will be free to deal with Shares issued on exercise of Legacy Options, subject to the Company's Securities Trading Policy.
Expiry	Legacy Options will lapse when the participant ceases to be an Employee or the date that is 10 years after the date of grant of the Legacy Option.

The Key Management Personnel will hold Legacy Options issued under the 2017 Option Plan at Completion of the Offer as follows:

Table 23: KMPs' interests under the 2017 Option Plan

Participant	Number of Options held at Completion	Exercise Price	Vesting Condition(s)	Final Vesting Date
Sankar Narayan	Vested: 20,000 Unvested: 60,000	$3.45	As set out in the above table.	1 July 2024
Jonathan Kenny	Vested: 20,000 Unvested: 60,000	$3.45	As set out in the above table.	1 July 2024

6.5.2. 2017 Loan Funded Share Plan (2017 LFSP)

Prior to the Prospectus Date, the Company established a Loan Funded Share Plan (**2017 LFSP**) to align the interests of eligible employees more closely with the interests of shareholders by providing an opportunity for eligible employees to receive an equity interest in the Company. Under the 2017 LFSP, participants were issued fully paid L Class Shares in the Company and given a limited recourse loan from the Company to fund the acquisition of those L Class Shares ("Limited Recourse Loan").

As at the Prospectus Date, the Company has issued (in aggregate) 20,295,560[6] L Class Shares in the Company and $31,875,792 in Limited Recourse Loans under the 2017 LFSP. In respect of those 20,295,560 L Class Shares:

- 16,000,900 are not yet vested but will vest on Completion. These are held by executive and non-executive participants; and
- 4,294,660 are not yet vested and will not vest on Completion, as they are subject to time-based vesting conditions.

With effect immediately following settlement of the Offer, all L Class Shares will be varied to become Shares in the Company, as part of the Capital Restructure. These Shares (previously L Class Shares) will then continue to be held by participants and will, once vested, be able to be dealt with by participants, subject to any applicable escrow restrictions.

Voluntary repayments of a Limited Recourse Loan can be made at any time with compulsory repayment required when the Shares (previously L Class Shares) are divested.

The Company does not intend to make any further grants under the Legacy Option Plan after the Prospectus Date.

The rules of the 2017 LFSP (**LFSP Plan Rules**) have the following key features:

Table 24: 2017 LFSP Plan Rules – Key Terms

Term	Description
Eligibility	Any full-time or part-time employee of a Group Company (including Executive Director) as determined by the Board.
Type of securities	Fully paid L Class Shares. However, as noted above, prior to Completion the L Class Shares will be varied to become Shares. Accordingly, in this table we refer to Shares.

6. This is presented after taking into account the impact of the share split described in Section 9.4.

6. Key People, Interests and Benefits

Term	Description
Vesting	Vesting conditions on Shares issued under the LFSP Plan Rules vary, with the vesting conditions including: • 25% of the Shares will vest on each anniversary of the date on which the Shares were granted under the 2017 LFSP for a total of four years, subject to the LFSP Plan Rules; and • The Shares will vest on a realisation event, which includes an initial public offering or change of control of the Company.
Acquisition price	Depending on the date of issue, Shares issued under the 2017 LFSP have an acquisition price of between $0.20 and $4.23.
Limited Recourse Loan	If the Board accepts an application under the 2017 LFSP, the Company will lend the participant an amount, interest free, to fund the total acquisition price payable for the Shares the subject of the application. The Limited Recourse Loans must be repaid on a repayment event, which includes where proceeds are received in respect of a buy-back, cancellation, transfer or disposal of the Shares. Under the Limited Recourse Loans, the individual grants a security interest over all Shares and securities in the Company held by them to secure payment of the loan.
Cessation of employment	If a Participant ceases to be an employee of a Group Company for any reason, including (without limitation) death or total and permanent disability, then: • All unvested Shares issued under the LFSP held by the participant will be forfeited on the date that the participant ceases to be an employee; and • All vested Shares issued under the LFSP held by the participant may be retained by the participant in accordance with the Constitution, unless they are otherwise forfeited by the participant in accordance with the LFSP, in each case, subject to the Board's discretion to treat such Shares in a more favourable manner to the participant.
Change of control	The Board may determine that all or a specified number of a participant's incentives will vest or cease to be subject to restrictions where there is a change of control event in accordance with the LFSP Plan Rules.
Restrictions on dealings	Participants are restricted from selling the Shares issued or transferred under the Plan except in accordance with the LFSP Plan Rules and Constitution.

The following Key Management Personnel will hold Shares issued under the 2017 LFSP (initially L Class Shares) at Completion of the Offer as follows:

Table 25: KMPs' interests under the 2017 LFSP

Participant	Number of Shares	Acquisition Price	Limited Recourse Loan	Vesting Condition(s)	Final Vesting Date
Sankar Narayan	Vested: 3,547,660 Unvested: 3,547,660	$17,603,876	$17,603,876	25% vest on each anniversary of the grant date for a total of four years.	7 January 2023
Jonathan Kenny	Vested: 1,032,360 Unvested: Nil	$1,659,519	$1,659,519	All will vest on Completion.	n/a

6.5.3. Legacy Incentive Plan

Prior to the Prospectus Date, the Company established an incentive arrangement (**Legacy Incentive Plan**) to provide eligible employees with an incentive to have greater involvement with and focus on the goals of the Company in its next phase of its development. Under the Legacy Incentive Plan, participants were granted certain interests under the plan for no consideration which entitled them to a cash payment, subject to the satisfaction of certain vesting criteria.

The Company does not intend to make any further grants under the Legacy Incentive Plan after the Prospectus Date and the Legacy Incentive Plan will cease to exist from Completion.

On Completion, interests granted under the Legacy Incentive Plan that have vested will be redeemed for a cash payment determined by the Board in accordance with the Plan Rules. The total amount payable by the Company on Completion will be $9,577,984. The following key management personnel of the Company will receive cash in accordance with the Plan Rules as participants of the Legacy Incentive Plan: $503,321.94 will be paid to Sankar Narayan, $157,123.18 will be paid to Mike Ford and $273,864.80 will be paid to Jonathan Kenny. Sankar Narayan will use the proceeds to purchase additional Shares in the IPO.

The Board has discretion to redeem interests granted under the Legacy Incentive Plan at any time by issuing a notice of redemption to the participant in accordance with the Plan Rules. On Completion, interests granted under the Incentive Plan that have not vested will be redeemed and settled via an offer of Performance Rights of equal value under the LTIP (unless a participant is not resident in an eligible jurisdiction, as determined by the Board, in which case the participant's vested interests will be redeemed for a cash payment determined by the Board in accordance with the Plan Rules). See Section 6.5.6 for more information on the Performance Rights under the LTIP.

6.5.4. SiteMinder's Long-Term Incentive Plan (LTIP)

Prior to the Prospectus Date, the Company established the LTIP to assist in the motivation, retention and reward of certain employees and Directors engaged by the Company or any of its subsidiaries (**Participants**). The LTIP is designed to align the interests of Participants more closely with the interests of Shareholders.

The Company will make offers of Options and Performance Rights under the LTIP to certain employees under this Prospectus pursuant to the Employee Option Offer and Employee Performance Rights Offer, respectively. Details of these Offers are described in Sections 7.14.1 and 7.14.2, respectively.

6. Key People, Interests and Benefits

The rules of the LTIP **(LTIP Plan Rules)** have the following key features:

Table 26: LTIP Plan Rules – Key Terms

Term	Description
Eligibility	Offers may be made at the Company's discretion to Non-Executive Directors, employees (including any Executive Directors), contractors or casual employees as the Board determines to be eligible to receive a grant under the LTIP Plan Rules.
Type of securities	The Company may grant Performance Rights, Options and/or Shares as incentives, subject to the terms and conditions of each individual offer. A holder of a Performance Right will be entitled to receive a Share upon the satisfaction of applicable performance and vesting conditions (if applicable). A holder of an Option will be entitled to receive a Share upon satisfaction of applicable conditions and payment of an exercise price (determined at the time of grant). Shares offered may be subject to dealing restrictions, vesting conditions or other restrictions or conditions. The Company has the discretion to settle any Performance Rights or Options with a cash equivalent payment, provided that the Offer document contains the term permitting this.
Vesting	Vesting of the Performance Rights, Options or Shares issued under the LTIP Plan Rules to each Participant is subject to vesting or performance conditions specified in the Offer document for each grant and determined by the Company. Subject to the LTIP Plan Rules and the terms of an Offer document, an offer of Performance Rights, Options or Shares may lapse or be forfeited if such performance or vesting conditions are not satisfied. A Participant is required to pay any exercise price applicable on the exercise of an Option or a Performance Right.
Offers under the LTIP Plan	Subject to any requirements under the Listing Rules or any applicable laws, the Company may make offers at its absolute discretion under the LTIP Plan Rules. The Board will have the discretion to set the terms and conditions of each incentive offer it intends to make to eligible Participants.
Issue price and exercise price	The Board will determine the issue price (if any) for each grant of Performance Rights, Options or Shares and the exercise price (if any) for each grant of Performance Rights or Options allocated under the LTIP Plan Rules. To the extent permitted by law, the Board may determine to permit a Participant to exercise their Performance Rights or Options by way of a cashless exercise.

Term	Description
Cessation of employment	Under the LTIP Plan Rules, the Board has broad discretion in relation to the treatment of entitlements on cessation of employment.
Clawback and avoiding inappropriate benefits	The LTIP Plan Rules provide the Board with broad clawback powers if, for example, the Participant has acted fraudulently or dishonestly, or there is a material financial misstatement.
Change of control	The Board may determine that all or a specified number of a Participant's unvested incentives will vest or cease to be subject to restrictions where there is a change of control event in accordance with the LTIP Plan Rules.
Reconstructions, corporate actions, rights issues, bonus issues, etc	The LTIP Plan Rules include specific provisions dealing with rights issues, bonus issues and corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the Participant in respect of their incentives as a result of such corporate actions. These provisions are subject to the application of the ASX Listing Rules.
Restrictions on dealings	Prior to vesting, the LTIP Plan Rules provide the Participant must not sell, transfer, encumber, hedge or otherwise deal with their incentives. After vesting, Participants will be free to deal with their incentives, subject to the Company's Securities Trading Policy.
Expiry	Options and Performance Rights granted under the LTIP will lapse, if not exercised or lapsed before then, at the end of the period specified in a Participant's grant letter.

6.5.5. Initial grant of Options under the LTIP

The Company makes, under this Prospectus and pursuant to the Employee Option Offer, an offer of Options to Executive Leadership Team members and select individuals in the Senior Leadership Team under the LTIP. Subject to acceptance by the relevant Participant, the Employee Option Offer results in the grant of Options (New Options) at the time of Completion of the IPO (**the LTIP Option Grant**).

The LTIP Option Grant is designed to align the interests of senior and executive employees more closely with the interests of Shareholders by providing them an opportunity to receive the benefit of increases in the value of Shares in the Company through the granting of Options. The Options will be subject to satisfaction of certain vesting conditions.

The Company will grant up to 2,633,167 New Options under the LTIP Option Grant. The Company may also make further grants of up to 5,000,000 Options within the period of three years from Completion.

6. Key People, Interests and Benefits

The key features of the LTIP Option Grant are outlined below:[7]

Table 27: LTIP Option Grant

Term	Description
Participants	Executive Leadership Team members and select individuals in the Senior Leadership Team as determined by the Board.
Award	The Options issued to each Participant will be split into three equal tranches, being the Tranche 1 Options, Tranche 2 Options and Tranche 3 Options. The Options will be granted to Participants immediately following the Completion of the IPO (Grant Date).
Issue price and exercise price	The New Options are issued for nil consideration. The exercise price for: • Tranche 1 Options is $5.57 (being 10% above the Offer Price); • Tranche 2 Options is $6.69 (which represents 15% of compound growth on the Offer Price over two years); and • Tranche 3 Options is $7.70 (which represents 15% of compound growth on the Offer Price over three years).
Vesting conditions	• The Tranche 1 Options will vest on the date that is 12 months after the Grant Date, if the Participant remains employed by a Group Company at that time; • The Tranche 2 Options will vest on the date that is 24 months after the Grant Date, if the Participant remains employed by a Group Company at that time; and • The Tranche 3 Options will vest on the date that is 36 months after the Grant Date, if the Participant remains employed by a Group Company at that time.
Performance conditions	No performance conditions are required to be satisfied in order for Options granted to Participants to vest; however, since each Option's exercise price is equal to (at a minimum) a 10% premium on the Offer Price, the Options will only have value to Participants if SiteMinder experiences an improvement in its Share price over the relevant exercise price over time.
Exercise Condition	Options that have vested can only be exercised at the end of the third year following the Grant Date.
Net settlement	The Plan Rules provide a facility that allows the Board to determine to settle a Participant's vested Options by issuing the net number of Shares in lieu of receipt of an exercise price.

7. (1) Some of the New Options offered to the Chief Financial Officer will have certain different features, as described in the final paragraph of this Section 6.5.5.
(2) 200,000 of the New Options will be on the same terms as the other New Options with the exception that these New Options will be issued in one tranche, will all vest 18 months after the date on which the Options are granted, and will have an exercise price of $5.57 (being 10% above the Offer Price).

Term	Description
Cessation of employment/office	The default treatment in the LTIP Plan Rules applies. If a Participant ceases to be an employee or officeholder due to (i) resignation (other than due to a Special Circumstance as defined below), (ii) dismissal for cause or poor performance, or (iii) any other circumstances determined by the Board to constitute a Bad Leaver (Bad Leaver) then, subject to compliance with the ASX Listing Rules and the Corporations Act: • Any unvested Options held by the Participant will immediately lapse; and • Any vested Options that have not been exercised will lapse on the date the Participant ceases to be an employee of the Company. If a Participant ceases to be an employee or officeholder of the Company due to permanent disablement or terminal illness, mental illness, redundancy or death (each a Special Circumstance) or otherwise for reasons other than as a Bad Leaver (Good Leaver): • Unvested Options will remain in place (other than to the extent that the Board determines that they will lapse in accordance with the LTIP Plan Rules); and • Vested Options that have not been exercised will remain in force and exercisable until they expire in accordance with the LTIP Plan Rules. Notwithstanding the above, the Board may, subject to compliance with the ASX Listing Rules and the Corporations Act, determine to treat any unvested Options held by the relevant Participant in any way other than in the manner set out above.
Change of control	The default treatment in the LTIP Plan Rules applies.
Clawback and preventing inappropriate benefits	The default treatment in the LTIP Plan Rules applies.
Reconstructions, corporate actions, rights issues, bonus issues, etc	The default treatment in the LTIP Plan Rules applies.
Restrictions on dealings	The default treatment in the LTIP Plan Rules applies.
Settlement	Each vested and exercised Option will be satisfied by Shares which can be sourced on-market or via a new issue.
Expiry	Options will lapse if certain vesting or performance conditions specified in the Offer document are not met. Options will lapse four years after the Grant Date if not exercised or lapsed before this date.

6. Key People, Interests and Benefits

Offers for the following grants of New Options have been made to the following key management personnel of the Company under the LTIP Option Grant:

Table 28: KMPs' interests under the LTIP Option Grant

Participant	Grant	Tranche	Number of Options	Issue Price	Exercise Price (A$)	Final Vesting Date[1]	Expiry Date[1]
Sankar Narayan	**LTIP Option Grant**	1	25,983	Nil	$5.57	8 November 2022	8 November 2025
		2	31,691	Nil	$6.69	8 November 2023	8 November 2025
		3	37,687	Nil	$7.70	8 November 2024	8 November 2025
Jonathan Kenny	**LTIP Option Grant 1**	1	23,840	Nil	$5.57	8 November 2022	8 November 2025
		2	29,078	Nil	$6.69	8 November 2023	8 November 2025
		3	34,579	Nil	$7.70	8 November 2024	8 November 2025

Notes:
1. The final vesting date is the last date that Options will vest and become exercisable under the LTIP Options Grant.
2. The expiry date is the last date that vested Options are able to be exercised in exchange for Shares.

In addition, the Chief Financial Officer will be offered 600,000 New Options, which will be issued on the same terms as all New Options, except that these New Options will have the following terms:

Table 29: CFO New Option Grant

Participant	Tranche	Number of Options	Issue Price	Exercise Price	Vesting Conditions	Final Vesting Date	Expiry Date
Jonathan Kenny	1	400,000	Nil	$5.57 (being 10% above the Offer Price)	12 months from grant date	8 November 2022	8 November 2023
	2	200,000	Nil	$5.57 (being 10% above the Offer Price)	18 months from grant date	8 May 2023	8 May 2024

6.5.6. Initial grant of Performance Rights under the LTIP

The Company makes, under this Prospectus and pursuant to the Employee Performance Rights Offer, an offer of Performance Rights to certain eligible employees of the Group under the LTIP. Subject to acceptance by the relevant Participant, the Employee Performance Rights Offer results in the grant of Performance Rights at the time of Completion of the IPO (**the LTIP Performance Rights Grant**). In respect of certain Participants, Performance Rights are being issued to them to replace their unvested interests under the Legacy Incentive Plan.

The Company will grant up to 254,829 Performance Rights under the LTIP Performance Rights Grant. The Company may also make further grants of up to 7,000,000 Performance Rights or Performance Rights within the period of three years from Completion.

The key features of the LTIP Performance Rights Grant are outlined below:

Table 30: LTIP Performance Rights Grant

Term	Description
Eligibility	*Grant to replace Legacy Incentive Plan interests* Employees holding unvested interests under the Legacy Incentive Plan and additional employees as determined by the Board. *New grant* Executive Leadership Team and select individuals in the Senior Leadership Team as determined by the Board.
Award	The Performance Rights will be granted to Participants immediately following Completion of the IPO (Grant Date). Each Performance Right represents a right to receive a Share for no consideration on vesting.
Quantum	*Grant to replace Legacy Incentive Plan interests* Employees holding unvested interests under the Legacy Incentive Plan will be granted Performance Rights of equivalent value. *New grant* The Board will determine the quantum of the grant of Performance Rights to each eligible person, including persons that also receive Performance Rights to replace their unvested interests under the Legacy Incentive Plan.
Vesting Conditions	*Grant to replace Legacy Incentive Plan interests* The number of Performance Rights that vest is determined by reference to satisfaction of the time-based vesting conditions set out in the Participant's invitation letter. There are no performance conditions. *New grant* • One third of the Performance Rights will vest on the date that is 12 months after the Grant Date, if the Participant remains employed by a Group Company at that time; • One third of the Performance Rights will vest on the date that is 24 months after the Grant Date, if the Participant remains employed by a Group Company at that time; and • One third of the Performance Rights will vest on the date that is 36 months after the Grant Date, if the Participant remains employed by a Group Company at that time. There are no performance conditions.

6. Key People, Interests and Benefits

Term	Description
Exercise	Grant to replace Legacy Incentive Plan interests Performance Rights automatically exercise into Shares on the Vesting Date. New grant for Executive Leadership Team Performance Rights that have vested can only be exercised at the end of the third year following the Grant Date. New grant for non-Executive Leadership Team Performance Rights automatically exercise into Shares on the Vesting Date.
Expiry	Performance Rights will expire four years from Grant Date.
Settlement	Each vested Performance Right will be satisfied by Shares which can be sourced on-market or via a new issue.
Cessation of employment/office	The default treatment in the LTIP Plan Rules applies. If a Participant ceases to be an employee or officeholder due to (i) resignation (other than due to a Special Circumstance as defined below), (ii) dismissal for cause or poor performance, or (iii) any other circumstances determined by the Board to constitute a Bad Leaver (Bad Leaver) then, subject to compliance with the ASX Listing Rules and the Corporations Act: • any unvested Performance Rights held by the Participant will immediately lapse; and • any vested Performance Rights that have not been exercised will lapse on the date the Participant ceases to be an employee of the Company. If a Participant ceases to be an employee or officeholder of the Company due to permanent disablement or terminal illness, mental illness, redundancy or death (each a Special Circumstance) or otherwise for reasons other than as a Bad Leaver (Good Leaver): • unvested Performance Rights will remain in place (other than to the extent that the Board determines that they will lapse in accordance with the LTIP Plan Rules); and • vested Performance Rights that have not been exercised will remain in force and exercisable until they expire in accordance with the LTIP Plan Rules. Notwithstanding the above, the Board may, subject to compliance with the ASX Listing Rules and the Corporations Act, determine to treat any unvested Performance Rights held by the relevant Participant in any way other than in the manner set out above.
Change of control	The default treatment in the LTIP Plan Rules applies.
Clawback and preventing inappropriate benefits	The default treatment in the LTIP Plan Rules applies.
Reconstructions, corporate actions, rights issues, bonus issues, etc	The default treatment in the LTIP Plan Rules applies.
Restrictions on dealings	The default treatment in the LTIP Plan Rules applies.

Offers of Performance Rights have been made to the following KMP of the Company under the LTIP Performance Rights Grant:

Table 31: KMPs' interests under the LTIP Performance Rights

Participant	Tranche	Number of Performance Rights	Issue Price	Vesting Conditions	Final Vesting Date	Expiry Date
Sankar Narayan	1	5,167	Nil	⅓ per year over 3 years from 8 November 2021. On Vesting Date, Performance Rights automatically vest into Ordinary Shares	8 November 2022	8 November 2025
	2	5,167	Nil		8 November 2023	8 November 2025
	3	5,167	Nil		8 November 2024	8 November 2025
Jonathan Kenny	1	4,741	Nil	⅓ per year over 3 years from 8 November 2021. On Vesting Date, Performance Rights automatically vest into Ordinary Shares	8 November 2022	8 November 2025
	2	4,741	Nil		8 November 2023	8 November 2025
	3	4,741	Nil		8 November 2024	8 November 2025

6.6. Corporate governance

This Section 6.6 explains how the Board oversees the management of the Company's business. The Board is responsible for the overall corporate governance of the Company, including establishing and monitoring key performance goals. The Board monitors the operational and financial position and performance of the Company and oversees its business strategy, including approving the strategic goals of the Company and considering and approving an annual business plan (including a budget).

The Board is committed to maximising performance, generating appropriate levels of Shareholder value and financial return, and sustaining the growth and success of the Company. In conducting the Company's business with these objectives, the Board seeks to ensure that the Company is properly managed to protect and enhance Shareholder interests, and that the Company and its Directors, officers and personnel operate in an appropriate environment of corporate governance. Accordingly, the Board has created a framework for managing the Company, including adopting relevant internal controls, risk management processes and corporate governance policies and practices which it believes are appropriate for the Company's business and which are designed to promote the responsible management and conduct of the Company.

The Company is seeking a listing on the ASX. The ASX Corporate Governance Council has developed and released its fourth edition of the Corporate Governance Principles and Recommendations for Australian listed entities in order to promote investor confidence and to assist companies in meeting stakeholder expectations. The ASX Recommendations are not prescriptions, but guidelines. However, under the ASX Listing Rules, the Company

will be required to provide a statement in its annual report disclosing the extent to which it has followed the ASX Recommendations in the reporting period. Where the Company does not follow a recommendation, it must identify the recommendation that has not been followed and give reasons for not following it and must also disclose what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Prior to Completion, copies of the Company's key policies and practices and the charters for the Board and each of its committees will be available at *www.siteminder.automic.com.au*.

6.6.1. The Board of Directors

The names and biographical details of the current members of the Board of Directors are contained in Section 6.1.

Each Director has confirmed to the Company that he or she anticipates being available to perform his or her duties as a Non-Executive Director or Executive Director without constraint having regard to their other commitments.

The Board considers an independent Director to be a Non-Executive Director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally. The Board will consider the materiality of any given relationship on a case-by-case basis and has adopted guidelines to assist in this regard. The Board reviews the independence of each Director in light of interests disclosed to the Board from time to time. In assessing independence, the Board will have regard to the ASX Recommendations.

The Board Charter sets out guidelines of materiality for the purpose of determining independence of Directors in accordance with the ASX Recommendations and has adopted a definition of independence that is based on that set out in the ASX Recommendations.

The Board considers that each of Pat O'Sullivan and Jenny Macdonald is free from any interest, position, association or relationship that might influence, or reasonably be perceived to influence, the independent exercise of the Director's judgement and that each of them is able to fulfil the role of independent Director for the purpose of the ASX Recommendations.

Sankar Narayan is an Executive Director and Mike Ford has, within the past three years, been an Executive Director and each of those Directors are therefore not considered to be independent. Les Szekely and Paul Wilson are currently considered by the Board not to be independent because they are either themselves substantial shareholders (in the case of Les Szekely, who within the three years prior to listing was a substantial shareholder of the Company) or Board representatives of substantial shareholders (in the case of Paul).

Accordingly, as at Listing, the Board will not consist of a majority of independent Directors.

The Board considers that this composition is appropriate given the Shareholding structure as well as the value that the Board obtains from having input on operational and strategic matters from one of the Company's founders.

It is the intention that the Board will transition to increasing diversity and independence over time.

6.6.2. Board Charter

The Board Charter adopted by the Board sets out the responsibilities of the Board in greater detail. It provides that the Board should comprise Directors with the appropriate mix of skills, experience, expertise and diversity which are relevant to the Company's businesses and the Board's responsibilities. The Board Charter allows the Board to delegate powers and responsibilities to committees established by the Board. The Board retains ultimate accountability to Shareholders in discharging its duties.

6.6.3. Board committees

The Board may from time to time establish appropriate committees to assist in the discharge of its responsibilities. The Board has established an Audit and Risk Committee and a People and Culture Committee.

Other committees may be established by the Board as and when required. Membership of Board committees will be based on the needs of the Company, relevant legislative and other requirements, and the skills and experience of individual Directors.

6.6.3.1. Audit and Risk Committee

The role of the Audit and Risk Committee is to assist the Board in fulfilling its responsibilities for corporate governance and overseeing the Company's financial reporting, internal control structure, risk management systems and internal and external audit functions. This includes confirming the quality and reliability of the financial information prepared by the Company, working with the external auditor on behalf of the Board and reviewing non-audit services provided by the external auditor to confirm they are consistent with maintaining external audit independence.

The Audit and Risk Committee provides advice to the Board and reports on the status and management of the risks to the Company. The purpose of the Committee's risk management process is to assist the Board in relation to risk management policies, procedures and systems and ensure that risks are identified, assessed and appropriately managed.

As at Listing, the Committee will comprise Jenny Macdonald (Chair), Paul Wilson, and Les Szekely. As the Committee will not consist of a majority of independent directors, the Company will not be fully complaint with the recommendations set by the ASX Corporate Governance Council in relation to the composition and operation of the Committee.

6.6.3.2. People and Culture Committee

The role of the People and Culture Committee is to assist the Board in fulfilling its responsibilities for corporate governance and overseeing the Company's nomination and remuneration policies and practices.

This includes reviewing and making recommendations to the Board on remuneration packages and policies related to the Directors and senior executives. The People and Culture Committee is also responsible for administering short-term and long-term incentive plans (including any equity plans). In addition, the Committee is responsible for reviewing and making recommendations in relation to the composition and performance of the Board and its committees and ensuring that adequate succession plans are in place (including for the recruitment and appointment of Directors and senior management). Independent advice will be sought where appropriate.

As at Listing, the Committee will comprise Paul Wilson (Chair), Sankar Narayan and Michael Ford. As the Committee will not be chaired by an independent director or consist of a majority of independent directors, the Company will not be fully compliant with the recommendations set by the Listing Rules and the ASX Corporate Governance Council in relation to the composition and operation of the Committee.

6.7. Corporate governance policies

The Board has adopted the following corporate governance policies, each of which has been prepared having regard to the ASX Principles.

6.7.1. Continuous Disclosure Policy

Once listed, the Company will be required to comply with the continuous disclosure requirements of the ASX Listing Rules and the Corporations Act. Subject to the exceptions contained in the ASX Listing Rules, the Company will be required to immediately advise the ASX of any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company has adopted a Continuous Disclosure Policy to take effect from Listing, which reinforces the Company's commitment to its continuous disclosure obligations, and describes the processes in place that enable the Company to provide Shareholders with timely disclosure in accordance with those obligations. Information will be communicated to Shareholders through the lodgement of all relevant financial and other information with the ASX, and copies of the Company's announcements to the ASX will be available on the Company's website.

6.7.2. Shareholder Communication Policy

The Company aims to keep Shareholders informed of major developments affecting the Company. The Company recognises that potential investors and other interested stakeholders may wish to obtain information about the Company from time to time. To achieve this, the Company will communicate information regularly to Shareholders and other stakeholders through a range of forums and publications, including the Company's website, at the Company's Annual General Meeting and through the Company's Annual Report and ASX announcements.

6. Key People, Interests and Benefits

6.7.3. Securities Trading Policy

The Company has adopted a Securities Trading Policy that is intended to explain the types of conduct in relation to dealing in securities that are prohibited by law and establish procedures for the buying and selling of securities to ensure that public confidence is maintained in the reputation of the Company and the Company's Directors and employees, and in the trading of the Company's securities.

The Securities Trading Policy provides that Directors, employees and contractors must not deal in the Company's securities when they are aware of 'inside' information. Directors and certain restricted employees must not deal in the Company's securities during any of the following blackout periods:

- From the close of the ASX trading day on 31 December each year, until 10.00am (Sydney time) on the ASX trading day following the day on which the Company's half yearly results are released to the ASX;
- From the close of the ASX trading day on 30 June each year, until 10.00am (Sydney time) on the ASX trading day following the day on which the Company's full year results are released to the ASX;
- From the close of the ASX trading day two weeks prior to the date of the Company's AGM until 10.00am (Sydney time) on the ASX trading day following the date of the Company's AGM;
- For so long as the Company is required to provide the ASX with an Appendix 4C, from the close of the ASX trading day one week prior to the end of each other quarter (31 March and 30 September), until 10.00am (Sydney time) on the ASX trading day following the day on which SiteMinder's Appendix 4C (Quarterly Cash Flow Report) is released to the ASX; and
- Any other period that the Board specifies from time to time.

Directors and restricted employees must receive prior approval for any proposed dealing in the Company's securities outside of the above blackout periods (including any proposed dealing by one of their connected persons).

6.7.4. Code of Conduct

The Company is committed to a high level of integrity and ethical standards in all business practices. Accordingly, the Board has adopted a formal Code of Conduct that outlines how it expects its representatives to behave and conduct business in the workplace and this includes legal compliance and guidelines on appropriate ethical standards.

The Code of Conduct is designed to provide a benchmark for professional behaviour throughout the Company's business, support its business reputation and corporate image within the community and make the Company's Directors and employees aware of the consequences if they breach this policy.

6.7.5. Diversity and Inclusion Policy

The Board has approved a Diversity and Inclusion Policy, which sets out the Company's commitment to an inclusive and diverse workforce. The Company will include in its corporate governance statement each year details of the measurable objectives set under the Diversity and Inclusion Policy of the year to which the corporate governance statement relates, and a summary of the Company's progress towards achieving those measurable objectives.

6.7.6. Whistleblower Policy

The Company is committed to the highest standards of conduct and ethical behaviour in all of its business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance. This policy has been adopted to provide a safe and confidential environment where concerns can be raised by whistleblowers without fear of reprisal or detrimental treatment.

6.7.7. Anti-bribery and Corruption Policy

The Company is committed to complying with all laws of the jurisdictions in which it operates, including those relating to bribery and corruption. The anti-bribery and corruption policy sets out the responsibilities of the Company's personnel, including in their dealings with, and through, third parties. It addresses protection of the Company's personnel in seeking to comply with this policy, dealing with false reports, investigations, consequences for breach, examples of improper conduct, contact with government officials, donations, in-kind gifts and corporate hospitality, political and charitable contributions and sponsorships, facilitation payments and secret commissions.

Section Seven

Details of the Offer



7. Details of the Offer

7.1. The Offer

This Prospectus relates to an initial public offering of 17.8 million new Shares at the Offer Price of $5.06 per Share and the sale of 106.1 million existing Shares by SaleCo. The Offer is underwritten by the Joint Lead Managers and is expected to raise approximately $627 million, of which $90 million will be received by the Company, and $537 million will be distributed to Selling Shareholders (less certain transaction costs).

The total number of Shares expected to be on issue at Completion will be 269.4 million (on an undiluted basis). All Shares will rank equally with each other. The Shares offered under this Prospectus will represent approximately 46% of the Shares on issue at Completion (on an undiluted basis).

The Offer is made on the terms, and is subject to the conditions, set out in this Prospectus.

7.1.1. Structure of the Offer

The Offer comprises:

- The **Retail Offer**, consisting of:
  - the **Broker Firm Offer**, which is open only to Australian resident investors who are not Institutional Investors and who have received an invitation from their Broker to participate; and
  - the **Priority Offer**, which is open to selected investors in Australia and New Zealand, and employees resident in Australia, who have received a Priority Offer Invitation; and
- The **Institutional Offer**, which consists of an invitation to bid for Shares made to Institutional Investors in Australia and a number of other eligible jurisdictions under the Prospectus and in the United States under the U.S. Institutional Offering Memorandum.

Details of the Broker Firm Offer and the allocation policy under it are described in Section 7.6.

Details of the Priority Offer and the allocation policy under it are described in Section 7.7.

Details of the Institutional Offer and the allocation policy under it are described in Section 7.8.

No general public offer of Shares will be made under the Offer. Members of the public wishing to apply for Shares under the Offer must do so through a Broker with a firm allocation of Shares under the Broker Firm Offer.

The allocation of Shares between the Broker Firm Offer, the Priority Offer and the Institutional Offer was determined by the Company and the Joint Lead Managers.

The Offer has been fully underwritten by the Joint Lead Managers. A summary of the Underwriting Agreement, including the events which would entitle the Joint Lead Managers to terminate the Underwriting Agreement, is set out in Section 9.7.

The Employee Performance Rights Offer and the Employee Options Offer are also made under this Prospectus. See Section 7.14 for more information.

7.1.2. Purpose of the Offer

The purpose of the Offer is to:

- Provide the Company with additional financial flexibility to pursue growth opportunities through improved access to capital markets;
- Broaden the Company's shareholder base;
- Provide a liquid market for Shares and an opportunity for third parties to invest in the Company;
- Undertake an ASX Listing and provide the Company with the benefits of being a listed entity, which include:
  - further increasing the Company's profile; and
  - ongoing access to capital markets;
- Allow certain Existing Shareholders an opportunity to realise all or part of their investment in the Company through the sale of Existing Shares through SaleCo; and
- Pay the costs of the Offer.

The proceeds of the Offer will be received by the Company and applied as set out in the table below.

Table 32: Sources and uses of funds

Sources of funds	$ million	%	Uses of funds	$ million	%
Cash proceeds received under the Offer from the issue of new Shares	90.0	14%	Costs of the Offer borne by the Company[1]	10.2	2%
Cash proceeds received under the Offer from the sale of existing Shares by SaleCo	537.0	86%	Employee incentive close-out	9.6	2%
			Sales and Marketing	29.6	5%
			Research and Development	25.4	4%
			General and Admin	15.1	2%
			Payments to Selling Shareholders	537.0	86%
Total sources	**627.0**	**100%**	**Total uses**	**627.0**	**100%**

The Board believes that given the Company's cash reserves, its cash flow from existing operations plus the net proceeds of the Offer it will have sufficient working capital to fund the Company's stated business objectives.

The above tables are a statement of current intentions as at the date of this Prospectus. Investors should note that, as with any budget, the allocation of funds set out in the above tables may change depending on a number of factors, including the outcome of operational activities, regulatory developments, the market, and general and specific economic conditions including COVID-19. In light of this, the Board reserves its right to alter the way the funds are applied.

1. The Selling Shareholders (via SaleCo) will pay the fees of the Joint Lead Managers on the sale of the Sale Shares.

7. Details of the Offer

7.2. Shareholding structure

The details of the ownership of Shares as at the Prospectus Date, and on Completion of the Offer, are set out in the table below.

Table 33: Shareholding structure

Shareholder(s)	Shares held at the Prospectus Date (undiluted)[2,3]		Shares held at Completion (undiluted)[4]		Shares held at Completion (fully diluted)[5]	
(units)	(million)	(%)	(million)	(%)	(million)	(%)
TCV[6]	56.3	22.4%	—	—	—	—
Bellite Pty Ltd[7]	34.0	13.5%	15.3	5.7%	15.3	5.5%
Michael Ford	27.7	11.0%	12.5	4.6%	12.5	4.5%
Bailador Technology Investments[8]	19.7	7.8%	16.7	6.2%	16.7	6.0%
BlackRock	17.2	6.8%	17.2	6.4%	17.2	6.1%
AustralianSuper	16.3	6.5%	16.3	6.1%	16.3	5.8%
Ellerston Capital	14.2	5.6%	14.2	5.3%	14.2	5.1%
Michael Rogers	5.1	2.0%	2.3	0.9%	2.5	0.9%
Other existing investors	61.1	24.3%	51.0	18.9%	61.7	22.0%
Total existing investors	**251.6**	**100.0%**	**145.4**	**54.0%**	**156.4**	**55.8%**
New investors	—	—	123.9	46.0%	123.9	44.2%
Total investors	**251.6**	**100.0%**	**269.4**	**100.0%**	**280.3**	**100.0%**

At Completion, 23.4% of the Shares on issue (on an undiluted basis) will be subject to voluntary escrow arrangements. In the opinion of the Company, the free float of Shares at the time of Listing on the Official List will be no less than 20% of the Shares on issue at that time. See Section 7.11 and Section 9.8 for more information.

7.3. Control implications of the Offer

The Directors do not expect any Shareholder to control (as defined in section 50AA of the Corporations Act) the Company on Completion.

7.4. Description of the Syndicate

UBS AG, Australia Branch is the Sole Global Co-ordinator of the Offer. UBS AG, Australia Branch, Barrenjoey Advisory Pty Limited and Goldman Sachs Australia Pty Ltd are the Joint Lead Managers to the Offer.

Ord Minnett Limited is the Co-Lead Manager to the Offer.

Crestone Wealth Management Limited, JBWere Limited and Commonwealth Securities Limited are the Co-Managers to the Offer.

2. As at the Prospectus Date, there are Series A Convertible Preference Shares, Series B Convertible Preference Shares, Series C Convertible Preference Shares, Series D Convertible Preference Shares and L Class Shares on issue. These classes of shares will convert into Shares (on a one for one basis) immediately prior to settlement of the Offer, as part of the Capital Restructure (see Section 9.4). Accordingly, in the above table, shares in these classes have been treated as Shares.
3. Reflects a notional 40 for 1 share split because, as part of the Capital Restructure (see Section 9.4), this is the share split that will occur immediately following settlement of the Offer.
4. Shares held at Completion excludes any Shares acquired under the Offer by Existing Shareholders.
5. The fully diluted calculation assumes the New Options to be granted under the LTIP Option Grant (see Section 6.5.5) and Performance Rights granted under the LTIP Performance Rights Grant (see Section 6.5.6) have been made. Shares held at Completion excludes any Shares acquired under the Offer by Existing Shareholders.
6. Includes TCV VII LP, TCV VII (A) LP and TCV Member Fund LP.
7. Bellite Pty Ltd is an entity controlled by Les Szekely.
8. Paul Wilson is a co-founder and Managing Partner of Bailador Technology Investments Limited.

In connection with the Offer, one or more investors may elect to acquire an economic interest in the Shares ('Economic Interest'), instead of subscribing for or acquiring the legal or beneficial interest in those shares. Any Joint Lead Manager (or its affiliates) may, for its own account, write derivative transactions with those investors relating to the Shares to provide the Economic Interest, or otherwise acquire shares in SiteMinder in connection with the writing of such derivative transactions in the Offer and/or the secondary market. As a result of such transactions, any Joint Lead Manager (or its affiliates) may be allocated, subscribe for or acquire Shares (or other shares of SiteMinder) in the Offer and/or the secondary market, including to hedge those derivative transactions, as well as hold long or short positions in such shares. These transactions may, together with other shares in SiteMinder acquired by a Joint Lead Manager or its affiliates in connection with its ordinary course sales and trading, principal investing and other activities, result in the Joint Lead Manager or its affiliates disclosing a substantial holding and earning fees.

The Joint Lead Managers and their respective affiliates are full service financial institutions engaged in various activities, which may include trading, financial advisory, investment management, investment research, principal investment, hedging, market making, margin financing, brokerage and other financial and non-financial activities and services including for which they have received or may receive customary fees and expenses or other transaction consideration. The Joint Lead Managers or their affiliates may, from time to time in the future, perform other corporate advisory and financial advisory services for SiteMinder, its shareholders or their respective affiliates. Further, in the ordinary course of their trading, brokerage and financing activities, the Joint Lead Managers and their affiliates may act as a market maker or buy or sell securities issued by SiteMinder or associated derivatives as principal or agent. Customary fees and commissions are expected to be paid for any such services in the future.

7.5. Terms and conditions of the Offer

Table 34: Terms and conditions of the Offer

Topic	Summary
What is the type of security being offered?	Shares (being fully paid ordinary shares in the Company).
What are the rights and liabilities attached to the security being offered?	A description of the Shares, including the rights and liabilities attaching to them, is set out in Section 7.16 below.
What is the consideration payable for each security being offered?	Successful Applicants under the Offer will pay the Offer Price, being $5.06 per Share.
What is the Offer period?	The key dates, including details of the Offer period, are set out in the Key Offer Information. The key dates are indicative only and may change. Unless otherwise indicated, all times are stated in Sydney time. No securities will be issued on the basis of this Prospectus later than the expiry date of 13 months after the Prospectus Date.
What are the cash proceeds to be raised?	$627 million will be raised under the Offer based on the Offer Price (comprising approximately $90 million from the issue of New Shares by the Company and approximately $537 million for the sale of Existing Shares by SaleCo).

7. Details of the Offer

Topic	Summary
Is the Offer underwritten?	Yes. The Joint Lead Managers have fully underwritten the Offer on the terms and conditions of the Underwriting Agreement. Details are provided in Section 7.10. Refer to Section 9.7 for a summary of certain key terms of the Underwriting Agreement.
What is the minimum and maximum Application size under the Retail Offer?	The minimum Application size under the Broker Firm Offer is $2,000 worth of Shares. Applications in excess of the minimum number of Shares must be for multiples of at least $500 worth of Shares. The minimum Application size under the Priority Offer is $2,000 worth of Shares (for the selected investors) and $2,000 worth of Shares (for employees resident in Australia). Applications in excess of the minimum number of Shares must be for multiples of at least $500 worth of shares. There is no maximum number or value of Shares that may be applied for under the Offer except that if you have received a personalised invitation to participate in the Priority Offer, you may apply for an amount up to and including the amount indicated on your invitation, and in respect of employees resident in Australia for whom the maximum application size under the Priority Offer is $10,000 of Shares. The Company, SaleCo and the Joint Lead Managers reserve the right to treat any Applications in the Broker Firm Offer that are from persons who they believe may be Institutional Investors as bids in the Institutional Offer, or to reject the Application(s). The Company, SaleCo and the Joint Lead Managers reserve the right to aggregate any Applications that they believe may be multiple Applications from the same person.
What is the allocation policy?	The allocation of Shares between the Broker Firm Offer, the Institutional Offer and the Priority Offer will be determined by the Joint Lead Managers by agreement with the Company and SaleCo, having regard to the allocation policies outlined in Sections 7.6.4, 7.7.4 and 7.8.2. With respect to the Broker Firm Offer, it will be a matter for the Broker to determine how they allocate Shares among their eligible clients. The Broker (and not the Company, SaleCo or the Joint Lead Managers) will be responsible for ensuring that eligible clients who have received an allocation from them receive the relevant Shares. The allocation of Shares among Applications in the Institutional Offer will be determined by the Joint Lead Managers, the Company and SaleCo. The final allocation of Shares under the Priority Offer will be determined by the Company at its discretion. The Company has absolute discretion regarding the level of scale-back and the allocation of Shares under the Offer (if any).

Topic	Summary
Will the securities be quoted on the ASX?	The Company will apply to the ASX within seven days of the Prospectus Date for admission to the official list of, and quotation of its Shares by, the ASX under the code 'SDR'. Completion is conditional on the ASX approving this application. If approval is not given within three months after such application is made (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received will be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act. The Company will be required to comply with the Listing Rules, subject to any waivers obtained by the Company from time to time. The ASX takes no responsibility for the contents of this Prospectus or the investment to which it relates. The fact that the ASX may admit the Company to the Official List is not to be taken as an indication of the merits of the Company or the Shares offered for subscription.
When are the securities expected to commence trading?	It is expected that trading of the Shares on the ASX will commence on or about Monday, 8 November 2021, initially on a conditional and deferred settlement basis. Shares are expected to commence trading on an unconditional and normal settlement basis on or about Wednesday, 10 November 2021. It is the responsibility of each Applicant to confirm their holding before trading in Shares. Applicants who sell Shares before they receive an initial holding statement do so at their own risk. The Company, SaleCo and the Joint Lead Managers disclaim all liability, whether in negligence or otherwise, to persons who sell Shares before receiving their initial holding statement, whether on the basis of a confirmation of allocation provided by any of them, by the SiteMinder Offer Information Line, by a Broker or otherwise.
When will I receive confirmation of whether my Application has been successful?	It is expected that initial holding statements will be mailed to successful Applicants on or about Thursday, 11 November 2021. Refunds (without interest) to Applicants who make an Application and receive an allocation of Shares, the value of which is smaller than the amount of the Application Monies, will be made as soon as practicable after Completion.
Are there any escrow arrangements?	Yes. Details of voluntary escrow arrangements are provided in Section 7.11 and Section 9.8.

7. Details of the Offer

Topic	Summary
Has any ASIC relief or ASIC waiver or modification been obtained or been relied on?	Yes. Details are provided in Section 9.11.
Are there any taxation considerations?	Yes. Details are provided in Section 9.12.
Are there any brokerage, commission or stamp duty considerations?	No brokerage, commission or stamp duty is payable by Applicants on the acquisition of Shares under the Offer. See Section 9.7 for details of various fees payable by the Company to the Joint Lead Managers and by the Joint Lead Managers to certain Brokers.
What should you do with any enquiries?	All enquiries in relation to this Prospectus should be directed to the SiteMinder Offer Information Line on 1300 951 672 (toll free within Australia) or +61 2 9068 1923 (outside Australia) between 9:00am and 5:00pm (Sydney time), Monday to Friday (excluding public holidays). If you are unclear in relation to any matter or are uncertain as to whether Shares are a suitable investment for you, you should seek professional guidance from your solicitor, stockbroker, accountant or other independent and qualified professional adviser before deciding whether to invest.

7.6. Broker Firm Offer

7.6.1. Who can apply?

The Broker Firm Offer is open only to Australian resident investors who are not Institutional Investors and are not in the United States, and who have received an invitation from their Broker to participate in the Offer under this Prospectus.

If you have received an invitation to participate from your Broker, you will be treated as eligible to become a Broker Firm Offer Applicant under the Broker Firm Offer. You should contact your Broker to determine whether you can receive an invitation from them under the Broker Firm Offer.

7.6.2. How to apply

If you have received an invitation to participate from your Broker and wish to apply for Shares under the Broker Firm Offer, you should contact your Broker for information about how to complete and lodge your Application Form and for payment instructions. Application Forms must be completed in accordance with the instructions given to you by your Broker and the instructions set out on the Application Form. Applicants under the Broker Firm Offer should contact their Broker to request a Prospectus and Application Form or download a copy at *www.siteminder.automic.com.au*. Your Broker will act as your agent and it is your Broker's responsibility to ensure that your Application Form and Application Monies are received before 5:00pm AEDT on the Closing Date (being Wednesday, 3 November 2021) or any earlier closing date as determined by your Broker.

If you are an investor applying under the Broker Firm Offer, you should complete and lodge your Application Form with the Broker from whom you received your invitation to participate. Applicants under the Broker Firm Offer must not send their Application Forms or payment to the Share Registry.

By making an Application, you declare that you were given access to this Prospectus (or any supplementary or replacement prospectus), together with an Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is included in, or accompanied by, a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

The minimum Application size under the Broker Firm Offer is $2,000 worth of Shares. Applications in excess of the minimum number of Shares must be for multiples of at least $500 worth of Shares.

There is no maximum value of Shares that may be applied for under the Broker Firm Offer. The Company, SaleCo and the Joint Lead Managers reserve the right to reject or scale back any Applications in the Broker Firm Offer in their absolute discretion. Any amount applied for in excess of the amount allocated to you will be refunded by your Broker in full (without interest).

The Company, SaleCo and the Joint Lead Managers may determine a person to be eligible to participate in the Broker Firm Offer and may amend or waive the Broker Firm Offer application procedures or requirements, in their discretion in compliance with applicable laws.

The Company, SaleCo, the Joint Lead Managers and the Share Registry take no responsibility for any acts or omissions committed by your Broker in connection with your Application.

The Broker Firm Offer opens at 9:00am AEDT on the Opening Date (being Friday, 29 October 2021) and is expected to close at 5:00pm AEDT on the Closing Date (being Wednesday, 3 November 2021).

The Company, SaleCo and the Joint Lead Managers may elect to close the Offer or any part of it early, extend the Offer or any part of it, or accept late Applications. The Offer may be closed at any earlier date and time, without further notice. Your Broker may also impose an earlier closing date. Applicants are therefore encouraged to submit their Applications as early as possible. Please contact your Broker for instructions.

7.6.3. How to pay

Applicants under the Broker Firm Offer must pay their Application Monies in accordance with the instructions received from their Broker.

7.6.4. What is the Broker Firm Offer allocation policy?

The basis of allocation of Shares under the Offer will be determined by the Company, SaleCo and the Joint Lead Managers. Shares which are allocated to Brokers for allocation to their retail clients will be issued to the Applicants nominated by those Brokers (subject to the right of the Company, SaleCo and the Joint Lead Managers to reject, aggregate or scale back Applications). It will be a matter for each Broker as to how they allocate Shares among their retail clients, and they (and not the Company, SaleCo or the Joint Lead Managers) will be responsible for ensuring that retail clients who have received an allocation from them receive the relevant Shares.

7.6.5. Acceptance of applications

An Application in the Broker Firm Offer is an offer by you to the Company and SaleCo to apply for the amount of Shares specified in the Application Form at the Offer Price on the terms and conditions set out in this Prospectus (including any supplementary or replacement document) and the Application Form. To the extent permitted by law, an Application by an Applicant is irrevocable.

An Application may be accepted in respect of the full amount, or any amount lower than that specified in the Application Form, without further notice to the Applicant. Acceptance of an Application will give rise to a binding contract on allocation of Shares to Successful Applicants.

The Joint Lead Managers, in agreement with the Company and SaleCo, reserve the right to reject any Application which is not correctly completed or which is submitted by a person who they believe is ineligible to participate in the Broker Firm Offer, or to waive or correct any errors made by an Applicant in completing their Application.

7. Details of the Offer

7.7. Priority Offer

7.7.1. Who can apply?

The Priority Offer is open to Retail Offer Investors nominated by the Company. If you are a Priority Offer Applicant, you should have received a personalised Priority Offer Invitation to apply for Shares under the Priority Offer.

7.7.2. How to apply

If you have received a personalised Priority Offer Invitation and wish to apply for Shares, you should follow the instructions on your personalised Priority Offer Invitation.

By making an Application, you declare that you were given access to this Prospectus (or any supplementary or replacement prospectus), together with an Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is included in, or accompanied by, a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

The minimum application size under the Priority Offer is $2,000 worth of Shares (for the selected investors) and $2,000 worth of Shares (for employees resident in Australia). Applications in excess of the minimum number of shares must be for multiples of at least $500 worth of Shares.

The maximum application size under the Priority Offer for employees resident in Australia is $10,000 worth of Shares. If you have received a personalised invitation to participate in the Priority Offer, you may apply for an amount up to and including the amount indicated on your invitation.

The Company, SaleCo and the Joint Lead Managers reserve the right to reject or scale back any Applications under the Priority Offer in their absolute discretion. Any amount applied for in excess of the amount allocated to you will be refunded in full (without interest).

The Company, SaleCo and the Joint Lead Managers may determine a person to be eligible to participate in the Priority Offer and may amend or waive the Priority Offer application procedures or requirements, in their discretion in compliance with applicable laws.

The Priority Offer opens at 10:00am AEDT on the Opening Date (being Friday, 29 October 2021) and is expected to close at 5:00pm AEDT on the Closing Date (being Wednesday, 3 November 2021).

The Company, SaleCo and the Joint Lead Managers may elect to close the Offer or any part of it early, extend the Offer or any part of it, or accept late Applications. The Offer may be closed at any earlier date and time, without further notice. Applicants are therefore encouraged to submit their Applications as early as possible.

If the amount of your BPAY® payment for Application Monies (or the amount for which those BPAY® payments clear in time for allocation) is insufficient to pay for the amount you have applied for in your Application Form, you may be taken to have applied for such lower amount as your cleared Application Monies will pay for (and to have specified that amount in your Application Form) or your Application may be rejected.

If you are a Priority Offer Applicant, you will receive a personalised Priority Offer Invitation to apply for Shares with instructions to complete an online Application Form.

7.7.3. How to pay

Payment may be made via BPAY® only by following the instructions on the online Application Form. It is the responsibility of the Applicant to ensure payments are received by the Share Registry by 5:00pm AEDT on the Closing Date (being Wednesday, 3 November 2021). You should be aware that your financial institution may impose a limit on the amount that you can transact on BPAY® and policies with respect to timing for processing BPAY® transactions, which may vary between financial institutions, and you should therefore take this into consideration when making payment.

7.7.4. What is the Priority Offer allocation policy?

Allocations under the Priority Offer will be at the absolute discretion of the Company, SaleCo and the Joint Lead Managers provided that those allocations (in aggregate) do not exceed $16.5 million.

7.7.5. Acceptance of applications

An Application in the Priority Offer is an offer by an Applicant to the Company and SaleCo to apply for Shares in the amount specified in the Application Form at the Offer Price on the terms and conditions set out in this Prospectus (including any supplementary or replacement prospectus) and the Priority Offer Invitation (including the terms and conditions in Section 7.5 and the acknowledgements in Section 7.9). To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable.

An Application may be accepted in respect of the full number of Shares specified in the Application Form or any amount lower than that specified in the Application Form, without further notice to the Applicant. Acceptance of an Application will give rise to a binding contract on allocation of Shares to Successful Applicants.

The Joint Lead Managers, in agreement with the Company and SaleCo, reserve the right to reject any Application which is not correctly completed or which is submitted by a person who they believe is ineligible to participate in the Priority Offer, or to waive or correct any errors made by an Applicant in completing their Application.

7.8. Institutional Offer

7.8.1. Invitations to bid

The Company and the Joint Lead Managers have invited certain Institutional Investors in Australia and other eligible foreign jurisdictions (other than the United States) to bid for Shares in the Institutional Offer under this Prospectus. In addition, the Company and the Joint Lead Managers have invited Institutional Investors in the United States to bid for Shares in the Institutional Offer under the U.S. Institutional Offering Memorandum.

7.8.2. Allocation policy under the Institutional Offer

The allocation of Shares among bidders in the Institutional Offer was determined by the Joint Lead Managers in agreement with the Company and SaleCo. The Joint Lead Managers, the Company and SaleCo have absolute discretion regarding the basis of allocation of Shares among Institutional Investors.

Participants in the Institutional Offer will be advised of their allocation of Shares, if any, by the Joint Lead Managers.

The allocation policy was influenced by a number of factors including:

- The number of Shares bid for by particular bidders;
- The timeliness of the bid by particular bidders;
- The Company's desire for an informed and active trading market following listing on the ASX;
- The Company's desire to establish a wide spread of institutional shareholders;
- The overall level of demand under the Broker Firm Offer, the Priority Offer and the Institutional Offer;
- The size and type of funds under management of particular bidders;
- The likelihood that particular bidders will be long-term Shareholders; and
- Any other factors that the Joint Lead Managers, the Company and SaleCo considered appropriate.

7.9. Acknowledgements

Each Applicant under the Offer will be deemed to have:

- Agreed to become a member of the Company and to be bound by the terms of the Constitution and the terms and conditions of the Offer;
- Acknowledged having personally received a printed or electronic copy of the Prospectus (and any supplementary or replacement prospectus) including or accompanied by the Application Form and having read them all in full;

- Declared that all details and statements in their Application Form are complete and accurate;
- Declared that the Applicant(s), if a natural person, is/are over 18 years of age;
- Acknowledged that, once the Company, the Share Registry or a Broker receives an Application Form (including electronically), it may not be withdrawn;
- Applied for the number of Shares at the Australian dollar amount shown on the front of the Application Form;
- Agreed to being allocated and issued the number of Shares applied for (or a lower number allocated in a way described in this Prospectus), or no Shares at all;
- Authorised the Company and the Joint Lead Managers, and their respective officers or agents, to do anything on behalf of the Applicant(s) necessary for Shares to be allocated to the Applicant(s), including to act on instructions received by the Share Registry upon using the contact details in the Application Form;
- Acknowledged that, in some circumstances, the Company may not pay dividends, or that any dividends paid may not be franked;
- Acknowledged that the information contained in this Prospectus (or any supplementary or replacement prospectus) is not financial product advice or a recommendation that Shares are suitable for the Applicant(s), given the investment objectives, financial situation or particular needs (including financial and tax issues) of the Applicant(s);
- Declared that the Applicant(s) is/are a resident of Australia or, in the case of Applicants under the Priority Offer, New Zealand (except as applicable to the Institutional Offer);
- Acknowledged and agreed that the Offer may be withdrawn by the Company or may otherwise not proceed in the circumstances described in this Prospectus; and
- Acknowledged and agreed that if Listing does not occur for any reason, the Offer will not proceed.

Each Applicant under the Broker Firm Offer and Priority Offer, and each person to whom the Institutional Offer has been made under this Prospectus, will be taken to have represented, warranted and agreed as follows:

- It understands that the Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered, sold or resold in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States;
- It is not in the United States, and it is purchasing the Shares in an 'offshore transaction' (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act;
- It has not sent and will not send this Prospectus or any other material relating to the Offer to any person in the United States; and
- If you decide to sell, transfer or otherwise dispose of any Shares, you will do so only in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act, including in a standard (regular way) brokered transaction on the ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States.

7.10. Underwriting agreement

The Offer is fully underwritten pursuant to an Underwriting Agreement under which the Joint Lead Managers have been appointed to arrange and manage and act as lead managers, bookrunners and underwriters of the Offer. The Joint Lead Managers agree, subject to certain conditions and termination events, to underwrite Applications for all Shares under the Offer.

The Underwriting Agreement is subject to a number of conditions precedent and sets out a number of circumstances under which the Joint Lead Managers may terminate the Underwriting Agreement and their underwriting obligations. A summary of certain key terms of the agreement and underwriting arrangements, including the conditions precedent and termination provisions, is provided in Section 9.7.

7.11. Voluntary escrow arrangements

Upon Completion of the Offer, the Escrowed Shareholders will be subject to voluntary escrow arrangements (other than for any Shares acquired by them, or entities related to them, under the Offer at the Offer Price). The Escrowed Shareholders have entered into voluntary escrow arrangements which prevent them from disposing of their Escrowed Shares during the relevant Escrow Period (subject to relevant exceptions). See Section 9.8 for a summary of the terms of the escrow arrangements and the limited exceptions that permit dealing in the Escrowed Shares during the relevant Escrow Period.

7.12. Restrictions on distribution

No action has been taken to register or qualify this Prospectus, the Shares or the Offer or otherwise to permit a public offering of the Shares in any jurisdiction outside Australia or New Zealand.

This Prospectus does not constitute an offer or invitation to apply for Shares in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation or issue under this Prospectus.

This Prospectus may not be released or distributed in the United States and may only be distributed to persons to whom the Offer may lawfully be made in accordance with the laws of any applicable jurisdiction.

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act laws and any other applicable securities laws.

7.13. Discretion regarding the Offer

The Company and SaleCo may withdraw the Offer at any time before the issue of Shares to successful Applicants under the Offer. If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded (without interest).

The Joint Lead Managers, the Company and SaleCo also reserve the right to, subject to the Corporations Act, extend the Offer or any part of it, accept late Applications or bids either generally or in particular cases, reject any Application or bid, or allocate to any Applicant or bidder fewer Shares than the amount applied or bid for.

7.14. Employee offers made under this Prospectus

7.14.1. Employee Option Offer

7.14.1.1. Who can apply?

The Employee Option Offer is open to eligible employees who have received a personalised invitation to participate in the Employee Option Offer from the Company.

7.14.1.2. How to apply

If you have received an Employee Option Offer invitation and you wish to apply for Options, you should follow the instructions in your personalised invitation.

7.14.1.3. Application monies

No payment is required for the Employee Option Offer.

7.14.1.4. Allocation policy

Options will be granted to participants as set out in each participant's Employee Option Offer invitation.

7.14.1.5. Further information about the Employee Option Offer

See Section 6.5.4 of the Prospectus for a detailed explanation of the LTIP Rules and the proposed grant to be made to employees.

7. Details of the Offer

7.14.2. Employee Performance Rights Offer

7.14.2.1. Who can apply?

The Employee Performance Rights Offer is open to eligible employees who have received a personalised invitation to participate in the Employee Performance Rights Offer from the Company.

7.14.2.2. How to apply

If you have received an Employee Performance Rights Offer invitation and you wish to apply for Performance Rights, you should follow the instructions in your personalised invitation.

7.14.2.3. Application monies

No payment is required for the Employee Performance Rights Offer.

7.14.2.4. Allocation policy

Performance Rights will be granted to participants as set out in each participant's Employee Performance Rights Offer invitation.

7.14.2.5. Further information about the Employee Performance Rights Offer

See Section 6.5.4 of the Prospectus for a detailed explanation of the LTIP Rules and the proposed grant to be made to employees.

7.15. ASX listing, registers and holding statements and deferred settlement

7.15.1. Application for ASX listing and quotation of Shares

The Company will apply to the ASX within seven days of the Prospectus Date, for admission to the Official List and quotation of the Shares on the ASX under the code 'SDR'.

The ASX takes no responsibility for this Prospectus or the investment to which it relates. The fact that the ASX may admit the Company to the Official List is not to be taken as an indication of the merits of the Company or the Shares offered for subscription.

If approval is not given within three months after such application is made (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received will be refunded without interest, as soon as practicable in accordance with the requirements of the Corporations Act.

Upon Listing, the Company will be required to comply with the Listing Rules, subject to any waivers obtained by the Company from time to time.

7.15.2. CHESS and issuer sponsored holdings

The Company will apply to participate in the ASX's Clearing House Electronic Subregister System (**CHESS**) and will comply with the Listing Rules and the ASX Settlement Operating Rules. CHESS is an electronic transfer and settlement system for transactions in securities quoted on the ASX under which transfers are effected in an electronic form.

When the Shares become approved financial products (as defined in the ASX Settlement Operating Rules), holdings will be registered in one of two sub-registers, being an electronic CHESS sub-register or an issuer sponsored sub-register. For all successful Applicants, the Shares of a Shareholder who is a participant in CHESS or a Shareholder sponsored by a participant in CHESS will be registered on the CHESS sub-register. All other Shares will be registered on the issuer sponsored sub-register.

Following Completion, Shareholders will be sent a holding statement that sets out the number of Shares that have been allocated to them. This statement will also provide details of a Shareholder's Holder Identification Number (**HIN**) for CHESS holders or, where applicable, the Securityholder Reference Number (**SRN**) of issuer sponsored holders. Shareholders will subsequently receive statements showing any changes to their Shareholding. Certificates will not be issued.

Shareholders will receive subsequent statements during the first week of the following month if there has been a change to their holding on the register and as otherwise required under the Listing Rules and the Corporations Act. Additional statements may be requested at any other time either directly through the Shareholder's sponsoring broker in the case of a holding on the CHESS sub-register or through the Share Registry in the case of a holding on the issuer sponsored sub-register. The Company and the Share Registry may charge a fee for these additional issuer sponsored statements.

7.15.3. Conditional and deferred settlement trading and selling Shares on-market

It is expected that trading of the Shares on the ASX, on a conditional and deferred settlement basis, will commence on or about Monday, 8 November 2021.

Trades occurring on the ASX before Settlement will be conditional on Settlement occurring, completion of the Capital Restructure and the issue and allotment and transfer of the Shares offered under this Prospectus.

If the Offer is withdrawn before shares have commenced trading on an unconditional basis, all contracts for the sale of Shares on the ASX will be cancelled and any Application Monies received will be refunded as soon as possible.

Conditional and deferred settlement trading will continue until the Company has advised the ASX that the Conditions have been satisfied, which is expected to be on or about Wednesday, 10 November 2021. If the Conditions have not been satisfied by the end of the conditional and deferred settlement trading period or the Offer is withdrawn, the Offer will not complete and all trades conducted during the conditional and deferred settlement trading period will be invalid and will not settle. All Application Monies received will be refunded to Applicants. No interest will be paid on any Application Monies refunded as a result of the Offer not completing.

Following satisfaction of the Conditions, trading on the ASX will be on a deferred settlement basis until the Company has advised the ASX that initial holding statements have been dispatched to Shareholders. Trading on the ASX is expected to commence on an unconditional and normal settlement basis on or about Wednesday, 10 November 2021. Following the issue of Shares, Successful Applicants will receive a holding statement setting out the number of Shares issued to them under the Offer. It is expected that holding statements will be dispatched by standard post on or about Thursday, 11 November 2021.

It is the responsibility of each person who trades in Shares to confirm their holding before trading in Shares. If Shares are sold before receiving a holding statement, Successful Applicants do so at their own risk. The Company, SaleCo, the Share Registry, the Joint Lead Managers and the Co-Lead Manager disclaim all liability, whether in negligence or otherwise, if a Shareholder sells Shares before receiving a holding statement, even if the Shareholder obtained details of their holding from the SiteMinder Offer Information Line or confirmed their firm allocation through a Broker.

7.16. Summary of rights and liabilities attaching to Shares and other material provisions of the Constitution

7.16.1. Introduction

The rights and liabilities attaching to ownership of Shares are:

- Detailed in the Constitution which may be inspected during normal business hours at the registered office of the Company; and
- In certain circumstances, regulated by the Corporations Act, the ASX Listing Rules, the ASX Settlement Operating Rules and all other applicable laws and regulations.

A summary of the significant rights, liabilities and obligations attaching to the Shares and a description of other material provisions of the Constitution are set out below. This summary is not intended to be exhaustive and is qualified by the fuller terms of the Constitution. This summary does not constitute a definitive statement of the rights and liabilities of Shareholders.

The summary assumes that the Company is admitted to the Official List of the ASX.

7. Details of the Offer

7.16.2. Meeting of members

Each Shareholder is entitled to receive notice of and, except in certain circumstances, to attend and vote at general meetings of the Company and receive all financial statements, notices and other documents required to be sent to shareholders under the Constitution, the Corporations Act and the ASX Listing Rules. At least 28 days' notice of a meeting must be given to shareholders.

7.16.3. Voting at a general meeting

At a general meeting of the Company, every Shareholder present in person or by proxy, attorney or representative has on a poll, one vote for each Share held.

On a poll, every member (or his or her proxy, attorney or representative) is entitled to vote for each fully paid share held (with adjusted voting rights for partially paid shares). The Chairman does not have a casting vote.

7.16.4. Dividends

Subject to the Corporations Act, the Constitution and any special terms and conditions of issue, the Directors may, from time to time, pay, resolve to pay, or declare any interim, special or final dividend as, in their judgement, the financial position of the Company justifies.

The Directors may fix the amount, time and method of payment of the dividends. The payment, resolution to pay, or declaration of a dividend does not require any confirmation by a general meeting.

7.16.5. Transfer of Shares

Subject to the Constitution and to the rights or restrictions attached to any shares or class of shares, a member may transfer all or any of the member's shares by:

- A Proper ASTC transfer (as that term is defined in the *Corporations Regulations 2001* (Cth)); or
- An instrument in writing in any usual form or in any other form that the Directors approve, as permitted by the Corporations Act and the ASX Listing Rules.

The Company may, in circumstances permitted under the ASX Listing Rules or the ASX Settlement Rules, decline to register a transfer of Shares or apply a holding lock to prevent a transfer of Shares.

If the Directors decline to register a transfer or apply a holding lock, the Company must give the party lodging the transfer written notice of the refusal or holding lock and the reason for refusal or holding lock.

7.16.6. Issue of further Shares

Subject to the Constitution, the ASX Listing Rules, the ASX Settlement Operating Rules and the Corporations Act, the Directors may issue shares or grant options over unissued shares to any person and they may do so at such times and on the conditions they think fit. The shares may be issued with preferred, deferred or special rights, or special restrictions about dividends, voting, return of capital, participation in the property of the Company on a winding up or otherwise as the Directors see fit.

7.16.7. Preference shares

The Company may issue preference shares if the rights attaching to the preference shares have been approved by special resolution of the Company.

7.16.8. Winding up

If the Company is wound up, then subject to the Constitution and to the rights or restrictions attached to a class of shares, any surplus assets must be divided among the Company's members in proportion to the shares held by them (irrespective of the amounts paid or credited as paid on the shares), less any amounts which remain unpaid on these shares at the time of distribution.

7.16.9. Sale of non-marketable parcels

Provided that the procedures set out in the Constitution are followed, the Company may sell the shares of a shareholder who holds less than a marketable parcel of those shares. A marketable parcel of shares is defined in the ASX Listing Rules and is, generally, a holding of shares with a market value of less than $500.

7.16.10. Share buy-backs

The Company may buy back shares in itself in accordance with the provisions of the Corporations Act and, where applicable, the ASX Listing Rules.

7.16.11. Variation of class rights

Subject to the Corporations Act and the terms of issue of a class of shares, wherever the capital of the Company is divided into different classes of shares, the rights attached to any class of shares may be varied with:

- The written consent of the holders of at least three-quarters of the issued shares in the particular class; or
- The sanction of a special resolution passed at a separate meeting of the holders of shares in that class.

7.16.12. Reduction of share capital

Subject to the Constitution, the Corporations Act and the ASX Listing Rules, the Company may reduce its share capital in any way permissible by the Corporations Act.

7.16.13. Proportional takeover provisions

The Constitution contains provisions requiring shareholder approval before any proportional takeover bid can proceed. The provision will cease to have effect three years from the date of adoption of the Constitution unless it is renewed by special resolution of shareholders in a general meeting.

7.16.14. Dividend reinvestment plan

The Constitution contains a provision allowing Directors, on the terms and conditions they think fit, to implement a dividend reinvestment plan (under which any Shareholder or any class of Shareholders may elect that the dividends payable by the Company be reinvested by a subscription for Shares in the Company).

7.16.15. Directors – appointment and removal

Under the Constitution, the minimum number of Directors is three and the maximum is 12 or such lower number as the Directors determine, provided the proposed lower number has been authorised by general meeting of the Company's members if required under the Corporations Act.

Directors are elected or re-elected by resolution at a general meeting of Shareholders. The Directors may also appoint a Director to fill a casual vacancy on the Board or in addition to the existing Directors, who (other than the Managing Director) will then hold office until the next annual general meeting of the Company and is then eligible for election at that meeting.

No Director (other than the Managing Director) may hold office without re-election after three years or beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected (whichever is later).

7.16.16. Directors – voting

Questions arising at a meeting of Directors will be decided by a majority of votes of the Directors present at the meeting and entitled to vote on the matter.

In the case of an equality of votes on a resolution, the Chair of the meeting has a casting vote, unless there are only two Directors present or qualified to vote, in which case the proposed resolution is taken as having been lost.

7. Details of the Offer

7.16.17. Variation of the Constitution

The Constitution can only be amended by a special resolution passed by at least three-quarters of members present and voting at a general meeting of the Company. The Company must give at least 28 days' written notice of its intention to propose a resolution as a special resolution.

7.16.18. Directors' and officers' indemnity

The Company, to the extent permitted by law, may indemnify each person who is a current or former Director, executive officer, officer or auditor of the Company, and such other officers or former officers of the Company or its Related Bodies Corporate as the Directors in each case determine, against any losses or liability incurred by that person as an officer or auditor of the Company or of a related body corporate of the Company including, but not limited to, a liability for negligence or for reasonable legal costs on a full indemnity basis.

The Company, to the extent permitted by law, may enter into and pay premiums on a contract insuring any person who is a current or former Director, executive officer, officer or auditor of the Company, and such other officers or former officers of the Company or its Related Bodies Corporate as the Directors in each case determine, against any liability incurred by the person as an officer or auditor of the Company or of a related body corporate of the Company including, but not limited to, a liability for negligence or for legal costs.

Section Eight



Investigating Accountant's Report

8. Investigating Accountant's Report

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Deloitte Corporate Finance Pty Limited
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AFSL 241457

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The Directors
SiteMinder Limited
30 Windmill Street
Millers Point
Sydney

The Directors
SiteMinder SaleCo Limited
30 Windmill Street
Millers Point
Sydney

21 October 2021

Dear Directors,

INVESTIGATING ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF SITEMINDER LIMITED AND FINANCIAL SERVICES GUIDE

Introduction

This report has been prepared at the request of the directors of SiteMinder Limited (ACN 121 931 744) (the Company) and SiteMinder SaleCo Limited (ACN 653 993 732) (SaleCo) (the Directors) for inclusion in the prospectus (the Prospectus) to be issued by the Company and SaleCo in respect of the initial public offering of fully paid ordinary shares in the Company by way of issue by the Company and transfer by SaleCo (the Offer) and the listing of the Company on the Australian Securities Exchange (ASX).

Deloitte Corporate Finance Pty Limited is wholly owned by Deloitte Touche Tohmatsu and holds the appropriate Australian Financial Services licence under the *Corporations Act 2001* (Cth) (Corporations Act) for the issue of this report.

References to the Company and other capitalised terminology used in this report, being the Investigating Accountant's Report, have the same meaning as defined in the Glossary of the Prospectus.

Scope

Statutory Historical Financial Information

Deloitte Corporate Finance Pty Limited has been engaged by the Directors to review the statutory historical financial information of the Company, being:

- the statutory historical consolidated statements of profit or loss for the financial years ended 30 June 2019, 30 June 2020 and 30 June 2021;
- the statutory historical consolidated statement of financial position as at 30 June 2021; and

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- the statutory historical consolidated cash flows for the financial years ended 30 June 2019, 30 June 2020 and 30 June 2021,

as set out in Sections 4.3.1, 4.5.1 and 4.4.1 of the Prospectus (the Statutory Historical Financial Information).

The Statutory Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and the company's adopted accounting policies. The Statutory Historical Financial Information has been extracted from the audited financial statements of the Company for the financial year ended 30 June 2021, which included restated comparative financial information for the financial years ended 30 June 2019 and 30 June 2020, which was audited by Deloitte Touche Tohmatsu in accordance with the Australian Auditing Standards. Deloitte Touche Tohmatsu issued an unmodified audit opinion in respect of these financial statements.

The Statutory Historical Financial Information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial statements prepared in accordance with the Corporations Act.

Pro Forma Historical Financial Information

Deloitte Corporate Finance Pty Limited has been engaged by the Directors to review the pro forma historical financial information of the Company, being:

- the pro forma historical consolidated statements of profit or loss for the financial years ended 30 June 2019, 30 June 2020 and 30 June 2021;
- the pro forma historical consolidated statement of financial position as at 30 June 2021; and
- the pro forma historical consolidated cash flows for the financial years ended 30 June 2019, 30 June 2020 and 30 June 2021,

as set out in Sections 4.3.1, 4.5.1 and 4.4.1 of the Prospectus (the Pro Forma Historical Financial Information).

The Pro Forma Historical Financial Information has been derived from the Statutory Historical Financial Information, after adjusting for the effects of pro forma adjustments described in Sections 4.2.2.2, 4.3.4, 4.4.2 and 4.5.1 of the Prospectus (the Pro Forma Adjustments).

The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the Statutory Historical Financial Information and the events or transactions to which the Pro Forma Adjustments relate, as if those events or transactions had occurred as at the date of the Statutory Historical Financial Information. Due to its nature, the Pro Forma Historical Financial Information does not represent the Company's actual or prospective financial position, financial performance, and/or cash flows.

8. Investigating Accountant's Report

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Responsibility

The Directors are responsible for:

- the preparation and presentation of the Statutory Historical Financial Information and the Pro Forma Historical Financial Information, including the selection and determination of the Pro Forma Adjustments made to the Statutory Historical Financial Information and included in the Pro Forma Historical Financial Information; and
- the information contained within the Prospectus.

This responsibility includes for the operation of such internal controls as the Directors determine are necessary to enable the preparation of the Statutory Historical Financial Information and the Pro Forma Historical Financial Information that are free from material misstatement, whether due to fraud or error.

Our Responsibility

Our responsibility is to express a limited assurance conclusion on the Statutory Historical Financial Information and the Pro Forma Historical Financial Information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Australian Standard on Assurance Engagements (ASAE) 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information.*

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement. Accordingly, we will not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the Statutory Historical Financial Information and the Pro Forma Historical Financial Information. However, we note that the audited financial statements of the Company for the financial year ended 30 June 2021 included certain restatements to the comparative financial information for the financial years ended 30 June 2019 and 30 June 2020. Accordingly, the Statutory Historical Financial Information, as it relates to the financial years ended 30 June 2019 and 30 June 2020, have been extracted from this restated source.

Conclusions

Statutory Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Statutory Historical Financial Information is not prepared, in all material respects, in accordance with the stated basis of preparation as described in Section 4.2.2.1 of the Prospectus.

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Pro Forma Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information is not prepared, in all material respects, in accordance with the stated basis of preparation as described in Section 4.2.2.2 of the Prospectus.

Restrictions on Use

Without modifying our conclusions, we draw attention to Section 4.2.1 and the 'Important Notices' pages of the Prospectus, which describes the purpose of the Historical Financial Information, being for inclusion in the Prospectus. As a result, the Investigating Accountant's Report may not be suitable for use for another purpose.

Consent

Deloitte Corporate Finance Pty Limited has consented to the inclusion of this limited assurance report in the Prospectus in the form and context in which it is included.

Disclosure of Interest

Deloitte Corporate Finance Pty Limited does not have any interest in the outcome of this Offer other than the preparation of this report and participation in the due diligence procedures for which normal professional fees will be received.

Deloitte Touche Tohmatsu is the auditor of the Company.

Yours sincerely

DELOITTE CORPORATE FINANCE PTY LIMITED

Jonathon Gould
Authorised Representative of
Deloitte Corporate Finance Pty Limited
(AFSL Number 241457)
AR Number 1278767

Ian Turner
Authorised Representative of
Deloitte Corporate Finance Pty Limited
(AFSL Number 241457)
AR Number 461016

8. Investigating Accountant's Report

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Financial Services Guide (FSG)

What is an FSG?

An FSG is designed to provide information about the supply of financial services to you.

Deloitte Corporate Finance Pty Limited (**DCF**) (AFSL 241457) provides this FSG to you, so you know how we are remunerated and who to contact if you have a complaint.

Who supplies the financial services?

We provide this FSG to you where you engage us to act on your behalf when providing financial services.

Alternatively, we may provide this FSG to you because our client has provided financial services to you that we delivered to them.

The person who provides the financial service to you is our Authorised Representative (**AR**) and DCF authorises the AR to distribute this FSG. Their AR number and contact details are in the document that accompanies this FSG.

What financial services are we licensed to provide?

We are authorised to provide financial product advice and to arrange for another person to deal in financial products in relation to securities, interests in managed investment schemes, government debentures, stocks or bonds, to retail and wholesale clients. We are also authorised to provide personal and general financial product advice and deal by arranging in derivatives and regulated emissions units to wholesale clients, and general financial product advice relating to derivatives to retail clients.

General financial product advice

We provide general advice when we have not taken into account your personal objectives, financial situation or needs, and you would not expect us to have done so. In this situation, you should consider whether our general advice is appropriate for you, having regard to your own personal objectives, financial situation or needs.

If we provide advice to you in connection with the acquisition of a financial product, you should read the relevant offer document carefully before making any decision about whether to acquire that product.

Personal financial product advice

When we give you advice that takes into account your objectives, financial situation and needs, we will give you a Statement of Advice to help you understand our advice, so you can decide whether to rely on it.

How are we remunerated?

Our fees are usually determined on a fixed fee or time cost basis plus reimbursement of any expenses incurred in providing the services. Our fees are agreed with, and paid by, those who engage us.

Clients may request particulars of our remuneration within a reasonable time after being given this FSG.

Apart from these fees, DCF, our directors and officers, and any related bodies corporate, affiliates or associates, and their directors and officers, do not receive any commissions or other benefits.

All employees receive a salary, and, while eligible for annual salary increases and bonuses based on overall performance, they do not receive any commissions or other benefits as a result of the services provided to you.

The remuneration paid to our directors reflects their individual contribution to the organisation and covers all aspects of performance.

We do not pay commissions or provide other benefits to anyone who refers prospective clients to us.

Associations and relationships

The Deloitte member firm in Australia (Deloitte Touche Tohmatsu) controls DCF. Please see www.deloitte.com/au/about for a detailed description of the legal structure of Deloitte Touche Tohmatsu.

We, and other entities related to Deloitte Touche Tohmatsu, do not have any formal associations or relationships with any entities that are issuers of financial products. However, we may provide professional services to issuers of financial products in the ordinary course of business.

What should you do if you have a complaint?

Please contact us about a concern:

The Complaints Officer
PO Box N250
Grosvenor Place
Sydney NSW 1220
complaints@deloitte.com.au
Phone: +61 2 9322 7000

If an issue is not resolved to your satisfaction, you can lodge a dispute with the Australian Financial Complaints Authority (**AFCA**). AFCA provides fair and independent financial services dispute resolution free to consumers.

www.afca.org.au
1800 931 678 (free call)
Australian Financial Complaints Authority Limited
GPO Box 3 Melbourne VIC 3001

What compensation arrangements do we have?

Deloitte Australia holds professional indemnity insurance that covers the financial services we provide. This insurance satisfies the compensation requirements of the Corporations Act 2001 (Cth).

Deloitte Corporate Finance Pty Limited, ABN 19 003 833 127, AFSL number 241457 of Level 1 Grosvenor Place, 225 George Street, Sydney NSW 2000
Member of Deloitte Touche Tohmatsu Limited
Deloitte refers to one or more of Deloitte Touche Tohmatsu Limited, a UK private company limited by guarantee, and its network of member firms, each of which is a legally separate and independent entity.

Section Nine



Additional Information

9. Additional Information

9.1. Registration

SiteMinder was registered in New South Wales, Australia on 26 September 2006.

SaleCo was registered in New South Wales, Australia on 27 September 2021.

9.2. Company tax status and financial year

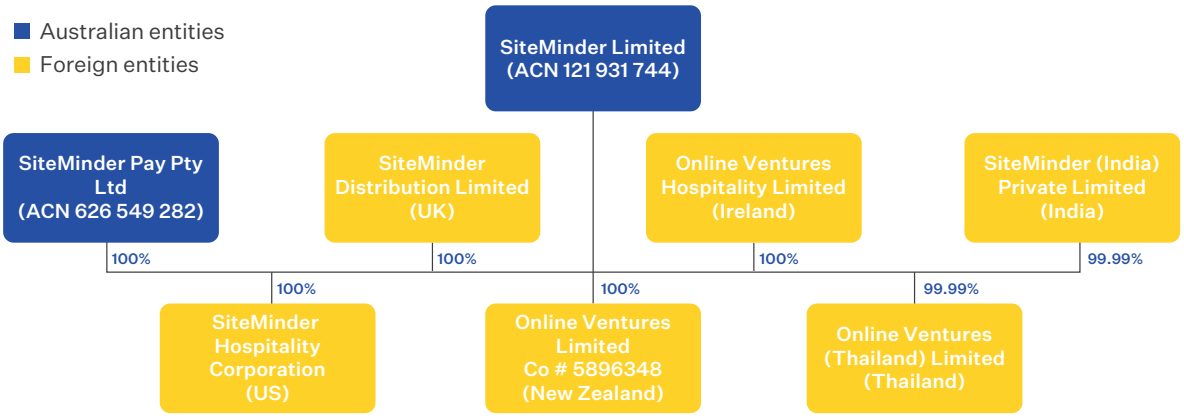
The Company and its subsidiaries are subject to tax at the prevailing rates of tax in the countries in which they operate.

The Company's financial year for taxation purposes ends on 30 June.

9.3. Corporate structure

Figure 35 below shows the entities in the corporate structure of the Group[1]:

Figure 35: Corporate structure



9.4. Capital Restructure

With effect immediately following settlement of the Offer, SiteMinder will restructure its capital so that:

- Series A Convertible Preference Shares, Series B Convertible Preference Shares, Series C Convertible Preference Shares and Series D Convertible Preference Shares convert into Shares (on a one for one basis);
- L Class Shares convert into Shares (on a one for one basis);
- Legacy Options are modified so that they are options over Shares, rather than options over L Class Shares; and
- In respect of the Legacy Incentive Plan, vested interests are cashed out and unvested interests are redeemed and settled via an offer of Performance Rights of equal value under the LTIP (unless a participant is not resident in an eligible jurisdiction, as determined by the Board, in which case the participant's vested interests will be redeemed for a cash payment determined by the Board in accordance with the Legacy Incentive Plan rules).

In addition, with effect immediately following settlement of the Offer:

- The Shareholders Deed in relation to the Company will be terminated. The termination of the Shareholders Deed will result in the Class A Shares having the same rights as, and therefore upon such termination being, Shares; and

1. The Company also has an interest of approximately 5.78% (as at the date of this Prospectus) in Rezdy Pty Limited (**Rezdy**), an online booking platform for tours and activities providers, which is held as a financial asset. Les Szekely (a Director of the Company) is a Director of Rezdy, and Bailador Technology Investments Limited (a major shareholder of the Company) (**Bailador**) has a nominee Director on the Board of Rezdy. Les Szekely, Bailador and Mike Ford each hold, directly or indirectly, a non-controlling (but in the case of Mr Szekely and Bailador, substantial) interest in Rezdy.

- The Company will undertake a Share split on a ratio of 40 for 1 (each Share will be split to become 40 Shares). As a consequence of the share split, the Legacy Options will be restructured so that the number of Legacy Options is multiplied by 40 and the applicable exercise prices are divided by 40 so that the holders of those Legacy Options are in no better or worse position as a consequence of the Share split.

All of the above is collectively referred to in this Prospectus as the **Capital Restructure**. As at Completion of the Offer, the shareholding structure of the Company will be as shown in Section 7.2.

The impacts of the Capital Restructure on SiteMinder's historical statement of financial position and statements of profit or loss are outlined in Sections 4.2.2.2, 4.3.1 and 4.5.1.

9.5. Sales of Shares by SaleCo

SaleCo, a special purpose vehicle, has been established to facilitate the sale of Existing Shares by the Selling Shareholders.

Prior to the lodgement of this Prospectus with ASIC, each of the Selling Shareholders, SaleCo and the Company entered into a deed under which the relevant Selling Shareholder has agreed to sell to SaleCo some or all of their Existing Shares immediately following the completion of the Capital Restructure, which will be sold by SaleCo into the Offer, free from encumbrances and third party rights.

The Existing Shares which SaleCo acquires from the Selling Shareholders will be transferred to Successful Applicants at the Offer Price at the time of Completion of the Offer. The price payable by SaleCo for these Existing Shares is the Offer Price. The Selling Shareholders will pay their pro rata share of the fees of the Joint Lead Managers arising from the Offer.

SaleCo has no material assets, liabilities or operations other than its interests in and obligations under the Underwriting Agreement and the deeds described above. The sole shareholder of SaleCo is Mike Ford, who is also a Director of the Company. Sankar Narayan, Mike Ford and Paul Wilson are the Directors of SaleCo.

The Company has agreed to provide such resources and support as are necessary to enable SaleCo to discharge its functions in relation to the Offer and has indemnified SaleCo in respect of costs of the Offer. The Company has indemnified SaleCo and the shareholders and officers of SaleCo for any loss which they may incur as a consequence of the Offer.

9.6. Material Contracts

9.6.1. Contracts with customers

The Company provides its subscription products and transaction products to customers under contracts that are on the Company's standard terms.

For its subscription products (e.g. Channel Manager, The Booking Engine, Canvas, Business Intelligence and Insights, Little Hotelier), SiteMinder charges a set-up fee and monthly subscription fees (which vary based on the products subscribed for and the number and size of the relevant properties). Some, but not all, customers have a minimum monthly spend requirement; if the customer fails to make the minimum monthly spend for three months in any rolling 12-month period, the Company may terminate the contract and, under some contracts, is entitled to charge a 'Termination Fee'.

For its transaction products (e.g. GDS, Demand Plus, Hotel Payments), SiteMinder typically charges a set-up fee, a monthly fee and a transaction fee per transaction.

Customer agreements are typically entered into on a month-to-month basis or for a term of one to three years, and generally contain auto-renewal provisions, which provide that the agreement will automatically renew unless either party provides notice to terminate the agreement prior to the end of the term. The automatic renewal periods range from one month to a period of the same length as the initial term. The notice period required for the customer to opt-out of the auto-renewal period ranges from 30 to 60 days. Some customer agreements provide a right for either party to terminate for convenience on 30 days' notice during the relevant auto renewal period.

9. Additional Information

9.6.2. Contracts with other hotel technology companies

The Company contracts with key hotel technology companies in the hotel accommodation supply chain often using standard form agreements prepared by the Company:

- **OTAs:** online travel agencies that send guest reservation information to the customer's property management system via SiteMinder's Channel Manager (e.g. Booking.com and Expedia);
- **Metasearch:** online aggregators of the customer's availability, rates and inventory published by OTAs and the customer (e.g. Google Hotel Ads and trivago);
- **GDSs:** providers of network systems that connect hotels and accommodation providers and other travel industry service providers (e.g. airlines, hotels, car rental companies) with brick and mortar travel agencies and corporate travellers and send guest reservation information to the customer's property management system via SiteMinder's Channel Manager (e.g. Sabre); and
- **PMSs:** providers of property management systems to SiteMinder's customers. Some PMSs are part of the Company's Partner Program, through which the PMS can refer new hotel customers to the Company and earn referral rewards in return. The referral rewards vary between PMS (e.g. Mews and Protel).

These agreements typically continue indefinitely until terminated and can usually be terminated for convenience by either party (often on 90 days' prior written notice).

9.6.3. Other key contractual relationships

The Company contracts with Stripe Payments (**Stripe**) to provide its online payment functionality, Hotel Payments. The contracts with Stripe contain automatic renewal periods of 12 months and may be terminated by providing at least 30 or 60 days' notice prior to the commencement of the subsequent automatic renewal period.

9.6.4. Banking Facility

SiteMinder has a revolving credit facility ("Banking Facility") of US$20 million with Silicon Valley Bank. The facility was entered into on 13 October 2020 as part of an amendment to the original loan and security agreement dated 15 December 2017 and matures on 6 October 2023.

- As at the date of this prospectus, the Banking Facility is undrawn. The Banking Facility, for funds drawn accrues interest at a floating per annum rate equal to the greater of: (i) 1.50% above the prime rate; or (ii) a fixed rate of 4.75%.
- The Banking Facility contains positive and negative covenants, including restrictions on incurring additional financial indebtedness and paying out dividends, without Silicon Valley Bank's consent. In addition, the Banking Facility also contains a minimum revenue financial covenant requiring a minimum revenue in an amount equal to 80% of the board approved revenue projections for the relevant testing period, and a minimum liquidity financial covenant of not less than A$7,500,000.
- The Banking Facility is guaranteed by SiteMinder Hospitality Corporation, SiteMinder Distribution Limited, and is secured by a charge over the shares held by SiteMinder Distribution Limited together with a first ranking general security granted by SiteMinder Limited over all its the assets and undertakings.

9.7. Underwriting Agreement

The Offer is fully underwritten by the Joint Lead Managers pursuant to an underwriting agreement dated 17 October 2021 between the Joint Lead Managers, the Company and SaleCo (**Underwriting Agreement**). Under the Underwriting Agreement, the Joint Lead Managers have agreed to arrange, manage and underwrite the Offer.

9.7.1. Fees and expenses

9.7.1.1. Joint Lead Managers' fees

The Company and SaleCo (referred to as "the Offerors" in this summary) have agreed to pay the Joint Lead Managers underwriting and offer management fees of 2.75% of the proceeds of the Offer, in their respective proportions, for managing and underwriting the Offer (**Base Fee**).

In addition, the Company may, in its absolute discretion, elect to pay the Joint Lead Managers an incentive fee of up to 0.5% of the proceeds of the Offer (with each Joint Lead Manager entitled to up to their respective proportion of the maximum amount of the incentive fee) (**Incentive Fee**).

In addition to the fees described above, the Company and SaleCo have agreed to reimburse the Joint Lead Managers for certain agreed costs and expenses incurred by the Joint Lead Managers in relation to the Offer.

9.7.1.2. Other syndicate members' fees

The Co-Lead Manager is entitled to a $1,100,000 share of the Base Fee. The Joint Lead Managers are responsible for the payment of this fee in their respective proportions out of their share of the Base Fee.

The Company may, in its absolute discretion, elect to pay the Co-Lead Manager an incentive fee of up to $200,000, which will be paid out of the Incentive Fee payable to the Joint Lead Managers (so incentive fees payable to the Joint Lead Managers and Co-Lead Manager will not exceed 0.5% of the proceeds of the Offer in aggregate).

The Joint Lead Managers and the Co-Lead Manager are responsible for any fees, commissions or rebates due to any co-managers or Brokers appointed by the Joint Lead Managers.

The Co-Lead Manager, Co-Managers and Brokers appointed by the Joint Lead Managers are entitled to a fee based on the value of each of their final broker allocations under the Offer ("Broker Firm Allocation") calculated as Broker Firm Allocation x 1.5% (inclusive of any applicable GST). The Joint Lead Managers and the Co-Lead Manager are responsible for any fees, commissions or rebates paid on Broker Firm Allocations.

9.7.2. Termination events not subject to materiality

A Joint Lead Manager may, at any time after the date of the Underwriting Agreement until on or before 10.00am on the date of Settlement, terminate the Underwriting Agreement without cost or liability by notice to the Company and SaleCo and the other Joint Lead Managers if any of the following events occur:

- (**disclosures in Prospectus**) a statement contained in this Prospectus or the pathfinder prospectus is or becomes misleading or deceptive (including by omission) in a material respect or a matter required to be included is omitted from this Prospectus, (in each case including having regard to sections 710, 711, 715A or 716) which in either case requires the issue of a supplementary or replacement prospectus in order to comply with the Corporations Act;
- (**disclosures in the Draft Preliminary IOM, U.S. Institutional Offering Memorandum or the Pricing Disclosure Package**) the Draft Preliminary IOM, the U.S. Institutional Offering Memorandum or the Pricing Disclosure Package in relation to the Offer includes an untrue statement of a material fact or an omission of a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading;
- (**market fall**) at any time the S&P/ASX 200 Index to a level that is 85% or less of the level as at the close of trading on the date of this agreement and is at or below that level at the close of trading:
  - for 3 consecutive Business Days during any time after the date of the Underwriting Agreement; or
  - on the Business Day immediately prior to the Settlement date of the Offer;
- (**Supplementary Prospectus**) the Offerors become required to issue, a supplementary prospectus because of a circumstance set out in sections 719(1) or 728 or to amend or supplement, in any material respect, the U.S. Institutional Offering Memorandum or the Pricing Disclosure Package in relaiton to the Offer; or the Offerors lodge a supplementary prospectus with ASIC in a form that has not been approved by the Joint Lead Managers;
- (**unable to issue or transfer**) the Company is prevented from allotting or issuing the New Shares, or SaleCo is prevented from transferring the Existing Shares being sold by the Selling Shareholders, within the time required by the Offer timetable, this Prospectus, the ASX Listing Rules, the ASX Settlement Operating Rules or by any other applicable laws, under an order of a court of competent jurisdiction or a government agency;
- (**constitution**) the Company varies any term of its constitution without the prior written consent of the Joint Lead Managers to the terms of the variation or the Company does not comply with its constitution;
- (**change in management or directors**) a change in the Company's chief executive officer or chief financial officer of the Company is announced or occurs or there is any change in the board of the Company from that disclosed in this Prospectus or the U.S. Institutional Offering Memorandum for the Offer;

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- (**prosecution or fraud**) any of the following occur:
  - a director or proposed director or officer of an Offeror (named in the pathfinder prospectus or Prospectus) or a Group Member has engaged in any fraudulent conduct or activity or is charged with an indictable offence;
  - any government agency commences any public action against an Offeror or a Group Member or any of the directors or officers of an Offeror or a Group Member in their capacity as a director or officer of that entity, or announces that it intends to take that action; or
  - any director or proposed director of an Offeror (named in the pathfinder prospectus or Prospectus) or a Group Member is disqualified from managing a corporation under Part 2D.6; or
  - an Offeror or any Group Member engages in fraudulent conduct or activity, whether or not in connection with the Offer;
- (**legal proceedings**) any regulatory body commences an enquiry or public action against an Offeror or a Group Member;
- (**insolvency**) an Offeror or a Group Member is or becomes insolvent or there is an act or omission which is likely to result in an Offeror or any Group Member becoming insolvent;
- (**Timetable**) any event specified in the Offer timetable to occur up to or including the Settlement date is delayed by more than two Business Days without the prior written consent of the Joint Lead Managers (other than any variation that results from an extension of the exposure period by ASIC);
- (**listing approvals and quotation**) approval is refused or not granted, or approval is granted subject to conditions other than customary conditions, to:
  - the Company's admission to the official list of ASX on or before the listing approval date; or
  - the quotation of all of the Shares on ASX, or for the Shares to be traded through CHESS on or before the quotation date,
  - or if granted, the approval is subsequently withdrawn, qualified (other than by customary conditions) or withheld;
- (**notifications**) any of the following notifications are made in respect of the Offer or certain Offer documents:
  - ASIC issues an order (including an interim order) under section 739 and any such order becomes public or is not withdrawn within 2 Business Days of when it was made, or if it is made within 2 Business Days of the Settlement date, it has not been withdrawn before the Settlement date;
  - ASIC gives notice of a hearing under section 739(2);
  - an application is made by ASIC for an order under Part 9.5 in relation to the Offer or certain Offer documents or ASIC commences any investigation or hearing under Part 3 of the ASIC Act in relation to the Offer or certain Offer documents and any such application, investigation or hearing (as applicable) becomes public or is not withdrawn within 2 Business Days of when it is made or commenced (as applicable), or if it is made or commenced (as applicable) within 2 Business Days of the Settlement date, it has not been withdrawn before the Settlement date;
  - any person (other than a Joint Lead Manager) who has previously consented to the inclusion of its name in the Prospectus withdraws that consent; or
  - any person (other than a Joint Lead Manager) gives a notice under section 730 in relation to the Prospectus.
- (**withdrawal**) an Offeror withdraws the Prospectus, or the U.S. Institutional Offering Memorandum for the Offer, or all or any part of the Offer or indicates that it does not intend to proceed with the Offer or any part of either;
- (**certificate**) an Offeror does not provide certain certificates as and when required by the Underwriting Agreement; or
- (**force majeure**) there is an event or occurrence, including:
  - any statute, order, rule, regulation, directive or request (including one compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any government agency, orders of any courts or other action which has this impact; or
  - any acts of God or other natural forces, civil unrest or other civil disturbance, currency restriction, embargo, action or inaction by a government agency, or any other event similar to the aforementioned,

  which makes it illegal for the Joint Lead Managers to satisfy an obligation under the Underwriting Agreement or to market, promote or settle the Offer, in each case at within the time period required by the Underwriting Agreement.

9.7.3. Termination events subject to materiality

A Joint Lead Manager may, at any time after the date of the Underwriting Agreement until on or before 10.00am on the date of Settlement terminate the Underwriting Agreement without cost or liability by notice to the Company and SaleCo and the other Joint Lead Managers if any event listed below occurs and there are reasonable grounds that the event:

(a) has or is likely to have a materially adverse effect on the outcome, success, settlement or marketing of the Offer, or on the ability of the Joint Lead Managers to market, promote or settle the Offer, or the willingness of investors to subscribe for Shares under the Offer; or

(b) has given, or is likely to give rise to a liability of the Joint Lead Manager or its affiliates under, or a contravention by the Joint Lead Manager or its affiliates or the Joint Lead Manager or its affiliate being involved in a contravention of, any applicable law.

The events referred to above include:

- (**new circumstances**) there occurs a new circumstance that arises after the Prospectus is lodged with ASIC, that would have been required to be included in the Prospectus if it had arisen before lodgment;
- (**disclosures in Due Diligence Report and any other information**) the final report of the due diligence committee estabilished connection with the Offer, or verification material or any other information supplied by or on behalf of an Offeror to the Joint Lead Managers in relation to the Group or the Offer (including any information supplied prior to the date of the Underwriting Agreement) is or becomes untrue, incorrect, misleading or deceptive (including by way of omission);
- (**adverse change**) any adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of the Group, including any adverse change in the assets, liabilities, financial position or performance, profits, losses or prospects of the Group from those respectively disclosed in certain Offer documents;
- (**forward looking statements**) certain Offer documents include any prospective information, expression of opinion, belief, intention or expectation which, in the opinion of the Joint Lead Manager:
  - is not, or ceases to be, based on reasonable grounds (including having regard to ASIC Regulatory Guide 170); or
  - is or becomes incapable of being met or is unlikely to be met in the projected timeframe;
- (**breach**) an Offeror defaults on one or more of its obligations under the Underwriting Agreement;
- (**representations, warranties and undertakings**) a representation, warranty, undertaking or obligation contained in the Underwriting Agreement on the part of an Offeror (whether severally or jointly) is breached, becomes not true or correct or is not performed;
- (**escrow**) any of the Escrow Deeds are withdrawn, varied, terminated, rescinded, altered, amended, breached or found to be void or are unable to be performed;
- (**sale by Selling Shareholders**) the share sale deed described in Section 9.5 is withdrawn, varied, terminated, rescinded, altered, amended, breached or found to be void or is unable to be performed;
- (**legal proceedings**) the commencement or escalation of legal proceedings against an Offeror or any Group Member or against any director or officer of an Offeror or any Group Member;:
- (**accuracy of certificate**) a statement in certain certifcates to be given under the Underriting Agreement is inaccurate, incorrect, untrue, false, misleading or deceptive (including by way of omission);
- (**hostilities**) hostilities not presently existing commence (whether war has been declared or not) or an escalation in existing hostilities occurs (whether war has been declared or not) involving any 1 or more of Australia, New Zealand, the United States, the United Kingdom, the People's Republic of China or Hong Kong or a national emergency is declared by any 1 of those countries or there is a major escalation in a national emergency in any 1 of those countries or a major terrorist act is perpetrated in any 1 of those countries;
- (**change of law**) there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State or Territory of Australia, a new law, or the Reserve Bank of Australia, or any Commonwealth or State authority, including ASIC, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of the Underwriting Agreement), any of which does or is likely to prohibit or regulate the Offer, capital issues or stock markets or affect the taxation treatment of the Shares offered under the Offer as contemplated in the Prospectus; or

- (**disruption in financial markets**) any of the following occurs:
  - a general moratorium on commercial banking activities in Australia, the People's Republic of China, Singapore, Hong Kong, the United Kingdom or the United States is declared by the relevant central banking authority in those countries, or there is a disruption in commercial banking or security settlement or clearance services in any of those countries;
  - any disruption or change to the financial markets, political or economic conditions or currency exchange rates or controls of Australia, Hong Kong, the United Kingdom or the United States or the international financial markets, or any adverse change in national or international political, financial or economic conditions; or
  - trading in all securities quoted or listed on ASX, New York Stock Exchange, NASDAQ, the London Stock Exchange, the Hong Kong Stock Exchange or the Tokyo Stock Exchange is suspended or limited in a material respect for one day (or a substantial part of one day) on which that exchange is open for trading.

9.7.4. Representations, warranties, undertakings and other terms

The Underwriting Agreement contains certain standard representations, warranties and undertakings by the Company and SaleCo to the Joint Lead Managers.

The representations and warranties given by the Company and SaleCo relate to matters such as conduct of the Company and SaleCo, power and authorisations, information provided by the Company and SaleCo, financial information, information in this Prospectus, the conduct of the Offer, compliance with laws, the ASX Listing Rules and other legally binding requirements.

The Company's undertakings include, among other things, that it will not:

- contravene applicable law;
- not, without the prior written consent of the Joint Lead Managers at any time after the date of the agreement and before the expiration of 180 days after Completion of the Offer, allot or agree to allot, or indicate in any way that it may or will allot or agree to allot, any shares or other securities that are convertible or exchangeable into equity, or that represent the right to receive equity, of the Company or any member of the Group other than under the Offer, the Underwriting Agreement, an employee share plan, a dividend reinvestment or a bonus share plan described in the Prospectus or as otherwise disclosed in the Prospectus;
- until the expiration of 180 days after Completion of the Offer, conduct its business and procure that each other member of the Group conducts its business, in the ordinary course and not dispose (or permit any other member of the Group to dispose) of any part of its (or their) business or property except in the ordinary course or as disclosed in the Prospectus; and
- not withdraw the Offer (or any part of it) after lodgement of the Prospectus.

9.7.5. Indemnity

Subject to certain customary exclusions (including gross negligence, wilful misconduct or fraud of an indemnified party), the Company agrees to keep the Joint Lead Managers and certain affiliated parties indemnified from losses suffered in connection with the Offer.

9.8. Voluntary escrow arrangements

9.8.1. Escrow arrangements

The following shareholders are subject to voluntary escrow arrangements:

Table 35: Voluntary escrow arrangements

Shareholder	Number of Escrowed Shares	Escrow Period[1]
Bellite Pty Ltd[2]	15,284,882	Release of FY22 results
Michael Ford	12,453,770	Release of FY22 results
Bailador Technology Investments[3]	16,711,400	Release of FY22 results
Sankar Narayan	7,095,320	Release of FY22 results
Jonathan Kenny	1,032,360	Release of FY22 results
Michael Rogers	2,300,353	Release of FY22 results
Other Existing Shareholders	8,039,233	Release of FY22 results

Notes:

1. Escrow period ends at 4:00pm on the trading day after the date on which the Company releases to the ASX its financial results for the financial year ending 30 June 2022.
2. An entity controlled by Les Szekely.
3. Paul Wilson is a co-founder and Managing Partner of Bailador Technology Investments Limited.

Each Escrowed Shareholder has agreed to enter into an Escrow Deed in respect of their Shareholding on Completion of the Offer (other than Shares acquired under the Offer), which prevents them from disposing of their respective Escrowed Shares for the applicable Escrow Period as described above.

The restriction on disposing is broadly defined in the voluntary Escrow Deeds outlined in this Section 9.8. It restricts the Escrowed Shareholder from, among other things, selling, assigning, transferring or otherwise disposing of any legal, beneficial or economic interest in the Escrowed Shares, creating or agreeing to create a security interest over the Escrowed Shares, doing, or omitting to do, any act if the act or omission would have the effect of transferring effective ownership or control of any of the Escrowed Shares or agreeing to do any of those things.

9.8.2. Restrictions on transfers

During the Escrow Period, Escrowed Shareholders whose Shares remain subject to escrow may deal in any of their Escrowed Shares to the extent that the dealing is:

- As a result of a bona fide third-party offer under a takeover bid or the transfer or cancellation of the Escrowed Shares under a scheme of arrangement;
- An encumbrance of any or all Escrowed Shares to a bona fide third-party financial institution as securities for a loan, hedge or other financial accommodation;
- Required by applicable law, including an order of a court of competent jurisdiction (provided that any recipient of the Escrowed Shares will no longer be bound by any holding lock or restrictions on dealing with respect to the Escrowed Shares); or
- A transfer by the personal representative of the Escrowed Shareholder to whom the Escrowed Shares have been bequeathed (provided that any recipient of the Escrowed Shares will no longer be bound by any holding lock or restrictions on dealing with respect to the Escrowed Shares).

9. Additional Information

9.9. Litigation and claims

The Company may, from time to time, be party to litigation and other claims and disputes incidental to the conduct of its business, including employment disputes, contractual disputes, indemnity claims and occupational and personal claims. Such litigation, claims and disputes, including the costs of settling claims and operational impacts, could materially adversely affect the Company's business, operating and financial performance.

As far as the Directors are aware however, there is no current or threatened civil litigation, arbitration proceeding or administrative appeal, or criminal or Governmental prosecution of a material nature in which the Company is directly or indirectly concerned, which is likely to have a material adverse impact on the business or financial position of the Company.

9.10. Ownership restrictions

The sale and purchase of Shares in Australia are regulated by a number of laws that restrict the level of ownership or control by any one person (either alone or in combination with others). This Section 9.10 contains a general description of these laws.

9.10.1. Corporations Act

The takeover provisions in Chapter 6 of the Corporations Act restrict acquisitions of shares in listed companies, and unlisted companies with more than 50 members, if the acquirer's (or another party's) voting power would increase to above 20%, or would increase from a starting point that is above 20% and below 90%, unless certain exceptions apply. The Corporations Act also imposes notification requirements on persons having voting power of 5% or more in the Company either themselves or through an associate.

9.10.2. *Foreign Acquisitions and Takeovers Act 1975* (Cth) and Federal Government Foreign Investment Policy

Generally, the *Foreign Acquisitions and Takeovers Act 1975* (Cth) (**FATA**) applies to acquisition of shares and voting power in a company of 20% or more by a single foreign person and its associates (**Substantial Interest**), or 40% or more by two or more unassociated foreign persons and their associates (**Aggregate Substantial Interest**), where the acquisition meets a threshold value (which varies by investor type and industry). Where a foreign person holds a Substantial Interest in SiteMinder or foreign persons hold an Aggregate Substantial Interest in SiteMinder, SiteMinder will be a 'foreign person' for the purposes of FATA.

In addition, FATA applies to acquisitions of a direct interest in an Australian company by foreign governments and their related entities irrespective of the acquisition value. A 'direct interest' is an interest of 10% in the entity but may also include an interest of less than 10% where the investor has entered into business arrangements with the entity or the investor is in a position to influence or participate in the management and control or policy of the entity. There are exemptions which can apply to certain acquisitions.

Where FATA applies to the acquisition, the acquisition may not occur unless notice of it has been given to the Federal Treasurer and the Federal Treasurer has either notified that there is no objection to the proposed acquisition (with or without conditions) or a statutory period has expired without the Federal Treasurer objecting.

An acquisition to which the FATA applies may be the subject of a divestment order by the Federal Treasurer unless the process of notification, and either a non-objection notification or expiry of a statutory period without objection, has occurred. Criminal offences and civil penalties can apply to failing to give notification of certain acquisitions, undertaking certain acquisitions without no objection notification or contravening a condition in a no objection notification.

9.11. Regulatory relief

9.11.1. ASIC exemptions and relief

ASIC has granted an exemption to ensure that the on-sale restrictions in section 707(3) of the Corporations Act do not apply to Shares that are to be issued at some future point in time after Completion upon the exercise of Legacy Options on issue under the 2017 Option Plan.

9.11.2. ASX waivers and confirmation

The ASX has given in principle advice that it will grant the following Listing Rule waivers and confirmations:

- Confirmation of the Company's suitability for admission to the Official List of the ASX as an ASX Listing under ASX Listing Rule 1.1, conditions 1 and 1.19;
- Confirmation that the Company may seek admission to the Official List of the ASX under the assets test in ASX Listing Rule 1.3;
- Confirmation that the mandatory escrow provisions in Chapter 9 of the ASX Listing Rules will not apply to the Company, having regard to the fact that the Company has an acceptable track record of revenue;
- Confirmation that the form of the Constitution of the Company is acceptable to the ASX pursuant to condition 2 of ASX Listing Rule 1.1;
- Confirmation that the Company may undertake deferred and conditional settlement trading of the Shares, subject to certain conditions to be approved by the ASX; and
- Confirmation that the timetable the Company has adopted in connection with the Offer is acceptable to the ASX for the purposes of Listing Rule 7.40.

The Company has applied to the ASX for the following Listing Rule waivers and confirmations:

- Waivers from Listing Rule 10.14 in connection with the LTIP; and
- A waiver from Condition 12 of ASX Listing Rule 1.1 in respect of Performance Rights and Legacy Options on issue with an exercise price that is less than 20 cents; and
- A waiver from Listing Rule 6.23.3 (or confirmation that it does not apply) and a waiver of Listing Rule 6.23.4 in respect of connection with a cashless exercise mechanism in the 2017 Option Plan and the LTIP.

9.12. Taxation considerations

9.12.1. Taxation considerations

The following comments provide a general summary of Australian taxation issues for Australian tax resident investors who acquire shares under this Prospectus.

The categories of investors considered in this summary are limited to individuals, certain companies, trusts, partnerships and complying superannuation funds, each of whom hold their shares on capital account for income tax purposes.

These comments do not apply to investors that hold their shares on revenue account or as trading stock for income tax purposes, or to non-Australian tax resident investors. They also do not apply to investors that are banks, insurance companies or taxpayers that carry on a business of trading in shares, or investors who are exempt from Australian income tax or subject to concessional tax regimes (for example the Australian Investment Manager Regime). This summary also does not cover the consequences for Australian tax resident investors who are subject to the Taxation of Financial Arrangements rules (i.e. TOFA regime) contained in Division 230 of the *Income Tax Assessment Act 1997* (Cth). These investors should seek their own professional advice based on their particular facts.

Tax laws are complex and subject to ongoing change. The comments below are based on the *Income Tax Assessment Act 1936* (Cth), the *Income Tax Assessment Act 1997* (Cth), the *A New Tax System (Goods and Services Tax) Act 1999* (Cth), relevant stamp duty legislation, applicable case law and published Australian Taxation Office and State/Territory revenue authority rulings, determinations and statements of administrative practice at the date of this Prospectus. The tax consequences discussed below may alter if there is a change to relevant tax law after the date of this Prospectus. If there is a change, including a change having retrospective effect, the income tax, stamp duty and GST consequences should be reconsidered by investors in light of the changes. The summary provided below does not take into account the tax law of countries other than Australia.

9. Additional Information

This summary is general in nature and is not intended to be an authoritative or complete statement of the applicable law. This summary does not constitute financial product advice as defined in the *Corporations Act 2001* (Cth). The Company and its advisers disclaim all liability to any investor or other party for all costs, loss, damage and liability that the investor or other party may suffer or incur arising from, relating to or in any way connected with the contents of this summary or the provision of this summary to the investor or other party or the reliance on this summary by the investor or other party.

The precise implications of ownership or disposal of the shares will depend upon each investor's specific circumstances. Investors should seek professional advice on the taxation implications of acquiring, owning and disposing of shares, taking into account their specific circumstances.

9.12.2. Dividends on a share

Individuals and complying superannuation entities

Dividends distributed by the Company on a share will constitute assessable income of an Australian tax resident investor for Australian income tax purposes.

Australian tax resident investors who are individuals or complying superannuation entities should include the dividend in their assessable income in the year they derive the dividend and, on the proviso they are a 'qualified person' (refer to further comments below), any franking credit attached to that dividend should also be included in their assessable income for the same income year. Where a franking credit is included in the investor's assessable income, the investor will generally be entitled to a corresponding tax offset against tax payable on the investor's taxable income, subject to being a 'qualified person'. Where an investor is an individual or a complying superannuation entity, the investor will generally be entitled to a refund of tax to the extent that the franking credit tax offset exceeds the investor's income tax liability for the income year.

Where a dividend paid by the Company is unfranked, the investors will receive no tax offset.

Corporate investors

Where an investor is a company, the investor is required to include both the dividend and associated franking credit in their assessable income subject to being a 'qualified person'. A tax offset is then allowed up to the amount of the franking credit on the dividend.

An Australian resident corporate investor should be entitled to a credit in its own franking account to the extent of the franking credit attached to the dividend received. Such corporate investors can then pass on the benefit of franking credits to their own investor(s) on the payment of dividends.

Excess tax offsets from franking credits arising in any income year will not usually give rise to a refund, but may be able to be converted into carry forward tax losses.

Investors that are companies should seek specific advice regarding the tax consequences of dividends received in respect of the shares they hold and the calculation and availability of carry forward tax losses arising from excess tax offsets.

Trusts and partnerships

Investors who are trustees (other than trustees of complying superannuation entities) or partnerships should include the dividend and any associated franking credit in their assessable income in the year of derivation in determining the net income of the trust or partnership.

Subject to being a 'qualified person', the relevant beneficiary or partner may be entitled to a tax offset equal to the beneficiary's or partner's share of the franking credit received by the trust or partnership.

The relevant beneficiary or partner should seek specific advice regarding the tax consequences of distributions or dividends received in respect of shares held.



Shares held at risk

To be eligible for the franking credit tax offset, an investor must be a 'qualified person'. Broadly, to be a qualified person, an investor must satisfy the 'holding period' rule and 'related payments' rule.

The holding period rule broadly requires an investor to hold the shares 'at risk' for more than 45 days continuously (measured as the period commencing the day after the investor acquires the shares and ending on the 45th day after the day on which the shares become ex-dividend, i.e. excluding the days of acquisition and disposal). Any day on which an investor has a materially diminished risk of loss or opportunity for gain (through transactions such as granting options or warrants over shares or entering into a contract to sell the shares) will not be counted as a day on which the investor held the shares 'at risk'. This holding period rule is subject to certain exceptions, including that it will not apply to an investor who is an individual whose tax offset entitlement (from all franked distributions received in the income year) does not exceed $5,000 and to whom the related payments rule does not apply. Special rules apply to trusts and beneficiaries.

Under the related payments rule, a different testing period applies where the investor has made, or is under an obligation to make, a related payment in relation to a dividend. Broadly, a related payment is one where an investor or their associate passes on the benefit of the dividend to another person. The related payments rule requires the investor to have held the shares at risk for a continuous period of 45 days in the period commencing on the 45th day before, and ending on the 45th day after, the day on which the shares become ex-dividend. Practically, this should not impact investors who do not pass the benefit of the dividend to another person. Investors should seek professional advice to determine if these requirements, as they apply to them, have been satisfied.

Dividend washing rules can apply such that no tax offset is available (nor is an amount required to be included in assessable income for the tax offset) for a dividend received. Investors should consider the impact of these as well as other integrity measures which may apply to the claiming of tax offsets, having regard to their own facts and circumstances.

9.12.3. Disposal of shares

The disposal of a share by an Australian tax resident investor will be a capital gains tax ('**CGT**') event. The investor will make a capital gain where the capital proceeds received on the disposal of the share exceeds the cost base of the share, and will make a capital loss where the reduced cost base of the share exceeds the capital proceeds from the disposal of that share. Capital losses incurred may only be offset against capital gains made by the investor in the same income year or future income years, subject to certain loss recoupment tests being satisfied. Capital losses cannot be offset against other forms of assessable income. Broadly, the cost base and reduced cost base of a share will be equal to the amount paid to acquire the share (including certain other costs, such as incidental costs of acquisition and disposal). In the case of an arm's length on-market sale, the capital proceeds will generally be the cash proceeds from the sale.

Generally, a net capital gain arises where a taxpayer's capital gains for a year exceed their capital losses for that year, plus any unused capital losses from prior years. A net capital loss arises where a taxpayer's capital losses for a year exceed their capital gains for that year. A net capital gain is included in an investor's assessable income whereas a net capital loss is carried forward and may be available to be offset against capital gains of later years (subject to the satisfaction of the loss recoupment rules for companies).

If an investor is an individual, complying superannuation entity or trust, and has held the share for at least 12 months or more before disposal of the share, the investor may be entitled to apply a 'CGT discount' against the net capital gain made on the disposal of the share. Where the CGT discount applies, any net capital gain arising to individuals and entities acting as trustees (other than a trust that is a complying superannuation entity) may be reduced by one-half. For a complying superannuation entity, any net capital gain may be reduced by one-third.

Where the investor is the trustee of a trust that has held the shares for more than 12 months before disposal, the CGT discount may flow through to the beneficiaries of the trust if those beneficiaries are not companies. Investors that are trustees should seek specific advice regarding the tax consequences of distributions to beneficiaries who may qualify for discounted capital gains.

9. Additional Information

9.12.4. Goods and Services Tax (GST)

No GST should be payable by investors in respect of the acquisition or disposal of their shares, regardless of whether the investor is registered for GST.

Investors may not be entitled to claim input tax credits in respect of any GST included in the costs they have incurred in connection with their acquisition of the shares. Separate GST advice should be sought by investors in this respect, relevant to their particular circumstances.

No GST should be payable by investors on receiving dividends distributed by the Company.

9.12.5. Stamp duty

Investors should not be liable for stamp duty in respect of their holding of shares, unless they acquire, either alone or with an associated/related person, an interest of 90% or more in the Company. Under current stamp duty legislation, no stamp duty would ordinarily be payable by investors on any subsequent transfer of the listed shares.

Investors should seek their own advice as to the impact of stamp duty in their own particular circumstances.

9.12.6. Tax file numbers (TFN)

Investors are not required to quote their Tax File Number ('**TFN**') or, where relevant, Australian Business Number ('**ABN**') to the Company. However, if a valid TFN, a valid ABN or exemption details are not provided, Australian income tax may be required to be deducted by the Company from certain distributions and/or unfranked dividends at the maximum marginal tax rate plus any relevant levy (e.g. Medicare levy). Australian tax should not be required to be deducted by the Company in respect of fully franked dividends.

An investor that holds shares as part of an enterprise may quote their ABN instead of their TFN.

9.13. Selling restrictions

This Prospectus does not constitute an offer of Shares in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the Shares may not be offered or sold, in any country outside Australia or New Zealand except to the extent permitted below.

The Offer is being extended to New Zealand investors under the Mutual Recognition Regime. Important information specific to New Zealand investors is provided in the Important Notices section of this Prospectus under the heading 'Important notice to New Zealand investors'.

9.13.1. Bermuda

The Company has not been, and will not be, registered under the laws and regulations of Bermuda, nor has any regulatory authority in Bermuda passed comment upon or approved the accuracy or adequacy of this document. No offer or invitation to subscribe for the Shares will be made to the public in Bermuda. The Shares may be offered or sold in Bermuda only in compliance with the provisions of the Investment Business Act of 2003 (as amended) of Bermuda, which regulates the sales of securities in Bermuda. No invitation is being made to persons resident in Bermuda for exchange control purposes to subscribe for any of the Shares.

9.13.2. Cayman Islands

The Company is not licensed to conduct investment business in the Cayman Islands by the Cayman Islands Monetary Authority and this document does not constitute an offer to members of the public of the Shares, whether by way of sale or subscription, in the Cayman Islands. The Shares have not been offered or sold, and will not be offered or sold, directly or indirectly, to members of the public (as defined in the Securities Investment Business Act (2020 Revision)) in the Cayman Islands.

9.13.3. European Union (Belgium, Denmark, Germany, Luxembourg, the Netherlands and Sweden)

This document has not been, and will not be, registered with or approved by any securities regulator in Belgium, Denmark, Germany, Luxembourg, the Netherlands or Sweden. Accordingly, this document may not be made available, nor may the Shares be offered for sale, in Belgium, Denmark, Germany, Luxembourg, the Netherlands or Sweden except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the 'Prospectus Regulation').

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of Shares in Belgium, Denmark, Germany, Luxembourg, the Netherlands and Sweden is limited to persons who are 'qualified investors' (as defined in Article 2(e) of the Prospectus Regulation).

9.13.4. France

The Shares have not been offered or sold and will not be offered or sold, directly or indirectly, to the public in France other than to qualified investors as defined in Article 2(e) of Regulation (EU) 2017/1129 (the 'Prospectus Regulation').

This document and any other offering material relating to the Shares have not been, and will not be, submitted to the Autorité des marchés financiers ('**AMF**') for approval in France and, accordingly, may not be distributed or caused to be distributed, directly or indirectly, to the public in France.

Any offer or transfer of the Shares or distribution of Offer documents has only been and will only be made in France in accordance with Articles L. 411-1 and L. 411-2 of the French Monetary and Financial Code.

9.13.5. Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the 'SFO'). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the Shares have not been and will not be offered or sold in Hong Kong other than to 'professional investors' (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any of the contents of this document, you should obtain independent professional advice.

9.13.6. Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The Shares may not be offered or sold, directly or indirectly, in Norway except to 'qualified investors' (as defined in the Prospectus Regulation 2017/1129 Article 2(e), cf. the Norwegian Securities Trading Act of 29 June 2007 no. 75 Section 7-1 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

9. Additional Information

9.13.7. Singapore

This document and any other materials relating to the Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Shares, may not be issued, circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) of Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the 'SFA'), or as otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an 'institutional investor' (as defined in the SFA) or (iii) an 'accredited investor' (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

9.13.8. Switzerland

The offering of the Shares in Switzerland is exempt from requirement to prepare and publish a prospectus under the Swiss Financial Services Act ('FinSA') because such offering is made to professional clients within the meaning of the FinSA only and the Shares will not be admitted to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. This document does not constitute a prospectus or a similar communication pursuant to the FinSA, and no such prospectus has been or will be prepared for or in connection with the offering of the Shares.

9.13.9. United Arab Emirates

Neither this document nor the Shares have been approved or passed on in any way by the Emirates Securities and Commodities Authority ('ESCA') or any other governmental authority in the United Arab Emirates. The Company has not received authorisation or licensing from the ESCA or any other governmental authority to market or sell the Shares within the United Arab Emirates. This document does not constitute, and may not be used for the purpose of, an offer of securities in the United Arab Emirates (excluding the Dubai International Financial Centre and the Abu-Dhabi Global Market). No services relating to the Shares, including the receipt of applications, may be rendered within the United Arab Emirates (excluding the Dubai International Financial Centre and the Abu-Dhabi Global Market).

In the Abu Dhabi Global Market and the Dubai International Financial Centre, the Shares may be offered, and this document may be distributed, only as an 'Exempt Offer', as defined and in compliance with the Markets Rules issued by the Abu Dhabi Financial Services Regulatory Authority and the Dubai Financial Services Authority, respectively. Neither this document nor the Shares have been approved or passed on in any way by either of these regulatory authorities.

9.13.10. United Kingdom

Neither the information in this document nor any other document relating to the Offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ('FSMA')) has been published or is intended to be published in respect of the Shares.

This document is issued on a confidential basis to 'qualified investors' (within the meaning of Article 2(e) of the UK Prospectus Regulation) in the United Kingdom, and the Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FMSA) received in connection with the issue or sale of the Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) ('investment professionals') of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended ('FPO'), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together 'relevant persons'). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

9.13.11. United States

This Prospectus may not be distributed to, or relied upon by, any person in the United States, unless it forms part of the U.S. Institutional Offering Memorandum for the purposes of the Institutional Offer.

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States.

The Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws.

9.13.12. Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of Shares only in the Provinces of British Columbia, Ontario and Quebec (the 'Provinces') and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such Shares. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are 'accredited investors' within the meaning of National Instrument 45-106 – Prospectus Exemptions or section 73.3 of the Securities Act (Ontario) (collectively 'NI 45-106').

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the Shares or the offering of Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of Shares or the resale of such securities. Any person in the Provinces lawfully participating in the Offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the Shares outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the Shares.

The Company as well as its Directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its Directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgement against the Company or such persons in Canada or to enforce a judgement obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also complies with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

9. Additional Information

Statutory rights of action for damages and rescission

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the Shares purchased pursuant to this document (other than (a) a 'Canadian financial institution' or a 'Schedule III bank' (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against the Company if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the Company. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the Shares during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against the Company, provided that:

(a) the Company will not be liable if it proves that the purchaser purchased the Shares with knowledge of the misrepresentation;

(b) in an action for damages, the Company is not liable for all or any portion of the damages that the Company proves does not represent the depreciation in value of the Shares as a result of the misrepresentation relied upon; and

(c) in no case shall the amount recoverable exceed the price at which the Shares were offered.

Section 138 of the Securities Act (Ontario) provides that no action shall be commenced to enforce these rights more than:

(a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or

(b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action.

These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations

Prospective purchasers of the Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the Shares as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

Language of documents in Canada

Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.

9.14. Consents to be named and disclaimers of responsibility

Each of the parties listed below in this section as a consenting party, to the maximum extent permitted by law, expressly disclaims all liabilities in respect of, makes no representations regarding and takes no responsibility for, any statements in or omissions from this Prospectus, other than the reference to its name in the form and context in which it is named and a statement or report included in this Prospectus with its consent as specified below.

Each of the parties listed below has given and has not, at the time of lodgement of this Prospectus with ASIC, withdrawn its written consent to the inclusion of statements in this Prospectus that are specified below in the form and context in which the statements appear:

- Each of UBS AG, Australia Branch, Barrenjoey Advisory Pty Limited and Goldman Sachs Australia Pty Ltd has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as Joint Lead Manager and Underwriter (and in the case of UBS AG, Australia Branch, the Sole Global Co-ordinator) to the Offer in the form and context in which it is named;
- Ord Minnett Limited has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as Co-Lead Manager to the Offer in the form and context in which it is named;
- Each of Crestone Wealth Management Limited, JBWere Limited and Commonwealth Securities Limited has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as Co-Manager to the Offer in the form and context in which it is named;
- Gilbert + Tobin has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as Australian legal adviser (other than in relation to taxation matters) to the Company and SaleCo in relation to the Offer in the form and context in which it is named;
- Deloitte Corporate Finance Pty Ltd has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as Investigating Accountant to the Company in relation to the Historical Financial Information in the form and context in which it is named and to the inclusion of its Investigating Accountant's Report on the Historical Financial Information set out in Section 8 in the form and context in which it appears in this Prospectus;
- Deloitte Touche Tohmatsu has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as the auditor of the Company;
- PricewaterhouseCoopers has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as tax adviser to the Company in the form and context in which it is so named;
- Phocuswright has given, and has not withdrawn before lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus in relation to the inclusion in this Prospectus of references to the data we obtained from Phocuswright in the form and context in which they are included. Phocuswright takes no responsibility for any part of this Prospectus other than any reference to its name and its report;
- Frost & Sullivan has given, and has not withdrawn before lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus in relation to the inclusion in this Prospectus of references to the report we commissioned Frost & Sullivan to prepare in the form and context in which they are included. Frost & Sullivan takes no responsibility for any part of this Prospectus other than any reference to its name and its report; and
- Automic Pty Ltd has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as Share Registry of the Company in the form and context in which it is named. Automic Pty Ltd has had no involvement in the preparation of any part of this Prospectus other than being named as Share Registry to the Company. Automic Pty Ltd has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

9. Additional Information

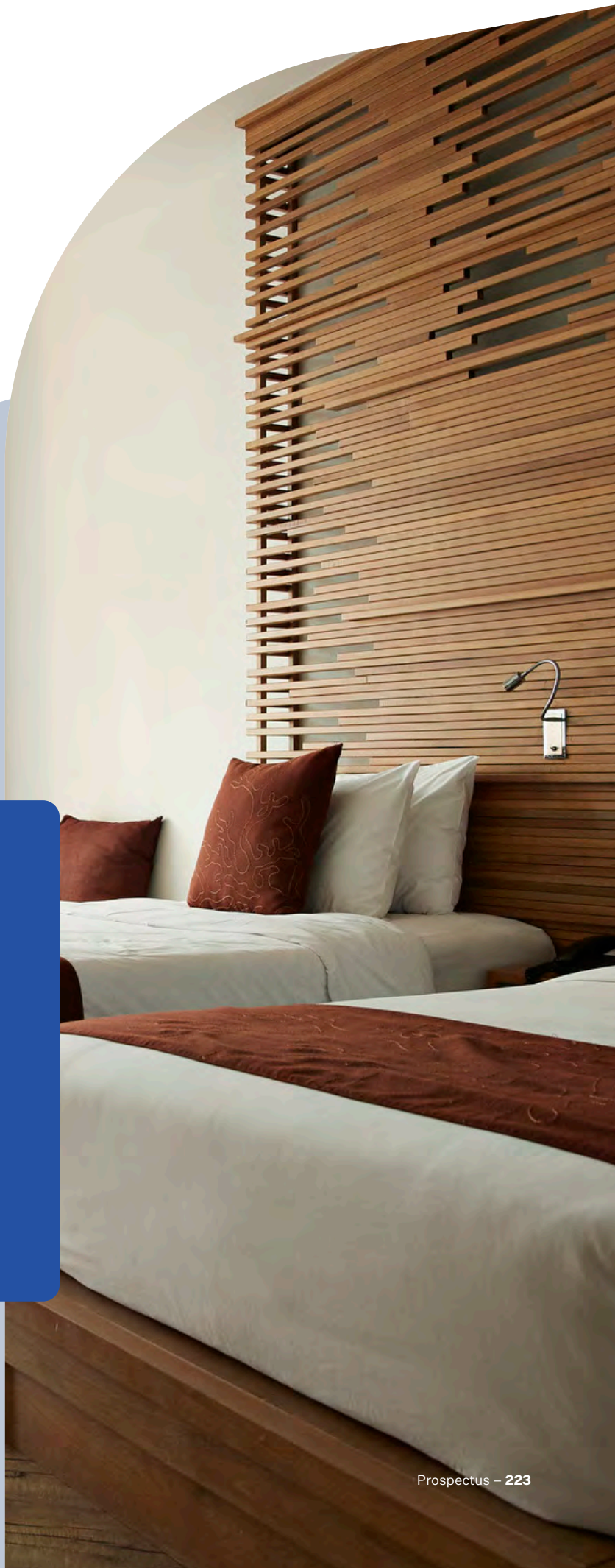
9.15. Governing law

This Prospectus and the contracts that arise from the acceptance of the Applications and bids under the Prospectus are governed by the laws applicable in New South Wales and each Applicant submits to the exclusive jurisdiction of the courts of New South Wales.

9.16. Statement of Directors

This Prospectus is authorised by each Director of the Company and SaleCo who consents to its lodgement with ASIC and its issue.

Appendix A



Significant Accounting Policies

Appendix A: Significant Accounting Policies

The significant accounting policies adopted in the preparation of the Historical Financial Information in Section 4 are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

We have adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('**AASB**') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Basis of preparation

Our general purpose financial statements for FY21 have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the Corporations Act 2001, as appropriate for for-profit oriented entities. The financial statements comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('**IASB**').

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for financial assets at fair value through other comprehensive income and derivatives measured at fair value through profit or loss.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of SiteMinder Limited as at 30 June 2021 and the results of all subsidiaries for the year then ended.

Subsidiaries are all those entities over which we have control. We control an entity when we are exposed to, or have rights to, variable returns from our involvement with the entity and have the ability to affect those returns through our power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to us. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies we have adopted.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Where we lose control over a subsidiary, we derecognise the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. We recognise the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Foreign currency translation

The financial statements are presented in Australian dollars, which is SiteMinder Limited's functional and presentation currency.

Foreign currency transactions

Foreign currency transactions are translated into the entity's functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Revenue recognition

We recognise revenue as follows:

Revenue from contracts with customers

Revenue is recognised at an amount that reflects the consideration to which we are expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, we: identify the contract with a customer; identify the performance obligations in the contract; determine the transaction price which takes into account estimates of variable consideration and the time value of money; allocate the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognise revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

Our principal revenue-generating activities involve the provision of online guest acquisition platform and commerce solutions to accommodation providers across the world.

From these activities, we generate the following streams of revenue:

1. **Subscription revenue**
   - Subscription revenue comprises the recurring monthly subscription fees from subscribers to our online software products and associated set-up fee.
   - Product set-up is not considered as a distinct performance obligation because a product that is set up but for which no subscription has been taken up does not provide the customer with the ability to receive and consume the benefits of the product. The two are operationally interdependent, and product set-up is therefore accounted for as a single performance obligation and recognised over time.
   - Monthly subscription fee is recognised over time, being the subscription period, as the customer simultaneously receives and consumes the benefits of accessing the product.
2. **Transaction revenue**
   - Transaction revenue comprises the monthly usage fees from our recurring customers to our commerce solutions, including a merchant solution (SiteMinder Pay), meta-search solution (Demand Plus), and global distribution system solution (GDS).
   - SiteMinder Pay is a payment processing service and charges hotels a fixed percentage of the booked value. Revenue is recognised when services are performed at the time of transaction and a refund liability is recognised for the expected cancellations.

- Demand Plus advertises customers' hotels on partner meta-search engines and charges customers a fixed percentage of the total booked value. Revenue is recognised at the time of guest check-out when the customer receives the benefit from the completed bookings.
- GDS allows customers to list their hotels on global distribution systems and charges hotels per completed booking.
- Revenue is recognised at the time of guest check-out when the customer receives the benefit from the completed bookings.

Contract assets

Transaction revenue is invoiced monthly in arrears. Unbilled revenue is recognised as contract assets in the statement of financial position. Contract assets are released to trade receivables in the following month. Contract assets are treated as financial assets for impairment purposes.

Contract liabilities

Contract liabilities represent our obligation to transfer goods or services to a customer and are recognised when a customer pays consideration, or when we recognise a receivable to reflect its unconditional right to consideration (whichever is earlier) before we have transferred the goods or services to the customer.

Refund liabilities

Refund liabilities are recognised where we receive consideration from a customer and expect to refund some, or all, of that consideration to the customer. A refund liability is measured at the amount of consideration received or receivable for which we do not expect to be entitled and is updated at the end of each reporting period for changes in circumstances. Historical data is used across product lines to estimate such returns at the time of sale based on an expected value methodology.

Interest

Interest revenue is recognised as interest accrues using the effective interest method.

Cost of sales

Cost of sales for subscription revenues includes global customer support, account management, customer success, strategic account director and application operations team salaries, secure hosting costs from Amazon Web Services and overhead allocations such as general and administration costs and occupancy costs which are allocated based on the subscription fee team headcount in various local offices.

Cost of sales for transaction services includes merchant fees paid on transaction volume and third-party platform fees, salaries for the dedicated GDS support team and the SiteMinder Pay team and overhead allocations such as general and administration costs and occupancy costs which are allocated based on the transaction product team headcount in various local offices.

Government grants

Grants from the government are recognised at their fair value when there is reasonable assurance that the grant will be received and that we will comply with all attached conditions. Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants received in response to the Coronavirus ('COVID-19') pandemic included:

(i) JobKeeper support payments in Australia – the Company has received JobKeeper support payments from the Australian Government which are passed on to eligible employees.

(ii) Temporary Wage Subsidy Scheme in Ireland – the Company has received grants under the Scheme in Ireland.

(iii) Coronavirus Job Retention Scheme in England – the Company has received Job Retention Scheme payments from the UK Government.



These COVID-19 related grants are recognised after establishing our entitlement to the grant and when the relevant qualifying expense is incurred. These grants are applied directly against the employee benefits expense in respect of which they were provided.

Non-COVID-19 related government grant includes:

(i) Business development grant in Ireland – we have received funding from the Industrial Development Agency (Ireland) in return for establishing and carrying on and undertaking in Ireland.

This non-COVID-19 related grant is recognised following the successful audit for qualification for the grant and after a formal submission is made. This grant is recorded as income in the statement of profit or loss and other comprehensive income.

Software-as-a-Service (SaaS) arrangements

SaaS arrangements are service contracts providing us, as the customer, with the right to access the cloud provider's application software over the contract period. As such we do not receive a software intangible asset at the contract commencement date. A right to receive future access to the supplier's software does not, at the contract commencement date, give the customer the power to obtain the future economic benefits flowing from the software itself and to restrict others' access to those benefits.

Fees for the use of application software, including customisation costs, are recognised as expenses over term of the service contract.

Configuration costs, data conversion and migration costs, testing costs and training costs are recognised as an expense as the service is received.

Income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amounts of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Appendix A: Significant Accounting Policies

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

Derivatives are classified as current or non-current depending on the expected period of realisation.

Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and we have transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

Financial assets at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met: (i) it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income include equity investments which we intend to hold for the foreseeable future and we have irrevocably elected to classify them as such upon initial recognition.

Impairment of financial assets

We recognise a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon our assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets mandatorily measured at fair value through other comprehensive income, the loss allowance is recognised in profit and loss with a corresponding entry to other comprehensive income. In all other cases, including equity investments measured at fair value through other comprehensive income, the loss allowance is recognised through profit or loss and reduces the asset's carrying value.

Intangible assets

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Goodwill

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired; and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Software

Significant costs associated with software are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite useful life of one to three years.

Research and development

Expenditure during the research phase of a project is recognised as an expense when incurred. Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility, we are able to use or sell the asset, we have sufficient resources and intent to complete the development and its costs can be measured reliably. Capitalised development costs are amortised, commencing from the time the asset's development reaches the condition necessary for it to be capable of operation in the manner we intend.

Capitalised development costs have a finite life of four to five years and are amortised on a systematic basis matched to the future economic benefits over the useful life of the project.

Provisions

Provisions are recognised when we have a present (legal or constructive) obligation as a result of a past event, it is probable that we will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

Employee benefits

Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date, are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits

The liabilities for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Appendix A: Significant Accounting Policies

Defined contribution superannuation expense

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Share-based payments

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The costs of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether we receive the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The costs of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The costs of cash-settled transactions are recognised as an expense with a corresponding increase in liability over the vesting period. All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within our control or the employees', the failure to satisfy the condition is treated as a cancellation. If the condition is not within our control or the employees' and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, they are treated as if they had vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award are treated as if they were a modification.

Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques used to measure fair value are those that are appropriate in the circumstances and which maximise the use of relevant observable inputs and minimise the use of unobservable inputs.

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Preference shares

Preference shares are classified as a host debt financial liability at fair value when redemption is contingent on a future event of a trade sale being outside our control. The preference share conversion feature into ordinary shares is treated as an embedded financial liability derivative due to its anti-dilutive clauses, and separated from the host contract at fair value through profit or loss.

Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. We continually evaluate our judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. We base our judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Best estimate judgements on present obligations

The amount recognised as a provision shall be the best estimate of the expenditure required to settle the present obligation at the end of the reporting period. We take into account the probability weighting of the most likely outcome when recognising provisions which involve key judgements.

Coronavirus (COVID-19) pandemic

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on us based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which we operate.

Share-based payment transactions

We measure the cash-settled and equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Useful life of capitalised development costs

We regularly consider the useful life of development costs, which is currently estimated to be four years. In determining the appropriate useful life for these assets a range of factors is taken into account including the specific nature of the asset created, risk of technical obsolescence, business performance and market conditions. To the extent that there is a change to the useful life of these assets (not related to impairment) the amortisation charge is changed prospectively.

Appendix A: Significant Accounting Policies

Impairment of non-financial assets (other than goodwill and other indefinite life intangible assets)

We assess impairment of non-financial assets (other than goodwill and other indefinite life intangible assets) at each reporting date by evaluating conditions specific to us and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves assessing the value of the asset at fair value less costs of disposal and using value-in-use models.

Income tax

We are subject to income taxes in the jurisdictions in which we operate. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. We recognise liabilities for anticipated tax audit issues based on our current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Our judgement is applied in determining deferred tax assets recognised for tax losses and temporary differences based on the probability of generating taxable income in the short term. Deferred tax assets for tax losses or temporary differences in excess of deferred tax liabilities have largely not been recorded.

Preference shares

Convertible preference shares are recognised as a financial liability. We have exercised judgement in determining that the convertible preference shares be classified as hybrid instruments on the basis that the instruments do not meet the 'fixed for fixed' test in that there is a potential variation that serves to underwrite and protect the value of the conversion option in the event of a decrease in value of the shares. The fair value of the embedded derivative liability requires significant judgement.

Glossary



Glossary

Expression	Definition
A$ or AUD	Australian Dollars
AAS	Australian Accounting Standards
AASB	Australian Accounting Standards Board
AASB 16	AASB 16 *Leases*
ABN	Australian Business Number
ACI	Airports Council International
APAC	Asia Pacific
API	Application programming interface
Applicant	A person who submits an Application
Application	An application made to subscribe for Shares offered under this Prospectus
Application Form	The application form attached to or accompanying this Prospectus and any replacement prospectus (including the electronic form provided by an online application facility)
Application Monies	The amount of money accompanying an Application Form submitted by an Applicant
ARPU	Average revenue per user. Refer to Section 4.2.5 for a detailed definition and calculation
ARR	Annual recurring revenue. Refer to Section 4.2.5 for a detailed definition and calculation
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited (ABN 98 008 624 691), or where the context requires, the Australian Securities Exchange, which it operates
ASX Listing Rules or Listing Rules	The rules of the ASX that govern the admission, quotation and removal of securities from the ASX official list
ASX Recommendations	The fourth edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations
ASX Settlement Operating Rules	The settlement rules of the ASX as amended, varied or waived from time to time

Expression	Definition
Audit and Risk Committee	The Board sub-committee described in Section 6.6.3.1
B2B	Business to business
Banking Facility	Revolving credit facility from Silicon Valley Bank
Board or Board of Directors	The board of Directors of SiteMinder
Broker	Any ASX participating organisation appointed to act as a broker to the Offer
Broker Firm Offer Applicant	A person who submits an Application under the Broker Firm Offer
Broker Firm Offer	The offer of Shares under this Prospectus to Retail Offer Investors who are clients of Brokers and who have received a firm allocation from their Broker, provided that such clients are not in the United States, as detailed in Section 7.6
CAC	Customer acquisition cost. Refer to Section 4.2.5 for a detailed definition and calculation
CAGR	Compound annual growth rate
Capital Restructure	Has the meaning given in Section 9.4
CC or Constant Currency	Constant currency. Refer to Section 4.2.5 for a detailed definition and calculation of constant currency revenue, constant currency ARR, constant currency revenue growth and constant currency ARR growth
Chairman	The chairman of the Board
CHESS	Clearing House Electronic Subregister System, operated in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules
Closing Date	The date on which the Offer is expected to close, being Wednesday, 3 November 2021 in respect of the Retail Offer. This date may be varied without prior notice
Co-Lead Manager	Ord Minnett Limited (ABN 86 002 733 048)
Co-Managers	Crestone Wealth Management Limited, JBWere Limited and Commonwealth Securities Limited
Company or SiteMinder	SiteMinder Limited (ABN 59 121 931 744)

Glossary

Expression	Definition
Completion	The completion of the Offer, being the date on which Shares are issued or transferred to Successful Applicants in accordance with the terms of the Offer
Constitution	The constitution of the Company
Corporations Act	*Corporations Act 2001* (Cth)
COVID-19	Coronavirus disease 2019
CRM	Customer relationship management
CRS	Central reservation system
CSF	Cybersecurity Framework
Directors	The directors of the Company from time to time
EBIT	Earnings before interest (net finance income) and tax
EBITDA	Earnings before interest (net finance income), tax, depreciation, amortisation and impairments. Refer to Section 4.2.5 for a detailed definition and calculation
Eligible U.S. Fund Manager	A dealer or other professional fiduciary organised or incorporated in the United States that is acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not U.S. Persons for which it has, and is exercising, investment discretion, within the meaning of Rule 902(k)(2)(i) under the U.S. Securities Act
EBITDA Margin	Refer to Section 4.2.5 for a detailed definition and calculation
Employee Option Offer	Has the meaning given in Section 7.14.1
Employee Performance Rights Offer	Has the meaning given in Section 7.14.2
Escrow Deeds	The period set out in Section 9.8
Escrow Period	The Escrow Period ends at 4:00pm on the trading day after the date on which the Company releases to the ASX its financial results for the financial year ending 30 June 2022 (subject to certain exceptions as outlined in Section 9.8)
Escrowed Shares	Each of the Shares held by the Escrowed Shareholders at Completion of the Offer (other than any Shares issued in connection with the Offer)
Escrowed Shareholders	Shareholders listed in Table 34

Expression	Definition
ESG	Environmental, Social and Governance
Existing Shares	The Shares held by the Existing Shareholders immediately following the Capital Restructure
Existing Shareholders	Those persons holding Existing Shares
Exposure Period	The seven-day period after the Prospectus Date, which may be extended by ASIC for up to an additional seven days
FATA	*Foreign Acquisitions and Takeovers Act 1975* (Cth)
Free Cash Flow	Refer to Section 4.2.5 for a detailed definition and calculation
FTE	Full-time equivalent
FVTPL	Fair value through profit or loss
FYXX	Financial year ended 30 June 20XX
GBV	Gross booking value
GDP	Gross domestic product
GDPR	European Union General Data Protection Regulation 2016/679
GDS	Global distribution system
Global Lead Coordinator	UBS AG, Australia Branch (ABN 47 088 129 613)
GMV	Gross merchandise value
Gross Margin	Refer to Section 4.2.5 for a detailed definition and calculation
Gross Profit	Refer to Section 4.2.5 for a detailed definition and calculation
Group	The Company and each of its subsidiaries
Group Company	A member company of the Group
GST	Goods and services tax
GTM	Go to market

Glossary

Expression	Definition
Historical Financial Information	Together, the Statutory Historical Financial Information and the Pro Forma Historical Financial Information
IASB	International Accounting Standards Board
IBE	Internet booking engine
IFRS	International Financial Reporting Standards issued by the International Accounting Standards Board
Independent Market Expert or Frost & Sullivan	Frost & Sullivan Australia Pty Limited (ABN 35 096 869 108)
Industry Data	Data relating to the industries, segments, sectors and channels in which the Company operates
Institutional Investor	Investors who are: • persons in Australia who are wholesale clients under section 761G of the Corporations Act and either 'professional investors' or 'sophisticated investors' under sections 708(11) and 708(8) of the Corporations Act; or • institutional investors in certain other jurisdictions, as agreed by the Company and the Joint Lead Managers, to whom offers of Shares may lawfully be made without the need for a lodged or registered prospectus or other form of disclosure document or filing with, or approval by, any governmental agency (except one with which the Company is willing in its discretion to comply), provided that, if such an investor is in the United States, it is reasonably believed by the Joint Lead Managers to be a QIB or it is an Eligible U.S. Fund Manager
Institutional Offer	The offer and sales of Shares to Institutional Investors in Australia and certain other eligible jurisdictions around the world (other than the United States) under this Prospectus and to Institutional Investors in the United States under the U.S. Institutional Offering Memorandum, in each case as described in Section 7.8.
Investigating Accountant	Deloitte Corporate Finance Pty Limited
IPO	The initial public offering of Shares under this Prospectus
ISO 27001	International Organization for Standardization's Information Security Management System
IT	Information technology
Joint Lead Managers	UBS AG, Australia Branch (ABN 47 088 129 613), Barrenjoey (ABN 17 636 976 228) and Goldman Sachs (ABN 21 006 797 897)

Expression	Definition
Key Management Personnel or KMP	Has the meaning given in Section 6.4
Legacy Incentive Plan	Has the meaning given in Section 6.5.3
L Class Shares	L class shares in the Company which, as described in Section 9.4, will convert into Shares (on a one for one basis) immediately following settlement of the Offer
Legacy Option	Has the meaning given in Section 6.5.1
Listing	Admission of the Company to the Official List of the ASX
LGBTQIA+	Lesbian, gay, bisexual, transgender, queer, intersex and asexual
LTIP	The Company's Long-Term Incentive Plan, as described in Section 6.5.4
LTIP Plan Rules	Has the meaning given in Section 6.5.4
LTIP Option Grant	Has the meaning given in Section 6.5.5
LTIP Performance Rights Grant	Has the meaning given in Section 6.5.6
LTV	Life-time value. Refer to Section 4.2.5 for a detailed definition and calculation.
LTV/CAC, Quarterly LTV CAC	Ratio between the life-time value and the cost to acquire a property. Refer to Section 4.2.5 for a detailed definition and calculation
M&A	Mergers and acquisitions
Monthly ARPU	Refer to Section 4.2.5 for a detailed definition and calculation
Monthly Revenue Churn	Refer to Section 4.2.5 for a detailed definition and calculation
Mutual Recognition Regime	The mutual recognition regime established under subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 of New Zealand and Part 9 of the Financial Market Conduct Regulations 2014 of New Zealand
New Options	Has the meaning given in Section 6.5.5
New Shares	The new Shares to be issued by the Company under the Offer
New Shareholders	Persons acquiring Shares under the Offer (excluding any Existing Shareholders who acquire Shares under the Offer)
NIST CSF	The National Institute of Standards and Technology Cybersecurity Framework

Glossary

Expression	Definition
Non-IFRS	Financial and operating measures to manage and report on performance which are not recognised under AAS or IFRS
Number of Properties or Property	Refer to Section 4.2.5 for a detailed definition and calculation
Offer	The offer under this Prospectus of New Shares for issue by the Company and of certain Existing Shares for sale by SaleCo
Offer Period	The period from the Opening Date, and ending on the Closing Date
Offer Price	$5.06 per Share
Official List	The official list of the ASX
Opening Date	The date on which the Retail Offer opens, being Friday, 29 October 2021
Operating Cash Flow	Refer to Section 4.2.5 for a detailed definition and calculation
Option	Means an option to acquire a Share
OTA	Online travel agent
PCI	Payment Card Industry
PCI DSS	Payment Card Industry Data Security Standard
People and Culture Committee	The Board sub-committee described in Section 6.6.3.2
Performance Right	Means a right to acquire a Share subject to conditions
PMS	Property management system
Priority Offer	The component of the Offer under which eligible investors in Australia and New Zealand, and employees based in Australia, who have received a Priority Offer Invitation are invited to apply for Shares, provided that such investors are not in the United States, as described in Section 7.7
Priority Offer Applicant	A person who submits an application under the Priority Offer
Priority Offer Invitation	The invitation under this Prospectus to selected investors in Australia and New Zealand, and employees based in Australia, to participate in the Priority Offer on a firm basis up to the allocation of Shares determined by the Company

Expression	Definition
Pro Forma Historical Cash Flows	Pro forma historical consolidated cash flow information for FY19, FY20 and FY21
Pro Forma Historical Financial Information	Together, the Pro Forma Historical Results, Pro Forma Historical Cash Flows and Pro Forma Historical Statement of Financial Position. Refer to Section 4.1 for detailed definition
Pro Forma Historical Results	Pro forma historical consolidated statement of profit or loss for FY19, FY20 and FY21
Pro Forma Historical Statement of Financial Position	Pro forma historical consolidated statement of financial position as at 30 June 2021
Prospectus	This document (including the electronic form of this document) and any supplementary or replacement prospectus in relation to this document
Prospectus Date	The date on which this Prospectus was lodged with ASIC, being 21 October 2021
Q1, Q2, Q3 and Q4	3 months ended 31 March, 30 June, 30 September and 31 December (respectively)
QIB	A 'qualified institutional buyer' (as defined in Rule 144A under the U.S. Securities Act)
Recurring Revenue	Refer to Section 4.2.5 for a detailed definition and calculation
Related Bodies Corporate	Has the meaning given by section 50 of the Corporations Act
Retail Offer	The Broker Firm Offer and the Priority Offer
Retail Offer Investor	An Australian or New Zealand resident who is not in the United States and is not an Institutional Investor or a Broker
RMS	Revenue management system
SaaS	Software-as-a-Service
SCA	Strong Customer Authentication
SDLC	Software development life cycle
SaleCo	SiteMinder SaleCo Limited (ACN 653 993 732)
Section	means a section of this Prospectus
Selling Shareholders	Those Existing Shareholders who have irrevocably offered to sell Existing Shares to SaleCo prior to Listing

Glossary

Expression	Definition
Settlement	The settlement in respect of the Shares the subject of the Offer occurring under the Underwriting Agreement and associated settlement support arrangements
Share	A fully paid ordinary share in the capital of the Company
Shareholder	A holder of a Share in the Company
Share Registry	Automic Pty Ltd (ABN 27 152 260 814)
SMB	Small and medium-sized businesses
Statutory Historical Cash Flows	Statutory historical consolidated cash flow information for FY19, FY20 and FY21
Statutory Historical Financial Information	Together, the Statutory Historical Results, Statutory Historical Cash Flows and Statutory Historical Statement of Financial Position. Refer to Section 4.1 for detailed definition
Statutory Historical Results	Statutory historical consolidated statement of profit or loss for FY19, FY20 and FY21
Statutory Historical Statement of Financial Position	Statutory historical consolidated statement of financial position as at 30 June 2021
TAM	Total addressable market
U.S. Institutional Offering Memorandum	The offering memorandum under which the Institutional Offer will be made in the United States, which consists of this Prospectus and an offer document 'wrap'
U.S. Person	Has the meaning given in Rule 902(k) of Regulation S under the U.S. Securities Act
U.S. Securities Act	U.S. Securities Act of 1933
UI	User interface
Successful Applicant	An Applicant who is issued or transferred Shares under the Offer
Underwriting Agreement	The underwriting agreement dated on or about the date of this Prospectus between the Company and the Joint Lead Managers as described in Section 9.7
UNWTO	The World Tourism Organization (a United Nations specialised agency)
US$ or USD	United States Dollars

Expression	Definition
We, us and our	The Company or SiteMinder
WGEA	Australian Workplace Gender Equality Agency
WIPO	World Intellectual Property Organization
Working Capital	Refer to Section 4.2.5 for a detailed definition and calculation
YoY	Year-on-year
2017 LFSP	Has the meaning given in Section 6.5.2
2017 Option Plan	Has the meaning given in Section 6.5.1

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Corporate Directory

Company's registered office

SiteMinder Limited

Bond Store 3, 30 Windmill Street,
Millers Point, New South Wales 2000, Australia

Sole Global Co-ordinator and Joint Lead Manager

UBS AG, Australia Branch

Level 16, Chifley Tower, 2 Chifley Square,
Sydney, New South Wales 2000, Australia

Joint Lead Managers

Barrenjoey Capital Partners Limited

Level 41, Liberty Place, 161 Castlereagh Street,
Sydney, New South Wales 2000, Australia

Goldman Sachs Australia Pty Ltd

Level 46, Governor Phillip Tower, 1 Farrer Place,
Sydney, New South Wales 2000, Australia

Co-Lead Manager

Ord Minnett Limited

Level 8, 255 George Street,
Sydney, New South Wales 2000, Australia

Co-managers

Crestone Wealth Management Limited

Level 32, Chifley Tower, 2 Chifley Square,
Sydney, New South Wales 2000, Australia

JBWere Limited

Level 16, 101 Collins Street,
Melbourne, Victoria 3000, Australia

Commonwealth Securities Limited

201 Sussex Street, Sydney,
New South Wales 2000, Australia

Investigating Accountant

Deloitte Corporate Finance Pty Limited

Level 9, Grosvenor Place, 225 George Street,
Sydney, New South Wales 2000, Australia

Auditor

Deloitte Touche Tohmatsu

Level 9, Grosvenor Place, 225 George Street,
Sydney, New South Wales 2000, Australia

Tax Adviser

PricewaterhouseCoopers

One International Towers Sydney, Watermans Quay,
Barangaroo, New South Wales 2000, Australia

Australian Legal Advisor

Gilbert + Tobin

Level 35, Tower Two, International Towers,
Sydney, 200 Barangaroo Avenue,
Barangaroo New South Sales 2000, Australia

Share Registry

Automic Pty Ltd

Level 5, Deutsche Bank Tower, 126 Phillip Street,
Sydney, New South Wales 2000, Australia

SiteMinder Offer information line

Between 9:00am and 5:00pm (Sydney time), Monday to Friday

Toll free within Australia

1300 951 672

Outside Australia

+61 2 9068 1923

Offer website

www.siteminder.automic.com.au

Corporate website

www.siteminder.com

Designed and produced by ideate

