

ASX ANNOUNCEMENT

9 April 2019

SHARE PURCHASE PLAN OFFER - OVER-SUBSCRIPTION UPDATE

Yesterday, Appen Limited (**Appen** or **Company**) (**ASX: APX**) announced the completion of its share purchase plan offer (**SPP Offer**).

As stated in the announcement the SPP Offer was heavily supported by eligible shareholders and the Company will scale back applications to match the \$15 million that the Company sought to raise under the SPP Offer. The new shares will be issued at \$21.50 per new share. The new shares will be issued to eligible applicants on Wednesday, 10 April 2019 and the Company will despatch holding statements, details of the scale back and refunds of subscription monies due to the scale back on or around Thursday, 11 April 2019. In advance of that notification the Company advises that the SPP Offer was approximately 3.4 times over-subscribed and that each eligible applicant will receive new shares to the value of approximately 29% of their subscription monies. Further details for each eligible applicant will be included with their refunds.

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ABOUT APPEN

Appen is a global leader in the development of high-quality, human annotated datasets for machine learning and artificial intelligence. Appen brings over 20 years of experience collecting and enriching a wide variety of data types including speech, text, image and video. With deep expertise in more than 180 languages and access to a global crowd of over 1,000,000 skilled contractors, Appen partners with leading technology, automotive and eCommerce companies – as well as governments worldwide - to help them develop, enhance and use products that rely on natural languages and machine learning.

IMPORTANT NOTICE

This announcement may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or in any other jurisdiction in which such an offer would be illegal. The New Shares have not been, and will not be registered under the U.S. Securities Act of 1933, as amended (U.S. Securities Act) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, in the United States, or to a person acting for the account or benefit of a person in the United States, unless they have been registered under the U.S. Securities Act (which Appen has no obligation to do or procure), or are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws. The New Shares to be issued under the SPP Offer will only be sold to persons (i) outside the United States and (ii) who are not acting for the account or benefit of persons in the United States in 'offshore transactions' (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act.