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ASX announcement

22 July 2020

AUDINATE LAUNCHES A\$28 MILLION FULLY UNDERWRITTEN PLACEMENT AND NON-UNDERWRITTEN SHARE PURCHASE PLAN TO ACCELERATE GROWTH AMBITIONS

Highlights:

- **Audinate is undertaking a fully underwritten Institutional Placement of A\$28 million at an offer price of A\$5.15 per share ("Placement")**
- **Following completion of the Placement, Audinate will also conduct a non-underwritten Share Purchase Plan of up to A\$12 million to existing Eligible Shareholders ("SPP")**
- **Proceeds from the Placement and SPP (together, the "Equity Raising") will provide growth capital, strengthen the balance sheet and afford flexibility to pursue potential M&A opportunities**

Audinate Group Limited ("Audinate") (ASX:AD8), developer of the professional AV-industry leading Dante® media networking solutions, is pleased to announce details of its Equity Raising.

Proposed use of funds

Proceeds from the Equity Raising will be used to accelerate Audinate's growth opportunities, and strengthen its global leadership position in the AV-industry; while developing its video capabilities. Specifically, the proceeds will be used to:

- increase investment in engineering, R&D capabilities and business infrastructure to extend Audinate's market leading position in the audio networking space;
- strengthen the Company's balance sheet position in the uncertain COVID-19 period;
- accelerate investment in additional video and software products; and
- provide flexibility to pursue potential M&A opportunities that complement the Company's medium-term objectives

Institutional Placement

Audinate is raising approximately A\$28 million gross proceeds via a fully underwritten Placement at an issue price of A\$5.15 per share ("**Placement Price**"). Audinate will issue approximately 5.4 million new fully paid ordinary shares ("**New Shares**"), representing approximately 8.0% of Audinate's existing issued share capital.

The Placement Price of A\$5.15 per share represents a 9.5% discount to the last traded price of the Company's shares on 21 July 2020.

New Shares issued under the Placement will rank equally with existing ordinary shares from the date of issue. It is intended that eligible institutional shareholders who bid for up to their 'pro rata' allocation of New Shares under the Placement will be allotted their full bid, on a best endeavours basis. Audinate will issue the New Shares without shareholder approval under its existing placement capacity under ASX Listing Rule 7.1.

The Placement is fully underwritten by UBS AG, Australia Branch and Canaccord Genuity (Australia) Limited. Settlement of the New Shares issued under the Placement is expected to occur on 27 July 2020, with allotment of the New Shares issued under the Placement scheduled for 28 July 2020.

Share Purchase Plan

Audinate is also offering Eligible Shareholders the opportunity to participate in the SPP to raise up to a further A\$12 million, which may be varied or subject to scale back at the Company's absolute discretion, and is not underwritten. An Eligible Shareholder is any shareholder in Australia or New Zealand recorded on Audinate's share register at 7:00pm AEST on 21 July 2020.

Eligible Shareholders will have the opportunity to acquire up to A\$30,000 in New Shares via the SPP at an issue price of the lower of:

- the Placement Price (A\$5.15 per share); or
- the price that is a 2% discount to the VWAP of ordinary shares in Audinate traded on ASX over the 5 trading days up to, and including, the SPP Closing Date.

The New Shares issued under the SPP will rank equally with existing ordinary shares from the date of issue per the indicative timetable below. No brokerage or commissions are payable in respect of subscribing for shares under the SPP.

The SPP Booklet containing further details of the SPP offer will be released on ASX separately and is expected to be mailed to all Eligible Shareholders on or about 29 July 2020, being the date on which the SPP offer will open. The SPP Booklet and the accompanying Application Form will contain instructions on how to apply. Application Forms and payments are due no later than 5:00pm AEST on 11 August 2020.

Shareholders should consider the SPP Booklet in full, including the Plan Terms and Conditions, before deciding whether to participate in the SPP. Shareholder approval is not required for the issue of New Shares under the SPP.

Equity Raising indicative timetable

Placement	
Trading halt and announcement of Placement and SPP	Wednesday, 22 July 2020
Placement bookbuild	Wednesday, 22 July 2020
Trading halt lifted and Audinate shares recommence trading on ASX	Thursday, 23 July 2020
Settlement of Placement	Monday, 27 July 2020
Allotment of New Shares issued under the Placement	Tuesday, 28 July 2020

Share Purchase Plan	
Record date for determining eligible participation to subscribe for New Shares via the SPP	7:00pm, Tuesday, 21 July 2020
SPP Booklet dispatched to Eligible Shareholders	Wednesday, 29 July 2020

SPP opens	Wednesday, 29 July 2020
SPP closes	5:00pm, Tuesday, 11 August 2020
Announce SPP results	Friday, 14 August 2020
Allotment of New Shares issued under the SPP	Monday, 17 August 2020
Dispatch of holding statements in respect of New Shares issued under SPP	Tuesday, 18 August 2020

The dates in the table above are indicative only and Audinate may amend this timetable. Audinate may also withdraw the offer of SPP Shares under the Plan at any time before the allotment date in its absolute discretion.

Authorisation: This announcement was authorised by the Board of Audinate Group Limited

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For more information on Audinate, please visit:

Investor Centre – investor.audinate.com Website – www.audinate.com

IMPORTANT NOTICE

This announcement may not be released to US wire services 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 unlawful. 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 unless they have been registered under the U.S. Securities Act (which Audinate has no obligation or intention 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 applicable U.S. state securities laws.

The information in this announcement is of general background and does not purport to be complete. It should be read in conjunction with Audinate’s other periodic and continuous disclosure announcements lodged with ASX Limited, which are available at www.asx.com.au.

Forward-Looking Statements

This ASX release includes certain forward-looking statements. Forward-looking statements can generally be identified by the use of forward looking words such as “forecast”, “estimate”, “likely”, “anticipate”, “believe”, “expect”, “future”, “project”, “opinion”, “opportunity”, “predict”, “outlook”, “guidance”, “intend”, “should”, “could”, “may”, “target”, “plan”, “propose”, “to be”, “foresee”, “aim”, “will” and other similar expressions. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements and include statements in this announcement regarding the conduct and

outcome of the Placement and SPP and the use of the proceeds. You are cautioned not to place undue reliance on forward-looking statements (particularly in light of the current economic climate and significant volatility, uncertainty and disruption caused by the COVID-19 pandemic). Forward-looking statements, opinion and estimates provided in this release are based on information and assumptions known to date and are subject to various risks and uncertainties and subject to change without notice. Actual results, performance or achievements could be significantly different from those expressed in, or implied by, these forward-looking statements. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of Audinate. These factors may cause actual results to differ materially from those expressed in the statements contained in this announcement, including but not limited to the risk factors set out in the investor presentation released by Audinate to ASX today. Except as required by applicable law or regulation (including the ASX Listing Rules), Audinate undertakes no obligation to provide any additional or updated information or update any forward-looking statements, whether as a result of new information, future events or results, or otherwise.

About Audinate Group Limited

Audinate Group Ltd (ASX:AD8) was founded with a vision to pioneering the future of AV. Audinate's award winning Dante audio over IP networking solution is the worldwide leader and used extensively in the professional live sound, commercial installation, broadcast, public address, and recording industries. Dante replaces traditional analogue audio cables by transmitting perfectly synchronised audio signals across large distances, to multiple locations at once, using nothing more than an Ethernet cable. Audinate is headquartered in Australia and has regional offices in the United States, United Kingdom and Hong Kong. Dante technology powers products available from hundreds of leading audio partners around the world. The company's ordinary shares are traded on the Australian Securities Exchange (ASX) under the ticker code AD8.