



Level 7, 64 Kippax St.
Surry Hills NSW 2010
Australia

ASX announcement

29 July 2020

SHARE PURCHASE PLAN DOCUMENTS DISPATCHED TO SHAREHOLDERS

As announced to the market on 22 July 2020, **Audinate Group Limited** (ASX: AD8) (**Audinate**) will offer eligible shareholders the opportunity to increase their investment in Audinate by participating in a Share Purchase Plan (**SPP**).

Audinate is pleased to advise that the SPP documentation has been dispatched to eligible shareholders today. Copies of the Share Purchase Plan documents dispatched to eligible shareholders are attached to this announcement.

Authorisation: This announcement was authorised by the Company Secretary

- ENDS -

Investor and media enquiries:

Rob Goss

CFO & Company Secretary

P: +61 2 8090 1000

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.

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.



Audinate Group Limited

ACN 618 616 916

SHARE PURCHASE PLAN OFFER BOOKLET

This is an important document and requires your immediate attention.

Each Eligible Shareholder has the opportunity to participate in the Audinate Share Purchase Plan by applying for up to \$30,000 of new ordinary shares in Audinate without incurring brokerage or other transaction costs.

Shares issued under the Audinate Share Purchase Plan will rank equally with existing Audinate ordinary shares.

This Offer Booklet provides details of the Audinate Share Purchase Plan and explains how shareholders can participate.

Key Dates

Date	Event
7.00pm on 21 July 2020	Record date for determining entitlements under the SPP
29 July 2020	Share Purchase Plan Booklet dispatched to Eligible Shareholders
29 July 2020	SPP offer opens
5.00pm on 11 August 2020	SPP offer closes
17 August 2020	SPP Shares allotted
18 August 2020	Expected quotation of SPP Shares
18 August 2020	Despatch of holding statements to shareholders participating in the SPP

This timetable is indicative only and Audinate may, at its discretion, vary any of the above dates by sending a revised timetable to the ASX. All times are Sydney time.

You should read this Offer Booklet in full.

This Offer Booklet contains important information. You should read this Offer Booklet in full and seek advice from a broker, accountant or other professional adviser if you have any questions about your investment in Audinate or the impact of the transactions described in this Offer Booklet. If you have any questions on how to participate in the SPP after reading this Offer Booklet, please contact the Audinate SPP Offer Information on 1800 647 819 (within Australia) or +61 1800 647 819 (outside Australia) between the hours of 8:30am and 5:00pm (Sydney time), Monday to Friday.

This Offer Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO U.S. PERSONS

29 July 2020

Dear Shareholder,

AUDINATE SHARE PURCHASE PLAN

AN OPPORTUNITY TO INCREASE YOUR SHAREHOLDING IN AUDINATE GROUP LIMITED

Audinate Group Limited (**Audinate** or **Company**) is pleased to invite you to participate in its Share Purchase Plan (**SPP**) offer on the terms and conditions set out in the attached document and in the enclosed "Share Purchase Plan Application Form". The SPP provides eligible shareholders with an opportunity to apply for up to A\$30,000 worth of fully paid new ordinary shares in the capital of Audinate (**Shares**) without paying brokerage or other transaction costs, on the terms and conditions of the SPP.

Shares issued under the SPP will rank equally with the existing Shares of the Company, carrying the same voting rights and other entitlements.

The SPP issue price will be the lower of:

- **A\$5.15** per Share, which is the same price as investors paid under the placement announced to ASX on 22 July 2020; or
- the price that is a 2% discount to the 5-day volume weighted average price of the Company's ordinary shares traded on the ASX over the 5 trading days up to, and including, the SPP Closing Date.

Based on an issue price of **A\$5.15**, this represents:

- 9.5% discount to the last traded price of the Company's shares on 21 July 2020; and
- 5.1% discount to the 5-day volume weighted average price of the Company's shares traded on the ASX up to and including 21 July 2020 of \$5.43.

The current price of Shares can be obtained from the ASX. The share price may also be accessed via the Company's website at <http://www.audinate.com/>.

Audinate intends to raise up to A\$12,000,000 under the SPP (being approximately 2,330,097 Shares at an issue price of **A\$5.15** per Share), which may be increased, varied or scaled back, at the Company's absolute discretion. If subscriptions under the SPP exceed A\$12,000,000 the Company may scale back applications received under the SPP. If applications are scaled back, any excess application monies will be refunded without interest. It should be noted that if the issue price per Share is lower than A\$5.15 as a result of the issue price calculations noted above, then the maximum number of Shares issued under the SPP may increase.

The issue of Shares under the SPP will not be underwritten.

Purpose of the SPP offer

Audinate intends to use the proceeds raised from the SPP to :

- **Increase investment in engineering, R&D capabilities and business infrastructure** to extend market-leading position in the audio networking space.
- **Strengthen Audinate's balance sheet position** in the uncertain COVID-19 period.
- **Accelerate investment in additional video software products.**

- **Provide flexibility to pursue potential M&A opportunities** that complement the Company's medium-term objectives.

How many Shares can I apply for?

If you wish to participate in the SPP, you may apply for Shares in increments of A\$1,000 worth of Shares, rounded up to the nearest whole number of Shares, up to a limit of A\$30,000 worth of Shares. The actual number of Shares received under the SPP will depend on any scale back.

Participation in the SPP is entirely at your option.

By accepting the SPP offer, you will be agreeing to be bound by those terms and conditions.

When to apply

To participate in the SPP offer you must complete and return the Share Purchase Plan Application Form together with your cheque, bank draft or money order in Australian dollars by 5.00 pm (AEST) on 11 August 2020. Alternatively, you can pay by BPAY® (for Australian shareholders only), in which case you do not need to return the Application Form.

Important information

You should consider all the information about the SPP accompanying this letter before deciding whether to participate in the SPP. Audinate is not providing investment advice or making any recommendation in relation to the SPP. Any decision to participate in the SPP should be made after fully considering your own financial circumstances and needs. I recommend that you seek advice from a professional financial adviser if you are in any doubt about what action you should take.

If you have any questions about the SPP, please call Link Market Services Limited, on 1800 647 819 (within Australia) or +61 1800 647 819 (outside Australia) between the hours of 8:30am and 5:00pm (Sydney time), Monday to Friday.

Yours faithfully

David Krall
Chairman

Audinate Group Limited
ACN 618 616 916

SHARE PURCHASE PLAN TERMS AND CONDITIONS

Audinate Group Limited – Share Purchase Plan

The Audinate Group Limited Share Purchase Plan (**SPP**) being offered by Audinate Group Limited (ASX: AD8) (**Audinate** or the **Company**) provides Eligible Shareholders (refer to section 8 below) with the opportunity to purchase additional fully paid ordinary shares in the Company (**Shares**) without incurring brokerage and other transaction costs.

Audinate is offering the SPP to allow Eligible Shareholders the opportunity to increase their holding in Audinate in a cost effective manner, with a small discount to the market price at the issue price set out in section 2 below.

Details of the offer and how to participate are set out below.

This Offer Booklet does not provide financial advice and has been prepared without taking account of any person’s investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation and particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

1. What is the timetable for the SPP?

The key dates for the SPP are set out below:

Date	Event
7.00pm on 21 July 2020	Record date for determining entitlements under the Plan
29 July 2020	Share Purchase Plan Booklet dispatched to Eligible Shareholders
29 July 2020	SPP offer opens
5.00pm on 11 August 2020	SPP offer closes
17 August 2020	SPP Shares allotted
18 August 2020	Expected quotation of SPP Shares
18 August 2020	Despatch of holding statements to shareholders participating in the SPP

* Note: All times referred to are Sydney time

The Company reserves the right to change the SPP Closing Date or the proposed Allotment Date at any time by making an announcement to the ASX. The Company also reserves the right to terminate the SPP at any time prior to the issue of Shares pursuant to the SPP. If the Company terminates the SPP, it will refund application monies without interest.

2. What is the issue price?

The issue price for each Share under the SPP will be the lower of:

- **A\$5.15** per Share, which is the same price as investors paid under the placement announced to ASX on 22 July 2020; or
- the price that is a 2% discount to the 5-day volume weighted average price of the Company's ordinary shares traded on the ASX over the 5 trading days up to, and including, the SPP Closing Date.

Up to 2,330,097 Shares will be issued under the SPP to raise up to **A\$12,000,000, based on an issue price of A\$5.15 per Share**, which may be increased, varied or scale back, at the Company's absolute discretion. It should be noted that the maximum number of Shares to be issued under the SPP has been calculated using an issue price of A\$5.15 per Share, however, should a lower issue price be used as a result of the issue price calculations noted above, then the maximum number of Shares issued under the SPP may increase.

You should note that the Share price may rise or fall between the date of this offer and the date when Shares are allotted and issued to you under the SPP. This means that the price you pay per Share pursuant to this offer may be either higher or lower than the Share price at the time of the offer or at the time the Shares are issued and allotted to you under the SPP.

The current price of Shares can be obtained from the ASX as well as on the Company's website at <http://www.audinate.com/>

3. How much can you invest under the SPP?

Eligible Shareholders may apply for new Shares in increments of A\$1,000 worth of new Shares, rounded up to the nearest whole number of Shares. The actual number of Shares received under the SPP will depend on any scale back.

The offer under the SPP needs to comply with the limit in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC Instrument 2019/547**). Under this ASIC instrument, Eligible Shareholders may only acquire a maximum of A\$30,000 worth of Shares under a share purchase plan in any 12-month period. This means that Eligible Shareholders must not acquire more than A\$30,000 worth of Shares, in aggregate, under this SPP. These limitations apply even if you receive more than one Application Form or if you hold Shares in more than one capacity, e.g. if you are both a sole and joint holder of Shares as described below.

4. Applications may be scaled back

Audinate reserves the right to scale back, in its absolute discretion, the number of Shares to be issued under the SPP.

The maximum number of Shares to be issued under the SPP will be 2,330,097 Shares based on an issue price of **A\$5.15** per Share (raising up to **A\$12,000,000**), which may be increased, varied or scale back, at the Company's absolute discretion. As noted above, if the issue price per Shares is lower than A\$5.15 as a result of the issue price calculations noted above, then the maximum number of Shares issued under the SPP may increase. If subscriptions under the SPP exceed **A\$12,000,000** the Company may scale back applications received under the SPP. If applications are scaled back, any excess application monies will be refunded without interest.

5. Costs associated with SPP

There are no brokerage or transaction costs payable by Eligible Shareholders in relation to the application for and issue of Shares under the SPP.

6. Applications may be refused in full or part

Audinate reserves the right to reject all or any part of an application received under the SPP in its absolute discretion, including in circumstances where:

- (a) your Application Form is incorrectly completed, incomplete or otherwise determined by Audinate to be invalid;
- (b) you have applied for less than A\$1000 worth of Shares;
- (c) your cheque, bank draft or money order is dishonoured or is not made out for the corresponding value of Shares that you have applied for;
- (d) your BPAY® payment is incomplete or invalid;
- (e) you are a custodian and have not provided a custodian certificate with your application;
- (f) your BPAY® payment or Application is received after the Closing Date; or
- (g) Audinate believes you are not an Eligible Shareholder.

Audinate may reject applications where a shareholder is both applying for Shares under the SPP and selling Audinate Shares on market between the date of announcement of the SPP and the SPP Closing Date. If an application is rejected, any application monies will be refunded without interest.

7. How do I apply for Shares under the SPP?

You may apply for Shares by:

- completing the enclosed Application Form and returning it together with your cheque, bank draft or money order drawn on an Australian bank and in Australian dollars to the Company's Share Registry in accordance with the instructions on the Application Form; or
- by making a BPAY® payment (for Australian shareholders only) using the customer reference number shown on your Application Form, in which case you do not need to return your Application Form. If you make a payment by BPAY® and the Company receives an amount that is less than the whole amount for which Shares may be applied (see section 3 above) the value of Shares for which you apply will be rounded down to the next lowest whole amount (see section 3 above). Any amount not applied to your application will be refunded without interest.

Please do not forward cash. Receipts for payment will not be issued. Applications must be received by 5.00pm (Sydney time) on 11 August 2020. Applications received after that time will not be accepted.

Applications and payments under the SPP may not be withdrawn once they have been received by Audinate. Application money will not bear interest as against Audinate under any circumstances.

Please read the enclosed SPP Application Form for further details of how to apply for Shares under the SPP.

If you apply to participate in the SPP by submitting a BPAY® payment or completing and returning the Application Form, you represent, and represent on behalf of each person on whose account you are acting, that:

- (a) you are an Eligible Shareholder;
- (b) the total of the application price for the following does not exceed A\$30,000:
 - (i) the Shares the subject of your application;
 - (ii) any Shares applied for under the SPP or under any similar arrangement in the 12 months before the date of your application;
 - (iii) any other Shares which you have instructed a custodian to acquire on your behalf under the SPP; and
 - (iv) any other Shares issued to a custodian under an arrangement similar to the SPP in the 12 months before the date of your application for the Shares under the SPP as a result of an instruction given by the holder to the custodian and which resulted in you holding a beneficial interest in such Shares.
- (c) you acknowledge that the Shares have not, and will not be, registered under the Securities Act 1933 of the United States of America (**Securities Act**) or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand, and accordingly, the Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws; and
- (d) you have not and will not send any materials relating to the SPP to any person in the United States or that is, or is acting for the account or benefit of, a US person.

As used herein, the terms "United States" and "US persons" are as defined in Regulation S under the Securities Act.

By accepting an offer to acquire Shares under the SPP, you:

- (a) agree to be bound by these SPP Terms and Conditions and by Audinate's constitution;
- (b) acknowledge that your Application is irrevocable and cannot be varied by you;
- (c) authorise the Company to correct any minor errors in your Application Form;
- (d) agree that the Company may determine that your Application Form is valid even if it is incomplete, contains errors or is otherwise not completed in accordance with these SPP Terms and Conditions;
- (e) acknowledge that the information contained in this SPP Offer Booklet does not constitute financial product advice not a recommendation that SPP Shares are a suitable investment for you and have been prepared without taking into account your investment objectives, financial situation or particular needs;
- (f) agree that the Company is not responsible for any loss suffered by you if you do not receive any refund of application money due to you under these SPP Terms and Conditions provided the Company has sent the refund to your address or nominated bank account shown on the Company's register of shareholders; and
- (g) agree to pay to the Company any dishonour fees or other costs the Company incurs if your cheque is dishonoured when presented for payment.

8. Who is an Eligible Shareholder?

Registered holders of Shares in the Company at 7.00pm Sydney time on 21 July 2020 (**Record Date**) having a registered address in either Australia or New Zealand are eligible to participate in the SPP (**Eligible Shareholders**).

The Company has determined that the SPP may only be accepted by residents of Australia and New Zealand. In the opinion of the Company these places are the only places in which it is lawful and practical for the Company to offer the SPP. To the extent that you hold Shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that acceptance of the offer complies with all applicable laws.

9. Participation by single holders

If you are an Eligible Shareholder and you have received more than one offer under the SPP (for example, because you hold more than one shareholding under separate share accounts), you may not apply for Shares with an application value exceeding A\$30,000 under the SPP. This is because the maximum amount that may be raised by law under a share purchase plan from each eligible holder in any 12 month period is A\$30,000. By applying for Shares under the SPP, you certify that you have not exceeded this limit. The Company reserves the right to reject any application for Shares where it believes there has not been compliance with this requirement.

10. Participation by joint holders

If two or more persons are recorded in the register of members as jointly holding Shares, they will be taken to be a single registered holder for the purposes of the SPP. Joint holders are only entitled to participate in the SPP in respect of that single holding.

11. Participation on behalf of beneficial owners by custodians, trustees or nominees

If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Instrument 2019/547 (**Custodian**) and you hold Shares on behalf of one or more persons that are not custodians (each a **Participating Beneficiary**), you may not apply for Shares totalling more than A\$30,000 in any 12 month period unless, on application, you give to the Company a certificate (**Custodian Certificate**) in which you verify the following:

- (a) that you hold Shares on behalf of one or more Participating Beneficiaries who have instructed you to apply for Shares on their behalf under the SPP;
- (b) that another custodian (Downstream Custodian) holds beneficial interests in Audinate's Shares and that you hold the Shares to which those beneficial interests relate on behalf of a Downstream Custodian or another custodian and they have instructed you to apply for Shares on their behalf under the SPP;
- (c) the number of Participating Beneficiaries;
- (d) the name and address of each Participating Beneficiary for whom you are applying for Shares under the SPP;
- (e) the number of Audinate Shares that you hold on behalf of each Participating Beneficiary or the number of Shares to which the beneficial interest held by the Downstream Custodian relates (as applicable);
- (f) the number or dollar amount of Shares which each Participating Beneficiary has instructed you or the Downstream Custodian (as applicable) to apply for on their behalf under the SPP;
- (g) that the application price for the Shares that you or the Downstream Custodian have applied for on behalf of a Participating Beneficiary under the SPP, and any other shares in the class applied for on their behalf under a similar arrangement in the previous 12 months (excluding Shares applied for but not issued), does not exceed A\$30,000;
- (h) where you hold shares on behalf of a Participating Beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian;
- (i) that a copy of the SPP offer document has been given to each Participating Beneficiary; and
- (j) any such additional or varied information as might be required under any more specific ASIC relief that might be granted to Audinate in relation to the SPP.

For the purposes of ASIC Instrument 2019/547 you are a "custodian" if you are person that provides a custodial or depository service in relation to shares of a body or interests in a registered scheme and who:

- (a) holds an Australian financial services licence covering the provision of a custodial or depository service;
- (b) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
- (c) holds an Australian financial services licence covering the operation an IDPS or is a responsible entity of an IDPS-like scheme;
- (d) is a trustee of a self-managed superannuation fund or a superannuation master trust; or
- (e) is a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

If you hold Shares as a trustee, custodian or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians who wish to apply on behalf of one or more Participating Beneficiaries should contact Link Market Services Limited on 1800 647 819 (within Australia) or +61 1800 647 819 (outside Australia) to

obtain a Custodian Certificate. Applications by Custodians must be accompanied by a completed Custodian Certificate.

12. Are Eligible Shareholders required to participate in the SPP?

No. Participation in the SPP is entirely optional. The offer to acquire Shares under the SPP is not a recommendation to acquire Shares or financial product advice.

Before deciding on whether to participate in the SPP, you should consider the Company's latest financial statements and recent announcements to ASX (ASX code: AD8) and, if you are in any doubt, consult your independent financial and taxation advisers.

13. What are the Shares being offered under the SPP?

Shares issued under the SPP are fully paid ordinary shares in the Company.

Shares issued under the SPP will rank equally with the existing fully paid ordinary shares of the Company, carrying the same voting rights and other entitlements.

14. Can the offer under the SPP be transferred to a third party?

No. The offer is non-renounceable and cannot be transferred to any other person.

15. Is the SPP underwritten?

No. The SPP will not be underwritten.

16. Quotation and notification of my allotment?

The Company will apply for the Shares to be quoted on ASX which is expected to commence on or around 17 August 2020. You will be sent a holding statement or confirmation of allotment on or around 18 August 2020.

17. Foreign securities restrictions

As noted above, the SPP is only being extended to shareholders with a registered address in Australia or New Zealand. This document (and the accompanying Application Form) does not constitute an offer of securities in Audinate in any jurisdiction in which such an offer would be illegal.

To the extent that a shareholder holds Shares on behalf of another person resident outside Australia or New Zealand, it is that shareholder's responsibility to ensure that any acceptance complies with all applicable foreign laws.

New Zealand

The new Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of new Shares is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*.

This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States

Neither this document nor the Application Form constitutes an offer of securities in the United States or to, or for the account or benefit of any US person.

The Shares to be issued under this SPP have not been and will not be registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States.

In order to comply with relevant securities laws, the Shares to be issued under this SPP may not be offered to shareholders located in the United States or to shareholders who are, or who are acting for the account or benefit of, US persons.

Because of these legal restrictions, you must not send copies of the SPP Terms and Conditions or any other material relating to the SPP to any person resident in the United States or any person who is, or is acting for the account or benefit of, US persons.

Consistent with the warranties contained in these SPP Terms and Conditions and the accompanying Application Form, you may not submit any completed Application Forms for any person resident in the United States or who is, or is acting for the account or benefit of, "U.S. persons". Failure to comply with these restrictions may result in violations of applicable securities laws.

18. Compliance with ASIC Instrument 2019/547

This offer of securities under the SPP is made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 which grants relief from the requirement to prepare a prospectus for the offer of the Shares under the SPP.

19. Withdrawal, suspension, termination, anomalies and disputes

Audinate reserves the right to waive strict compliance with any provision of these terms and conditions, to amend or vary these terms and conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where Audinate does not notify you of that event. Audinate may make determinations in any manner it thinks fit, including in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application. Any determinations by Audinate will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates.

20. Privacy policy

Chapter 2C of the Act requires information about you as securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a securityholder.

The Company and its Share Registry may collect personal information to process your Application Form, implement the SPP and administer your shareholding. The personal information contained in the share register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Act.

Your personal information may be disclosed to joint investors, the Share Registry, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of Audinate and its agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the ATO and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

Audinate's privacy policy is available at <https://investor.audinate.com/investor-centre>

The Share Registry's privacy policy is available on its website
https://www.linkgroup.com/docs/Link_Group_Privacy_Policy.pdf

21. Taxation

None of Audinate, its officers, employees, advisers or agents makes any representations or warranties about, and accepts no responsibility for, the liability of Eligible Shareholders to pay income tax in respect of any issue of Shares, payment or other transaction under the SPP.

22. Governing law

This offer is governed by the law in force in New South Wales. By accepting this offer, you submit to the non-exclusive jurisdiction of the courts of New South Wales.

23. Contact us

If you have any further queries in relation to the SPP, please contact the Company's Share Registry, Link Market Services Limited, on 1800 647 819 (within Australia) or +61 1800 647 819 (outside Australia) between the hours of 8:30am and 5:00pm (Sydney time), Monday to Friday.

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ACN 618 616 916

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

Telephone: 1800 647 819
From outside Australia: +61 1800 647 819

ASX Code: AD8

Website: www.linkmarketservices.com.au
Online application: https://investor.audinate.com/investor-centre/

SRN/HIN:

Entitlement Number:

Record Date: 7:00pm, Tuesday, 21 July 2020

Offer Opens: Wednesday, 29 July 2020

**Offer Closes
5.00pm (Sydney time): Tuesday, 11 August 2020**

SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under this offer?

- Carefully read the SPP Terms and Conditions in the Share Purchase Plan Offer Booklet (Booklet) accompanying this form.
- Decide on the amount you wish to apply for, subject to the minimum and maximum amounts set out in the Booklet.
- Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions in the Booklet and further important instructions on the reverse of this form.
 - Option 1: Paying by BPAY®.
 - Option 2: Paying by Cheque, Bank Draft or Money Order.
- Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5.00pm (Sydney time) on Tuesday, 11 August 2020. By paying by BPAY®, you will be deemed to have completed an Application Form for the value of Shares the subject of your Application Payment.

If you make a payment by BPAY® and Audinate Group Limited receives an amount which is not between A\$1,000 and A\$30,000, Audinate Group Limited will round down the value of Shares applied for to the maximum value of Shares you can apply for, being \$30,000 worth of Shares. Your payment must be for a minimum of A\$1,000.

	Billers Code: 327155
	Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au

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Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- Complete the value of Shares you wish to apply for at a minimum of A\$1,000 and maximum of A\$30,000.
- Enter your cheque, bank draft or money order details. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Audinate Group Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to your application amount Audinate Group Limited will round down the value of Shares that you are applying for to the maximum value of Shares you can apply for. Your payment must be for a minimum of A\$1,000 and maximum of A\$30,000.
- Enter your contact telephone number at which we may contact you regarding your application, if necessary.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.



ACN 618 616 916

Please detach and enclose with payment

SRN/HIN:

Entitlement Number:



- A** I/We wish to purchase a parcel of Shares to the value of
(In increments of \$1,000 up to a maximum of \$30,000)

A\$

- B** Make your cheque, bank draft or money order payable to "Audinate Group Limited" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/> .00

- C** Telephone Number – Business Hours Telephone Number – After Hours Contact Name

<input type="text"/>	<input type="text"/>	<input type="text"/>
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IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions in the Booklet and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of “custodian” in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 you must complete and submit an additional Schedule that contains additional certifications and details that must be provided (“the Schedule”) before your Application will be received. The Schedule can be obtained by contacting the Audinate Group Limited SPP Offer Information Line on 1800 647 819 within Australia or +61 1800 647 819 from outside Australia. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you agree to the Terms and Conditions in the Booklet and you certify that the aggregate of the Application Payment paid by you for:
 - the parcel of Shares indicated on this Application Form or BPAY® payment; and
 - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY®,does not exceed A\$30,000.
7. Audinate Group Limited reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as Audinate Group Limited may scaleback applications in its discretion.

How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Audinate Group Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5.00pm (Sydney time) on Tuesday, 11 August 2020. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Audinate Group Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact the Audinate Group Limited SPP Offer Information Line on 1800 647 819 if calling within Australia or +61 1800 647 819 if calling from outside of Australia.