



2 December 2022

Company Announcements Office  
Australian Securities Exchange

### **Share Purchase Plan (SPP)**

Further to the Company's ASX announcement on 23 November 2022, attached is the Vectus SPP booklet, which includes a Chairman's Letter and the SPP Terms and Conditions. The SPP booklet has been forwarded to shareholders along with an Application Form in accordance with the timetable in the booklet.

The Company's shareholders are eligible to participate in the SPP if they were registered holders of Vectus shares at 7:00pm (Sydney time) on 22 November 2022 and were shown on the Company's register to have an address in Australia or New Zealand at that time (Eligible Shareholder).

### **Vectus Biosystems Limited**

**Robert J Waring**  
Company Secretary

This announcement was authorised by the Vectus Disclosure Committee.



25 November 2022

Dear shareholder

### **Vectus Biosystems Limited – Share Purchase Plan**

On behalf of Vectus Biosystems Limited (ASX Code: VBS) (Vectus or the Company), I am pleased to invite you to participate in a Share Purchase Plan (SPP) that gives you the opportunity to subscribe for up to \$30,000 worth of new Vectus fully paid ordinary shares (Shares) at an issue price of \$0.80 per Share.

On 23 November 2022 the Company announced a placement of Shares to sophisticated investors to raise \$3.5 million (Placement). The SPP allows eligible shareholders (being those shareholders who are on Vectus' Share Register at the Record Date) to participate in the capital raising at the Placement price of \$0.80 per Share. This Offer price represents a 16.7% discount to the Company's closing price on 24 November 2022, being the last date on which the Shares traded prior to the date of this letter, and also a 16.6% discount to the five-day volume-weighted average price over the five trading days prior to and including that date.

The SPP will be capped at \$1 million (1,250,000 Shares) and if Vectus receives valid applications exceeding \$1 million under the SPP, the Company intends to allocate Shares on a 'first-come, first served' basis, with applications received in excess of \$1 million returned to the relevant applicants.

The Vectus 30 June 2022 Annual Report and the current investor presentation (made to the 23 November 2022 Annual General Meeting), which are available for downloading via the Company's website at [www.vectusbiosystems.com.au](http://www.vectusbiosystems.com.au) and through the ASX website, provide comprehensive reviews of Vectus' progress, and comment on the Company's plans for the immediate future.

#### **Use of Funds**

The proposed use of funds from the announced Placement and this SPP will be to accelerate the Phase Ib clinical trials for VB0004, which targets the prevention and reversal of fibrosis in the heart and kidneys. Proceeds will also be used to advance Vectus' other emerging lead compounds and for working capital.

#### **Share Purchase Plan**

This document contains important information, including:

- an SPP Application Form, to be completed in accordance with the instructions, which sets out how to accept all or part of the Offer; and
- the Terms and Conditions of the SPP.

Under the SPP, Eligible Members can subscribe for up to \$30,000 worth of shares in the Company without paying any brokerage fees. The SPP is not underwritten. If you currently hold an unmarketable parcel of Shares (being less than \$500 worth of Shares) participation in the SPP may enable you to increase your shareholding to a marketable parcel.

**VECTUS BIOSYSTEMS LIMITED** ABN 54 117 526 137

3-11 Primrose Avenue, Rosebery, NSW 2018 Telephone: +61 2 9381 1000 Facsimile: +61 2 9662 1720

Website: [www.vectusbiosystems.com.au](http://www.vectusbiosystems.com.au)

The SPP closes at 5pm (Sydney time) on 19 December 2022. To participate, you need to ensure that your completed SPP Application Form, along with your application money, is received by Vectus (or that you have paid your application money via BPAY®) prior to the SPP closing date and time, in line with the instructions that are set out on the SPP Application Form. Please refer to the instructions in the Terms and Conditions that accompany this letter for further information. It is expected that the allotment of the SPP Shares will take place on 28 December 2022 and that the SPP Shares will commence trading on the ASX on 30 December 2022. The Shares issued under the SPP will rank equally with existing fully paid ordinary shares in the Company.

Participation in the SPP is optional. The Offer under the SPP is non-renounceable, which means that shareholders cannot transfer their right to purchase Shares under the SPP to another person or entity.

The Offer to acquire Shares under the SPP is not a recommendation. If an Eligible Member does not wish to participate in the SPP, they do not need to do anything. The Board has every confidence in the future of Vectus. However, owning shares in a company such as this is regarded as a speculative form of investment. Shareholders should be aware that there is a risk that the Market Price of the Company's shares may change between the date of this Offer and the date when the Shares are issued under the SPP. The value of the Shares you receive may rise or fall in market value accordingly. The Board encourages you to read the enclosed SPP documents carefully before making your investment decision.

The Non-Executive Directors intend to participate in the SPP.

We look forward to your consideration of this SPP and to your continued support.

Yours sincerely

**Vectus Biosystems Limited**

**Ron Shnier**  
Chairman

## **Key Dates**

<b>Event</b>	<b>Date</b>
Record Date to determine eligibility to participate in the SPP	7pm (Sydney time) on 22 November 2022
Documents sent to Eligible Members	30 November 2022
Offer opens	10am (Sydney time) on 1 December 2022
Offer closes	5pm (Sydney time) on 19 December 2022
Allotment Date	28 December 2022
Holding Statements / confirmation advices sent to successful applicants	29 December 2022
Expected date for the commencement of trading in new Shares	30 December 2022

The above timetable is indicative only and the Company may, at its discretion, vary any of the above dates by announcing a revised timetable to the ASX.

Defined terms and abbreviations used in this document are set out in clause 1 (Definitions) of the Terms and Conditions in this document.

## **Important Notices**

The Offer contained in this document is not a recommendation to purchase Vectus shares. If you are in any doubt about the Offer, you should consult your financial or other professional adviser.

The Market Price of the Company's shares may change between the date of this Offer and the date when the Shares are issued under the SPP. The value of the Shares you receive may rise or fall in market value accordingly. The Board encourages shareholders to read the enclosed SPP documents carefully before making an investment decision.

Participation in the Offer is not being offered, directly or indirectly, in The United States of America (US) or to any person who is, or who is acting for the account or benefit of, a US Person.

## **Frequently Asked Questions**

If you have any questions in relation to the Offer, or on how to complete the Application Form, please call the Share Registrar, Boardroom Pty Limited, on 1300 737 760 (callers within Australia) or +61 2 9290 9600 (callers outside Australia), or consult your financial or other professional adviser.

Set out below are answers to some specific questions that you may have about the Offer, which are qualified by, and should be read in conjunction with, the Terms and Conditions in this document.

### ***What is the Offer?***

The Offer enables Eligible Members to apply to purchase up to \$30,000 worth of fully paid ordinary shares in Vectus at an Offer price of \$0.80 per Share without paying any brokerage fees or other charges.

### ***Am I Eligible to Participate?***

You are eligible to participate if you fulfil the criteria set out in clause 2 (Eligibility to Participate) of the Terms and Conditions. You must have been a holder of shares in the Company at 7pm (Sydney time) on 22 November 2022 (the Record Date) to be eligible to participate.

***Do I have to Participate?***

No, you do not have to participate in the SPP – participation is optional.

***Can I Transfer my Entitlement to Participate?***

No, you cannot transfer your right to purchase Shares under the Offer to anyone else.

***How do I Apply?***

To apply for Shares under the Offer you can either:

- **pay by BPAY®**  
You can make your payment by BPAY®, as shown on the Application Form; **or**
- **pay by cheque or bank draft**  
You can complete and return the enclosed Application Form together with a cheque or bank draft made payable to “Vectus Biosystems Limited” as shown on the Application Form.

***What is the Maximum Investment for each Shareholder?***

The maximum investment that each Vectus shareholder can make is \$30,000.

***How many Shares will I Receive?***

You may apply for a parcel of Shares under the Offer with one of the application amounts set out in clause 3.1 of the Terms and Conditions.

***When will I Receive my Shares?***

New Shares will be allotted on 28 December 2022 (Allotment Date). Holding Statements / confirmation advices are expected to be sent to successful applicants by 29 December 2022.

***When can I Trade my Allocated Shares?***

You can trade your new Shares after the Allotment Date. However, you should confirm your holding on or after the Allotment Date before trading any new Shares that you believe you have acquired under the Offer.

**Terms and Conditions**

**1) Definitions**

In this Plan, unless the context otherwise indicates:

**ASIC** means the Australian Securities and Investments Commission;

**ASX** means the Australian Securities Exchange or ASX Limited;

**Board** means the board of Directors of the Company;

**Closing Date** means the date specified as such in the Offer or such later date as may be determined by the Board;

**Company** or **Vectus** mean Vectus Biosystems Limited ABN 54 117 526 137;

**Eligible Members** means members of the Company eligible to participate in the Offer, as determined under clause 2 (Eligibility to Participate) of the Terms and Conditions;

**Market Price** has the same meaning as defined in the ASX Listing Rules;

**Offer** means a non-renounceable offer of fully paid ordinary shares in Vectus to Eligible Members under the Plan from time-to-time;

**Plan** or **SPP** mean the Company’s shareholders’ Share Purchase Plan approved by the Board from time-to-time;

**Purchase Price** means the subscription price for each Share determined in accordance with clause 4 (Purchase Price) of the Terms and Conditions, and specified in the Offer;

**Record Date** means the date specified as such in the Offer made pursuant to the Plan;

**Shares** means fully paid ordinary shares in Vectus; and

**US Person** means a “US person” as defined in Regulation S under the US Securities Act of 1933.

## 2) **Eligibility to Participate**

- 2.1 Those members of the Company who are eligible to apply for Shares under the Offer (Eligible Members) are those who:
- are recorded in Vectus' Share Register of members on the Record Date for the Offer; and
  - have an address (as recorded in the Company's Share Register of members) in a jurisdiction in which it is lawful and practical for Vectus to issue Shares under the Plan (in the reasonable opinion of the Board).
- 2.2 An Offer does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. Accordingly, Vectus has not gone to the cost of determining where such an offer is lawful, and has decided that the SPP Shares will only be offered to residents of Australia and New Zealand. The Company has determined that it is either unlawful or impractical to make offers under the SPP to any US Person and, accordingly, participation in the Offer is not being offered, directly or indirectly, in the US, or to any person who is, or who is acting for the account or benefit of, a US Person.

## 3) **Applying for New Shares**

- 3.1 Shareholders may apply for a parcel of new Shares under the Offer with one of the application amounts set out in the table below. The maximum investment under the Offer is \$30,000. The number of new Shares you will receive, at each of the available levels, is set out below:

<b>Application Amount</b>	<b>Number of Shares</b>
\$2,500	3,125
\$5,000	6,250
\$10,000	12,500
\$15,000	18,750
\$20,000	25,000
\$30,000	37,500

- 3.2 Shareholders may not apply for more than \$30,000 worth of Shares in aggregate under the Offer, even though they may receive more than one offer, or offers in more than one capacity, under the Offer.
- 3.3 If you wish to apply for Shares under the Offer, you should either: (a) pay directly via BPAY® on the Internet or by telephone using the details on the Application Form (the Application Form does not need to be returned in this case); or (b) complete the Application Form and forward it with your payment by cheque or bank draft in Australian dollars made payable to "**Vectus Biosystems Limited**" to the Share Registrar at the address set out on the Application Form. A reply-paid envelope is enclosed for the convenience of Australian shareholders.
- 3.4 Do not forward cash. Receipts for payment will not be issued.
- 3.5 Funds paid via BPAY® or with Application Forms (with application payments) must be received by the Share Registrar by 5pm (Sydney time) on 19 December 2022. Vectus may reject applications received after this time. If your cheque does not clear, your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred.
- 3.6 If your Application Form or application is incomplete, contains errors, or is otherwise invalid or defective, the Company may, in its sole discretion, accept, reject, correct or amend your application, issue such number of Shares to you as it considers appropriate, refund your application money or take any combination of these actions. Any necessary refund will be paid to you shortly after the close of the Offer. No interest will be paid on any refunded money.

- 3.7 You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPAY®.
- 3.8 If you submit a BPAY® payment or complete and return the Application Form:
- (a) you will be deemed to have represented and warranted that you are an Eligible Member, you have read and understood the Terms and Conditions, and you acknowledge that you subscribe for Shares in accordance with these Terms and Conditions;
  - (b) you authorise Vectus to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor details;
  - (c) you acknowledge that the Market Price of the Shares may rise or fall between the date of this Offer and the Allotment Date, and that the Offer price you pay for the Shares may exceed the Market Price of the Company's shares on the Allotment Date;
  - (d) you accept the risk associated with any refund that may be dispatched to you at your address as shown on the Share Registry;
  - (e) you are responsible for any dishonour fees or other costs Vectus may incur in presenting a cheque for payment that is dishonoured;
  - (f) you acknowledge that the Shares have not been, and will not be, registered under the US Securities Act, the securities laws of any state or other jurisdictions in the US, or in any other jurisdiction outside Australia and New Zealand, and, accordingly, the Shares purchased under the Offer 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 US Securities Act and any other applicable securities laws;
  - (g) you represent and warrant that you are not a US Person, and you are not applying under the Offer for, or on behalf of, a US Person;
  - and (h) you acknowledge that you have not been provided with investment advice or financial product advice from the Company or its Share Registrar.

**4) Purchase Price**

- 4.1 The purchase price of the new Shares is \$0.80 per share.
- 4.2 By accepting the Offer and applying for Shares under the Plan, each Eligible Member acknowledges that the Shares are a speculative investment, and that the price of the Shares quoted on the ASX may change between the date of the Offer and the date of issue of the Shares, and that the value of the Shares received under the Plan may rise or fall accordingly.

**5) Terms of the Issue of Shares**

- 5.1 The Board reserves the right to refuse an application if it considers that the applicant is not an Eligible Member, has not otherwise complied with the Terms and Conditions of the Plan or for any other reason. If an application is refused, the application money received will be refunded without interest.
- 5.2 Shares issued under the Plan will be issued no later than 15 business days after the Closing Date stipulated in respect of the Offer.
- 5.3 Shares allotted under the Plan will rank equally in all respects with all other fully paid ordinary shares in Vectus on the date of issue.
- 5.4 The Company will apply for quotation on the ASX of the Shares issued under the Plan.
- 5.5 The Board reserves the right to set a ceiling on the total amount that will be accepted under the Offer. If the Offer is so capped, the Board reserves the right to determine how any over-subscription will be cut back.

**6) General**

- 6.1 The Plan will be administered by the Board or a Committee of the Board and it will have an absolute discretion to:
- (a) determine appropriate procedures for the administration of the Plan consistent with the Terms and Conditions;
  - (b) resolve conclusively all questions of fact or interpretation arising in connection with the Plan or the Terms and Conditions; and

- (c) delegate to any one or more persons, for such period and on such conditions as they may determine, the exercise of their powers or discretions under the Plan or the Terms and Conditions.
- 6.2 The Plan, and the Terms and Conditions may be suspended, terminated or amended at any time by the Board.
- 6.3 The Terms and Conditions are governed by, and construed in accordance with, the laws for the time being in force in the state of New South Wales.





Record Date: 7.00pm (Sydney time) 22 November 2022

Closing Date: 5.00pm (Sydney time) 19 December 2022

Issue Price per New Share: A\$0.80

## SAMPLE ONLY

This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this document, please contact an appropriate professional adviser. Terms not defined in this Application Form have the meaning given in the Share Purchase Plan – Terms and Conditions lodged by Vectus Biosystems Limited dated 25 November 2022 (SPP) accompanying this Application Form.

### A SPP Offer Details

Eligible Shareholders are entitled to apply to purchase a parcel of Securities under the SPP with a minimum application amount of A\$2,500 and a maximum application amount of A\$30,000.

Before applying for Securities you should read the Share Purchase Plan – Terms and Conditions accompanying this Application Form and the 'Applicant's Certification and Acknowledgments' on the back of this Application Form carefully.

This SPP Offer is non-renounceable meaning that you cannot transfer your right to purchase Securities to another person. Applications can only be accepted in the name printed on the Application Form.

If you are a custodian, trustee or nominee within the definition of 'custodian' (as defined in paragraph 4 of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (Custodian), you must complete and return this Application Form together with the Custodian Certificate referred to in Section F of this Application Form.

If you do not wish to subscribe for Securities under the SPP Offer, there is no need to take any action.

### B SPP Offer Choice

Indicate the parcel of Securities you wish to apply for by marking one box only below:

Offer A  
A\$2,500

Offer B  
A\$5,000

Offer C  
A\$10,000

Offer D  
A\$15,000

Offer E  
A\$20,000

Offer F  
A\$30,000

The issue price for each Share is \$0.80. The issue price may be adjusted if required to comply with the requirements of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 and the ASX listing rules. For further information on the issue price, please refer to the Share Purchase Plan – Terms and Conditions.

### C Payment Details

Payment may only be made by BPAY or cheque, bank draft or money order and in Australian dollars. Cash will not be accepted and payments cannot be made at any bank. Custodians cannot make payment by BPAY.

Payment Option 1 – BPAY



Biller Code:

Customer Reference Number

CRN:

Telephone and Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

- To pay via BPAY please contact your participating financial institution.
- If paying by BPAY you do not need to return this Application Form.
- Please ensure you pay the correct amount. If your BPAY payment:
  - is an amount less than A\$2,500, the Company may at its discretion reject your application for Securities and refund your application money in full (without interest); or
  - does not result in an exact number of Securities to be issued (based on the issue price), the number of Securities to be issued to you will be rounded down to the nearest whole Share.

**In light of delays to postal services caused by the coronavirus pandemic, it is recommended by the Registry to pay by BPAY, as you do not need to return this Application Form if you choose this payment method.**

Payment Option 2 - Cheque, bank draft or money order

Record your cheque details below:

Drawer	Cheque No.	BSB No.	Account No.	Amount A\$

- If paying by cheque, bank draft or money order you must complete this Application Form and submit it together with your cheque, bank draft or money order.
- Only cheques, bank drafts or money orders in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque, bank draft or money order must be made payable to 'Vectus Biosystems Limited' and crossed '**Not Negotiable**'.
- Please ensure that you submit the correct amount. If your cheque, bank draft or money order:
  - is an amount less than A\$2,500, VBS may at its discretion reject your application for Securities and refund your application money in full (without interest); or
  - does not result in an exact number of Securities to be issued (based on the issue price), the number of Securities to be issued to you will be rounded down to the nearest whole Security.
- Make sure you send your completed Application Form and payment allowing enough time for mail delivery so the Registry, Boardroom Pty Limited, receives them no later than 5.00pm (Sydney time) on Monday, 19 December 2022 (**Closing Date**).
- If paying by cheque, please ensure sufficient cleared funds are held in your account as your cheque will be banked as soon as it is received.
- The Company reserves the right not to process any Application Forms that are incomplete or where payment is received after the Closing Date.

## D Contact Details

Please provide a daytime telephone number and contact name in case we need to contact you regarding your application.

Contact name	Daytime telephone number

## E Applicant's Certification and Acknowledgements

By completing and returning this Application Form with your cheque, bank draft or money order to the Share Registry or making a BPAY® payment, you:

- represent and warrant that you have read and understood the Share Purchase Plan – Terms and Conditions, and
- provide authorisation to be registered as the holder of the Securities acquired by you and agree to be bound by the Constitution of Vectus Biosystems Limited.

NO SIGNATURE IS REQUIRED ON THIS FORM

THIS OFFER IS NON-RENOUNCEABLE

BPAY payments or Application Forms and accompanying cheques, bank drafts or money orders must be received no later than **5:00pm (Sydney time) on Monday, 19 December 2022** at:

MAILING ADDRESS  
Boardroom Pty Limited  
GPO Box 3993  
SYDNEY NSW 2001

HAND DELIVERY ADDRESS  
Boardroom Pty Limited  
Level 8, 210 George Street  
SYDNEY NSW 2000

## F Information for Custodians

If you are a Custodian you must complete this Application Form and a Custodian Certificate and submit both documents together with your cheque. Custodians cannot make payment by BPAY®. Please contact the Registry on 1300 737 760 (callers within Australia) or +61 2 9290 9600 (callers outside Australia) to obtain a copy of the Custodian Certificate. Applications received from Custodians that are not accompanied by the Custodian Certificate will be rejected. Please refer to the Share Purchase Plan – Terms and Conditions for further information in relation to applications by Custodians.