



ASX Announcement

4 September 2024

Cleansing Notice Non-Renounceable Entitlement Offer

Lumos Diagnostics Holdings Limited (ASX:LDX) (**Company**) gives notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**), as modified by the *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73* (**ASIC Instruments**). Where applicable, references in this notice to sections of the Corporations Act are to those sections as modified by the ASIC Instruments.

The Company today announced an underwritten accelerated non-renounceable pro-rata entitlement offer of approximately 264,454,340 New Shares in the Company (subject to rounding of entitlements) to raise approximately \$10,049,265 (before costs) (**Entitlement Offer**).

Under the Entitlement Offer, eligible shareholders will be invited to subscribe for 1 fully paid ordinary share in the Company (**New Share**) for every 1.82 existing fully paid ordinary shares in the Company held as at 7.00pm (AEST) on 6 September 2024 (**Entitlement**) at an issue price of \$0.038 per New Share. The Entitlement Offer consists of an institutional component, to be conducted over the next two days and a retail component, which will be open from Wednesday, 11 September 2024 to Wednesday, 2 October 2024, unless extended or withdrawn.

Further details of the Entitlement Offer will be set out in the information booklet to be released on the Company's ASX market announcements platform Wednesday 11 September 2024 (**Retail Offer Booklet**). Capitalised terms not defined in this notice will have the meaning given to the same term in the Retail Offer Booklet.

The retail component of the Entitlement Offer (**Retail Entitlement Offer**) is underwritten by Bell Potter Securities Limited (**Underwriter**) up to a maximum aggregate amount of \$6,050,000. Refer to the Investor Presentation released today for a summary of the material terms and conditions of the underwriting, including the potential termination events.

Notice under section 708AA(2)(f) of the Corporations Act

In respect of the Entitlement Offer, the Company advises:

1. the New Shares will be offered without disclosure under Part 6D.2 of the Corporations Act;
2. this notice is given under section 708AA(2)(f) of the Corporations Act;
3. as at the date of this notice, the Company has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and

- (b) sections 674 and 674A of the Corporations Act;
- 4. as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) or 708AA(9) of the Corporations Act, which is required to be set out under section 708AA(7) of the Corporations Act; and
- 5. the potential effect that the issue of the New Shares on the control of the Company and the consequences of that effect will depend on a number of factors, including investor demand, existing shareholdings in the Company and the extent to which eligible shareholders take up New Shares under the Entitlement Offer. However, having regard to the terms of the Entitlement Offer which is structured as a pro rata issue, the underwriting and sub-underwriting arrangements for the Entitlement Offer and the nature of the underwriter and sub-underwriters, at this time, the Company does not expect that any person will increase their percentage shareholding in the Company in a way which will have a material impact on the control of the Company.
- 6. In addition to paragraph 5 above:
 - (a) the maximum number of New Shares to be issued under the Entitlement Offer is 264,454,340 (subject to rounding) which will constitute approximately 35.46% of the Shares on issue following completion of the Entitlement Offer (assuming the Entitlement Offer is fully subscribed, and no other Shares are issued or convertible securities exercised or converted prior to the Record Date);
 - (b) if Eligible Shareholders do not take up all of their entitlements in the Entitlement Offer, their holdings are likely to be diluted;
 - (c) the proportional interests of Ineligible Shareholders will also be diluted because such Shareholders are not entitled to participate in the Entitlement Offer;
 - (d) the Retail Entitlement Offer is underwritten by the Underwriter for up to a maximum aggregate amount of \$6.0 million (**Underwritten Amount**) pursuant to an underwriting agreement between the Company and the Underwriter. In the event there is a shortfall under the Retail Entitlement Offer, eligible retail shareholders who have taken up their full entitlement will be entitled to apply for New Shares up to 100% in excess of their entitlement and any shortfall shares remaining thereafter will be allocated to the Underwriter and sub-underwriters (up to the Underwritten Amount). The issue of New Shares to the Underwriter (or any sub-underwriters appointed by the Underwriter) is not expected to have any material effect on the control of the Company; and
 - (e) to the best of the Company's knowledge, it is not expected that any Shareholder will increase their relevant interest above 20% as a result of participating in the Entitlement Offer.

This announcement is authorised for release by the Lumos Board of Directors.

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