

**CCP Technologies Limited**  
**ACN 009 213 754**

**SHARE PURCHASE PLAN**  
**OFFER BOOKLET**

**29 November 2017**

## **Important Information**

This Offer Booklet is dated 29 November 2017 and sets out the terms and conditions that apply to the Share Purchase Plan (**SPP**) announced on 24 November 2017. Any person considering participating in the SPP should read this Offer Booklet carefully and, if appropriate, seek advice from professional advisers.

This Offer Booklet has been prepared in accordance with ASIC Class Order 09/425 which permits the offer of shares pursuant to a share purchase plan to be made without the provision of a prospectus or other disclosure document which complies with Chapter 6D of the Corporations Act. Accordingly, Shareholders should be aware that the level of disclosure in this Offer Booklet is significantly less than that required in a prospectus or other disclosure document.

This Offer Booklet has not been lodged with ASIC, nor has ASIC approved its issue.

Nothing in this Offer Booklet constitutes the giving of financial product advice and no person is authorised to give any information or make any representations in connection with the SPP other than as contained in this Offer Booklet.

All references to \$ or dollars in this Offer Booklet are references to Australian dollars unless otherwise indicated.

# SHARE PURCHASE PLAN TERMS AND CONDITIONS

## 1. Introduction

This Share Purchase Plan (**SPP**) announced on 24 November 2017 is open to all Eligible Shareholders. Shareholders should note that a share purchase plan is not a pro-rata issue, but an offer to all existing shareholders (who meet eligibility criteria) to purchase up to the Maximum Allocation.

The Maximum Allocation is \$15,000 worth of New Shares (as determined in Section 6). The Maximum Allocation applies irrespective of the number of Shares you hold in the Company as at the Offer Date.

The SPP is not compulsory. Eligible Shareholders are entitled to subscribe for less than the Maximum Allocation or disregard this offer entirely.

The offer of New Shares is made in accordance with ASIC Class Order 09/425 (**Class Order**), which allows for the offer and issue of shares without the provision of a prospectus or other disclosure document, subject to a number of conditions. The Board has determined that the Company is able to rely on the Class Order to offer the SPP.

Shareholders should note that the level of disclosure required by the Class Order is significantly less than that required under a prospectus or other disclosure required to be issued under the Corporations Act.

## 2. Key Dates

All dates are Australian Eastern Standard Time (**AEDT**). The timetable is indicative only and the Company may at its discretion vary the timetable below by sending a revised timetable to ASX.

<b>Record Date (date for determining Eligible Shareholder)</b>	7:00pm on 23 November 2017
<b>Announcement Date</b>	24 November 2017
<b>Dispatch of SPP Offer Booklet</b>	29 November 2017
<b>Opening Date</b>	29 November 2017
<b>Closing Date</b>	5:00pm on 19 December 2017
<b>SPP Results Announced</b>	21 December 2017
<b>Allotment Date</b>	22 December 2017
<b>Quotation Date</b>	22 December 2017
<b>Despatch of Holding Statements</b>	22 December 2017

## 3. Underwriting

The SPP is not underwritten.

## 4. Eligible Shareholder

- (a) You are an Eligible Shareholder if you were a registered holder of Shares as at 7:00pm on the Record Date with a registered address in either Australia or New Zealand (excluding Shareholders in the United States or persons acting for the account or benefit of a person in the United States)(**Eligible Shareholder**).

- (b) The Company has determined that it is unreasonable for it to offer the SPP to Ineligible Shareholders, having regard to the number of Ineligible Shareholders, the number and value of New Shares that would be offered, and the costs of complying with the relevant legal and regulatory requirements in those jurisdictions outside Australia and New Zealand.
- (c) Participation in the SPP is optional. You do not have to apply for any or all of your Maximum Allocation.
- (d) The SPP is open to employees and directors who satisfy the Eligible Shareholder criteria.
- (e) Shareholders who are joint holders of Shares are taken to be a single registered holder of Shares for the purpose of the SPP and determining whether they meet the eligibility criteria. Accordingly, the entitlement to participate in the SPP is on the basis of a single holding only.

## **5. Offer Price**

- (a) The Offer Price is \$0.023 per share representing
  - (i) an 18% discount the closing share price of the Company's Shares on 22 November 2017, the last business day on which the Company's shares traded prior to the Announcement Date; and
  - (ii) in line with the volume weighted average market price of the Company's Shares traded in the ordinary course on the ASX for the over the last 5 days on which sales of the Company's Shares were recorded prior to the Announcement Date.
- (b) You should note that the market price of the Company's Shares may change between the date of the offer of the SPP (being the date of this Offer Booklet), and the date that the New Shares are issued in accordance with the timetable at Section 2. Accordingly the Offer Price may:
  - (i) reflect a greater discount to the market price than the discount referred to in Section 5(a); or
  - (ii) be higher than the market price of Shares as at the issue date resulting in Shares being able to be bought on-market at a lower price than the Offer Price.
- (c) Participants in the SPP will not have any liability for brokerage or commission in respect to any purchase of New Shares under this SPP.

## **6. Maximum Allocation**

- (a) It is a condition of the Class Order that the maximum amount of Shares that an Eligible Shareholder can subscribe for is \$15,000 worth of Shares under the SPP together with any similar arrangement in the previous 12-month period.
- (b) If you hold Shares as a "custodian" as defined in the Class Order, then you may apply for the Maximum Allocation for each participating beneficiary, providing that you complete the Application form and a Custodian Certificate (see section 8 )
- (c) The SPP is not a pro-rata offer and accordingly each Eligible Shareholder is entitled to subscribe for the Maximum Allocation irrespective of the number of Shares held as at the date of the offer.
- (d) Eligible Shareholders with more than one holding may only apply for New Shares to the Maximum Allocation.
- (e) The Board confirms that as at that date of this Offer Booklet, the Company has not offered a share purchase plan in the last 12 months.

## 7. Non-renounceable

The offer of New Shares under the SPP is non-renounceable. This means that you cannot transfer your right to participate in the SPP to any other person.

## 8. Applying for New Shares

- (a) Eligible Shareholders may participate in the SPP up to the Maximum Allocation in the following increments:

Amount	Shares
\$1,000	43,478
\$2,500	108,695
\$5,000	217,391
\$10,000	434,782
\$15,000	652,173

You do not need to apply for any or all of the Maximum Allocation. If you do not wish to participate in the SPP, you may disregard this Offer Booklet.

- (b) By lodging an Application, you certify that the amount payable for the New Shares under this SPP together with any other Shares acquired by you in the last 12 months under a similar arrangement (whether personally or through a custodian) will not exceed the Maximum Allotment.
- (c) To participate in the SPP you need to follow the instructions set out in the Application Form.
- (d) If you are a “custodian” as defined in ASIC Class Order 09/425, you must also submit a Custodian Certificate with your Application Form and Application Moneys. To request a Custodian Certificate or further information about the Custodian application process, a shareholder should contact the Company's share registry, Advanced Share Registry Limited on +61(0)8 9389 8033 (**Share Registry**) (outside of Australia), between 10.30am to 7.00pm (AEDT time) Monday to Friday. Applications received from Custodians must be accompanied by a duly completed and signed Custodian Certificate.

## 9. Payment options

If you are an Eligible Shareholder and would like to participate in the SPP, the following payment options are available to you:

- (a) **Application Form and accompanying cheque or money order**

Eligible Shareholders wishing to pay by cheque or money order must follow the instructions on the Application Form and complete the Application Form, provide a cheque or money order that is payable to **CCP Technologies Limited SPP Offer** and crossed “Not Negotiable” and return the completed Application Form and cheque or money order to the following address:

**Mailing Address**

Advanced Share Registry  
PO Box 1156  
Nedlands WA 6909

**or**

**Hand Delivery**

Advanced Share Registry  
110 Stirling Highway  
Nedlands WA 6009

The Application Form and accompanying cheque or money order must be received by the share registry no later than 5.00pm (AEDT) on 19 December 2017 (**Closing Date**).

**(b) Payment by BPay®**

Eligible Shareholders wishing to pay by BPay® must use the specific biller code and customer reference numbers detailed on their personalised Application Form and have their BPay® payment processed by 19 December 2017, being the Closing Date. 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.

**10. Allotment of New Shares**

- (a) New Shares are expected to be allotted in accordance with the timetable set out in Section 2.
- (b) All New Shares issued under the SPP will rank equally with existing Shares from the date of issue, and therefore will carry the same voting rights, dividend rights and other entitlements as existing Shares.

**11. The Company's right to accept or reject Applications**

The Company may accept to reject an Application for New Shares in its sole discretion if it believes that:

- (a) the conditions of the Class Order will be breached;
- (b) you are not an Eligible Shareholder;
- (c) you have failed to complete the Application Form properly or pay the Application Moneys by the required date; or
- (d) the Application Moneys tendered do not reflect the required increments set out in Section 8(a).

**12. Scale - Back**

- (a) The Company reserves the right to scale back Applications in its absolute and sole discretion.
- (b) The Company may take into account, among other factors, the size of your shareholding in determining the amount (if any) by which to scale back your Application. Should this occur, you may be allocated New Shares to a value which is less than the parcel for which you applied.
- (c) If there is a scale-back, the balance of any Application Moneys will be returned to you in accordance with Section 13.

**13. Refunds**

- (a) In the event that you are entitled to a refund of all or part of your Application Moneys for any reason, the refund will be effected as soon as practical after the Closing Date by direct debit into your nominated account or via cheque (by sending it to your address recorded on the register) at the discretion of the Company.
- (b) No interest will be payable on any Application Moneys held pending completion of the SPP and which are subsequently refunded to you.

#### **14. Warranties by participating Shareholders**

By lodging an Application to purchase New Shares under the SPP you:

- (a) warrant that you are an Eligible Shareholder and the amount subscribed by you does not breach the Maximum Allocation;
- (b) are deemed to have read and understood the terms and conditions set out in this Offer Booklet and agree to be bound by them;
- (c) acknowledge that your Application is irrevocable and unconditional once lodged;
- (d) authorise the Company and the Share Registry (and their officers, employees or agents) to correct any error or omission in your Application Form and to complete the Application Form by the insertion of any missing details;
- (e) accept that the Company reserves the right to reject any Application which it believes does not comply with the terms and conditions set out in this Offer Booklet or the Class Order;
- (f) acknowledge that no interest is paid on Application Moneys refunded to you for any reason;
- (g) have not relied on any representation made by the Company, its employees, officers or agents; and
- (h) have sought your own independent legal and financial advice with regard to the SPP.

#### **Governing Law**

The SPP and the terms and conditions set out in this Offer Booklet are governed by the Laws of Victoria and by submitting an Application, you agree to submit to the non-exclusive jurisdiction of the Courts of Victoria.

#### **15. Privacy policy**

The Company's privacy policy applies to an Application under this SPP. The privacy policy is available on the Company's website at <http://www.ccp-technologies.com/privacy/>.

#### **16. Enquiries**

If you have any enquiries you should contact the Share Registry, Advanced Share Registry Limited on +61(0)8 9389 8033 (outside of Australia), between 10.30am to 7.00pm (AEDT time) Monday to Friday.

## GLOSSARY

A capitalised term used in this Offer Booklet has the meaning specified below:

<b>Applicant</b>	An Eligible Shareholder who returns an Application.
<b>Application</b>	An application for New Shares under the SPP.
<b>Application Form</b>	The application form accompanying this Offer Booklet (including any replacement of that application form issued by the Share Registry).
<b>Application Moneys</b>	Moneys to be submitted with an Application to acquire New Shares.
<b>Class Order</b>	ASIC Class Order 09/425
<b>Closing Date</b>	19 December 2017
<b>Company</b>	CCP Technologies Limited ACN 009 213 754
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth) as amended from time to time.
<b>Custodian Certificate</b>	A certificate required to be submitted by a custodian together with an Application in accordance with this Offer Booklet.
<b>Eligible Shareholder</b>	A Shareholder who is eligible to participate in the SPP as specified in this Offer Booklet.
<b>Ineligible Shareholders</b>	Shareholders other than Eligible Shareholders.
<b>Maximum Allocation</b>	Is defined in Section 6.
<b>New Shares</b>	Shares issued under the SPP.
<b>Offer Booklet</b>	This offer booklet under which the SPP is being made.
<b>Opening Date</b>	29 November 2017
<b>Record Date</b>	23 November 2017
<b>Shareholder</b>	A holder of the Company's Shares.
<b>Share Registry</b>	Is defined in Section 8(d)
<b>Shares</b>	Means fully paid ordinary shares in the Company.
<b>SPP</b>	The share purchase plan being conducted by the Company as described in this Offer Booklet.
<b>Offer Price</b>	\$0.023 per share



**Record Date** 7:00 pm (AEDT) on 23 November 2017

**Offer opens** 29 November 2017

**Offer closes** 5:00 pm (AEDT) on 19 December 2017

## SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

### How do I apply for Shares under the SPP?

- Carefully read the SPP Terms and Conditions accompanying this form and the Important Information on the reverse of this form.
- Decide on the amount of Shares you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the SPP Terms and Conditions and the further 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 made in Australian dollars.

### PAYMENT OPTIONS

#### Option 1: Paying by BPAY®

If paying by BPAY®, you do NOT need to complete or return this Application Form below. By paying by BPAY® you will be deemed to have made the statements and certifications that are set out in the Important Information notice on the reverse of this form.

Payment must be received by the Registry by BPAY® by 5:00pm (AEDT) on 19 December 2017. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your application payment. If you make a payment by BPAY® and CCP Technologies Limited ("CCP Technologies") receives an amount which is not equal to either A\$1,000, A\$2,500, A\$5,000, A\$10,000 or A\$15,000, CCP Technologies may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$1,000.



#### 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](http://www.bpay.com.au)

® Registered to BPAY Pty Ltd ABN 69 079 137 518

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

If paying by cheque, bank draft or money order complete and return the Acceptance Application Form with your payment.

- Tick the box beside the amount you wish to apply for, either A\$1,000, A\$2,500, A\$5,000, A\$10,000 or A\$15,000.
- Enter your cheque, bank draft or money order details. The amount of your application payment should be equal to the amount applied for in section A. Cheques, bank drafts or money orders must be drawn on an Australian financial institution in Australian currency, made payable to "CCP Technologies Limited SPP Offer" 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 either A\$1,000, A\$2,500, A\$5,000, A\$10,000 or A\$15,000, CCP Technologies may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$1,000.
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

#### **A** I/we wish to purchase a parcel of Shares to the dollar amount of (tick one box only):

<input type="checkbox"/>	A\$1,000	OR	<input type="checkbox"/>	A\$2,500	OR	<input type="checkbox"/>	A\$5,000	OR	<input type="checkbox"/>	A\$10,000	OR	<input type="checkbox"/>	A\$15,000
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#### **B** Make your cheque, bank draft or money order payable to "CCP Technologies Limited SPP Offer" 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

## 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 Shares under the SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the application payment by BPAY® or you submit your Acceptance Form 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 Class Order [CO 09/425] you must complete and submit an additional certificate certifying the matter sets out in paragraph 9 of ASIC Class Order [CO 09/425] (the "Certificate") before your application for Shares is accepted. The Certificate can be obtained by contacting the Registry: 08 9389 8033 (in Australia) or +61 8 9389 8033 (outside of Australia). Applications received by custodians that are not accompanied by the Certificate will be rejected.
6. For applicants that are not required to complete the Certificate, by submitting the Acceptance Application Form (with a cheque, bank draft or money order) or making payment by BPAY®, **you certify** that the aggregate of the payment made by you for:
  - the parcel of Shares indicated on the Acceptance 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 Application Form or payment by BPAY® does not exceed A\$15,000.
7. CCP Technologies 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 CCP Technologies may scale back applications in accordance with the SPP Terms and Conditions.

## How to Lodge your Acceptance Application Form and Application Payment

The Acceptance Form and the application payment 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

Advanced Share Registry  
PO Box 1156  
Nedlands WA 6909

or

### Hand Delivery

Advanced Share Registry  
110 Stirling Highway  
Nedlands WA 6009

Make sure you send your Acceptance Form and application payment allowing enough time for mail delivery, so Advanced Share Registry Services Ltd receives them no later than 5:00pm (AEDT) on 19 December 2017. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. CCP Technologies reserves the right not to process any Acceptance Forms and application payments received after the closing date referred to above.

**If you require information on how to complete this Application Form, please contact the Share Registry on: 08 9389 8033 (in Australia) or +61 8 9389 8033 (outside of Australia).**