

1 December 2020

ASX Announcement

Share Purchase Plan – Plan Documents

Further to its announcement on 25 November 2020 relating to a Share Purchase Plan (**Plan**), engage:BDR Limited (ASX: EN1) (**EN1** or the **Company**) is pleased to advise that today, 1 December 2020, being the Opening Date of the Plan, it will issue the Plan Booklet and associated documents to Eligible Shareholders.

A copy of the relevant documents, comprising Plan Booklet and Application Form, accompany this notice.

On behalf of the Board

Authorised by:

Ted Dhanik

Co-Founder and Executive Chairman

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Forward Looking Statements

Statements made in this release which are forward-looking statements and are based on the Company's expectations, estimates and projections. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "guidance" and similar expressions are intended to identify forward-looking statements. These words are not the exclusive means of identifying such statements. Any forward-looking statement made by the Company in this announcement is based only on information currently available to the Company and its current intentions (which may change) and speaks only as of the date on which it is made. Forward-looking statements are subject to a range of risks and uncertainties, some of which are beyond the Company's control. Risks and uncertainties can include matters inherent in the business of the Company, its management, its activities generally, and the market in which it operates. As a result, actual results could materially differ from those in the forward-looking statements. The forward-looking statements made in this announcement relate only to events as of the date on which the statements are made. The Company does not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring, or as a result of new information, future developments or otherwise after the date of this release except as required by the listing rules of ASX, by law or by appropriate regulatory authorities.

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SHARE PURCHASE PLAN 2020 OFFER BOOKLET

This Offer of Shares is made on the terms and conditions of the SPP set out in this Offer Booklet and the personalised Application Form accompanying this booklet or which can be downloaded by visiting the Share Registrar's web site as described on page 7.

The closing date for this Offer is 5:00pm Melbourne time on Friday, 18 December 2020. The Company will, however, close the Offer early if the Company received applications for an aggregate of \$1 million prior to the Closing Date.

It is important that you read this Offer Booklet and the personalised Application Form accompanying this booklet or which can be downloaded by visiting the Share Registrar's web site as described on page 7 in full. You should seek independent legal and/or financial advice if you are in any doubt about the terms of this Offer or whether to accept this Offer. All dates are indicative only and are subject to change.

Shareholders are invited to phone Viriathus Capital Pty Ltd (Viriathus) on 02 8046 6860 or by email to investors@engagebdr.com if they have any questions. Viriathus is assisting the Company with Shareholder queries in relation to the SPP. Alternatively, Shareholders can register their contact details using the QR Code and someone will be in touch within 24 hours.



Due to Government directions and other restrictions and for the purposes of public health and safety payments by cheque or money order will not be accepted. Note that application amounts payable by Australian Shareholders can only be paid by BPAY[®] as set out in the personalised Application Form. For details of how to make payment of application amounts, New Zealand Shareholders can contact the Company's Share Registrar on +61 3 9415 4000 or by email to web.queries@computershare.com.au.

Note: Certain capitalised terms used in this Offer Booklet and the Application Form have the meaning set out in the Glossary on page 7.

KEY OFFER DETAILS	
Issue price of shares offered under this SPP	0.55 cents (\$0.0055) per Share (all amounts in Australian currency)
Minimum application amount:	\$2,000 (363,637 Shares)
Maximum application amount: [^]	\$30,000 (5,454,545 Shares)
Parcels of Shares under the SPP:	Applications must be for at least \$2,000 (being the minimum application amount) and may be made thereafter in increments of \$1,000 up to the maximum of \$30,000.
Amount to be raised:	<p>Up to \$1 million before costs is sought to be raised from the SPP.</p> <p>Application funds will be processed in the order in which they are received up to the time application funds under the SPP totalling \$1 million have been received.</p> <p>The Company will close the offer earlier if application funds totalling \$1 million are received prior to the Closing Date.</p> <p>No oversubscriptions will be accepted and application funds received after the \$1 million raising amount has been reached will be refunded in full to unsuccessful applicants without interest.</p>
Proposed use of funds:	Funds raised under the Offer will be utilised to drive growth in CTV (Connected TV) advertising and for working capital.
Payment details:	<p>Payment by Australian Shareholders must be made by BPAY[®] in accordance with the instructions in the Application Form.</p> <p>New Zealand Shareholders can contact the Company or the Company's Share Registrar as set out above for details on how to make payment of application amounts.</p> <p>Cheques and money orders will not be accepted.</p>

¹ [®] Registered to Bpay Pty Ltd ABN 69 079 137 518

	<p>The Company will close the offer earlier if application funds totalling \$1 million are received prior to the Closing Date.</p> <p>Shareholders who are eligible to participate in the SPP are encouraged to submit their application and application funds as soon as possible to give themselves the best possible chance of receiving Shares under the SPP in response to their application.</p> <p>If the Offer is not closed early, unless the Company otherwise agrees payments received after 5.00pm (Melbourne time) on the Closing Date will not be accepted.</p> <p>If you do not provide the exact amount for a parcel of Shares which is at least \$2,000 and a whole number multiple of \$1,000 as described above, the Company reserves the right to issue you a lesser number of new Shares than the number you pay for and (if necessary) return a portion of your funds.</p> <p>The Company will refund to the applicant the difference (if any) between the application funds received by the Company and application monies payable for the number of Shares actually issued to the applicant.</p> <p>Refunds will be paid to the applicant either by EFT, if bank account details are held by the Share Registry, or cheque. No interest will be paid on refunds.</p>
Is the Offer underwritten?	No, the Offer is not underwritten.
Offer Date:	1 December 2020, being the date of this Offer Booklet.
Eligibility:	To be eligible under the Offer, the applicant's address in the Company's register of members must be in Australia or New Zealand. The applicant must have been registered as a shareholder on the Record Date.
Record Date (for determining recipients of this Offer):	7:00pm Melbourne time on Tuesday 24 November 2020, being the day before the date on the SPP was announced to ASX.
Closing Date:*	<p>5:00pm Melbourne time on Friday 18 December 2020.</p> <p>The Company may close the Offer early if the \$1 million raising amount is achieved prior to the Closing Date.</p> <p>Please allow time for processing of your payment. Late applications will not be accepted unless the Company otherwise agrees.</p>
Anticipated issue of new Shares:*	Thursday 31 December 2020
Anticipated commencement of trading of new Shares: *	Tuesday 5 January 2021
Dispatch of holding statements *	Tuesday 5 January 2021
Dispatch of refunds (if applicable) *	On or about Friday 8 January 2021

Custodians (within the meaning of ASIC Instrument 2019/547) may apply for up to \$30,000 (5,454,545 shares) on behalf of each distinct beneficiary represented, by returning by email their completed Application Form and Custodian Schedule ("Custodian Schedule") which can be obtained from the Company or its Share Registrar and making payment in accordance with the instructions provided by the Registrar. Further details are provided below.

** The above dates (other than the Record Date and the Offer Date) are indicative only and assume that the Offer closes on the Closing Date. As noted above, the Company will close the Offer earlier if application funds totalling \$1 million are received prior to the Closing Date. If the Company closes the Offer early then the Closing Date and all subsequent dates will be brought forward to an earlier date by an equal number of ASX business days in accordance with the timetable stipulated by ASX. The Company reserves the right to change any date without notice including by postponing the closing date or closing the Offer early, or to withdraw or cancel the Offer. The Company reserves the right to vary*

dates via lodgement of an announcement with ASX and eligible Shareholders are therefore encouraged to monitor the Company's ASX announcements available via www2.asx.com.au, search code "EN1". Applicants should be aware of and take into account any transaction or transfer limits imposed by their financial institution and their financial institution's cut-off times (for example where a payment is to be processed overnight) and it is the applicant's responsibility to ensure funds are submitted correctly by the closing date and time. If the applicant has any questions regarding making payment they should contact the Company's Share Registrar on +61 3 9415 4000.

If you wish to participate in this SPP you must apply and subscribe for Shares using the details in this Offer Booklet and the personalised Application Form accompanying this Offer Booklet or which can be downloaded by visiting the Share Registrar's web site as described on page 7 (including instructions from the Company and/or the Company's Share Registrar). Due to Government directions and other restrictions and for the purposes of public health and safety payments by cheque or money order will not be accepted. If you are a Custodian and wish to apply on behalf of distinct beneficiaries, you must complete and return by email the personalised Application Form and Custodian Schedule which can be obtained from the Company or its Share Registrar and make payment in accordance with the instructions provided by the Registrar. If any of your details on the Application Form are incorrect, or you wish to discuss any aspect of the SPP including but not limited to payment methods, please contact the Company's Share Registrar on +61 3 9415 4000.

ABOUT ENGAGE:BDR LIMITED

Engage:BDR Limited (ASX:EN1) is an Australian public company listed on the ASX that provides an internet-based marketplace platform and associated technology solution provider including advertising marketplaces for desks, agencies and brands delivering unique, transparent inventory for programmatic buyers, publishers and advertisers.

Details of the Company's current activities are in the announcements made by engage:BDR Limited to ASX (www2.asx.com.au, search code "EN1").

ABOUT USE OF FUNDS

Funds raised through the SPP will be utilised to drive growth in CTV (Connected TV) advertising and for working capital.

IMPORTANT INFORMATION

Participation in the SPP is entirely optional and is subject to the terms and conditions in this Offer Booklet. Shares offered under the SPP are offered at an issue price of 0.55 cents (\$0.0055) per Share. This price is the same as the price at which Shares have been agreed to be subscribed for by professional, sophisticated and other exempt investors who are not related parties of the Company under the placement announced to ASX on 25 November 2020, and represents:

- A 17.17% discount to the volume weighted average price of the Company's shares sold on the ASX for the last fifteen (15) days on which the Company's shares were traded on and before 20 November 2020, being the last day the Company's shares traded on ASX before the SPP was announced; and
- a 31.25% discount to the price at which the shares of the Company closed on 20 November 2020, being the last trading day before the Offer was announced.

Fractional entitlements to Shares arising from application payments will be rounded down to the nearest whole share. Any excess application moneys arising from rounding adjustments will not be refunded.

Each offer made under this SPP to eligible Shareholders is made on the same terms and conditions (other than the method of payment for Australian and New Zealand Shareholders).

The Offer is not underwritten.

Price Risk: Applicants should specifically consider the risk of movement in market value of the Company's Shares. The market price of the Company's Shares may change between the Offer Date and the date when the Shares are issued to applicants under this SPP, with the effect that the price or value of the Shares which applicants receive under this SPP may be more or less than the price paid for the Shares. The closing price of the Company's shares on the last trading day before 25 November 2020, being the date of the announcement of the SPP, was 0.8 cents (\$0.008). The trading price may rise or fall after the Offer Date, after the date upon which Shares are applied for, before the Shares are issued, or before the Shares can be traded. There is no certainty that applicants will be able to sell their Shares for more than or at the same price as they paid, or at all. Information about the prices at which the Company's trade on ASX can be obtained from the ASX website (www2.asx.com.au) using the code "EN1". Closing prices can also be found in daily newspapers.

No account has been taken of the particular objectives, financial situation or needs of recipients of this Offer Booklet. Because of this, recipients of this Offer Booklet should have regard to their own objectives, financial situation and needs.

Recipients of this Offer Booklet should make their own independent investigation and assessment of the Company, its business, assets and liabilities, prospects and profits and losses, and the risks associated with investing in the Company.

Independent expert advice should be sought before any decision is made to apply for Shares under this SPP, or acquire additional Shares or other securities in the Company.

The Offer under this SPP is non-renounceable, meaning that a Shareholder cannot transfer the right to participate in the Offer to another person or entity. Participation in this Offer is not compulsory.

The Offer is made pursuant to ASIC Instrument 2019/547. Accordingly, the Company is exempted from the requirements contained in Parts 6D.2 and 6D.3 of the Corporations Act. The Company will not be issuing a prospectus in relation to the Shares offered under the SPP and is not required to seek Shareholder approval in relation to the Offer under the SPP.

Directors and officers of the Company (and their associates) who hold Shares as at the Record Date may participate in this Offer, subject to the terms and conditions set out in this Offer Booklet and the Application Form.

The Company reserves the right to vary the terms and conditions of this SPP without notice. The Company reserves the right to waive strict compliance with the terms and conditions of this SPP.

The Company also reserves the right to terminate this SPP at any time, including as specifically set out in this Offer Booklet. In the event of termination of this SPP, or rejection of any application for any reason, all monies received shall be refunded to the applicant by being returned to the transferring bank account as identified by the Share Registrar's bank without interest.

The Company reserves the right to place any shortfall in acceptances to sophisticated, professional and other exempt investors (who may include existing shareholders), subject to compliance with applicable laws and the Listing Rules.

The Company's rights and powers may be exercised by the directors of the Company or any delegate of the directors.

This SPP, Offer, and the terms and conditions (including this Offer Booklet and the Application Form) are governed by the laws applying in the State of Victoria, Australia. By applying for Shares applicants agree to submit to the exclusive jurisdiction of the Courts of that State and the courts of appeal from those Courts.

SHARES OFFERED

The Shares offered under this SPP are fully paid ordinary shares in the capital of the Company. Shares issued under this SPP shall rank equally with, and have the same terms as, the Company's other Shares.

The Company will not be obliged to issue Shares and the applicant will not be entitled to receive or be issued Shares until the Board resolves to issue the Shares. After the Shares are issued, the Company will promptly make an application to the ASX for the Shares to be admitted to quotation on the ASX.

The anticipated timetable for issuing Shares and sending holding statements to successful applicants is set out on page 2 of this Offer Booklet. As noted above, the Company proposes closing the Offer earlier if application funds totalling \$1 million are received prior to the Closing Date. If the Company closes the Offer early then the Closing Date and all subsequent dates set out on page 2 of this Offer Booklet will be brought forward.

It is the responsibility of applicants to determine their allocation prior to trading in Shares. Applicants trading Shares before they receive their holding statements will do so at their own risk.

APPLYING FOR SHARES UNDER THE SPP

To apply for Shares under the SPP, unless you are a Custodian (see further below) or New Zealand shareholder, please make your BPAY® payment for your chosen application fund amount (being not less than \$2,000 and then in increments of \$1,000 up to the maximum of \$30,000). For shareholders whose address in the Company's register of members is in New Zealand, indicate the quantum of your application funds in your accompanying personalised Application Form.

Australian Shareholders

You can only make a payment by BPAY® if you are the holder of an account with an Australian Financial Institution.

There is no requirement or ability to return the Application Form if you are paying by BPAY®

The Company will close the offer earlier if application funds totalling \$1 million are received prior to the Closing Date. Shareholders who are eligible to participate in the SPP are encouraged to submit their application and application funds as soon as possible to give themselves the best possible chance of receiving Shares under the SPP in response to their application. In any event, when applying and paying by BPAY®, you need to ensure your payment of application monies is received in the Offer bank account in clear and immediately available funds by no later than 5:00pm Melbourne time on the Closing Date. Applicants should be aware that their own financial institution may implement early cut off times for processing BPAY® payments, and/or may impose daily or per transaction limits. It is important that you make your payment in time and according to any limits so that payment for the full number of Shares you wish to apply for is received on time and in full. Late application monies received after the specified time will not be accepted, unless the

Company otherwise agrees. Neither the Company nor the Company's Share Registrar accepts any liability for, or for applications being unsuccessful due to, lost, delayed or misdelivered Application Forms or application monies, being unable to access or download an Application Form from the Share Registrar's web site as described on page 7, or for non-receipt or late receipt or processing of applications or funds.

New Zealand Shareholders

New Zealand Shareholders can contact the Company's Share Registrar on +61 3 9415 4000 or by email to web.queries@computershare.com.au, for details on how to make payment. New Zealand Shareholders who wish to participate in the SPP are encouraged to contact the Company or the Company's Share Registrar as soon as possible to ensure payment of application funds is received in accordance with payment instructions.

All eligible Shareholders

Due to Government directions and other restrictions and measures in response to the COVID-19 pandemic, for the purposes of public health and safety payments by cheque or money order will not be accepted.

By making payment for Shares offered under this SPP the applicant confirms that it is an eligible Shareholder, certifies the matters set out in the Application Form and agrees to be bound by the Constitution and by the terms and conditions set out in this Offer Booklet and the Application Form. Receipt by the Company's Share Registrar of payment for Shares offered under this SPP constitutes an irrevocable and unconditional acceptance of the Offer in accordance with the terms and conditions of this Offer Booklet and the Application Form by the applicant.

Applications can only be made in one of the amounts calculated as set out in this Offer Booklet. The Company reserves the right to waive this requirement, or to accept the application for the number of Shares for which payment is received.

As noted above, the Company is seeking to raise up to \$1 million before costs of the SPP. The Company (or its Share Registrar) will process application funds in the order in which they are received up to the time application funds under the SPP totalling \$1 million have been received. No oversubscriptions will be accepted and applications and application funds received after the \$1 million raising amount has been reached will not be successful and will be refunded.

The Company reserves the right to reject an application or funds received, and/or may refuse to issue Shares under this SPP, if the Company believes that acceptance of the application or issue of the Shares may be contrary to any applicable law, the terms of ASIC Instrument 2019/547 (or any replacement instrument or its equivalent), the Listing Rules, or the terms and conditions of this SPP.

The Company may amend or complete any application received, waive strict compliance with or vary any term or condition of the Offer or resolve in any manner any anomaly, inconsistency, uncertainty or dispute if such amendment, waiver, variation or resolution would assist or permit the Company to issue and/or the applicant to receive Shares under this SPP, provided no amendment, waiver, variation or resolution shall result in the number of Shares to be issued exceeding the number of Shares which may be issued at the Offer price represented by the application funds received. If payment of application monies is not honoured, the Company may at its sole discretion issue Shares in response to the application and recover the application monies as a debt due or reject the application.

EFFECT OF RECEIPT

In addition to any certification or acknowledgment noted or provided for herein or in the Application Form, receipt in the Offer bank account of payment for Shares offered under this SPP:

- constitutes an irrevocable and unconditional acceptance of the Offer on, subject to and in accordance with the terms and conditions set out in this Offer Booklet and the Application Form by the applicant;
- represents an acknowledgment that the applicant is lawfully permitted to accept the Offer to acquire the Shares under the SPP and participate in the SPP in accordance with the applicable laws in Australia and any other applicable laws in the jurisdiction in which the applicant and/or the beneficial owner of the Shares is situated;
- represents an acknowledgement that the applicant accepts the risk that the market price of the Shares may fall between the date on which the Application is submitted and the date the Shares the subject of the Offer are allocated and/or issued;
- represents an acknowledgement by the applicant that the Company is not liable for any exercise of its or its Share Registrar's discretions provided for in the terms and conditions of this Offer Booklet or the Application Form; and
- represents an acknowledgement by the applicant that under the terms and conditions of this Offer Booklet and the Application Form, to the maximum extent possible at law, the applicant releases the Company and its Directors and officers from any liability for any loss the applicant may suffer as a result of making any investment in the Company under the SPP.

MAXIMUM APPLICATIONS

Each eligible Shareholder who is not a Custodian may only apply for up to a maximum of \$30,000 of Shares under the Offer. If a registered holder of Shares receives more than one offer under this SPP (for example, due to multiple registered holdings, including joint holdings), it may only apply for up to \$30,000 of shares in total.

Applicants that are not required to complete the Custodian Schedule, by making payment in accordance with this SPP Booklet and the personalised Application Form that accompanies this SPP Booklet or which can be downloaded by visiting the Share Registrar's web site as described on page 7 (including instructions from the Company and/or the Company's Share Registrar), you certify that the aggregate of the payment(s) paid by you for:

- the parcel of Shares indicated on the Application Form or 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 making payment does not exceed \$30,000.

Joint holders are counted as a single Shareholder for the purposes of determining entitlements. A joint holder who receives more than one offer under the SPP due to multiple registered holdings (including both sole and joint holdings) may only apply for up to \$30,000 of shares in total.

Applications counted in determining whether the \$30,000 limit would be exceeded include applications made through a Custodian or other nominee.

CUSTODIANS

A registered Shareholder who is a Custodian holding Shares on behalf of two or more beneficial holders as at the Record Date may acquire multiple parcels with an application price totalling up to \$30,000 (5,454,545 Shares) on behalf of distinct beneficiaries, subject to compliance with the procedures and certification requirements set out in ASIC Instrument 2019/547. In addition, where requested by the Company, Custodians must provide evidence satisfactory to the Company of distinct holdings when accepting the Offer under this SPP. Custodians must establish that the issue of Shares applied for on behalf of a beneficiary will not result in the beneficiary acquiring Shares under this Offer (or under any other SPP of the Company or similar arrangement) with an application price totalling more than \$30,000 in the 12-month period prior to an application under this SPP.

Custodians must obtain a separate Custodian Schedule from the Company's Share Registrar if they wish to accept multiple parcels on behalf of distinct beneficiaries. Payment of an amount by using details on a personalised Application Form which accompanies this Offer may be treated by the Company as an acceptance by the holder named on the form and not as being made on behalf of distinct beneficiaries.

Requests for a Custodian Schedule should be made to the Company's Share Registrar on +61 3 9415 4000. Custodians must allow time for the dispatch, completion and return of the form. Requests made on or after the fifth business day before the Closing Date may not result in the Custodian Schedule and separate Application Form being received in sufficient time to allow for lodgement before 5:00pm Melbourne time on the Closing Date, provided however that the Offer will close early if application funds under the SPP totalling \$1 million have been received.

If you are unsure whether you are a Custodian for the purposes of this Offer, you should obtain independent legal advice.

EXCLUDED APPLICANTS

A Shareholder who alone or with its associates would obtain an interest in more than 20% of the issued voting shares of the Company may be ineligible to accept an offer under this SPP. The Company reserves the right to refuse an application if the applicant (alone or with its associates) would obtain an interest in more than 20% of the issued voting shares of the Company. The Company may amend any application received (including where the application is constituted by payment of application monies) so that the applicant's interest alone or with its associates is no more than 20% of the issued voting shares of the Company. In the event that an application is adjusted, the Company will refund to the applicant by returning to the transferring bank account as identified by the Share Registrar's bank without interest the difference between the application monies received by the Company and application monies payable for the number of Shares actually issued to the applicant.

Only Shareholders whose address in the Company's register of members is in Australia and New Zealand may apply for Shares under the Offer. Regardless of their address in the register, applicant's resident in countries outside Australia and New Zealand should consult their professional advisers as to whether any governmental or other consent are required or whether formalities need to be observed to enable them to apply for and accept Shares.

Only applicants registered as a Shareholder in the Company's register of members at 7:00pm Melbourne time on the Record Date may apply for Shares under the Offer. The offer for Shares under the SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.

Accordingly, this document and the Application Form do not constitute an offer of Shares in any place in which, or to any person to whom, it would not be lawful to make such an offer. Payment of application monies and/or return of a Custodian Schedule will be taken by the Company to constitute a representation by the applicant or Custodian (as applicable) that there has been no breach of such requirements.

BROKERAGE

No brokerage is payable by applicants in respect of applications or the issue of Shares to applicants under this SPP.

ENQUIRIES

You should seek independent legal and/or financial advice if you are in any doubt about the terms of this Offer or whether to accept this Offer.

You may download your personalised SPP Application Form by visiting the Share Registrar's web site www.investorcentre.com/au, clicking "Single holding", and logging in with your SRN/HIN and postcode or country of residence. Once logged in, you would find the Application Form under the Statement section.

If you have any questions about this Offer or how to accept this Offer, please contact your stockbroker or professional adviser, or the Company on +61 3 9692 7222 or by email to admin@leydinfreyer.com.au.

Shareholders are also invited to phone Viriathus Capital Pty Ltd on 02 8046 6860 or by email to investors@engagebdr.com if they have any questions. Viriathus is assisting the Company with Shareholder queries in relation to the SPP. Alternatively, Shareholders can register their contact details using the QR Code and someone will be in touch within 24 hours.



GLOSSARY

ASIC Instrument 2019/547	ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, as amended.
ASX	means ASX Limited [ACN 008 624 691] and the prescribed financial market known as the Australian Securities Exchange.
Application Form	means the personalised application and acceptance form which accompanies this Offer Booklet or which can be downloaded by visiting the Share Registrar's web site as referred to above.
Australian Shareholders	mean Shareholders whose address in the Company's register of members as at the Record Date is in Australia.
Company or engage:BDR	means engage:BDR Limited [ACN 621 160 585].
Corporations Act	means the Corporations Act 2001 (Cth).
Custodian	means a custodian within the meaning of ASIC Instrument 2019/547.
Custodian Schedule	means a separate schedule which can be requested, completed and submitted by a Custodian.
Director	means a Director of the Company.
EFT	Means electronic funds transfer.
Listing Rules	means the Listing Rules of ASX.
New Zealand Shareholders	mean Shareholders whose address in the Company's register of members as at the Record Date is in New Zealand.
Offer	means the offer of fully paid ordinary shares to eligible Shareholders under the SPP made in this Offer Booklet.
Offer Booklet	means this SPP offer booklet.
Record Date	means 7:00pm Melbourne time on Tuesday, 24 November 2020.
Share	means an ordinary fully paid share in the capital of the Company and "Shares" has a corresponding meaning.
Shareholder	means a person who holds Shares.
SPP	means the share purchase plan described in this Offer Booklet.
Share Registrar	means Computershare Investor Services Pty Limited.

For all enquiries:

Phone:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Web:
 www.investorcentre.com/contact

EN1

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:



See overleaf for details of the Offer and how to make your payment

Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (Melbourne time) on Friday, 18 December 2020[^]**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of engage:BDR Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for engage:BDR Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP does not exceed \$30,000.

engage:BDR Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by engage:BDR Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. engage:BDR Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where engage:BDR Limited does not notify you of that event.

Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Note that shares may be purchased in increments of \$1,000 subject to purchase of the minimum value of \$2,000 and not exceeding the maximum value of \$30,000.

Australian holders:

Under the SPP, payment can only be made via BPAY in Australian dollars drawn on an Australian branch of a financial institution. When making your BPAY payment, please use the specific biller code and your unique reference number provided overleaf. As payment is instructed by BPAY, there is no requirement to return this Application Form.

New Zealand holders only:

Please email web.queries@computershare.com.au with your SRN or HIN for instructions on how to make your payment electronically.

Turn over for details of the Offer →

engage:BDR Limited Share Purchase Plan Application Form

Payment must be received by 5:00pm (Melbourne time) on Friday, 18 December 2020[^]

[^] Unless closed earlier or extended. The Offer will close upon application funds for the maximum raising amount of \$1,000,000 being received. Funds received in excess of \$1,000,000 will be refunded in full without interest.

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