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This presentation is dated 17 June 2022 and has been prepared by Trajan Group Holdings Limited (ACN 152 617 706) (**Company** or **Trajan**) in connection with (a) Trajan's proposed acquisition of Chromatography Research Supplies, Inc. (**CRS**) (**Acquisition**); (b) an institutional placement of new fully paid ordinary shares (**New Shares**) in the Company (**Placement**); and (c) an offer of New Shares to eligible shareholders under a share purchase plan (**SPP**) (the Placement and SPP together being the **Offer**). The Placement is jointly managed and fully underwritten by Canaccord Genuity (Australia) Limited and Ord Minnett Limited (the **Joint Lead Managers**) on the terms and conditions of an *Underwriting Agreement* dated 17 June 2022 between the Joint Lead Managers and the Company. The SPP is not underwritten. By receiving this presentation, you are agreeing to the following restrictions and limitations.

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All currency amounts are in Australian Dollars unless otherwise noted. All references starting with "FY" refer to the relevant financial year for the Company, being the relevant 12 month period ending 30 June. All references starting with "CY" refer the relevant calendar year, being the relevant 12 month period ending 31 December.

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## The Trajan Journey is Accelerating

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From the individual to the sample, from the automated laboratory analysis to actionable information, Trajan is building the capabilities to deliver its vision: personalised, preventative, data-based healthcare.



### The Trajan Journey

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### Delivering on results and the strategy since IPO

# Recurring income from speciality consumable products

- Built a portfolio of specialised consumable products based on quality and innovation.
- Reinvested profits into product enhancements focused on precision and reproducibility of components and solutions.

### Development of next gen devices and solutions

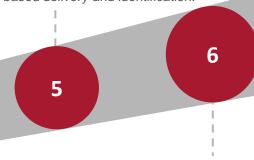
- Focused on analytical moving to clinical.
- Development informed and driven by domain expertise and customer insights.
- Utilised collaboration with industry, academia and government in the development process.

3





 Continued investment in solutions addressing the shift from the analytical to the clinical, and data-based delivery and identification.



## Product quality differentiation

Extended products and processes across the workflow.

2

- Built critical mass that allowed scalability and cost effectiveness.
- Invested profits into the design of new technologies and devices.

#### Expansion of capabilities across the workflow

 Addition of complementary products including data analysis.

At IPO

- We believe that the future of healthcare is databased. Accordingly, we believe that long-term value delivery will evolve from products and solutions to analysis of data, and ultimately artificial intelligence (AI).
- Continued pursuit of organic and complementary inorganic opportunities.

### Global leader in analytical technologies servicing healthcare

 With a clear focus on the future of databased, preventative, personalised measurement, Trajan believes it is on the journey towards global market leadership in specialised analytical and life science technologies that service healthcare.



Any opinion or statement included in this Presentation as to current and future trends which impact or will impact the analytical science or healthcare industries, and which is not otherwise referenced to an independent source, is based on Trajan management's views derived from their detailed understanding and analysis of the industries and sectors in which Trajan operates.

## Compelling M&A model delivering Impact

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### **Acquisition characteristics**



Collaborative process working alongside the founder to provide a succession plan that benefits both Trajan and the target



Provides a solution within the analytical workflow



Complementary to one or multiple current business segments and/or technologies, with a clear integration strategy



Focus on becoming industry best practice once integrated into the Trajan ecosystem



Earnings accretive or strategic opportunity that enhances shareholder value in the short-tomedium-term and increasing in the long-term

Our acquisitions aren't simple "bolt on" capabilities, we focus on attributes that enhance Trajan as a whole



**2011 and 2014**: Entered through Grale Scientific and then built through HD Scientific the foundation of today's successful pathology business

**2013**: Entered through SGE Analytical Science into analytical products which provided the platform for today's chromatography products

**2016**: Built through Epic Extrusion a position in analytical products enabling Trajan today to deliver polymer tubing to the analytical community

**2018:** Entered through Soltec into sample containment, providing sealing septa to help preserve sample and data integrity

**2021**: Entered through MyHealthTest into our own laboratory, and we are now establishing the resource and infrastructure to support future growth

**2016 and 2021**: Entered through Leap Technologies and then built through Axel Semrau and LEAP PAL Parts laboratory automation. Applications today include proteomics, drug discovery and food contamination testing

**2021**: Built through Neoteryx' microsampling with a strengthened position in the emerging microsampling segment

**2021**: Entered through FORTH into consumer portals through strategic investment with Board representation and potential partnering opportunities

Acquisitions already completed through the FY22 period are expected to contribute annualised revenues of \$38 million<sup>1</sup>

## Building and Extending in the Analytical Workflow

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Through both internal developments and M&A we are:

- Building
  - Adding critical mass to existing product areas and striving to be industry best practice in specialised areas that impact data quality and productivity
- Extending
  - Strategically entering new adjacent areas
     where we see a natural extension to our current
     product areas and capabilities



### Acquisition Overview: Chromatography Research Supplies

- Trajan to acquire Chromatography Research Supplies, Inc. ("CRS"), a leading global chromatography consumables and tools business based in Kentucky USA, with FY22F revenues of US\$14.1 million (A\$20.1 million¹) and FY22F EBITDA of US\$4.2 million (A\$6.0 million¹)²
- Provides Trajan with enhanced and extended production capabilities in the Gas Chromatography ("GC") workflow
- Consolidates Trajan's current market leading position in GC inlet and sample introduction, supporting the quality of flow path connection and sealing functions with two leading product lines – septa and ferrules
  - CRS is Trajan's sole supplier of the septa product line and generated eight times the revenue Trajan did in the same area over the trailing 12month period to 28 February 2022
  - CRS and Trajan have roughly equal market share in the ferrules product line
  - Both product lines are considered by Trajan management as industry best practice in product performance and fabrication capability





AUD/USD 0.70 based on assumed AUD/USD exchange rate

<sup>2.</sup> CRS' FY22F EBITDA includes a rent expense of US\$228k

### Acquisition Overview: Extending Trajan's Portfolio

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- Also extends on Trajan's portfolio via CRS' other main product lines;
  - Tools that relate to sealing sample vials are strongly complementary to the Trajan Soltec business acquired in late 2018
  - Coating technologies that relate to 96 and 384 well plates is an emerging technology and aligns strongly with Trajan's automation businesses; Axel Semrau and the Leap Pal Parts business acquired in late 2021
- Expands global infrastructure footprint with the acquisition of manufacturing real estate assets in the USA
- Acquisition price implies an EV / FY22F EBITDA multiple of ~9.5x<sup>1,2,3</sup>



Manufacturing sites
 Operational sites



<sup>1.</sup> AUD/USD 0.70 based on assumed AUD/USD exchange rate

<sup>2.</sup> CRS' FY22F EBITDA includes a rent expense of US\$228k

EV / FY22F EBITDA multiple of 9.5x is based on an enterprise value of US\$40.2 million (excluding the acquisition of freehold title to real estate owned by CRS for US\$3.1 million) and an FY22F EBITDA of US\$4.2 million converted to AUD at AUD/USD 0.70

### **Acquisition Overview: Consideration**

- Trajan will acquire 100% of CRS for total upfront consideration of US\$43.3 million (A\$61.9 million)<sup>1</sup> with no deferred component
  - The consideration will be funded via:
    - A\$28.5<sup>2</sup> million by way of a fully underwritten institutional placement
    - A\$20.0 million of acquisition debt financing from HSBC via an extension to Trajan's existing debt financing facilities
       with HSBC
    - A\$13.4 million from existing cash
  - Completion of the acquisition is expected to occur on or around 24<sup>th</sup> June and is subject to satisfactory completion of customary closing conditions including:
    - completion of the Offer
    - Trajan satisfying customary conditions to drawdown under its HSBC acquisition financing debt facility
  - In the event that unforeseen circumstances result in Trajan being unable to complete the acquisition of CRS within 5 weeks following execution of the acquisition documents, and the Company is unable to secure alternate funding, Trajan has agreed to pay a termination fee of US\$3.0 million<sup>3</sup> to the vendor



<sup>2.</sup> Net of offer costs of \$1.2 million

The termination fee will be applicable in circumstances where the Underwriting Agreement (Refer to Appendix 2 for a summary of the key terms and conditions of the Underwriting Agreement) in respect of the Placement is terminated and the Placement does not proceed, Trajan is unable to negotiate binding facility documents in respect of the proposed extended HSBC acquisition financing facility or otherwise drawdown under that facility, and Trajan is unable to secure alternate funding for the consideration payable to the vendor



### **CRS Strategic Rationale**

Creating a market leading position across the GC sample introduction	<ul> <li>Trajan currently holds a key market position in components required for GC sample introduction</li> <li>CRS will extend that position across the septa and ferrules product lines, building a strong position in the GC inlet port, critical to analytical result quality</li> </ul>	
Strengthening Trajan's position	<ul> <li>CRS is a US-based manufacturer of chromatography consumables and tools demonstrating what Trajan management believe to be industry best practice</li> <li>The CRS business focuses on five core product lines which all align with Trajan's strategic direction</li> <li>Advanced US-based engineering, logistical capability and scientific expertise will benefit other Trajan US sites</li> </ul>	
Strong financial performance	<ul> <li>Track record of strong financial performance with CY21 revenue of circa US\$12.4 million (A\$17.8 million)¹, representing ~20% YoY growth</li> <li>Strong profitability profile with CY21 EBITDA of circa US\$3.4 million (A\$4.9 million)¹,² representing an EBITDA margin of ~27%</li> <li>Accelerated growth expected in FY22F with forecasted revenue of US\$14.1 million (A\$20.1 million)¹,² and forecasted EBITDA of US\$4.2 million (A\$6.0 million)¹,²</li> </ul>	
Long standing relationship with Trajan	<ul> <li>Key supplier to Trajan since the acquisition of SGE Analytical in 2013</li> <li>The retirement of the founder and majority shareholder presents a significant opportunity to acquire the business via a non-competitive process</li> </ul>	
Investment in line with Trajan practice	<ul> <li>Friendly founder led company, focusing on best practice principles along the analytical workflow</li> <li>Attractive valuation terms of ~9.5x FY22F EBITDA<sup>2,3</sup> and provides enhanced shareholder value</li> </ul>	
Financially accretive acquisition	• FY23F earnings per share accretion of >31% <sup>1,4,5,6</sup> (excluding the impact of synergies) or >42% (including 100% of the proforma impact of identified corporate savings and product line synergies (being A\$1.323 million per annum) <sup>7</sup> )	

- 1. AUD/USD 0.70 based on assumed AUD/USD exchange rate
- 2. CRS' FY22F EBITDA includes a rent expense of US\$228k
- 3. EV / FY22F EBITDA multiple of 9.5x is based on an enterprise value of US\$40.2 million (excluding the acquisition of freehold title to real estate owned by CRS for US\$3.1 million) and an FY22F EBITDA of US\$4.2 million converted to AUD at AUD/USD0.70
- 4. Before one-off transaction and implementation costs
- 5. Accretion assumes a capital raise size of A\$29.7m issued at an offer price of \$2.00 and a debt raise size of A\$20m incurring interest at a 4% pre-tax rate and A\$13.4m in cash
- 6. FY23F accretion assumes analyst consensus NPAT estimate of A\$8.8m and CRS NPAT of A\$4.7m (excluding corporate savings and product line synergies) and an effective tax rate of 20% for CRS based on Management's due diligence
- 7. Refer to slide 17 for further detail on the identified synergies



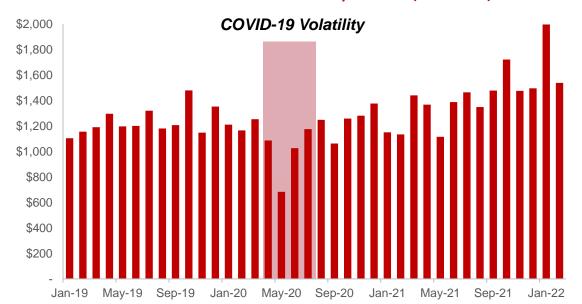
### CRS' Financial Performance

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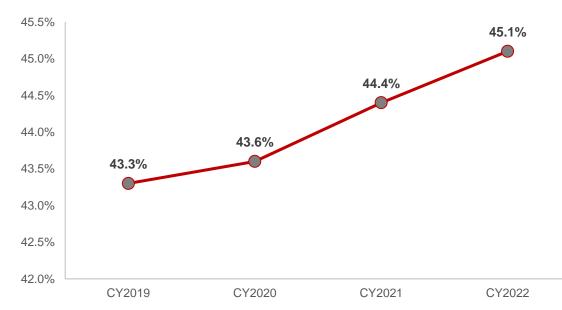
### Consistent profitable growth

- Track record of single digit revenue growth and consistent improvement of gross profit margins aligning with Trajan's historical revenue growth and gross margin expansion profile
- Revenue growth in CY21 driven by strong customer acquisition and introduction of new product lines
- Historical gross profit margin growth driven by a favourable change in product and customer mix in combination with pricing optimisation initiatives where appropriate

#### Historical Monthly Sales (A\$'000)



#### Gross Profit Margin %



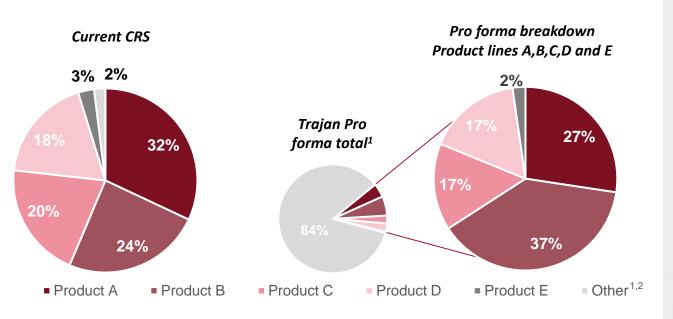


### CRS' Product Mix

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### Driving gross margin uplift across multiple product lines

#### CY21<sup>1</sup> Product Mix by Revenue



Product Line A Integration (A\$'000)			
	CY21 Sales	CY21 Gross Profit	CY21 GP%
Trajan	\$635	\$274	43.1%
CRS	\$5,669	\$2,825	49.8%
Combined	\$5,943 <sup>3</sup>	\$3,099	52.1%

**Product Line A:** CRS is Trajan's current sole supplier. Integration of the two is expected to drive gross profit margin expansion and establish a strong market position

**Product Line B:** CRS and Trajan both currently maintain competitive market positions. Consolidation is expected to result in market leadership and integrated best practice manufacturing capability

**Product Line C:** entry into a new product line for Trajan which is highly complementary to Trajan's Sample Preparation business

**Product Line D:** highly complementary to Trajan's Separation Science business and will build on Trajan's emerging position within the competitive market

**Product Line E:** new high growth consumables business that is highly complementary to Trajan's Sample Preparation business



<sup>1.</sup> Although product mix calculations are based on CY21 revenue, the other component of Trajan's pro forma total (84% of revenue) includes annualised revenue for the Axel Semrau GmbH, LEAP Pal Parts and Consumables, LLC and Neoteryx LLC investment / acquisitions. Aggregated annualised revenues for acquisitions have been calculated based on actual annual revenues generated by each acquired business prior to their acquisition by Trajan

<sup>2.</sup> Other combines all Trajan's product lines not related to Product Line A, B, C, D and E

Total combined CY21 Sales for Product Line A will not add up to the sum of Trajan and CRS Product Line A CY21 Sales as it excludes sales from CRS to Trajan which will cease once integrated into Trajan. However, these sales to Trajan don't have an impact on Combined Gross Profit

### Leveraging Improved Operating and Financial Profile

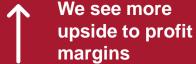
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 Aligned customer set further embeds Trajan in the customer workflow and strengthens Trajan's market position



The introduction of CRS products in new geographic markets which are currently serviced by Trajan is expected to further drive top line growth once integrated



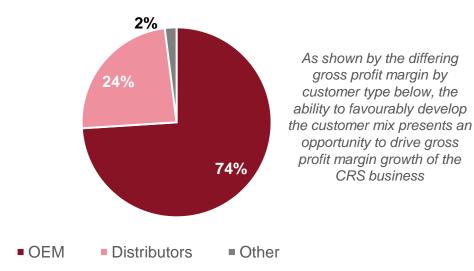
 Consolidation and integration of product lines along with development of the customer mix is expected to drive gross profit margin expansion



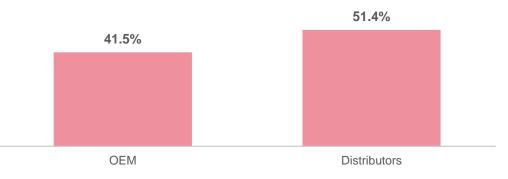
Organisational synergies

- Advanced US-based engineering and scientific expertise is expected to benefit other Trajan US sites
- CRS' inventory systems expected to benefit the broader Trajan operations

#### CY21 Revenue Mix by Customer Type



#### CY21 Gross Profit Margin % by Customer Type

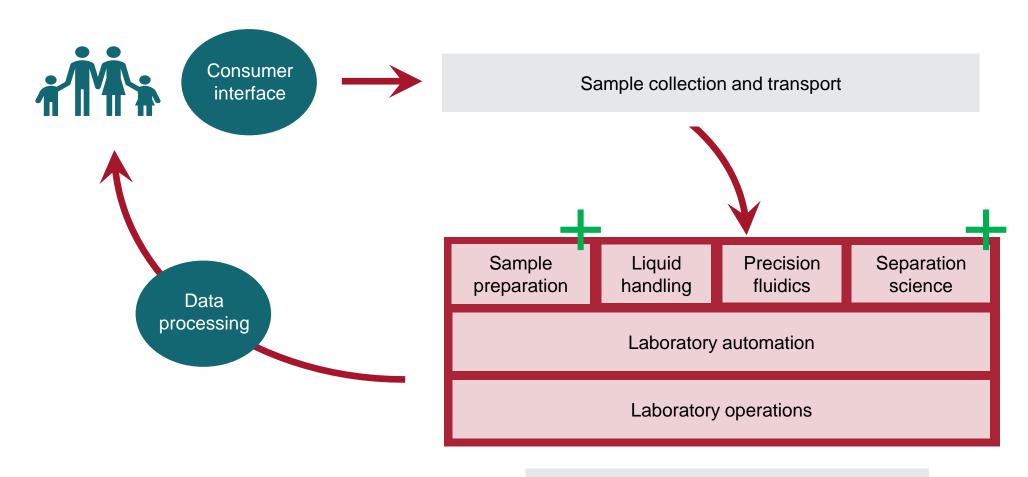




## Fitting into the Analytical Workflow

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### CRS further secures Trajan's position across the analytical workflow





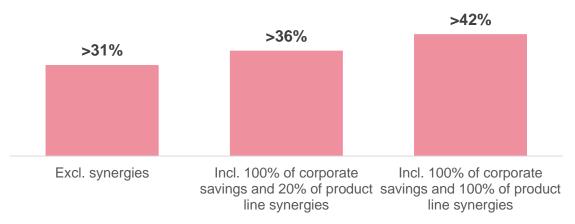
Non-laboratory analytical measurement (i.e. Hummingbird Project)

## Identified Synergies and EPS Accretion

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- Significant potential revenue and cost synergies identified, with corporate savings realised from the date of acquisition and product line synergies expected to ramp up within the first 2–3 years of ownership
- Opportunity to realise additional synergies through the consolidation of current manufacturing facilities over the medium-to-long term
- Ability to leverage advanced manufacturing technologies and automation into Trajan's current operations to drive efficiencies, and subsequently, margin expansion over time

#### FY23F Earnings Per Share Accretion Analysis 1,2,3,4,5



#### **Identified Potential Synergies (Pre-Tax)**

Annual Synergies (100% run rate) <sup>3</sup>	
Corporate savings (realised from acquisition) <sup>1</sup>	~A\$0.439 million
Product Line B cost synergies	~A\$0.321 million
Product Line C revenue synergies	~A\$0.241 million
Product Line D revenue and cost synergies	~A\$0.134 million
Product Line E revenue synergies	~A\$0.188 million
Total estimated annual synergies	~A\$1.323 million

#### **Expected Product Line Synergies Delivery Timeframe**





- 2. Before one-off transaction and implementation costs
- 3. AUD/USD 0.70 based on assumed AUD/USD exchange rate
- 4. Accretion assumes a capital raise size of A\$29.7m issued at an offer price of \$2.00 and a debt raise size of A\$20m incurring interest at a 4% pre-tax rate and A\$13.4m in cash
- 5. FY23F accretion assumes analyst consensus NPAT estimate of A\$8.8m and CRS NPAT of A\$4.7m (excluding corporate savings and product line synergies) and an effective tax rate of 20% for CRS based on Management's due diligence

### Trajan Trading Update

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### Highlighting the resilience in the Trajan business

#### **Operations**

- Year to date growth is in line with expectations across a broad range of product groups, customers and geographies with continued sustained demand
- Diversity and resilience in Trajan's income streams have enabled strong trading throughout uncertain macroeconomic conditions
- Trajan's ability to pass through pricing increases across its customer base demonstrates its defensive position

#### **Acquisitions**

- Integration of Neoteryx, Leap Pal Parts and Axel Semrau progressing as planned and performing in line with expectations
- Accelerated commercialisation progress furthered by full integration of micro-sampling resources under Neoteryx – approximately \$3.0 million of revenue expected in 2H FY22
- Acquisition program ongoing with Trajan's M&A framework

#### Inflation

 Trajan has implemented broad product price increases as of 1 June 2022 to offset the inflationary pressure experienced across many areas of the supply chain

#### Foreign Exchange

 Foreign currency exposure mitigated via hedging strategies – providing certainty of an AUD/USD exchange rate below AUD/USD\$0.70 until the end of FY23

#### COVID-19

- COVID-19 related delays still being experienced across the supply chain, driving diversification of suppliers engaged by Trajan to mitigate supply shortages
- Timing of revenue recognition for select large capital equipment orders received by Trajan may vary – completion may occur pre or post FY22 balance date



### FY22 Guidance Update

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### Highlighting the resilience in the Trajan business

#### **FY22 Guidance Update:**

- In February, Trajan provided FY22 full year revenue guidance of \$104.0 million to \$110.0 million and normalized EBITDA guidance of \$12.5 million to \$13.5 million
- Since February, many global macro economic factors have changed.
   Mitigating these factors, Trajan has continued to experience strong demand for our products and services, and has rolled out price increases as at 1st June
- Despite these factors Trajan reconfirms revenue guidance of \$104.0 million to \$110.0 million
- Normalised EBITDA guidance is updated to \$11.2 million to 12.0 million
- Updated guidance assumes combined impact on normalized EBITDA of supply chain delays and hedging contract revaluations to be \$1.6 million
- Neither factor is indicative of any weakness in the Trajan business and if not for those the business would also be reconfirming the original normalised EBITDA guidance despite current headwinds

#### Supply chain driven timing impact:

- Reflecting continued strong demand for Trajan's products, the current order book for the capital equipment business is at a record high
- Management is assuming that circa \$1.7 million of capital equipment revenue will slip into FY23 due to supply chain delays
- Trajan expects FY23 projections to be correspondingly upgraded, as relates to retiming of revenue recognition

#### Non-operating non-cash FX impact:

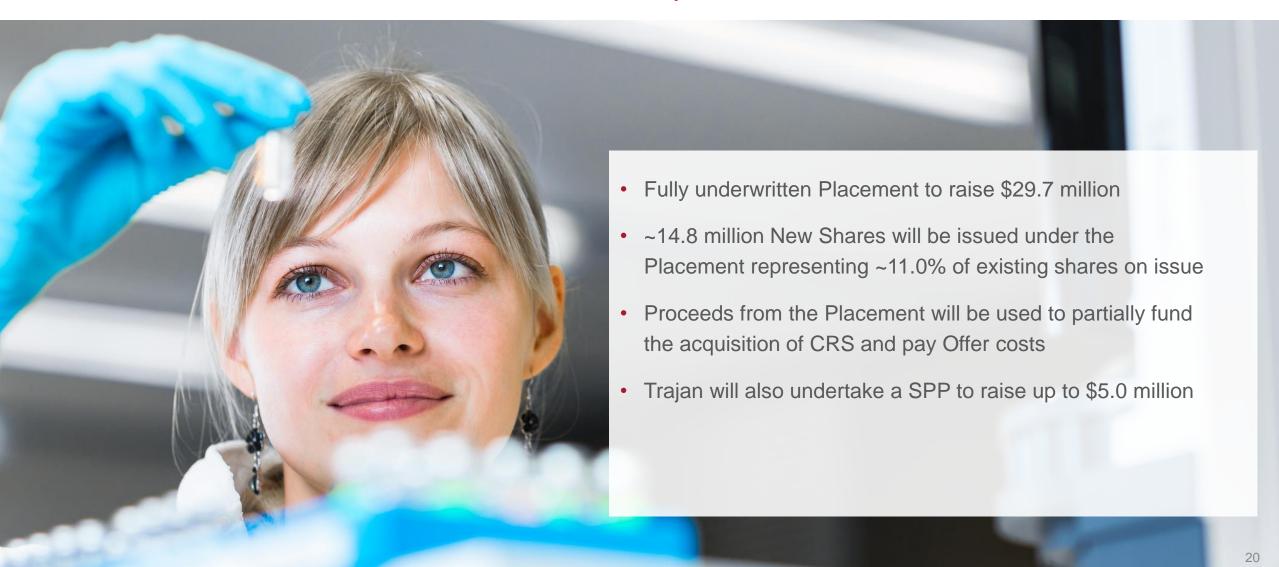
- Full year normalised EBITDA is also inclusive of an estimated \$0.8 million second half mark to market (non-cash) devaluation of AUD/USD hedging contacts, which the February full year guidance did not contemplate. These hedging contracts are booked to the end of FY23 at an average rate below AUD/USD 70 cents
- Achieving these results in the current climate reinforces the resilience and strength of the Trajan business



### Executing on Trajan's Global M&A Program

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### \$29.7 million Institutional Placement and up to \$5.0 million Share Purchase Plan



### Offer Details

Offer Size and Structure	<ul> <li>Fully underwritten \$29.7 million Placement to eligible institutional, sophisticated and professional investors and non-underwritten SPP to raise up to \$5.0 million ("Placement" and, together with the "SPP", the "Offer")</li> </ul>
Offer Price	<ul> <li>All shares under the Offer will be issued at \$2.00 per New Share ("Offer Price") representing a 11.1% discount to the last close as at 16 June 2022 of \$2.25</li> </ul>
Use of Proceeds	Proceeds from the Placement will be used to partially fund the acquisition of CRS and pay associated costs of the Offer
Underwriting	<ul> <li>The Placement is fully underwritten by Canaccord Genuity (Australia) Limited and Ord Minnett Limited on the terms and conditions of an Underwriting Agreement dated 17 June 2022 between the Joint Lead Managers and the Company<sup>1</sup></li> <li>The SPP is not underwritten</li> </ul>
Ranking	New Shares issued under the Offer will rank pari passu with existing shares from the date of issue
SPP	<ul> <li>Trajan will offer all eligible shareholders in Australia and New Zealand the opportunity to participate in a non-underwritten SPP. The SPP will be capped at \$30,000 per eligible shareholder</li> <li>New Shares under the SPP will be issued at the Offer Price</li> <li>The SPP is being undertaken to raise up to \$5.0 million<sup>2</sup></li> <li>Trajan intends to use the proceeds of the SPP to support the Company's growth objectives through further strategic acquisitions and organic growth opportunities</li> <li>The SPP is expected to open on Friday, 24 June 2022 and is expected to close at 5.00pm (AEST), Tuesday, 12 July 2022</li> <li>Further details relating to the SPP will be provided to eligible shareholders in Australia and New Zealand in due course</li> </ul>



<sup>1.</sup> Refer to Appendix 2 for a summary of the key terms and conditions of the Underwriting Agreement

<sup>2.</sup> The Company reserves its discretion regarding the final amount to be raised under the SPP

## Sources and Use of Funds

Sources of funds	
Proceeds from Placement	\$29.7 million
Proceeds from drawdown under HSBC acquisition financing facility	\$20.0 million
Cash at bank	\$13.4 million
Total sources of funds	\$63.1 million

Use of funds	
Fund the acquisition of CRS	\$61.9 million
Offer costs	\$1.2 million
Total use of funds	\$63.1 million



## Offer Timetable

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Event	Date (2022)
SPP Record Date	7:00pm, Thursday, 16 June 2022
Offer announcement	Friday, 17 June 2022
Placement bookbuild opens	Friday, 17 June 2022
Placement bookbuild closes (all jurisdictions)	2:00pm, Friday, 17 June 2022
Announce completion of Placement and trading halt lifted	Monday, 20 June 2022
Settlement of New Securities under the Placement (DvP)	Wednesday, 22 June 2022
Allotment and normal trading of New Securities issued under the Placement	Thursday, 23 June 2022
SPP opens	Friday, 24 June 2022
SPP closes	5:00pm, Tuesday, 12 July 2022
SPP results announced to the ASX	Friday, 15 July 2022
SPP Securities issued	Tuesday, 19 July 2022



The above timetable is indicative only and is subject to change without notice. All dates and times are Australian Eastern Standard Time (AEST).





### Appendix 1: Key Risks

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There are a number of factors, specific to the Company, the Acquisition and of a general nature, which may affect the future operating and financial performance of the Company and the industry in which it operates.

This section discusses some of the key risks associated with an investment in shares in the Company, including participating in the Offer. These risks may affect the future operation and financial performance of the Company and the value of the Company's shares.

The risks set out on the following pages are not listed in order of importance and do not necessarily constitute an exhaustive list of all risks involved with an investment in the Company, including participating in the Offer.

Before investing in the Company, you should consider whether this investment is suitable for you. Potential investors should carefully consider publicly available information on the Company (such as that available on the websites of the Company and ASX) and their personal circumstances and, otherwise, consult their professional advisers before making an investment decision. Additional risk and uncertainties that the Company is aware of, or that it currently considers to be immaterial, may also become important factors that adversely affect the Company's operating and financial performance.

You should note that the occurrence or consequences of many of the risks described in this section are partially or completely outside the control of the Company, its directors and senior management. Further, you should also note that this section focuses on the potential key risks and does not purport to list every risk that the Company may have now or in the future. It is also important to note that there can be no guarantee that the Company will achieve its stated objectives or that any forward-looking statement or forecasts contained in this presentation will be realised or otherwise eventuate. All potential investors should satisfy themselves that they have a sufficient understanding of these matters, including the risks described in this section, and have regard to their own investment objectives, financial circumstances and taxation position.

Cooling off rights do not apply to the acquisition of New Shares.



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### Risks relating to the Acquisition

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Completion risk	There is a risk that the Acquisition may not complete or be delayed due to a failure to satisfy a condition precedent or pre-completion deliverable in the
	agreement entered into in respect of the Acquisition. The key condition precedent for completion of the Acquisition is that Trajan secure funding for the
	acquisition pursuant to the Offer and via an extension of Trajan's acquisition financing facilities with HSBC, while the balance of the conditions precedent and
	pre-completion deliverables are customary for a transaction of this nature. If the Acquisition is not completed as a result of a failure to satisfy conditions or pre-
	completion deliverables (or otherwise), Trajan would need to consider alternative uses for the proceeds of the Offer, or ways to return such proceeds to
	shareholders. If completion of the Acquisition is delayed, Trajan may incur additional costs and it may take longer than anticipated for Trajan to realise the
	benefits of the Acquisition. Any failure to complete, or delay in completing, the Acquisition and/or any action required to be taken to return capital raised to
	shareholders may have an adverse effect on Trajan' financial position and performance.
Integration risk	Acquiring CRS involves the integration of a business which has previously operated independently of Trajan. Consequently, there is a risk that the integration of
	the business in question may be more complex than currently anticipated, encounter unexpected challenges or issues or take longer than expected, divert
	management's attention from other areas of Trajan's business or fail to meet strategic objectives, or achieve expected financial performance. These risks may
	be exacerbated by disruptions caused by, for example, COVID-19, loss of key staff of CRS or geopolitical events which may make integration difficult and/or
	prolonged. The Acquisition may consume significant unforeseeable costs, management time, attention and effort during the integration phase. The diversion of
	management time in this manner may result in adverse outcomes elsewhere in Trajan's operational and financial performance. A failure to effectively integrate
	the operations of the business in question, or a delay in the integration process, could impose unexpected costs that may adversely affect Trajan's financial
	performance and position.
Historical liabilities	Trajan may become directly or indirectly exposed to liabilities that CRS may have incurred or be liable for in the past as a result of prior acts or omissions,
	including liabilities which were not identified during Trajan's due diligence or which are greater than expected, or for which Trajan was unable to negotiate
	sufficient protection for in the agreement entered into in respect of the Acquisition or accepted as a tolerable risk.



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#### **Equity funding risk** The Acquisition is being partially funded by the proceeds of the Placement which is underwritten. The Underwriting Agreement is subject to customary termination events summarised on slides 36 to 39 of this presentation. Termination of the Underwriting Agreement may have a material impact on the proceeds raised under the Offer. In such circumstances, Trajan may not be able to satisfy the conditions precedent to the Acquisition completing or would need to obtain alternative funding to complete the acquisition before the expiry of the 5-week period from the date on which Trajan enters into the acquisition documentation in respect of the Acquisition. Additional funding may result in Trajan incurring additional costs (for example by way of interest payments on debt). There is also no guarantee that alternative funding could be sourced on satisfactory terms and conditions or at all. If Trajan is not able to secure alternate funding, the acquisition documents for the Acquisition may be terminated by the vendors and Trajan will become liable to pay the US\$3m termination fee referred to on slide 11 of this presentation. Termination of the Underwriting Agreement and subsequently the acquisition documents for the Acquisition could have an adverse impact on the reputation, cash flow, financial condition, financial performance and results of operations of Trajan. **Debt funding risk** Should Trajan not be able to satisfy applicable conditions to drawdown under its acquisition debt acquisition facility from HSBC, Trajan will need to source funding from alternative sources (which may not be available or only available on less favourable terms) before the expiry of the 5-week period from the date this document. If Trajan is not able to secure alternate funding, the acquisition documents for the Acquisition may be terminated by the vendors and Trajan will become liable to pay the US\$3m termination fee referred to on slide 11 of this presentation. Any of these outcomes could have a material adverse impact on Trajan's financial position, prospects and reputation. Further, if the Acquisition occurs, Trajan's debt levels will increase. The use of debt financing to partially fund the transaction means that Trajan will be more exposed to risks associated with gearing and higher leverage ratios. In addition, it may be difficult for Trajan to refinance all or some of these debt facilities and an inability to secure new debt facilities at a similar quantum and cost to existing debt facilities may adversely affect the financial performance of Trajan.



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### Due diligence risk and reliance on information

Trajan has performed certain due diligence in respect of CRS, which relied in part on the review of financial and other information (including unaudited financial information) concerning the business and corporate structure of the target company, which was provided to Trajan by the vendors under the Acquisition. Similarly, Trajan has prepared (and made assumptions in the preparation of) the financial information relating to CRS on a stand-alone basis and also the financial information relating to CRS post-acquisition included in this presentation in reliance on limited financial information and other information provided by the vendors under the Acquisition. If any of the data or information provided to and relied upon by Trajan in the due diligence process and preparation of this presentation proves to be incomplete, incorrect, inaccurate or misleading, there is a risk that the actual financial position and performance of Trajan may be materially different to the financial position and performance expected by Trajan and reflected in this presentation. Furthermore, there is a risk that due diligence conducted has not identified issues that would have been material to the decision to enter into, or the terms of, the Acquisition. A material adverse issue that was not identified prior to entry into the documentation in respect of the Acquisition could have an adverse impact on the Trajan's financial performance or operations.

#### Loss of key CRS's customers or a reduction in sales to key customers, and loss of key suppliers

CRS has a broad customer base, with the largest comprising around 55% of CRS's revenues. This customer is also a key customer of Trajan, and both CRS and Trajan have supply agreements in place with the customer. A reduction in purchases by the customer following Trajan's acquisition of CRS may result in an adverse outcome for CRS's and Trajan's financial performance.

CRS has a range of trading arrangements with its other customers and its suppliers which do not oblige customers to purchase any minimum or maximum quantity of products from CRS or oblige suppliers to continue to supply to CRS. Whilst in many cases CRS has a long track record of undertaking business with these parties, the absence of a formal written contract exposes CRS to a risk that key customers or key suppliers may elect to reduce their product purchases from or supplies to CRS in the future. The loss or reduction of any existing customer or supplier may adversely affect CRS's revenue and ultimately the financial performance of Trajan.

### Key management personnel

The founder of CRS has informed Trajan that he will retire from his position with CRS following completion of the acquisition. CRS has been a founder-led business and, while Trajan has confidence in the ability of the remaining key management personnel to maintain the successful operational and financial performance of CRS's business once the acquisition is complete, there is a risk that the loss of the founder could result in weaker than expected operational and financial performance. Like any successful business, CRS's operations are dependent upon the continued performance, efforts, abilities and expertise of its workforce, including key management personnel and other skilled employees. There can be no guarantee that there will not be a loss of services of such personnel following completion of the acquisition, which could have an adverse effect on the operations of CRS as the Company may not be able to recruit suitable replacements for key personnel within a short timeframe. This may lead to disruption of Trajan's normal business operations.

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### Risks relating to Trajan and its Business

New and existing competitors could	Trajan operates in an industry in which precision products and equipment are required and customers constantly seek enhancement and refinement of these products. As
adversely affect prices	such, Trajan's position in the relevant market segments in which it operates may be adversely impacted where new or existing competitors strengthen their market presence
and demand for products	through increased funding of product development or industry consolidation, increased brand awareness or attractiveness to customers, or through financial or operational
and impact Trajan's market share	advantages which allow them to compete more aggressively on product quality and/or pricing. A loss of Trajan's competitive position in the market may adversely impact the
	financial performance of the Company. In addition, the Company may need to quickly and effectively adapt pricing and margins in response to changes in the competitive
	landscape or increase competitive pressure. This may have an adverse effect on Trajan's financial and/or operational performance.
Manufacturing and	Trajan manufactures a majority of its products at seven sites: Melbourne (Australia), Penang (Malaysia), Austin (US), Bethel (US), Raleigh (US), Torrance (US) and
production risks	Sprockhövel (Germany). The Melbourne site is the largest of the seven sites and produces the largest amount of goods (by volume and by value). All sites are exposed to the
	risk of natural disasters and operational or human error which may result in manufacturing delays or disruptions. Examples of risks to manufacturing and production include
	major equipment failure, damage or operational issues with product manufacturing infrastructure, fire, flood and any other event which may cause long-term loss of access to
	utilities. Any manufacturing delay or disruption has the potential to adversely impact supply of products to customers, which could, in turn, affect contractual obligations. While
	Trajan maintains what it considers to be an appropriate level of stock to meet any minor manufacturing delays, a major or prolonged manufacturing delay is likely to impact
	the Company's financial performance.
Dilution risk for non-	The Placement and SPP may result in dilution of the existing holdings of Trajan shareholders, in particular where shareholders do not participate in the
participating shareholders	Placement or SPP.



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# Loss of key customers or a reduction in sales to key customers

Trajan has a broad and global customer base which means that it is not overly reliant on any individual customer. However, Trajan's 10 largest customers currently comprise a substantial portion of its revenue and a material breach of contract or a failure to maintain positive relations with those customers may result in an adverse outcome for Trajan's financial performance.

While the Company has entered into long-term supply contracts with some of its key customers, those supply contracts generally provide the customer with rights to terminate for convenience and otherwise do not oblige customers to purchase any minimum or maximum quantity of products from Trajan. While these contractual arrangements are customary for the industries in which the Company operates, they present a risk that key customers may elect to reduce their product purchases from Trajan in the future or unilaterally terminate their supply contracts for convenience.

In addition, Trajan does not hold formal written contracts with some of its key customers. While Trajan has a long track record of undertaking business with these parties on consistent terms and conditions, the absence of a formal written contract exposes Trajan to the same risks identified for contracted customers. Uncontracted customers may elect to reduce their dealings with Trajan in the future or unilaterally decide to cease all dealings with Trajan. The loss of any existing customer will adversely affect Trajan's revenue.

### Customer funding risk impact sales

A portion of Trajan's customers rely on ongoing financial support from governments, charitable foundations and other institutions. There is an inherent risk that any one or more of these customers are unable to secure the ongoing funding required to undertake research or other activities for which Trajan's products are required and, therefore, cease to purchase Trajan's products. Similarly, there is a risk that Trajan's customers which rely on private funding are unable to secure the required funding which precedes those clients purchasing products from Trajan. If any of these risks materialise, Trajan could experience a loss of revenue in respect of the sale of products to the relevant customers.

### Ongoing commerciality of existing products

There is a risk that Trajan's existing products could lose all or part of their commerciality. This could occur because of any of several factors, including inadvertent redundancy as a result of alternate products entering the market from a competitor or otherwise. While Trajan is confident in its market position and market share, there can be no guarantee that its existing products will continue to be commercially viable. Any loss of commerciality of its products may adversely affect Trajan's financial performance.



Commerciality of new product pipeline	There are many risks associated with the development of new technology, particularly in the health sector where regulatory and safety standards are paramount.
	Developing new products and commercialising them is time-consuming and expensive and Trajan's competitors include well-resourced market participants. On
	top of the regulatory requirements, the commercial success of Trajan's new technology products is reliant on the acceptance and take-up of them by customers.
	While Trajan has had success in the past in introducing evolved, enhanced and customised products to customers, the level of market acceptance and adoption
	of Trajan's new products is not assured and will depend on numerous factors.
	The acceptance of Trajan's new products may be slower than expected or may not gain enough acceptance to reach sufficient critical mass for ongoing commercial production. Trajan cannot guarantee that any products under development will result in the launch of a commercially viable or successful product.
Ability to retain and attract key personnel	Trajan relies heavily on its existing key management personnel, particularly CEO and co-founder Stephen Tomisich. These individuals have intimate knowledge of Trajan's business, its operations, products and customers. There can be no assurance that Trajan will be able to retain all key management personnel and the
	departure of such personnel may adversely affect the Company's financial and operational performance.
	While Trajan undertakes succession planning in the ordinary course of business, Trajan's business may be disrupted and its financial and/or operational
	performance could be materially adversely affected if Trajan cannot attract and/or retain employees or senior management personnel to implement Trajan's growth strategy.
Foreign exchange fluctuations	Trajan's management accounts and financial statements are maintained and presented in Australian Dollars (AUD). While Trajan incurs labour, input and other
	production costs in various currencies due to its global operations, a significant proportion of costs are incurred in AUD. However, the majority of Trajan's
	revenue is received in United States Dollars (USD). Accordingly, Trajan is exposed to foreign exchange movements generally and, in particular, movements in
	the USD:AUD exchange rate. Although the Company attempts to mitigate this risk via a hedging strategy and is seeking to diversify its production costs by
	increasing production in other locations, long-term material adverse movements in the USD:AUD exchange rate would be detrimental to the Company's financial
	performance.



Intellectual property ownership and use	The value of many Trajan products is dependent on granted patents, trademarks and other intellectual property rights such as licences to exploit intellectual property rights which Trajan may have been granted by third parties, as well as unregistered intellectual property such as know-how and trade secrets. Unauthorised parties may obtain or copy some or all of Trajan's intellectual property which may ultimately result in competitors adopting and commercialising such intellectual property. Competitors may also develop alternative intellectual property that closely mirrors or circumvents Trajan's intellectual property.
	In addition, there is a risk that Trajan may inadvertently fail to protect its intellectual property sufficiently or infringe the intellectual property rights of third parties. Any such breaches could result in an inability to use the intellectual property in question and erode Trajan's competitive position. The Company may also take legal action to remedy a breach of proprietary information which may involve significant expense and have a material adverse effect on Trajan's financial and/or operational performance in the future.
Regulatory approvals	Trajan's business is governed by various regulations in the jurisdictions in which it operates. The production and sale of its products are dependent on obtaining and maintaining regulatory approvals and other required government agency approvals. Approvals frequently required in relation to Trajan's products include approvals from the TGA, Conformitè Europëenne Mark (CE Mark) and FDA.
	Where Trajan sells its products on an OEM basis to analytical instrument producers, those customers are often responsible for obtaining and maintaining regulatory approvals.  If Trajan or its OEM customers were to fail to obtain or maintain the requisite regulatory approvals for its products, Trajan's revenue and profitability may be adversely affected.
Reliance on key suppliers	Trajan relies on suppliers for some key material inputs for the fabrication of its products including glass, metal and polymer as well as components for its automation platforms. Certain suppliers may not be readily replaceable due to their customised supply or due to a Trajan customer's requirement for validation of the replacement product supplied (for instance, to an OEM customer). If such suppliers were to cease trading or otherwise cease supplying Trajan for any reason, the Company's operational and financial performance may be adversely affected.



Cost of key inputs	Trajan is exposed to changes to the costs of key material inputs for the fabrication of its products. Any increase in these costs will increase the cost of production for Trajan and may result in a reduction in profitability where these costs cannot be passed onto customers or be mitigated by savings in other aspects of the production process. The ability to pass such cost increases onto customers may be limited due to existing supply arrangements, agreements and contracts.
	Separate from key material inputs, labour costs represent a material proportion of Trajan's overall cost base and any increase in labour costs will impact the profitability of Trajan.
Workplace incidents or accidents	The manufacture of Trajan's products involves certain processes that include the use of machinery and equipment, and the storage, use and disposal of hazardous chemicals. Trajan is subject to laws and regulations governing the use, storage, handling and disposal of these materials and, while Trajan ensures that its safety protocols comply with these laws and regulations, there is a risk that accidental injury, exposure or contamination may occur. If such a risk were realised, Trajan may incur reputational damage, compensation claim/s and/or other legal damages claims.
IT failure or security breach	Trajan relies on the capability and dependability of third-party software and IT service providers to assist in managing its business operations. The Company is in possession of sensitive employee and customer information and data. There is a risk that any system failure of software or services provided by third parties could compromise Trajan's data security and integrity. Each of these risks could adversely affect Trajan's financial performance.
Impact of COVID-19	The events connected to COVID-19 have resulted in significant market falls and volatility which has impacted the prices of securities trading on ASX. There is continued uncertainty as to the further impacts of COVID-19 including in relation to government action, work stoppages, lockdowns, quarantines, travel restrictions and the ongoing impact on the Australian and global economy. In light of recent global macroeconomic events, including the impact of COVID-19, there is uncertainty with respect to the severity and duration of economies globally. If operations of the Company, its customers or suppliers are interrupted or suspended for a prolonged period as a result of any such events, there may be a material adverse impact on the operating and financial performance and prospects of the Company.



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Litigation	Legal proceedings and claims may arise from time to time in the ordinary course of the Company's business and may result in high legal costs, adverse monetary
	judgements and damage to the Company's reputation which could have an adverse impact on the Company's financial position and financial performance and the price of its
	shares.
Taxation	Future changes in Australian, US and international taxation laws, including changes in the interpretation or application of the law by the courts or taxation authorities in
	jurisdictions where Trajan operates, may affect taxation treatment of an investment in Trajan's shares, or the holding and disposal of those shares. Taxation laws and the
	interpretation of those laws in jurisdictions where Trajan operates may also impact Trajan's future tax liabilities.
Insurance	The Company enters into insurance policies on its properties with policy specifications and insured limits that it believes to be customary in the industry. However, potential
	losses of a catastrophic nature, such as those arising from war, terrorism or severe weather, may be uninsurable, or not insurable on reasonable financial terms, may not be
	insured at full replacement costs, or may be subject to large excesses.

#### General market and investment risks

General market and share price risks

There are general risks associated with any investment in the share market. The price of a Trajan share may increase or decrease due to a number of factors. Those factors include; the commencement or escalation of hostilities between countries or otherwise, including the current conflict between Russia and Ukraine; fluctuations in domestic or global financial markets and general economic conditions, including interest rates, inflation rates, exchange rates, commodity and oil prices; changes to government fiscal, monetary or regulatory policies, legislation or regulation; the removal or inclusion of the Company from market indices; and the nature of markets in which the Company operates. These factors may cause the price of Trajan's shares to trade below the price at which they are offered under the Offer, notwithstanding the Company's financial or operating performance. Neither the Company nor its directors warrant the future performance of the Company or any return on an investment in the Company.



Overview	Trajan has entered into an underwriting arrangement with the Joint Lead Managers to manage and fully underwrite the Placement on the terms and conditions set out in the Underwriting Agreement. The SPP is not being underwritten by the Joint Lead Managers. The Underwriting Agreement is subject to certain terms and conditions which are customary for an underwriting agreement of this type, including conditions precedent (including, without limitation, that Trajan provide copies of the duly executed Acquisition Agreements (defined below) and the Finance Documents (defined below) to the Joint Lead Managers), undertakings, representations and warranties and termination rights. If certain of these conditions are not satisfied or certain events occur, the Joint Lead Managers may terminate the Underwriting Agreement, which will have an adverse impact on the ability of the Company to proceed with the Offer and the Acquisition. If the Underwriting Agreement is terminated, there is no guarantee that the Offer will continue or the acquisition by Trajan of CRS will proceed.
Fees, costs and expenses	The Joint Lead Managers will receive the following total fees under the Underwriting Agreement: <ul> <li>a management fee of 0.75% of the proceeds of the Placement; and</li> <li>an underwriting fee of 2.25% of the proceeds of Placement</li> </ul> The Company must also pay or reimburse the Joint Lead Managers for their reasonable expenses of and incidental to the Placement incurred by the Joint Lead Managers, including (but not limited to) legal fees of the Joint Lead Managers' counsel up to \$17,500, disbursements and taxes. The Company may also pay the Joint Lead Managers a further incentive fee of up to 0.25% (excluding GST) of the gross proceeds of the Placement as additional consideration for managing the Offer.
Termination events	<ul> <li>The Joint Lead Managers may terminate the Underwriting Agreement on the occurrence of certain events, including (but not limited to) the following:</li> <li>Trajan ceases to be admitted to the official list of ASX or its shares are suspended from trading on, or cease to be quoted on ASX or it is announced by ASX or Trajan that such an event will occur;</li> <li>Trajan or a subsidiary which represents 5% or more of the consolidated assets or earnings of the Trajan Group is insolvent or there is an act or omission, or a circumstance arises, which is likely to result in Trajan or such a subsidiary becoming insolvent;</li> <li>Trajan withdraws the Placement;</li> <li>there is an event or occurrence which makes it illegal for the Joint Lead Managers to satisfy a material obligation of the Underwriting Agreement or to market, promote or settle this Offer;</li> <li>Trajan makes a public statement or notifies a Joint Lead Manager to the effect that it does not intend to proceed with the Acquisition; the Stock Purchase Agreement and Real Property Purchase and Sale Agreement and Joint Escrow Instructions for the Acquisition ("Acquisition Agreements") is terminated, rescinded, avoided, withdrawn or repudiated or rendered void, voidable, invalid, illegal or otherwise unenforceable, or is otherwise unable to be completed in accordance with its terms; the Acquisition Agreements are amended in a material respect without the consent of the Joint Lead Managers (such consent not to be unreasonable withheld or delayed); a condition to completion of the Acquisition Agreements become, in the reasonable opinion of the Lead Managers, incapable of satisfaction by the time required for its satisfaction; or a party is or becomes in material default of any of the terms and condition of the Acquisition Agreements;</li> </ul>



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### **Termination events** (continued)

- The debt finance documents in respect of the debt acquisition finance to be provided by HSBC ("Finance Documents") are terminated, rescinded, avoided, withdrawn or repudiated or rendered void, voidable, invalid, illegal or otherwise unenforceable, or is otherwise unable to be completed in accordance with its terms; the Finance Documents are amended in a material respect without the consent of the Joint Lead Managers (such consent not to be unreasonable withheld or delayed); a condition to draw down under, or completion of, the Finance Documents becomes in the reasonable opinion of the Lead Managers, incapable of satisfaction by the time required for its satisfaction; or a party is or becomes in material default of any of the terms and condition of any Finance Document;
- Trajan is unable to issue or is prevented from issuing New Shares by virtue of the ASX Listing Rules, applicable laws, a governmental agency or an order of a court of competent jurisdiction;
- a director or the chief executive officer or chief financial officer is charged with an indictable offence or fraudulent conduct, any director is disqualified under the Corporations Act from managing a corporation, or any regulatory body commences any public action against Trajan, or any director or the chief executive officer or chief financial officer, or public announces that it intends to take any such action;
- there is a change (or a prospective change is announced) in the chief executive officer, chief financial officer or chairman of Trajan, other than one which has already been disclosed to ASX or to the Joint Lead Managers before the date of the Underwriting Agreement;
- except as disclosed in the offer documents for this Offer, there is an alteration to Trajan's capital structure without the prior consent of the Joint Lead Managers (such consent not to be unreasonably withheld or delayed) or as otherwise provided in the Underwriting Agreement;
- the S&P/ASX 300 Index falls to a level which is 10% or more below the level of that index on the close of trading on the business day before the date of the Underwriting Agreement and closes at or below that level on any Business Day after the date of the Underwriting Agreement and on or before the Business Day immediately prior to the settlement date of the Placement;
- certain ASIC orders or determinations are issued or applied for, or certain investigations are commenced by ASIC or other government agencies in relation to this presentation or certain other documents issued in connection with the Placement;
- in the opinion of the Joint Lead Managers (acting reasonably), Trajan becomes required to give, or gives, in respect of the cleansing notice issued in connection with this Offer which is defective, a notice in accordance with subsection 708A(9) of the Corporations Act;
- any material licence, lease, permit, concession, tenement, authorisation or concession of the Trajan group (Authorisation) is, or is likely to be, invalid, revoked or unenforceable, including as a result of the introduction of new legislation in the relevant jurisdiction or any Authorisation is breached or not complied with in a material respect;
- a certificate which is required to be furnished by Trajan under the Underwriting Agreement is not furnished when required or if unfurnished is untrue, incorrect or misleading or deceptive in any material respect (including by omission);
- unconditional approval (or conditional approval, provided such condition would not have a material adverse effect on the success or settlement of this Offer) by ASX for official quotation of the New Shares is refused or is not granted by the time required to issue the relevant New Shares in accordance with the timetable for this Offer or, if granted, is modified (in a manner which would have a material adverse effect on the success or settlement of this Offer) or withdrawn; and
- · any event specified in the timetable for the Offer is delayed other than in accordance with the Underwriting Agreement.



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### **Termination events** (continued)

In addition, each Joint Lead Manager may terminate its obligations under the Underwriting Agreement if any of the following events has had, or is likely to have, a material adverse effect on the financial position or performance, shareholders' equity, profits, losses, results, condition, operations or prospects of Trajan or the Trajan group, the success or outcome of the Placement, the willingness of investors to subscribe for New Shares or the ability of the Joint Lead Managers to market, promote or effect settlement of the Placement, or has given rise to or could reasonably be expected to give rise to a contravention by, or a liability of the Joint Lead Managers under any applicable law or regulation:

- Trajan fails to perform or observe any of its obligations under the Underwriting Agreement;
- any of the documents required to be provided under the due diligence process outline prepared in connection with the Placement having been withdrawn or materially varied without the prior written consent of the Joint Lead Managers (such consent not to be unreasonably withheld or delayed);
- the due diligence report or the information provided by or on behalf of Trajan to the Joint Lead Managers in connection with the due diligence conducted in relation to the Placement, the offer documents for the Placement or the Placement is false, misleading or deceptively or likely to mislead or deceive (including by omission);
- a representation or warranty made or given by Trajan under the Underwriting Agreement is breached or proves to be, or has been, or becomes, untrue or incorrect or misleading or deceptive;
- legal proceedings against Trajan, any other Trajan group member or against any director of Trajan or any other Trajan group member in that capacity is commenced or any regulatory body commences any enquiry or public action against an Trajan group member
- Trajan or any of its directors or officers engages in misleading or deceptive conduct or activity in connection with the Placement;
- a new circumstance arises which is a matter adverse to investors in New Shares and which would have been required by the Corporations Act to be included in the cleansing notice issued in connection with the Placement had the new circumstance arisen before the cleansing notice was given to ASX;
- Trajan commits a breach of the Corporations Act, ASX Listing Rules, the constitution, or other applicable laws;
- there is an adverse change, or an event occurs that is likely to give rise to an adverse change, in the business, assets, liabilities, financial position or performance, operations, management, outlook or prospects of Trajan or the Trajan group (in so far as the position in relation to any entity in the Trajan group affects the overall position of Trajan);
- any expression of belief, expectation or intention, or statement relating to future matters (including any forecast or prospective financial statements, information or data) in
  an offer document for the Placement or in public information is or becomes incapable of being met or, in the reasonable opinion of either of the Joint Lead Managers,
  unlikely to be met in the projected timeframe;



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### **Termination events** (continued)

- any statement in an offer document for the Placement is or becomes false, misleading or deceptive or likely to mislead or deceive or any offer document for the Placement does not contain all information required to comply with all applicable laws;
- Trajan issues an offer document for the Placement without the prior approval of the Joint Lead Managers (such approval not to be unreasonably withheld) or varies or withdraws an existing offer document for the Placement without the prior approval of the Joint Lead Managers (such approval not to be unreasonably withheld);
- there is introduced into the Parliament of the Commonwealth of Australia or any State or Territory of Australia a law or prospective law or any new regulation is made under
  any law, or a governmental agency or the Reserve Bank of Australia adopts a policy, or there is an official announcement on behalf of the Government of the
  Commonwealth of Australia or any State or Territory of Australia or a governmental agency that such a law or regulation will be introduced or policy adopted (as the case
  may be) (other than a law or policy that has been announced before the date of the Underwriting Agreement), any of which does or is likely to prohibit or regulate the
  Placement or adversely affects Trajan;
- · any of the following occurs:
  - a general moratorium on commercial banking activities in Australia, New Zealand, the United States, Japan, Germany, the United Kingdom, Malaysia, the People's Republic of China (including the Hong Kong Special Administrative Region) and Singapore (Specified Jurisdictions) is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries; or
  - trading in all securitise quoted or listed on the ASX, the London Stock Exchange, the New York Stock Exchange, Euronext, the Hong Kong Stock Exchange or the Tokyo Stock Exchange, is suspended for at least one day on which that exchange is open for trading; or
  - the occurrence of any other adverse change or disruption to financial, political or economic conditions, in a Specified Jurisdiction, or any change or development involving such a prospective adverse change in any of those conditions; or
- an event specified in paragraphs (a) to (h) of subsection 652C(1) of the Corporations Act as if references to 'the target' were replaced by references to 'Trajan' occurs during the offer period for the Placement other than as contemplated by the Underwriting Agreement or pursuant to the Placement, in a manner described in any documents lodged by Trajan with ASX on or before the date of the Underwriting Agreement, Trajan issuing securities pursuant to the exercise or conversion of any security on issue as at the date of the Underwriting Agreement, any employee incentive scheme in operation as at the date of the Underwriting Agreement, any distribution reinvestment plan, or as permitted in writing by the Joint Lead Managers.

If a Joint Lead Manager terminates its obligations under the Underwriting Agreement, it will not be obliged to perform any of its obligations that remain to be performed. Termination of the Underwriting Agreement by one or both Joint Lead Managers could have an adverse impact on the amount of proceeds raised under this Offer.



## Appendix 3: Foreign Selling Restrictions

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This presentation does not constitute an offer of New Shares in the Company in any jurisdiction in which it would be unlawful. In particular, this presentation may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

#### Germany

This document has not been, and will not be, registered with or approved by any securities regulator in Germany. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in Germany except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in Germany is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

#### **Hong Kong**

WARNING: This presentation has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of the Laws of Hong Kong (the C(WUMP)O), nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the SFO). No action has been taken in Hong Kong to authorise or register this presentation or to permit the distribution of this presentation or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than (i) to "professional investors" (as defined in the SFO and any rules made under the SFO), or (ii) in other circumstances which do not result in this document being a "prospectus" as defined in the C(WUMP)O or which do not constitute an offer to the public within the meaning of the C(WUMP)O or the Companies Ordinance (Cap. 622) of the Laws of Hong Kong.

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, whether in Hong Kong or elsewhere, that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong), other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong, or only to "professional investors" (as defined in the SFO and any rules under the SFO). No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within 6 months following the date of issue of such securities.

The contents of this presentation have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this presentation, you should obtain independent professional advice.



## Appendix 3: Foreign Selling Restrictions (continued)

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#### **New Zealand**

This presentation has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the FMC Act).

The New Shares are not being offered 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 these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the Offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- a) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- b) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- c) is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

#### **Singapore**

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the Offer or sale, or invitation for subscription or purchase, of the New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the SFA)) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA and (where applicable) Regulation 3 of the Securities and Futures (Class of Investors) Regulations 2018, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.



## Appendix 3: Foreign Selling Restrictions (continued)

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Where the New Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)), whose sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor.

Securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the New Shares pursuant to an offer made under Section 275 of the SFA except:

- a) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(c)(ii) of the SFA;
- b) where no consideration is or will be given for the transfer;
- c) where the transfer is by the operation of law;
- d) as specified in Section 276(7) of the SFA; or
- e) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

Any reference to the SFA is a reference to the Securities and Futures Act 2001 of Singapore and a reference to any term as defined in the SFA or any provision in the SFA is a reference to that term or provision as modified or amended from time to time including by such of its subsidiary legislation as may be applicable at the relevant time.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire the New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Singapore SFA Product Classification: In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the CMP Regulations 2018), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the New Shares are 'prescribed capital markets products' (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).



## Appendix 3: Foreign Selling Restrictions (continued)

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#### **United Kingdom**

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "Qualified Investors" (within the meaning of Article 2(e) of the UK version of the EU Prospectus Regulation which forms part of UK domestic law pursuant to the European Union (Withdrawal) Act 2018 ("UK Prospectus Regulation")).

This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated, or caused to be communicated, and will only be communicated or caused to be communicated, in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons who are Qualified Investors under the UK Prospectus Regulation and (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

