



13 November 2024

ASX/Media Release (ASX: KNM)

Despatch of Offer Documents and Letter to Eligible Shareholders and Entitlement Offer Open

KNeoMedia Limited (“KneoMedia”, “KNM” or the “Company”) refers to its replacement prospectus lodged with ASIC and ASX on 6 November 2024 (“Prospectus”), in relation to its fully underwritten non-renounceable pro rata Entitlement Offer of 3.5 Entitlement Shares for every 10 Shares by Eligible Shareholders at the Record Date at an issue price of \$0.002 per Entitlement Share together with 1 Free Attaching Share for every 3 Entitlement Shares subscribed for and issued to raise approximately \$1.66 million (before costs).

Capitalised terms used but not defined in this announcement have the meaning given to those terms in the Prospectus.

The Company is pleased to confirm the despatch of the Prospectus together with the personalised Entitlement and Acceptance Forms to the Eligible Shareholders.

The Company also advises that the Entitlement Offer is open and Eligible Shareholders can view a copy of the Prospectus and access their personalised Entitlement and Acceptance Form at www.investorserve.com.au.

The Entitlement Offer closes at 5.00pm (AEDT) on Friday, 22 November 2024 (unless extended).

The Company also confirms the despatch of the Letter to Ineligible Shareholders as released to the ASX on or around the time of this announcement to the Ineligible Shareholders and the Letter to Eligible Shareholders attached as an annexure to this announcement to the Eligible Shareholders.

Further information and application instructions for the Entitlement Offer, as well as the risks associated with investing in the Company are detailed in the Prospectus, which you should read carefully and in its entirety. If you have any questions in respect of the Entitlement Offer or the Prospectus, please contact the Company Secretary of KneoMedia at Eryl.Baron@boardroomlimited.com.au.

For other questions, you should consult your broker, lawyer, accountant, financial adviser, or other professional adviser.

-ENDS-

AUTHORISED FOR RELEASE BY THE BOARD.



About KNeoMedia Limited:

KNeoMedia Limited (ASX: KNM) is a SaaS publishing company that delivers world-class education and assessment products to markets in both general and special education classrooms via its KneoWorld SaaS Platform. Student seat licences are sold to education departments on an annual basis and via distribution agreements. The KneoWorld platform is a story-based and game assessment learning program that provides engaging and effective ways for students to process and apply academic skills and concepts. Researched and evidence based, programs are mapped and measured to curriculum with student performance data delivered via the educator dashboard. KneoWorld is fully compliant with child online privacy protection including US COPPA and European GDPR. Our proven ability to engage, educate and assess provides a global education market opportunity selling on a business-to-business strategy.

For further information, please contact:

Visit the InvestorHub here: <https://investorhub.kneomedia.com/>

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13 November 2024

Dear Shareholder

KneoMedia Limited – non-renounceable entitlement offer

KneoMedia Limited ACN 009 221 783 (ASX:KNM) (**KNM** or **Company**) invites eligible shareholders to participate in a fully underwritten, non-renounceable pro rata entitlement offer of fully paid ordinary shares in KNM (**Shares**) to raise approximately \$1.66 million (before costs) (**Entitlement Offer**). The Entitlement Offer is being made under a replacement prospectus dated 6 November 2024, and lodged with ASIC and ASX on that date (**Prospectus**).

You are receiving this letter because you are eligible to participate in the Entitlement Offer.

Details of Entitlement Offer

Under the Entitlement Offer, eligible shareholders are entitled to apply for 3.5 new Shares for every 10 Shares (**Entitlement Shares**) held on the record date of 7.00pm (AEDT) on Monday, 11 November 2024 (**Record Date**), at an issue price of \$0.002 per Entitlement Share. In addition, for every 3 Entitlement Shares subscribed for and issued under the Entitlement Offer, the Company will issue 1 free attaching Share to the holder for nil consideration (**Free Attaching Shares**).

After taking into account the Entitlement Shares and the Free Attaching Shares (together, the **New Shares**), the average pricing of each New Share issued under the Entitlement Offer is \$0.0015.

Pursuant to the terms of the Entitlement Offer, the Company will issue:

- 830,012,666 Entitlement Shares (subject to rounding for fractional entitlements) at an issue price of \$0.002 per Share, to raise \$1.66 million (before costs); and
- 276,670,889 Free Attaching Shares (subject to rounding for fractional entitlements) at no additional cost, on the basis of 1 Free Attaching Share for every 3 Entitlement Shares issued.

The Entitlement Offer gives eligible shareholders the opportunity to maintain their shareholding in the Company without paying brokerage fees or other transaction costs, irrespective of holding size.

The Entitlement Offer is fully underwritten by Mr Antanas Guoga. The terms of the underwriting agreement are set out in the Prospectus.

The Entitlement Offer opens on Wednesday, 13 November 2024, and closes at 5.00pm (AEDT) on Friday, 22 November 2024 (unless extended). An indicative timetable of the Entitlement Offer is below.

Prospectus and personalised Entitlement and Acceptance Form

The Prospectus was lodged by the Company with the ASX and ASIC on 6 November 2024, and is available at the Company's announcement page on the ASX website at <https://www.asx.com.au>.

For Eligible Shareholders, a copy of the Prospectus (along with information with respect to applying for your entitlement under the Entitlement Offer including your personalised Entitlement and Acceptance Form) is accessible at www.investorserve.com.au.

For more information on how to access your personalised Entitlement and Acceptance Form, or to request a hard copy of the Prospectus, please contact the Company Secretary via email at Eryl.Baron@boardroomlimited.com.au. Please also refer to the Important Notice below.

Eligible Shareholders

Shareholders who are eligible to participate in the Entitlement Offer (**Eligible Shareholders**) are those persons who:

- are registered as a holder of Shares as at the Record Date, being 7.00pm (AEDT) on Monday 11 November 2024;
- have a registered address on the Company share register in Australia or New Zealand, or are, in the opinion of the Company, otherwise eligible to receive an offer of new Shares under the Entitlement Offer; and
- are not in the United States and are not acting for the account or benefit of a person in the United States.

Shareholder who do not satisfy each of the criteria listed above, are an “**Ineligible Shareholder**”. The Company reserves the right to determine whether a Shareholder is an Eligible Shareholder or an Ineligible Shareholder.

You have been deemed to be an Eligible Shareholder for the purposes of the Entitlement Offer.

Participation in Entitlement Offer

The number of Entitlement Shares) you are entitled to apply for under the Entitlement Offer (**Entitlement**), and the corresponding number of Free Attaching Shares, is shown on your personalised Entitlement and Acceptance Form which has been provided to you along with this letter.

You can also access your Entitlement and Acceptance Form, as well as a copy of the Prospectus at www.investorserve.com.au, by logging into your account.

If you have more than one registered holding of Shares, you will have separate Entitlements for each separate holding, and accordingly you will receive more than one personalised Entitlement and Acceptance Forms (with different Holder Numbers) for each separate shareholding.

Eligible Shareholders can also apply for shortfall Shares in excess of their Entitlement under the shortfall offer by completing the relevant section of their Entitlement and Acceptance Form. There is no guarantee that Eligible Shareholders will be allocated any shortfall Shares under the shortfall offer.

Indicative timetable of Entitlement Offer

Event	Date (2024)
Lodgement of Replacement Prospectus with ASIC and ASX	Wednesday, 6 November
"Ex" Date	Friday, 8 November
Record Date (at 7:00pm AEDT)	Monday, 11 November
Prospectus and Entitlement and Acceptance Form dispatched to Eligible Shareholders	Wednesday, 13 November
Opening Date	Wednesday, 13 November
Last day to extend the Closing Date for the Entitlement Offer by 12pm (AEDT)	Tuesday, 19 November
Closing Date for the Entitlement Offer (at 5:00pm AEDT)	Friday, 22 November
New Shares under Entitlement Offer quoted on a deferred settlement basis	Monday, 25 November
Notification of Shortfall	Tuesday, 26 November
Issue of New Shares under the Offers	Thursday, 28 November
New Shares expected to commence trading on ASX on a normal settlement basis	Monday, 2 December
Anticipated date for despatch of holding statements for New Shares	Thursday, 5 December

Note: This timetable is indicative only and subject to change. The Company reserves the right to amend the timetable for the Entitlement Offer without notice, subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, the Company reserves the right to extend the Closing Date of the Entitlement Offer at any time, to accept late applications under the Entitlement Offer (either generally or in particular cases) and to withdraw the Entitlement Offer without prior notice. Any extension of the Closing Date will have a consequential effect on the issue date of New Shares under the Entitlement Offer. The commencement of quotation of New Shares is subject to confirmation from ASX.

Further Information

If you have any additional questions regarding the Offer, please contact the Company Secretary at Eryl.Baron@boardroomlimited.com.au. Otherwise, on behalf of the Board and management of the Company, we thank you for your continued support.

Yours sincerely



James Kellett
Executive Chairman

IMPORTANT NOTICE

In accordance with section 734(6) of the Corporations Act 2001 (Cth), the Company advises:

- (a) the Company lodged the Prospectus in relation to the Entitlement Offer and certain related offers with ASX and ASIC on 6 November 2024, which is available at <https://investorhub.kneomedia.com/>*
- (b) the Company will be the issuer of securities referred to in this letter pursuant to the Prospectus;*
- (c) the offers of the securities under the Prospectus will be made in, or accompanied by, a copy of the Prospectus;*
- (d) a person should consider the Prospectus in deciding whether to acquire the securities in the Company; and*
- (e) anyone wishing to acquire the securities under the Entitlement Offer or any other offer made pursuant to the Prospectus will need to complete the relevant application form that will be in or will accompany the Prospectus.*

The contents of this letter are not, and should not be considered as, a securities recommendation or financial product advice. The information in this letter is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. Before acting on the information, you should consider the appropriateness of the information, having regard to your objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your stockbroker, accountant, taxation adviser, financial adviser or other professional adviser.