



13 November 2024

Dear Shareholder

KneoMedia Limited – non-renounceable entitlement offer

On 6 November 2024, KneoMedia Limited ACN 009 221 783 (ASX:KNM) (**KNM** or **Company**) announced a non-renounceable pro rata entitlement offer of 3.5 new fully paid ordinary shares in KNM (**Shares**) for every 10 Shares held by eligible shareholders (**Entitlement Shares**) at an issue price of \$0.002 per Entitlement Share to raise approximately \$1.66 million (before costs), together with 1 free attaching Share, for every 3 Entitlement Shares subscribed for and issued under the Entitlement Offer (**Entitlement Offer**).

The Entitlement Offer is being made under a replacement prospectus dated 6 November 2024 (**Prospectus**).

This letter is to inform you about the Entitlement Offer and to explain why you will not be able to subscribe for new Shares under the Entitlement Offer. This letter is not an offer to issue new Shares to you, nor an invitation for you to apply for new Shares. **You are not required to do anything in response to this letter.**

Eligibility Criteria

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.

The Company has determined, pursuant to section 9A(3) of the *Corporations Act 2001* (Cth) and ASX Listing Rule 7.7.1(a), that it would be unreasonable to make offers to shareholders in countries outside Australia and New Zealand under the Entitlement Offer.

The Company has determined that it would be unreasonable on this occasion to extend participation in the Offer to Ineligible Shareholders having regard to:

- the number of Ineligible Shareholders;
- the number and value of securities to be offered to Ineligible Shareholders; and
- the cost to comply with overseas legal and regulatory requirements.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Shareholder as stated above. Accordingly, in compliance with section 9A(3) of the *Corporations Act 2001* (Cth) and ASX Listing Rule 7.7.1(b), the Company wishes to advise you that it will not be extending the Entitlement Offer to you and you will not be able to apply for new Shares under the Entitlement Offer. This letter is not an offer to issue new Shares to you, nor an invitation to apply for new Shares.

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