



26 November 2021

Dear fellow Shareholder

### **Schrole Group Ltd - Share Purchase Plan**

On behalf of the Board of Schrole Group Ltd (ACN 164 440 859) (**Company**), I am pleased to offer you the opportunity to subscribe for fully paid ordinary shares in the Company (**Shares**) under a Share Purchase Plan (**Offer**).

The Company is offering eligible shareholders, at the Record Date of 5pm (WST) 22 November 2021, the opportunity under the SPP to acquire from \$1,000 (minimum) to \$30,000 (maximum) worth of Schrole Group Shares at an issue price of \$0.01 per Share (**Issue Price**). The Issue Price is equal to the volume weighted average market price of Shares over the last five days on which sales of Shares were recorded on the Australian Securities Exchange (**ASX**) immediately prior to the announcement of the Offer. The Offer follows the announcement of the Company's placement of \$2,500,000 before costs at an issue price of \$0.01.

Shareholders will be eligible to participate in the Offer if they have a registered address in Australia, New Zealand, Singapore, and Malaysia (subject to the restrictions described in the attached terms and conditions) as at 5.00pm (AWST) on 22 November 2021.

The Directors view the Offer as a means of allowing shareholders to participate in the current capital raising. Schrole Group Directors, eligible to participate in the Offer have the ability to subscribe for Shares with a value of up to \$30,000 under the Offer.

Funds raised under the Offer will be used towards:

- growing the sales and marketing team; and
- selling into new and adjacent target markets;
- development of new SaaS products; and
- general working capital.

Application for new Shares under the Offer will be made on the enclosed Application Form. The Offer of Shares under the Offer is made in accordance with Australian Securities and Investments Commission (ASIC) Corporations (Share and Interest Purchase Plans) Instrument 2019/547 and therefore does not require a prospectus for the purposes of Chapter 6D of the Corporations Act.

### **Important Information**

The Offer is governed by the enclosed terms and conditions. The Board urges you to read these terms and conditions carefully and in their entirety before deciding whether to participate in the SPP.

If you are uncertain whether Shares are a suitable investment for you, you should consult your financial or other professional adviser. The Board recommends that you obtain your own financial



advice in relation to the Offer and consider price movements of Shares in the Company prior to electing to participate in the Offer.

**Enquiries**

If you have any enquiries in relation to your Application Form or the Offer, please call Link Market Services on 1300 554 474 (within Australia or outside of Australia) or the Company Secretary on +61 8 9230 7000.

Yours faithfully

A handwritten signature in black ink, appearing to read "Rob Graham".

Rob Graham  
**Managing Director**  
**Schrole Group Ltd**

## SCHROLE GROUP LTD (ACN 164 440 859)

### SHARE PURCHASE PLAN TERMS AND CONDITIONS

These are the terms and conditions of the Schrole Group Ltd (ACN 164 440 859) (**Company**) 2021 Share Purchase Plan (**Offer**) and are binding on any shareholder providing a completed Share Purchase Plan Application Form to the Company.

#### 1. Offer

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The Offer is an invitation to offer to apply for fully paid ordinary shares in the Company (**Shares**) up to a maximum subscription of \$30,000 at an issue price of \$0.01 per Share (**New Shares**) (**Offer**).

The Offer to each eligible shareholder is made on the same terms and conditions.

The Offer is non-renounceable.

#### 2. Eligibility

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You are eligible to apply for New Shares (**Eligible Shareholder**) if:

- (a) your registered address in the Company's register of members is in Australia, New Zealand, Singapore and Malaysia (subject to the restrictions described in paragraph 15);
- (b) you were registered as a holder of Shares as at 5.00pm (AWST) on 22 November 2021; and
- (c) you are not in the United States and are not acting for the account or benefit of a person in the United States.

#### 3. Issue Price

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The issue price for each New Share under the Offer is \$0.01 per Share (**Issue Price**).

In accordance with the requirements of Australian Securities and Investments Commission (ASIC) Corporations (Share and Interest Purchase Plans) Instrument 2019/547, the Company notes that:

- (a) On the last trading day immediately prior to the announcement date of the Offer, the closing price of the Shares traded on the Australian Securities Exchange (ASX) was \$0.011 per Share. The Issue Price is a 10.0% discount to that closing price.

- (b) The market price of Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are issued under the Offer.
- (c) By making an application under this Offer, each Eligible Shareholder will be acknowledging that although the Issue Price is at a discount to the closing price specified above, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make the Offer and the date of issue of Shares under that Offer and that the value of the Shares received under the Offer may rise or fall accordingly.
- (d) The Issue Price is less than the market price of Shares during a 'specified period' in the 30 days before the date of the Offer (such specified period being the 5 days in which trading in Shares occurred before the date of the announcement of the Offer).

In accordance with ASX Listing Rule 7.2 Exception 5, the Issue Price is equal to or greater than 80% of the volume weighted average price for the 5 days in which trading in the Shares occurred before the date of the announcement of the Offer.

The Board recommends that you obtain your own financial and taxation advice in relation to the Offer and consider price movements of Shares in the Company prior to making an application under this Offer.

## 4. Number of New Shares

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### 4.1 Application amount

If you are an Eligible Shareholder, you can apply for up to a maximum of \$30,000 worth of New Shares. Eligible Shareholders can select one of the following alternatives:

Offer	Value	Number of Shares
A	\$1,000	100,000
B	\$2,000	200,000
C	\$5,000	500,000
D	\$10,000	1,000,000
E	\$15,000	1,500,000
F	\$20,000	2,000,000
G	\$25,000	2,500,000
H	\$30,000	3,000,000

#### 4.2 **\$30,000 maximum**

- (a) The total costs of New Shares purchased by each Eligible Shareholder (including through joint holding/s, multiple share accounts or any holding in which they have a beneficial interest/s) must not exceed \$30,000.
- (b) The Company reserves the right to issue to an Eligible Shareholder fewer New Shares than the number specified in an Application Form for whatever reason, including to avoid the possible subscription of over \$30,000 worth of New Shares by a shareholder through multiple applications or joint holdings.
- (c) No fractions of New Shares will be issued.

#### 4.3 **Maximum number of New Shares to be issued**

- (a) **Maximum amount:** The Company reserves the right to determine the amount it raises through the Offer. At this stage, the maximum amount raised under the Offer will be capped at a total of \$1,500,000 (before costs), being a maximum of 150,000,000 Shares, though the Company reserves the right to change this cap at its discretion by announcement to ASX (subject to the maximum permitted under the ASX Listing Rules, being 433,413,097 Shares). In accordance with ASX Listing Rule 7.2 Exception 5, the total number of New Shares under the Offer must not exceed 30% of the number of Shares currently on issue.
- (b) **Scale back:** The Board reserves the right to reject or scale back any applications in whole or in part (**Scale Back**). If there is a Scale Back, you may not receive all the New Shares for which you have applied. The Company may in its absolute discretion determine to apply the Scale Back to the extent and in the manner it sees fit, which may include taking into account a number of factors such as the size of your shareholding at the Record Date, the extent to which you have sold or purchased Shares since the Record Date, whether you have multiple registered holdings, the date on which your application was made and the total applications received from Eligible Shareholders.
- (c) **Return of excess application monies:** If there is a rejection or Scale Back, your application monies may be greater than the value of New Shares issued to you under the Offer, in which case the excess application monies will be refunded to you, without interest, by direct credit deposit to your nominated bank account (where you have given your nomination to the Company's Share Registry) or by cheque paid in Australian dollars.

## 5. **Participation costs**

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You must pay the Issue Price per New Share and any fees or charges incurred by you in completing the Application Form, for example, bank fees or fees of professional advisors. No commission is payable by the Company on the issue of the New Shares and no brokerage applies.

## 6. Rights attaching

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The rights and obligations of the New Shares are contained in the Constitution of the Company (which is available for inspection at the registered office of the Company during the period of the Offer). The New Shares will be issued on the same terms as all other ordinary shares in the Company.

## 7. Allotment of New Shares

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Subject to these terms and conditions, the New Shares will be allotted as soon as possible after the Offer closing date. The Company will send or cause to be sent to you a holding statement in due course.

## 8. Payment for New Shares

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All amounts in this Offer are expressed in Australian dollars. You must pay for the New Shares by BPay® following the instructions on the Application Form. If you do not provide the exact amount, the Company reserves the right to return your funds or issue you a lesser number of New Shares and (if necessary) return a portion of your funds. No interest will be paid on money returned.

## 9. Risk

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New Shares are a speculative investment and the market price may change between the dates you apply for New Shares and the issue of New Shares to you. Accordingly, the value of New Shares applied for may rise or fall.

This Offer is not a prospectus and does not require the types of disclosures required under the Corporations Act for a disclosure document. You must rely on your own knowledge of the Company, previous disclosures made by the Company to ASX, and, if necessary, consult your professional advisor when deciding whether or not to participate in the Offer.

The terms and conditions of the Offer should be read in conjunction with the Company's continuous and periodic disclosures given to ASX, which are available on ASX's website at [www.asx.com.au](http://www.asx.com.au) (under the Company's code "SCL") and the Company's website at <https://schrole.edu.au/>.

## 10. Privacy

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By receiving completed Application Forms, the Company collects personal information about shareholders. The Company will use this information for the purposes of processing the Application Form and updating the records of the Company. Unless

required by the law, the Company will not disclose the personal information for another purpose without the consent of the shareholder. Except as stated by the law, shareholders are able to access, upon request, their personal information held by the Company. For further information about how we manage your personal information or if you wish to obtain a copy of the Company's Privacy policy, please contact us.

## 11. Use of funds

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The Board presently intends that the funds raised from the Offer will be applied towards:

- (a) growing the sales and marketing team; and
- (b) selling into new and adjacent target markets;
- (c) development of new SaaS products; and
- (d) general working capital.

As with any intended budget or use of funds, this is a statement of current intentions as at the date of this Offer. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

## 12. Important Dates

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The important dates in relation to this Offer are summarised below.

<b>Record Date (5.00pm AWST)</b>	22 November 2021
<b>Announcement of Offer</b>	23 November 2021
<b>Despatch of Offer Document and Application Form</b>	26 November 2021
<b>Offer opening date</b>	26 November 2021
<b>Offer closing date</b>	17 December 2021
<b>Announcement of Offer results</b>	22 December 2021
<b>Issue of New Shares</b>	22 December 2021
<b>Commencement of trading of New Shares</b>	24 December 2021

These above dates are indicative only. The Company may vary the dates and times of the Offer by lodging a revised notice with ASX.

New Shares issued under the Offer will be issued as soon as practicable after the Offer closing date. Application for quotation on ASX of the New Shares will be made immediately following the issue of those Shares.

## 13. Joint holders

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If you are a joint holder of existing Shares, you are taken to be a single registered holder of existing Shares for the purposes of determining whether you are an Eligible Shareholder and joint holders are entitled to participate in the Offer in respect of that single holding only.

## 14. Custodians, trustees and nominees

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### 14.1 Custodians

- (a) If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the Offer), you may apply for up to \$30,000 worth of new Shares for each beneficiary for whom you act as custodian provided you complete and submit, together with an Application Form, a certificate (**Custodian Certificate**) with the following information:
- (i) that you held Shares on behalf of:
    - (A) one or more other persons that are not custodians; and/or
    - (B) another custodian (**Downstream Custodian**) that holds beneficial interests in Shares on behalf of one or more other persons to which those beneficial interests relate,

(each a **Participating Beneficiary**) at the Record Date who have subsequently instructed you, and/or the Downstream Custodian, to apply for Shares under the Offer on their behalf;
  - (ii) the number of Participating Beneficiaries and their names and addresses;
  - (iii) the number of Shares that you hold on behalf of each Participating Beneficiary;
  - (iv) the number or dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through a Downstream Custodian, to apply for on their behalf;
  - (v) that the Issue Price for Shares applied under the Offer for each Participating Beneficiary for whom you act in addition to the application price for any other Shares issued to you as custodian (as a result of



instruction given to you as Custodian or a Downstream Custodian) for that Participating Beneficiary under any arrangement similar to the Offer in the prior 12 months does not exceed \$30,000;

- (vi) that a copy of the written offer document was given to each Participating Beneficiary; and
  - (vii) where you hold Shares on behalf of a Participating Beneficiary indirectly, through one or more Downstream Custodians, the name and address of each Downstream Custodian.
- (b) For the purposes of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 you are a 'Custodian' if you provide a custodial or depository service in relation to shares of a body or interests in a registered scheme and who:
- (i) holds an Australian financial services licence covering the provision of a custodial or depository service;
  - (ii) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
  - (iii) holds an Australian financial services licence covering the operation an IDPS or is a responsible entity of an IDPS-like scheme;
  - (iv) is a trustee of a self-managed superannuation fund or a superannuation master trust; or
  - (v) is a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.
- (c) If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (see paragraph 4.2 above) apply.
- (d) Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact the Company's Share Registry at any time between 8.30am to 5.00pm (AWST time) Monday to Friday during the Offer period.
- (e) The Company reserves the right to reject any application for Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

## 15. Foreign offering restrictions

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### 15.1 Distribution

This document does not constitute an offer of Shares in any jurisdiction in which it would be unlawful, and has been prepared for distribution in Australia, New Zealand, Singapore and Malaysia only (subject to the restrictions described in this paragraph 15) and may not be released or distributed elsewhere. In particular, this document does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States. The Shares have not been, and will not be, registered under the *US Securities Act of 1933* (the **US Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Shares may not be offered or sold, directly or indirectly, to any person in the United States, except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws. Persons in the United States may not, directly or indirectly, participate in the Offer.

### 15.2 New Zealand

The New Shares are not being offered or sold 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 New Shares is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016. This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### 15.3 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 relating to 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 persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are an existing holder of the Company's shares. In the event that you are not such a shareholder, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

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 New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

## 15.4 Malaysia

No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to any offer of New Shares. The New Shares may not be offered, sold or issued in Malaysia except pursuant to, and to persons prescribed under, Schedules 6 and 7 of the Malaysian Capital Markets and Services Act.

## 15.5 Custodians

The Company is not required to determine, and will not determine, the identity or residence of any beneficial owners of Shares. Custodians and nominees may only participate in the Offer on behalf of beneficial shareholders resident in Australia, New Zealand and Singapore.

## 16. No Financial Advice

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This document does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the Offer having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

## 17. Acknowledgement

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By making a payment via BPay®, you:

- (a) irrevocably and unconditionally agree to the terms and conditions of the Offer and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the Offer;
- (b) warrant that all details and statements in your application are true and complete and not misleading;
- (c) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn even if the market price of the Shares is less than the Issue Price);
- (d) warrant that you are an Eligible Shareholder and are eligible to participate in the Offer;
- (e) acknowledge that no interest will be paid on any application monies held pending the issue of Shares under the Offer or subsequently refunded to you for any reason;
- (f) acknowledge that the Company and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;

- (g) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:
  - (i) you are not applying for Shares with an application price of more than \$30,000 under the Offer (including by instructing a Custodian to acquire Shares on your behalf under the Offer); and
  - (ii) the total of the application price for the following does not exceed \$30,000:
    - (A) the Shares the subject of the application;
    - (B) any other Shares issued to you under the Offer or any similar arrangement in the 12 months before the application (excluding Shares applied for but not issued);
    - (C) any other Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and
    - (D) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the Offer;
- (h) if you are a Custodian and are applying on behalf of a Participating Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
  - (i) you are a Custodian (defined above);
  - (ii) you hold Shares (directly or indirectly) on behalf of one or more Participating Beneficiaries;
  - (iii) you held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the Offer;
  - (iv) each Participating Beneficiary on whose behalf you are applying for Shares has been given a copy of this document;
  - (v) the application price for the Shares applied for on behalf of the Participating Beneficiary, and any other Shares applied for on their behalf under a similar arrangement in the previous 12 months (excluding shares applied for but not issued), does not exceed \$30,000; and
  - (vi) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (i) agree to be bound by the constitution of the Company (as amended from time to time);

- (j) acknowledge that none of the Company, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the Offer, or has any obligation to provide such advice;
- (k) authorise the Company, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail;
- (l) you are an Eligible Shareholder and are eligible to participate in the Offer;
- (m) represent that you are not in the United States nor subscribing for Shares for the account or benefit of a person in the United States;
- (n) acknowledge that the Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and, accordingly, the Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (o) acknowledge that the Shares will only be offered and sold outside the United States in "offshore transactions" (as defined in and in reliance on Regulation S under the US Securities Act);
- (p) if in the future you decide to sell or otherwise transfer the Shares, you will do so in a regular way on ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
- (q) have not distributed this document or any other documents relating to the Offer to, any person in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.

## 18. Additional provisions

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### 18.1 Amendments

The Company may amend the terms of the Offer at any time. Any material amendments will be announced to the ASX.

### 18.2 Termination

The Company may terminate or otherwise withdraw the Offer at any time. Any termination or withdrawal will be announced to the ASX, and any application monies received will be refunded without interest.

### 18.3 Interpretation

The Company may act or omit to act in relation to the Offer (including applying the terms of the Offer) in its absolute discretion. The Company may settle any difficulty of question of fact or interpretation in relation to the Offer in any matter it thinks fit, whether generally or in relation to any participant, application or Share. The Company's decision will be conclusive and binding. The Company reserves the right to waive strict compliance with the terms of the Offer. The Board or any delegate may exercise the powers of the Company under the terms of the Offer.

## Frequently Asked Questions

1.	<b>What is the Share Purchase Plan?</b>	Under the Share Purchase Plan, eligible shareholders have an opportunity to apply to purchase up to A\$30,000 worth of New Shares at an issue price of A\$0.01 per New Share.																	
2.	<b>Am I an eligible shareholder?</b>	<p>You are an eligible shareholder if you are a holder of Shares on the Record Date, being 5.00pm (AWST) on 22 November 2021 and have a registered address in Australia, New Zealand, Singapore and Malaysia (but only if you are a person prescribed under Schedules 6 and 7 of the Malaysian Capital Markets and Services Act). If you hold Shares on behalf of persons who reside outside Australia, New Zealand or Singapore, or are in the United States, or a person acting on the account of a person in the United States, you are not an eligible shareholder and are not entitled to participate in the Share Purchase Plan.</p> <p>If you are a joint holder of Shares or have multiple holdings of Shares, please refer to clause 13 of this Booklet for further information.</p>																	
3.	<b>How are custodians and nominees treated under the Share Purchase Plan?</b>	Please refer to clause 14 of this Booklet for information on eligibility for custodian and nominee shareholders.																	
4.	<b>What are the key dates of the Share Purchase Plan?</b>	<table border="1"> <tr> <td data-bbox="621 831 1109 884">Record Date (5.00pm AWST)</td> <td data-bbox="1109 831 1484 884">22 November 2021</td> </tr> <tr> <td data-bbox="621 884 1109 936">Announcement of Offer</td> <td data-bbox="1109 884 1484 936">23 November 2021</td> </tr> <tr> <td data-bbox="621 936 1109 1031">Despatch of Offer Document and Application Form</td> <td data-bbox="1109 936 1484 1031">26 November 2021</td> </tr> <tr> <td data-bbox="621 1031 1109 1083">Offer opening date</td> <td data-bbox="1109 1031 1484 1083">26 November 2021</td> </tr> <tr> <td data-bbox="621 1083 1109 1136">Offer closing date (5.00pm AWST)</td> <td data-bbox="1109 1083 1484 1136">17 December 2021</td> </tr> <tr> <td data-bbox="621 1136 1109 1188">Announcement of Offer results</td> <td data-bbox="1109 1136 1484 1188">22 December 2021</td> </tr> <tr> <td data-bbox="621 1188 1109 1241">Issue of New Shares</td> <td data-bbox="1109 1188 1484 1241">22 December 2021</td> </tr> <tr> <td data-bbox="621 1241 1109 1314">Commencement of trading of New Shares</td> <td data-bbox="1109 1241 1484 1314">24 December 2021</td> </tr> </table>	Record Date (5.00pm AWST)	22 November 2021	Announcement of Offer	23 November 2021	Despatch of Offer Document and Application Form	26 November 2021	Offer opening date	26 November 2021	Offer closing date (5.00pm AWST)	17 December 2021	Announcement of Offer results	22 December 2021	Issue of New Shares	22 December 2021	Commencement of trading of New Shares	24 December 2021	<p>Schrode Group may vary any of the above dates in its absolute discretion by lodging a revised timetable with the ASX.</p>
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5.	<b>How much can I invest?</b>	<p>If you are an eligible shareholder you may apply to purchase a parcel of New Shares with a value of either A\$1,000, A\$2,000, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000.</p> <p>Each eligible shareholder may only acquire a maximum of A\$30,000 worth of New Shares under the Share Purchase Plan, irrespective of the number of Shares they currently hold. This limitation applies even if you receive more than one Application Form, or if you hold Shares in more than one capacity.</p>																	
6.	<b>How do I apply?</b>	<p>The Application Form allows you to apply for New Shares offered under this Share Purchase Plan.</p> <p>You can apply for New Shares under the Offer through the following methods:</p> <p><u>Option 1 (Australian Investors)</u></p> <p>You can make a payment by BPAY®. To do this, you must use the unique identifier shown on the Application Form as the customer reference number when making</p>																	

		<p>payment. If you make your payment with BPAY® you do not need to return your Application Form.</p> <p>You will not be able to withdraw or revoke your application or BPAY® payment once you have submitted it or made it or change the amount of New Shares you have applied for.</p> <p>BPAY® payments must be made from an Australian dollar account of an Australian financial institution.</p> <p><u>Option 2: (New Zealand, Singaporean and Malaysian Investors)</u></p> <p>For New Zealand, Singaporean and Malaysian shareholders only, that are unable to pay by BPAY®, please contact the Share Registry on +61 1300 554 474 at any time from 8.30am to 5.00pm (AEDT time) Monday to Friday during the Offer period for alternative electronic funds transfer payment arrangements.</p> <p><b>Note:</b> <i>By using the BPAY® facility or if you are a New Zealand, Singapore and Malaysia resident shareholder using alternative electronic funds transfer to apply for New Shares, you represent that the total of the application price for the following does not exceed A\$30,000:</i></p> <ul style="list-style-type: none"> <li>• <i>the New Shares the subject of your application;</i></li> <li>• <i>any other New Shares or Shares issued under any similar arrangement to the Share Purchase Plan in the 12 months before the date of your application;</i></li> <li>• <i>any other New Shares which you have instructed a custodian to acquire on your behalf under the Share Purchase Plan; and</i></li> <li>• <i>any other Shares issued to a custodian under an arrangement similar to the Share Purchase Plan in the 12 months before the date of your application under the Share Purchase Plan as a result of an instruction given by you to the custodian or another custodian and which resulted in you holding beneficial interests in such Shares; and</i></li> <li>• <i>if you are in Malaysia, you represent and warrant to the Company that you are a person prescribed under Schedules 6 and 7 of the Malaysian Capital Markets and Services Act).</i></li> </ul> <p><b>You must ensure that your application and payment is received by 5.00pm (AWST) on 17 December 2021.</b></p>
7.	<b>What is the Scale back policy?</b>	<p>The Board reserves the right to reject or scale back any applications in whole or in part (<b>Scale Back</b>). If there is a Scale Back, you may not receive all the New Shares for which you have applied. The Company may in its absolute discretion determine to apply the Scale Back to the extent and in the manner it sees fit, which may include taking into account a number of factors such as the size of your shareholding at the Record Date, the extent to which you have sold or purchased Shares since the Record Date, whether you have multiple registered holdings, the date on which your application was made and the total applications received from Eligible Shareholders.</p> <p>Please refer to clause 4.3 of this Booklet for further information in relation to Scale back.</p>
8.	<b>What rights will the New Shares have?</b>	<p>New Shares will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend / distribution rights and other entitlements from issue.</p>
9.	<b>Will the New Shares be quoted?</b>	<p>Yes. The Company will apply for the New Shares to be issued under the Share Purchase Plan to be quoted on the ASX.</p>
10.	<b>Is the Share Purchase Plan underwritten?</b>	<p>No</p>



11.	<b>Can I transfer my rights under the Share Purchase Plan?</b>	As the Share Purchase Plan is non-renounceable, your rights under the Share Purchase Plan are personal and cannot be transferred to another person.
12.	<b>Will there be brokerage and other transaction costs for me?</b>	No brokerage or other transaction costs will apply to the application for, and issue of, New Shares under the Share Purchase Plan.

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