



## Cancellation Summary

---

**Entity name**

STRUCTURAL MONITORING SYSTEMS PLC

**Announcement Type**

Cancellation of previous announcement

**Date of this announcement**

27/1/2022

**Reason for cancellation of previous announcement**

Cancellation of existing non-renounceable offer announced 11 January 2022.  
Please refer to announcement to follow.

Refer to next page for full details of the announcement



## Part 1 - Entity and announcement details

---

### 1.1 Name of +Entity

STRUCTURAL MONITORING SYSTEMS PLC

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

### 1.2 Registered Number Type

ARBN

### Registration Number

106307322

### 1.3 ASX issuer code

SMN

### 1.4 The announcement is

☒ Cancellation of previous announcement

#### 1.4c Reason for cancellation of previous announcement

Cancellation of existing non-renounceable offer announced 11 January 2022.  
Please refer to announcement to follow.

#### 1.4d Date of previous announcement to this cancellation

11/1/2022

### 1.5 Date of this announcement

27/1/2022

### 1.6 The Proposed issue is:

☒ A standard +pro rata issue (non-renounceable or renounceable)

#### 1.6a The proposed standard +pro rata issue is:

☒ + Non-renounceable



## Part 3 - Details of proposed entitlement offer issue

---

### Part 3A - Conditions

---

**3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?**

☒ No

### Part 3B - Offer details

---

**Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued**

**ASX +security code and description**

SMN : CHESS DEPOSITARY INTERESTS 1:1

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

☒ Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ No

**If the entity has quoted company options, do the terms entitle option holders to participate on exercise?**

☒ No

### Details of +securities proposed to be issued

---

**ASX +security code and description**

SMN : CHESS DEPOSITARY INTERESTS 1:1

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities are non CDIs)**

**Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)**

**The quantity of additional +securities to be issued**

1

**For a given quantity of +securities held**

12



**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

**Maximum number of +securities proposed to be issued (subject to rounding)**

10,230,953

**Offer price details for retail security holders**

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security for the retail offer?**

AUD 0.60000

**Oversubscription & Scale back details**

**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**

☒ Yes

**Describe the limits on over-subscription**

Eligible CDI Holders will have the right to apply for additional CDIs in excess of their Entitlement under an Oversubscription Facility.

The Company intends to accept oversubscriptions of up to \$3 million

**Will a scale back be applied if the offer is over-subscribed?**

☒ Yes

**Describe the scale back arrangements**

The Rights Issue is subject to SMN's discretion to scale back applications (if necessary)

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

☒ Yes

---

Part 3C - Timetable

---

**3C.1 +Record date**

20/1/2022

**3C.2 Ex date**

19/1/2022



**3C.4 Record date**

20/1/2022

**3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue**

24/1/2022

**3C.6 Offer closing date**

3/2/2022

**3C.7 Last day to extend the offer closing date**

31/1/2022

**3C.9 Trading in new +securities commences on a deferred settlement basis**

**3C.11 +Issue date and last day for entity to announce results of +pro rata issue**

10/2/2022

**3C.12 Date trading starts on a normal T+2 basis**

11/2/2022

**3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis**

15/2/2022

Part 3E - Fees and expenses

---

**3E.1 Will there be a lead manager or broker to the proposed offer?**

☒ Yes

**3E.1a Who is the lead manager/broker?**

Mac Equity Partners

**3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

- 3% on all money raised from existing shareholders excluding Drake and current directors.

**3E.2 Is the proposed offer to be underwritten?**

☒ Yes

**3E.2a Who are the underwriter(s)?**

Mac Equity Partners

**3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?**

\$6m



**3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?**

- 6% on any new money (non-existing shareholders) as a result of any shortfall from the rights issue excluding funds subscribed by shareholders under the Oversubscription Facility
- 2.5m options issued to Mac Equity Partners (or nominee) on the same terms as the Options Offer (exercise 90 cents, expiry 31/01/2024) subject to requisite shareholder approvals

**3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated**

Withdrawal of rights issue offer by SMN  
SMN prevented from allotting or issuing rights issue securities within time required under relevant law  
ASX refusing quotation of the rights issue shares  
SMN or any of its group members becoming insolvent  
SMN fails to perform its obligations under the underwriting agreement  
5% fall in ASX All Ordinaries index at any time during offer  
Full details of the termination events, including further termination events, will be contained in the Prospectus proposed to be released by SMN on or about 17 January 2022

**3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?**

☒ Yes

**3E.2e (i) What is the name of that party?**

Bryant McLarty is a director of SMN and Mac Equity Partners

**3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?**

Nil

**3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?**

Mac Equity Partners will receive fees as per sections 3E1.b and 3E.2c

**3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

☒ No

**3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Part 3F - Further Information

**3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

- \* AEM (debt reduction, capex requirements, working capital)
- \* CVM commercialisation over the next 2-3 years
- \* Costs of the offer and general working capital

**3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?**

☒ No

**3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?**

☒ No



**3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue**

For retail shareholders - all countries other than Australia and New Zealand

**3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities**

☒ Yes

**3F.5a Please provide further details of the offer to eligible beneficiaries**

Where any registered holder that qualifies as an Eligible Shareholder is acting as a nominee for a foreign person, that registered holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Entitlement Offer is compatible with applicable foreign laws.

**3F.6 URL on the entity's website where investors can download information about the proposed issue**

[www.smsystems.com.au](http://www.smsystems.com.au)

**3F.7 Any other information the entity wishes to provide about the proposed issue**

**3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?**

☒ Yes

**3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

☒ The publication of a +disclosure document or +PDS for the +securities proposed to be issued