

OPN
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11 July 2022

Dear Shareholder

Share Purchase Plan to raise \$2M - Letter to Eligible Shareholders

We write to you as the holder of Openn Negotiation Limited (**ASX: OPN**) (**Openn**) shares with a registered address in Australia or New Zealand as at the record date of 1 July 2022 (**Record Date**).

On behalf of the Directors, I am pleased to offer you the opportunity to participate in Openn's Share Purchase Plan (**SPP**), announced on 4 July 2022 and following shortly after the successful placement of shares to sophisticated investors which raised \$3.0 million (**Placement**). Openn is targeting to raise up to approximately \$2.0 million under the SPP. However, Openn may decide to accept applications (in whole or in part) that result in the SPP raising more or less than that target amount at its absolute discretion, within the limits prescribed by *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (SPP Instrument)* and the ASX Listing Rules.

Use of Funds

Funds raised from the Placement and SPP will be used to fund Openn's expansion in North America, with funds specifically applied towards:

- Building out North American operational team to fast-track expansion into the USA and Canada;
- Refining the Company's software platform to meet the requirements of agents in North America;
- Finalising partner integrations, with consumer, broker and agent enhancements that align with the Company's "go to market strategy"; and
- Costs of the Placement and SPP and general working capital purposes.

SPP Discount

The SPP provides you with an opportunity to acquire up to a maximum of \$30,000 worth of fully paid ordinary shares in Openn (**Shares**) without paying any brokerage costs, commissions, or other transaction costs. Shareholders participating in the SPP will be able to purchase Shares at an issue price of \$0.15 per Share, which represents a:

- 11.8% discount to the closing price of Shares of \$0.17 on 29 June 2022;
- 16.6% discount to the five day volume-weighted average price of Shares of \$0.18 as at 29 June 2022; and
- 15.0% discount to the ten day volume-weighted average price of Shares of \$0.177 as at 29 June 2022.

SPP Offer Document and Participation

An SPP Offer Document (**Offer Document**) was lodged with ASX on 11 July 2022. A copy of the Offer Document with information about how to apply under the SPP via BPAY® is available at <https://OPNSPP2022.thereachagency.com>.

If you are unable to pay by BPAY®, please contact Openn Negotiation Ltd on 1800 667 366 (within Australia) at any time between 8.30am and 5.00pm (Perth time) on Monday to Friday during the Offer period. Alternatively, via email: investors@openn.com, and alternate payment arrangements will be provided.

Applications under the SPP must be made online only at <https://OPNSPP2022.thereachagency.com>.

Unless otherwise defined, capitalised terms used in this letter have the meaning given in the Offer Document.

Details of the SPP

Participation in the SPP is optional and is open to shareholders who are registered holders of Shares on the record date (being 7.00pm (AEDT) on 1 July 2022) with a registered address on the register in Australia or New Zealand (**Eligible Shareholders**).

Certain Eligible Shareholders who are custodians holding Shares on behalf of certain beneficiaries are also invited to participate in the SPP on the terms and conditions set out in the Offer Document.

Shareholders in the United States of America (**USA**) are not eligible to participate in the SPP. Similarly, Shareholders (including trustees, custodians and nominees) who hold Shares on behalf of persons in the USA or are acting for the account or benefit of persons in the USA, are not eligible to participate in the SPP on behalf of those persons.

Openn will not issue new Shares to an applicant if those Shares, either alone or in conjunction with the issue of Shares under other applications received by Openn, would contravene any law or the ASX Listing Rules.

The offer of Shares under the SPP is made in accordance with the SPP Instrument and therefore does not require a prospectus for the purposes of Chapter 6D of the Corporations Act.

All new Shares issued under the SPP will rank equally with existing Shares.

Key dates

Event	Target date
Record Date (5:00pm (WST))	1 July 2022
Announcement of Placement and intention to conduct Share Purchase Plan	4 July 2022
Settlement of Placement	11 July 2022
Lodgment of Offer Document with ASX	11 July 2022
Despatch of Share Purchase Plan Letter to Eligible Shareholders, and announcement of despatch to ASX; and Opening Date	11 July 2022
Closing Date (5:00pm (WST))	29 July 2022
Announcement to ASX of results of SPP Offer	5 August 2022
Issue of New Shares under SPP Offer	8 August 2022
Normal trading in New Shares under the SPP Offer to commence on ASX	9 August 2022

Note: This timetable is indicative only and subject to change. Openn reserves the right to alter the above dates at any time, including extending the period for the SPP or accepting late applications, either generally or in particular cases, at its discretion and without notice to you, subject to the ASX Listing Rules, the Corporations Act and any other applicable rules.

Important information regarding oversubscriptions and potential scale-back in the SPP

Openn is targeting to raise up to approximately \$2.0 million under the SPP. However, Openn may decide to accept applications (in whole or in part) that result in the SPP raising more or less than that target amount at its absolute discretion, subject to the limits prescribed in the SPP Instrument and the ASX Listing Rules.

Openn may in its absolute discretion allocate to you less than the number of Shares you have applied for. If there is a scale-back, it is Openn's intention that each applicant will be treated equally and will be scaled back pro-rata based on the number of Shares for which they have applied (subject to any minimum dollar allocation determined by Openn at its absolute discretion). When determining the amount (if any) by which to scale-back an application, Openn may take into account a number of factors, including the size of an applicant's shareholding, the extent to which Eligible Shareholders have sold or bought additional shares after the Record Date and the date an application was made.

In the event of a scale-back, you may be allocated Shares to a value which is significantly less than the parcel for which you applied. Should this happen, the balance of any application moneys not applied to acquire Shares under the SPP will be refunded to you, without interest. Openn will make an announcement to the ASX on the outcome of the SPP and the number of Shares issued on 5 August 2022. Shares will be issued on the same date.

The SPP is governed by the terms and conditions in the Offer Document. The Board urges you to read these terms and conditions carefully and, in their entirety, together with announcements made by the Company to ASX, before deciding whether to participate in the SPP.

No lead manager or underwriting

Openn has not engaged any lead manager for the SPP. The SPP will not be underwritten.

What do I do next?

The SPP offer opens at 10.00am (AEDT) on 11 July 2021. If you are an Eligible Shareholder and wish to participate in the offer, you may apply for Shares in the amount of \$1,000, \$2,000, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000.

Applications under the SPP must be made online only at <https://OPNSPP2022.thereachagency.com>, making sure that Openn receives your online application and payment by 5.00pm (AEDT) on 29 July 2022.

I encourage you to read the Offer Document carefully and in its entirety before making a decision on whether to participate in the SPP. You should be aware that the future market price of the Shares is uncertain and may rise or fall. This means the price you pay for Shares under the SPP may be either higher or lower than the Share price trading on the ASX at the time Shares are issued to you under the SPP. If you are uncertain whether Shares are a suitable investment for you, you should consult your financial or other professional adviser.

Enquiries

If you have any questions in relation to the Offer, please call Openn Negotiation Ltd on 1800 667 366 (within Australia) at any time between 8.30am and 5.00pm (Perth time) on Monday to Friday during the Offer period. Alternatively, via email: investors@openn.com

On behalf of the Board of Openn, I thank you for your continued support.

Yours sincerely

Darren Bromley
Director / Company Secretary