



Entitlement Offer Booklet

The Market Herald Limited ACN 611 717 036

2 for 5 pro rata renounceable entitlement offer of fully paid ordinary shares in The Market Herald Limited at an Offer Price of \$0.34 per New Share to raise approximately \$26.6 million (before costs).

The Entitlement Offer opens on 5 September 2022.

The Entitlement Offer closes at 7:00pm (AEST) on 14 September 2022.

The Entitlement Offer is partially underwritten to 80% of the approximate \$26.6m raising by Capital Investment Partners Pty Ltd (**CIP**). Refer to section 7.18 for details regarding the terms of the underwriting.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This is an important document that is accompanied by a personalised Entitlement and Acceptance Form, and both should be read in their entirety. This document is not a prospectus under the Corporations Act and has not been lodged with ASIC.

If you have any questions, you should seek advice from your stockbroker, accountant or other independent and appropriately licenced professional adviser. For further information about the Entitlement Offer you can call the Shareholder Information Line 1300 288 664 (within Australia) or +61 (0)2 9698 5414 (outside Australia) at any time between 8:30am and 5:00pm (AEST) on Monday to Friday during the Entitlement Offer Period.

Contents

Important Information	1
Chairman's Letter	4
Summary of Entitlement Offer and Key Indicative Dates	5
1. Overview of the Entitlement Offer	7
2. How to Apply	10
3. Purpose and effect of the Entitlement Offer	16
4. ASX Launch Announcement.....	24
5. Investor Presentation	25
6. Australian Taxation Considerations	26
7. Additional Information.....	32
8. Glossary	38
Corporate Directory.....	41

Important Information

This Offer Booklet (other than the ASX Offer Announcements) is dated 5 September 2022 and relates to the Entitlement Offer to raise approximately \$26.6 million. Capitalised terms in this section have the same meaning given to them in this Offer Booklet.

Not a prospectus, not investment advice or financial product advice

The information in this Offer Booklet is not a prospectus, product disclosure statement, disclosure document or other offering document under the Corporations Act (or any other law) and has not been lodged with ASIC.

This Offer Booklet does not purport to contain all the information that you may require to evaluate a possible Application for New Shares, nor does it contain all the information which would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Corporations Act (or any other law). It should be read in conjunction with the Company's other periodic statements and continuous disclosure announcements lodged with ASX.

This Offer Booklet is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. The Company is not licensed to provide financial product advice in respect of the New Shares. Neither ASIC nor ASX take responsibility for the contents of this Offer Booklet.

The information in this Offer Booklet does not take into account the investment objectives, financial situation or needs of you or any particular investor. Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. You should conduct your own independent review, investigation and analysis of Shares the subject of the Entitlement Offer. If, after reading this Offer Booklet, you have any questions about the Entitlement Offer, you should contact your stockbroker, accountant or other independent and appropriately licensed professional adviser.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares through BPAY® or Electronic Funds Transfer (non-Australian shareholders only) in accordance with the instructions on the Entitlement Offer website or Entitlement and Acceptance Form, you acknowledge that you have read this Offer Booklet and you have acted in accordance with and agree to the terms of the Entitlement Offer detailed in this Offer Booklet.

You should also consider the "Risk Factors" section of the Investor Presentation which is included in this Offer Booklet at section 5.

Forward looking statements

This Offer Booklet contains certain "forward-looking statements". Forward looking statements can generally be identified by the use of forward looking words such as "forecast", "estimate", "likely", "anticipate", "believe", "expect", "future", "project", "opinion", "opportunity", "predict", "outlook", "guidance", "intend", "should", "could", "may", "target", "plan", "propose", "to be", "foresee", "aim", "will" and other similar expressions. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements, and include statements in this Offer Booklet regarding the conduct, approximate size and outcome of the Offer, any discussions with lenders as part of any recapitalisation proposal, the use of proceeds, and the Company's outstanding debt. Actual results, performance or outcomes may differ materially from any projections and forward-looking statements and the assumptions on which those assumptions are based. You should not place undue reliance on forward-looking statements and neither the Company nor any of its Directors, employees, servants, advisers or agents assume any obligation to update such information.

Any forward-looking statements, opinions and estimates provided in this Offer Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Forward-looking statements including projections, guidance on future earnings and estimates, and guidance on industry trends are provided as a general guide only and should not be relied upon as an indication or

guarantee of future performance and may involve significant elements of subjective judgment, assumptions as to future events that may not be correct, known and unknown risks, uncertainties and other factors, many of which are outside the control of the Company. A number of factors could cause actual results, performance or achievements to vary materially from any forward-looking statements and the assumptions on which statements are based, including but not limited to the risk factors set out in this Offer Booklet. Except as required by applicable law or regulation, the Company undertakes no obligation to provide any additional or updated information or update any forward-looking statements, whether as a result of new information, future events or results or otherwise.

To the maximum extent permitted by law, the Company and its Directors, officers, employees, agents, associates and advisers disclaim any obligations or undertaking to release any updates or revisions to the information to reflect any change in expectations or assumptions, do not make any representation or warranty, express or implied, as to the accuracy, reliability or completeness of such information, or likelihood of fulfilment of any forward looking statement or any event or results expressed or implied in any forward looking statement, and disclaim all responsibility and liability for these forward looking statements (including, without limitation, liability for negligence).

Past performance

Prospective investors should note that past performance in this Offer Booklet is given for illustrative purposes only and cannot be relied upon as an indicator of (and provides no guidance as to) future the Company performance including future share price performance. The historical information is not represented as being indicative of the Company's views on its future financial condition and/or performance.

Taxation

There will be tax implications associated with participating in the Entitlement Offer and receiving New Shares. Section 6 provides a general summary of the Australian income tax, GST and stamp duty implications of the Entitlement Offer for Eligible Shareholders. The summary does not take account of the individual circumstances of particular Eligible Shareholders and does not constitute tax advice in respect of the Entitlement Offer. Neither the Company nor any of its officers or employees, nor its taxation or other advisers, accepts any liability or responsibility in respect of any statement concerning taxation consequences, or in respect of any statement concerning taxation consequences. The Company recommends that you consult your professional tax adviser in connection with the Entitlement Offer.

Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet. Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by the Company, or its related bodies corporate, in connection with the Entitlement Offer. Except as required by law, and only to the extent so required, none of the Company, or any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Offer Booklet.

Foreign jurisdictions

The information in this Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Entitlement Offer, the Entitlements, the New Shares, or otherwise permit a public offering of the New Shares, in any jurisdiction outside of Australia unless otherwise specified.

The distribution of this Offer Booklet (including an electronic copy) outside of those jurisdictions may be restricted by law. If you come into possession of the information in this Offer Booklet, you should observe such restrictions and seek your own advice on such restrictions.

Refer to section 7.13 for key further information in relation to certain foreign jurisdictions.

Miscellaneous

Unless otherwise stated, all dollar values in this Offer Booklet are in Australian dollars (AUD\$).

Capitalised terms used in this Offer Booklet have the meaning given in the Glossary in section 8 unless the context requires otherwise.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This Offer Booklet, and any accompanying ASX Offer Announcements and the Entitlement and Acceptance Form do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this Offer Booklet nor the Entitlement and Acceptance Form may be distributed or released in the United States. The New Shares offered in the Entitlement Offer have not been, nor will be, registered under the U.S. Securities Act of 1933, as amended (**U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be taken up by, and the New Shares may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of a person in the United States unless they have been registered under the U.S. Securities Act or in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable U.S. state securities laws. The New Shares to be offered and sold in the Entitlement Offer may only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in compliance with Regulation S under the U.S. Securities Act.

Chairman's Letter

5 September 2022

Dear Shareholder,

On behalf of the Board of The Market Herald Limited (**Market Herald** or the **Company**), I invite you to participate in the Market Herald's renounceable pro rata Rights Entitlement Issue.

Eligible Shareholders will have the right to subscribe for two New Shares at an issue price of \$0.34 (34 cents) per New Share for every five Shares held.

The Issue Price of the New Shares represents a 15% discount to the closing price of Shares prior to the announcement of the Acquisition as at Friday 26 August 2022 (being \$0.40).

The Rights Issue seeks to raise up to \$26,608,221.50 (before costs) to fund the acquisition of Gumtree Australia, Autotrader Australia and Carsguide and provides additional funds for working capital.

If fully subscribed, a total of approximately 78,259,475 New Shares will be issued under the Rights Issue.

The Entitlement Offer is partially underwritten by Capital Investment Partners Pty Ltd.

In the event of a Shortfall, the Directors reserve the right to place the Shortfall at their sole discretion subject to the provisions of the Corporations Act and the Listing Rules and the dispersion strategy as set out in section 3.5(d).

I encourage you to read this Entitlement Offer Booklet in full before deciding whether to take up your Entitlement under the Rights Issue.

Should you have any doubts about what action to take, you should consult your stockbroker, accountant or other professional advisor. The Offer closes on 14 September 2022.

I intend to participate in the Offer, personally and in respect of entities that I control.



For and on behalf of the Board.

Alec Pismiris

Non-Executive Chairman

Summary of Entitlement Offer and Key Indicative Dates

Summary of Entitlement Offer

Ratio	2 New Shares for every 5 existing Shares
Entitlement Offer Price	\$0.34 per New Share
Number of New Shares available under the Entitlement Offer	78,259,475 New Shares (subject to rounding)
Gross proceeds of Entitlement Offer	\$26,608,221.50 (before costs)
Maximum number of Shares on issue following the Entitlement Offer	273,908,162 Shares

As at the date of this Offer Booklet there are 3,169,652 Options on issue.

Key indicative dates

Event	Date
Entitlement Offer announced	26 August 2022
Lodge Cleansing Statement and Appendix 3B with ASX	26 August 2022
Ex date and rights trading commences	30 August 2022
Record Date to determine eligibility to participate in the Entitlement Offer (7:00pm AEST)	31 August 2022
Entitlement Offer opens and despatch of Offer Booklet and Entitlement and Acceptance Forms	5 September 2022
Rights trading ends	7 September 2022
Entitlement Offer closes (7:00pm AEST)	14 September 2022
Shortfall Notification Date	16 September 2022
Settlement of New Shares under the Entitlement Offer	20 September 2022
Issue of New Shares issued under the Entitlement Offer	20 September 2022
Quotation of New Shares issued under the Entitlement Offer expected to commence on ASX	21 September 2022
Holding statements sent to shareholders	22 September 2022

These dates are indicative only and are subject to change without notice. All references to time are to Australian Eastern Standard Time (**AEST**). Subject to the requirements of the Corporations Act, the Listing Rules and any other applicable laws, the Company has the right, with the consent of the Lead Manager, to amend the timetable. In particular, the Company reserves the right to extend the closing date of the Entitlement Offer and to accept late Applications under the Entitlement Offer (either generally or in particular cases) or to withdraw the Entitlement Offer without prior notice. Any extension of the closing

date of the Entitlement Offer will affect the date New Shares are issued. The quotation of New Shares is subject to confirmation from ASX.

1. Overview of the Entitlement Offer

1.1 Entitlement Offer

The Entitlement Offer is a renounceable pro rata entitlement offer on the basis of 2 New Shares for every 5 Shares held by Eligible Shareholders on the Record Date at an issue price of \$0.34 per New Share (being the Offer Price) to raise up to approximately \$26.6 million.

The Offer Price represents a discount of approximately 15% to the Company's closing price of Shares on Friday 19 August 2022 of \$0.40, prior to the Company entering into a trading halt on Monday 22 August 2022.

The highest and lowest market price of Shares on ASX during the 3 months prior to the date of the Entitlement Offer being announced was \$0.42 on 16 and 25 May 2022 and \$0.36 on 23 May 2022, respectively.

Where fractions arise in the calculation of an Entitlement, they have been rounded down to the next whole number of New Shares.

Please refer to the Investor Presentation accompanying the Entitlement Offer Booklet for further information regarding the purpose of the Entitlement Offer and proposed use of net proceeds, as well as the key risks associated with an investment in the Company. You should also consider the ASX announcements and other publicly available information about the Company at www.asx.com.au and <https://themarketherald.com.au/investors/>

1.2 Who is eligible to participate in the Entitlement Offer?

Under the Entitlement Offer, Eligible Shareholders are being offered the opportunity to subscribe for 2 New Shares for every 5 Shares held as at the Record Date, being 7:00pm (AEST) on 31 August 2022, at the Offer Price of \$0.34 per New Share.

The Entitlement Offer will be made to all Shareholders on the register of members at the Record Date (**Eligible Shareholders**). As at Record Date and the date of this Entitlement Offer Booklet, the Company has Shareholders in Australia, New Zealand, Canada, the United Kingdom and Hong Kong.

1.3 Option holders

Option holders will not be entitled to participate in the Entitlement Offer unless they exercise their existing Options under the terms of their issue, so that they are registered as holders of Shares prior to the Record Date.

1.4 Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shares under the Shortfall Offer. The Shortfall Offer is a separate offer pursuant to this Entitlement Offer Booklet and will remain open for up to three months following the Closing Date.

Eligible Shareholders may apply for additional Shares under the Shortfall Offer (**Shortfall Shares**) subject to such applications being received by the Closing Date. The issue price for each Shortfall Share shall be \$0.34 being the price at which Shares have been offered under the Offer.

Allocation of the Shortfall Shares will be at the discretion of the Independent Board in conjunction with the Underwriter and will otherwise be subject to the terms of the Underwriting Agreement, as detailed in section 7.18 below.

The Shortfall Shares will be allocated among applying Eligible Shareholders in accordance with their pro rata Entitlement to New Shares and the Company dispersion strategy detailed in section 3.5(d).

The Company notes that no Shares will be issued to an applicant under this Entitlement Offer Booklet or via the Shortfall Offer if the issue of Shares would contravene the takeover prohibition in section 606 of the Corporations Act.

Shortfall Shares that are issued to Eligible Shareholders are intended to be issued at the same time as the New Shares to be issued pursuant to the acceptance of Entitlements, and in any case within three months of the Closing Date as required by Exception 3 to Listing Rule 7.1 and 7.1A set out in Listing Rule 7.2.

Section 606(1) of the Corporations Act prohibits a person, unless an exception applies, from increasing their Voting Power in the Company:

- from 20% or below to above 20%; or
- from a starting point of above 20% and below 90%.

One of the exceptions to section 606(1) is where that increase occurs as a result of taking up entitlements under a “rights issue”. The Company intends that the Entitlement Offer will fall within the definition of a “rights issue”.

However, an increase in voting power that occurs as a result of taking up Shortfall Shares under the Shortfall Offer will not fall within that exception. Accordingly, if you are an Eligible Shareholder who wants to apply for Shortfall Shares, it is your responsibility to ensure that if you are issued with Shortfall Shares you will not be in breach of section 606(1) of the Corporations Act. If you are in any doubt as to the consequences of applying for Shortfall Shares you should seek independent legal advice.

1.5 Underwriting

The Entitlement Offer is partially underwritten and lead managed by CIP. A summary of the key terms of the Underwriting Agreement is set out in section 7.18.

CIP is a Related Party of the Company. Refer to section 3.6 for further details of this arrangement and the Independent Board's process in appointing CIP.

The Entitlement Offer is partially underwritten up to \$21.28m which amounts to approximately 80% of the \$26.6m to be raised. Further information about the potential control implications are set out within section 3.7.

As part of the Company's dispersion strategy, the Underwriter will subscribe to any shortfall of New Shares under the Entitlement Offer and Top-Up Facility, in accordance with the Underwriting Agreement any sub underwriting agreement.

CIP is receiving an underwriting fee of approximately \$851,463.09 (less 2% paid to any sub-underwriter), being 4% of the Offer proceeds. All sub-underwriters will receive 2% of the value of the Shortfall Shares subscribed for. Please refer to section 3.5(b) for further details.

1.6 New Share terms

New Shares will rank equally in all respects with existing Shares. Full details of the rights and liabilities attaching to the Shares are set out in the Company's Constitution, a copy of which is available for inspection at the Company's registered office during business hours.

1.7 Rights of the Company and the Lead Manager

(a) Adjusting Entitlements

The Company reserves the right (in its absolute sole discretion) to reduce the number of New Shares allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if their claims prove to be overstated or they fail to provide information to substantiate their claims.

(b) Acknowledgment

By accepting their Entitlements, Shareholders irrevocably acknowledge and agree to do any of the above as required by the Company and the Lead Manager in their absolute discretion. Shareholders also acknowledge that:

- there is no time limit on the ability of the Company and the Lead Manager to require any of the actions set out above; and
- where the Company and the Lead Manager exercise their right to correct a Shareholder's Entitlement, the Shareholder is treated as continuing to accept or not take up any remaining Entitlement (as the case may be).

2. How to Apply

2.1 Your Entitlement

Your Entitlement is set out on the accompanying personalised entitlement and acceptance form (**Entitlement and Acceptance Form**) and has been calculated as two New Shares for every five Shares held by you as at the Record Date of 7:00pm (AEST) on Wednesday, 31 August 2022. If the result is not a whole number, your Entitlement will be rounded down to the nearest whole number of New Shares.

If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

The Entitlement stated on your personalised Entitlement and Acceptance Form may be in excess of the actual Entitlement you may be permitted to take up (see definition of Eligible Shareholder in section 1.2).

Your Entitlements are renounceable and may be tradeable on the ASX. The market for trading of Entitlements is scheduled to open on ASX on Tuesday, 30 August 2022 and to cease on Wednesday, 7 September 2022. If you do not wish to take up any of your Entitlements, you may attempt to sell or transfer your Entitlements by following the instructions set out below. There is no guarantee that there will be a liquid market in traded Entitlements. A lack of liquidity may impact your ability to sell your Entitlements on the ASX and the price you may be able to achieve.

The Entitlement Offer is being made to all Eligible Shareholders (as defined in section 1.2). The Company does not undertake to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares.

2.2 Consider the Entitlement Offer in light of your particular investment objectives and circumstances

The Entitlement Offer is being made pursuant to provisions of the Corporations Act which allow entitlement offers to be made without a prospectus. This Offer Booklet does not contain all of the information which may be required in order to make an informed decision regarding an application for New Shares offered under the Entitlement Offer.

As a result, it is important for you to read carefully and understand the information on the Company and the Entitlement Offer made publicly available, prior to deciding whether to take up all or part of your Entitlement, apply for additional New Shares under the Shortfall Offer or do nothing in respect of your Entitlement. In particular, please refer to this Offer Booklet and other announcements made available on the ASX website relating to the Company.

You should also refer to the “Key Risks” section of the Company Investor Presentation included in section 5 of this Offer Booklet.

2.3 Options available to you

If you are an Eligible Shareholder, you may do any one of the following:

- take up all of your Entitlement and apply for additional New Shares, in excess of your Entitlement, under the Shortfall Offer;
- take up all of your Entitlement but not apply for additional New Shares under the Shortfall Offer;

- sell all or a proportion of your Entitlement on ASX (or other than on ASX) and allow any balance to lapse;
- take up a proportion of your Entitlement and sell the balance on ASX (or sell the balance other than on ASX);
- take up a proportion of your Entitlement and allow the balance to lapse; or
- do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements.

(a) If you wish to take up all of your Entitlement (in which case you may apply for additional Shares)

If you wish to take up all of your Entitlement, and, if you wish, apply for additional New Shares under the Shortfall Offer, please pay your Application Monies via BPAY® by no later than 5.00pm (AEST) Wednesday, 14 September 2022 by following the instructions set out on the personalised Entitlement and Acceptance Form.

If you take up and pay for all of your Entitlement, and any additional New Shares you have applied for under the Shortfall Offer before the close of the Entitlement Offer, it is expected that you will be issued New Shares on 20 September 2022. The Company's decision on the number of New Shares to be issued to you will be final. Participation in the Shortfall Offer is subject to compliance with the Corporations Act, Foreign Acquisitions and Takeovers Act 1975 (Cth) (**Foreign Acquisitions Act**) and other applicable laws.

The Company also reserves the right (in its absolute discretion) to reduce the number of New Shares issued if the Company believes an applicant's claim to be overstated or if an applicant or their nominees fail to provide information to substantiate their claims to the Company's satisfaction.

Please also see section (g) which contains further details regarding the Shortfall Offer.

(b) If you wish to take up part of your Entitlement and sell the balance on ASX

If you wish to take up part of your Entitlement and apply for New Shares, please either:

- pay your Application Monies via BPAY® by no later than 7.00pm (AEST) on Wednesday, 14 September 2022 by following the instructions set out on the personalised Entitlement and Acceptance Form; and
- in respect of the balance of your Entitlements that you wish to sell, you should provide instructions to your stockbroker regarding the Entitlements you wish to sell on ASX.

(c) If you wish to sell all or part of your Entitlement on ASX

Shareholders who do not wish to take up part or all of their Entitlements may be able to sell their Entitlements on ASX and recoup some value or payment. If you wish to sell part or all of your Entitlements on ASX, provide instructions to your stockbroker regarding the Entitlements you wish to sell on ASX.

Trading of Entitlements will commence on Tuesday, 30 August 2022

(d) If you wish to sell or transfer all or part of your Entitlement other than on ASX

You may elect to transfer all or a proportion of your Entitlements to another person other than on ASX.

If you are a Shareholder on the issuer sponsored sub-register and you wish to transfer all or proportion of your Entitlements to another person other than on ASX, forward a completed standard renunciation and transfer form (this can be obtained from the Share Registry) and the applicable transferee's cheque for the Shares they wish to subscribe for payable to "The Market Herald Limited Entitlement Offer" and crossed "Not Negotiable" to the Share Registry (by post at any time after the issue of this Offer Booklet and on or before the Closing Date) at the following address:

Automic Group

Level 5, 126 Phillip Street

Sydney NSW 2000

If you wish to transfer all or a proportion of your Entitlement to another person on the Clearing House Electronic Sub-register System (CHES), you must engage your CHES controlling participant (usually your stockbroker). If the transferee wants you to exercise some or all of the Entitlement, you should follow your CHES controlling participant's instructions as to the most appropriate way to take up the Entitlements on their behalf. The requisite Application Monies must be received by the Share Registry in accordance with the methods set out in section 2.4.

(e) If you wish to do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements

If you take no action, you will not be allocated New Shares and your Entitlement will lapse. Shareholders who do not take up, or dispose of, their Entitlements will not receive any payment or value for those Entitlements they do not take up.

Eligible Shareholders who do not participate fully in the Entitlement Offer will have their percentage holding in the Company diluted.

(f) Market for Entitlements

Your Entitlement is renounceable and may be tradeable on the ASX. Entitlements will commence trading on 30 August 2022 and Entitlement trading will end on 7 September 2022. There is no guarantee that there will be a liquid market in traded Entitlements. A lack of liquidity may impact your ability to sell your Entitlement on the ASX and the price you may be able to achieve.

If you do not take up or sell your Entitlement, it will lapse after Entitlement trading ends.

(g) Shortfall Offer

Eligible Shareholders may also apply for additional New Shares in excess of their Entitlement at the same issue price of \$0.34 per New Share (**Shortfall Offer**). The Shortfall Offer provides an opportunity for Eligible Shareholders to apply for additional New Shares to top up their holdings. Participation in the Shortfall Offer is subject to compliance with the Corporations Act, Foreign Acquisitions Act and other applicable laws.

The additional New Shares will be drawn from New Shares that relate to Entitlements which have not been taken up under the Entitlement Offer.

There is no guarantee regarding the number of Shortfall Shares (if any) that will be available to Shareholders under the Shortfall Offer, in addition to their Entitlement under the Entitlement Offer. This will depend on how many Entitlements are taken up. If all Entitlements are taken up under the Entitlement Offer, then there will be no Shortfall Shares available under the Shortfall Offer.

In the event that demand for additional New Shares under the Shortfall Offer exceeds the number of Shortfall Shares that are available then there will be a scale back on a pro rata basis.

Decisions regarding the operation of the Shortfall Offer and any necessary scale back will be made by the Company in its absolute discretion.

2.4 Payment

(a) General

The Offer Price of \$0.34 per New Share accepted is payable on acceptance of your Entitlement.

You can pay in the following ways:

- BPAY®; or
- Electronic Funds Transfer (non-Australian shareholders only).

Payments will only be accepted in Australian currency and must be (other than with the express consent of the Company) made through the payment methods outlined in this section 2.4. Cash payments will not be accepted. Receipts for payment will not be issued.

The Company reserves the right to cancel the Entitlement Offer at any time prior to the allocation of New Shares under the Entitlement Offer. If the Entitlement Offer is cancelled, all Application Monies will be refunded without interest. To the fullest extent permitted by law, each Eligible Shareholder agrees that any Application Monies paid by them to the Company will not entitle them to any interest against the Company and that any interest earned in respect of Application Monies will belong to the Company. This will be the case, whether or not all or none (if the Entitlement Offer is withdrawn) of the New Shares applied for by a person are issued to that person.

Any Application Monies received for more than your final allocation of New Shares will be refunded (except for where the amount is less than \$1.00 in which case it will be donated to a charity chosen by the Company). No interest will be paid on any Application Monies received or refunded.

If you provide insufficient funds to meet the Applications Money due to take up all or part of your Entitlement, you may be taken by the Company to have applied for such lower number of New Shares as your cleared Application Money will pay, or your Application may be rejected.

(b) Payment by BPAY

For payment by BPAY®, please follow the instructions on your personalised Entitlement and Acceptance Form (which includes the biller code and your unique reference number). You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. If you are paying by BPAY®, please make sure to use the specific Biller Code and unique Reference Number on your Entitlement and Acceptance Form. You can find your reference number on your personalised Entitlement and Acceptance Form. If you have multiple holdings and receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings, please only use the Reference Number specific to your personalised Entitlement and Acceptance Form separate for each holding. If you do not use the correct Reference Number specific to that holding, or inadvertently use the same Reference Number for more than one of your Entitlements, your Application will not be recognised as valid.

Please note that should you choose to pay by BPAY®:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the statements on that personalised Entitlement and Acceptance Form; and

- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

By paying by BPAY®, you do not need to return the Entitlement and Acceptance Form to the Registry if you have requested one. However, it is your responsibility to ensure that your BPAY® payment is received by the Registry by no later than 7:00pm (AEST) Wednesday, 14 September 2022 (subject to variation). You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment.

(c) Payment by Electronic Funds Transfer (non-Australian shareholders only)

The Company encourages payments by BPAY®, if possible.

If you do not have an account that supports BPAY® or cheque transactions:

- you can pay via Electronic Funds Transfer with details at the bottom of our personalised Entitlement and Acceptance Form);
- alternatively, please contact the Shareholder Information Line 1300 288 664 (within Australia) or +61 (0)2 9698 5414 (outside Australia) for alternative payment arrangements.

2.5 Effect of participating in the Entitlement Offer

By making a payment by BPAY®, or Electronic Funds Transfer (non-Australian shareholders only), or otherwise applying to participate in the Entitlement Offer, you:

- **declare that:**
 - all details and statements made in the personalised Entitlement and Acceptance Form are complete and accurate;
 - you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement Offer; and
 - you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;
- **acknowledge that:**
 - once the Company receives the Entitlement and Acceptance Form with your payment by BPAY®, or Electronic Funds Transfer (non-Australian shareholders only), you may not withdraw it except as allowed by law;
 - you have read and understood this Offer Booklet and the personalised Entitlement and Acceptance Form; and
 - the information contained in this Offer Booklet is not investment advice or a recommendation that the New Shares are suitable for you, given your investment objectives, financial situation or particular needs;
- **agree to:**
 - apply for, and be issued with up to, the number of New Shares that you apply for at the Offer Price of \$0.34 per New Share; and

- be bound by the terms of this Offer Booklet and the provisions of the Company's Constitution;
- **authorise** the Company to register you as the holder of New Shares and authorise the Company and its officers or agents to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instruction of the Registry by using the contact details set out in the personalised Entitlement and Acceptance Form; and
- **represent and warrant that:**
 - the law of any place (other than Australia, New Zealand, Canada, the United Kingdom or Hong Kong) does not prohibit you from being given this Offer Booklet or making an Application for New Shares; and
 - you are an Eligible Shareholder.

By completing and returning your Entitlement and Acceptance Form and making a payment by BPAY®, or Electronic Funds Transfer (non-Australian shareholders only) or otherwise applying to participate in the Entitlement Offer you will be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- you are not in the United States and you are not acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer of or issue of New Shares under the Entitlement Offer and under any applicable laws and regulations;
- if you decide to sell or otherwise transfer any New Shares, you will only do so in regular way transactions on ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States;
- you and each person on whose account you are acting have not and will not send any materials relating to the Entitlement Offer, including this Offer Booklet and the Entitlement and Acceptance Form, to any person that is in the United States or that is acting for the account or benefit of a person in the United States; and
- you understand and acknowledge that the New Shares have not been, nor will be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction in the United States. Accordingly, you understand and acknowledge that the New Shares may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of a person in the United States; and if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is not in the United States, and you have not sent this Offer Booklet, the Entitlement and Acceptance Form or any information relating to the Entitlement Offer to any such person in the United States.

3. Purpose and effect of the Entitlement Offer

3.1 Use of funds

Completion of the Entitlement Offer will result in an increase in cash at hand of up to approximately \$26.6 million (before the payment of the costs associated with the Entitlement Offer).

The Company intends to apply the funds raised under the Entitlement Offer to the acquisition of 100% interest in Gumtree, Carsguide and Autotrader (GCA), working capital and expenses of the Entitlement Offer.

The above statement is a statement of current intentions as at the date of this Offer Booklet. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Independent Board reserves the right to alter the way funds are applied.

3.2 Effect on capital structure

The effect of the Entitlement Offer on the capital structure of the Company, assuming all New Shares are issued, is set out below.

Shares	Number
Shares on issue as at date of Offer Booklet	195,648,687 Shares ¹
New Shares offered pursuant to the Entitlement Offer	78,259,475 New Shares (subject to rounding)
Total Shares on issue after completion of the Entitlement Offer	273,908,162 Shares

¹ As at the date of this Offer Booklet there are also 3,169,652 Options on issue.

3.3 Directors' interests in securities

The relevant interest of each of the Directors in the securities of the Company as at the Record Date, together with their respective Entitlement, is set out in the table below.

Director	Shares	Entitlement	Dollar amount
Gavin Argyle ²	8,100,000	3,240,000	\$1,101,600.00
Jag Sanger	13,538,461	5,415,384	\$1,841,230.56
Alec Pismiris	1,500,000	600,000	\$204,000.00
Colin Chenu	1,225,000	490,000	\$166,600.00
Total	24,363,461	9,745,384	\$3,313,430.56

The Independent Board recommends all Shareholders take up their Entitlement and advises that all Directors presently intend to take up their full Entitlement.

3.4 Substantial Shareholders

The Company is aware that as at the date of this Offer Booklet, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Substantial Shareholder	Shares	Voting Power (%)
David Brian Argyle ³	71,975,910	36.79%
ROI Capital Inc	16,950,876	8.66%
SG Hiscock and Company Ltd	15,755,569	8.05%
MS DANIELLE SANGER<COWRIE FAMILY A/C>	13,538,461	6.92%

The effect of the Entitlement Offer (in the event that Shareholders do not participate in the Entitlement Offer) on the control of the Company is further described in sections 3.5 and 3.7 below.

² Gavin Argyle is entitled to the shares registered in the name of GAB Superannuation Funds, which is a 4.14% shareholder of the Company.

³ David Argyle and Gavin Argyle are not considered "associates" as defined under the Corporations Act and as such their shareholdings are not aggregated in accordance with section 606 of the Corporations Act.

3.5 Possible dilutive effect of the Entitlement Offer

(a) General

The issue of New Shares will have the effect of diluting the holdings of Shareholders. The potential effect that the Entitlement Offer will have on the control of the Company and the consequences of that effect will depend on a number of factors, including the extent to which Shareholders participate in the Entitlement Offer. Eligible Shareholders who do not take up their Entitlement will have their percentage holding in the Company further diluted following the issue of New Shares under the Entitlement Offer.

Given the structure of the Entitlement Offer as a pro rata issue, the Entitlement Offer is not expected to have any material effect on the control of the Company.

Shareholders should note that:

- if they do not participate in the Entitlement Offer and all other Shareholders participate in the Entitlement Offer, their holdings will likely be diluted by approximately 28.57% (as compared to their holdings and the number of Shares on issue as at the date of this Offer Booklet); and
- if they do participate in the Entitlement Offer and all other Shareholders participate in the Entitlement Offer, their holdings will not be diluted (as compared to their holdings and the number of Shares on issue as at the date of this Offer Booklet).

Accordingly, Eligible Shareholders can reduce the extent of the dilution of their voting power in the Company by accepting their Entitlement in full.

Example Shareholder	Holdings as at Record Date	% as at Record Date	Entitlement under the Offer	Holdings if Entitlement not taken up	% following allotment of New Shares
Shareholder 1	10,000	0.005%	4,000	10,000	0.004%
Shareholder 2	50,000	0.026%	20,000	50,000	0.018%
Shareholder 3	100,000	0.051%	40,000	100,000	0.037%
Shareholder 4	1,000,000	0.511%	400,000	1,000,000	0.365%

(b) Underwriter

The Entitlement Offer is partially underwritten by the Underwriter in accordance with the Underwriting Agreement to the Underwritten Amount.

The Underwriter, CIP, is a Related Party of the Company because it is controlled by Gavin Argyle, who is a director of the Company. The Underwriter, through Gavin Argyle, is also entitled to 4.14% of voting shares in the Company. The Independent Board of the Company has agreed to pay the Underwriter a fee equal to 4% of the total gross amount raised under the Offers. All sub-underwriting and selling fees to third parties will be met from this fee by the Underwriter. As noted below, the Independent Board understands that the sub-underwriters will receive a fee equal to 2% of the value of the Shortfall Shares subscribed for.

Notwithstanding the relationship between the Company and the Underwriter, the Independent Board considered prior Shareholder approval to the entry into the Underwriting Agreement (which is deemed under the Corporations Act to be the giving of a financial benefit to the Underwriter) was not required on the basis that the terms of the Underwriting Agreement are considered to be on an 'arm's length' basis. Please refer to section 3.6 for further disclosure about the Related Party implications of the Underwriting Agreement.

Any Shortfall Shares issued to the Underwriter will be issued pursuant to Listing Rule 10.12 (Exception 2) and accordingly, Shareholder approval will not be required for that issue.

The issue of Shares to the Underwriter may increase its interest in the Company and dilute the shareholding of other Shareholders to the extent they elect not to participate in the Entitlement Offer or are ineligible to participate in the Entitlement Offer.

The Company, in consultation with the Underwriter, will otherwise ensure that the Entitlement Offer and Shortfall Offer (including the equitable dispersion of any Shortfall Shares) complies with the provisions of Chapter 6 of the Corporations Act and is otherwise consistent with the policy guidelines contained in ASIC Regulatory Guide 6 and Takeovers Panel Guidance Note 17.

Please refer to section 3.5(c) below for more information about the dispersion strategy and section 7.18 for the Underwriting Agreement.

(c) **Sub-underwriters**

As at the date of this Entitlement Offer Booklet, the Underwriter has entered into separate sub-underwriting agreements with six sub-underwriters (**Current Sub-underwriters**), which aggregate to a total of \$9,240,920 amounting to 43.41% of the Underwritten Amount.

The Company understands that the Current Sub-underwriters:

- are not Related Parties of the Company; and
- will not obtain a relevant interest in the Company greater than 19.99% at the completion of the Entitlement Offer.

(d) **Shortfall allocation policy and dispersion strategy**

There are approximately 78,259,475 New Shares (subject to rounding) on offer under the Entitlement Offer, representing approximately 28.57% of the Company's issued capital following completion of the Entitlement Offer.

Unless otherwise determined by the Independent Board or the Underwriter, to the extent any New Shares for Entitlements are not taken up under the Entitlement Offer, the Company proposes to allocate Shortfall Shares according to the following priority:

- (i) to each Eligible Shareholder (excluding Directors and any other Related Parties of the Company) who applied for additional New Shares through the Shortfall Offer (subject to compliance with applicable laws and to the terms set out in this Entitlement Offer Booklet) (**Top-up Facility**);
- (ii) the remaining Shortfall Shares will be allocated to the Underwriter and, in accordance with the Underwriting Agreement, the Underwriter will issue the remaining Shortfall Shares to the sub-underwriters in the following priority sequence:
 - A. first to the sub-underwriters who are not Related Parties of the Company (starting with shareholders who have the lowest shareholdings first); and

- B. then the Underwriter will allocate the remaining Shortfall Shares to any sub-underwriters who are Related Parties (starting from lowest to highest shareholdings); and
- (iii) the balance of any remaining Shortfall Shares must be subscribed for by the Underwriter or the Underwriter must arrange for institutional investors (who are not current shareholders or Related Parties of the Company) to subscribe for the remaining Shortfall Shares.

The Independent Board reserves, at its sole discretion:

- the right to issue to an Eligible Shareholder who has applied for additional Shortfall Shares under the Top-up Facility in (i) a lesser number of Shortfall Shares than the number applied for (or no Shortfall Shares) or reject an application or not proceed with the issuing of the Shortfall Shares or part thereof; and
- in accordance with the Underwriting Agreement, the right to prevent certain shortfall allocations to any sub-underwriters in (ii) or institutional investors in (iii),

if doing so would, in the view of the Independent Board, be required to promote the equitable dispersion of shares, minimise any control implications and/or prevent the issue of Shares contrary to law or the Listing Rules.

In the event it is necessary to scale back applications for Shortfall Shares by Eligible Shareholders under the Top-up Facility in (i), then the scale back will be on a pro rata basis, based on the Entitlements of Eligible Shareholders.

This shortfall allocation policy has been structured to allow each Eligible Shareholder to apply to participate in priority to Related Parties and to seek to disperse the Shortfall Shares in an equitable manner across a potentially broad number of Eligible Shareholders (if Shortfall Shares are applied for through the Shortfall Offer).

3.6 Related Party disclosure

The following information is disclosed for completeness and the purpose of section 228 of the Corporations Act:

- The Underwriter, CIP, is a Related Party of the Company because it is controlled by Gavin Argyle, who is a director of the Company. CIP, as an "associate" of Gavin Argyle, holds 4.14% of the Shares.
- Notwithstanding the relationship between the Company and the Underwriter, the Independent Board considered prior Shareholder approval to the entry into the Underwriting Agreement (which is deemed under the Corporations Act to be the giving of a financial benefit to the Underwriter) was not required on the basis that the terms of the Underwriting Agreement has been negotiated at arm's length and contains standard commercial terms and therefore falls within the exception in section 210 of the Corporations Act.
- Any Shortfall Shares issued to the Underwriter (as a Related Party), will be issued pursuant to Listing Rule 10.12 (Exception 2) and accordingly, Shareholder approval will not be required for that issue.
- David Argyle and Gavin Argyle are not considered "associates" as defined under the Corporations Act and as such their shareholdings are not aggregated in accordance with section 606 of the Corporations Act.

3.7 Effect on control of the Company

(a) General

The potential effect the Entitlement Offer will have on the control of the Company, and the consequences of that effect will depend on several factors including the number of New Shares taken up by Eligible Shareholders and take up of Top-up Shares under the Shortfall Offer.

The Entitlement Offer is partially underwritten by CIP up to \$21.28m, which amounts to 80% of the approximate \$26.6m to be raised. CIP is a Related Party and has a relevant interest in 4.14% of the voting shares of the Company.

David Argyle is the Company's largest shareholder and has a relevant interest in 36.79% of the Company and has committed to take up his full pro-rata Entitlement. David Argyle will not be participating in the Top-Up Facility and will not participate as a sub-underwriter and as such his shareholding interest will not increase as a result of any of the Offers.

Since the lodgement of the Cleansing Notice (pursuant to section 708AA(2)(f)) on 26 August 2022, the Underwriter has entered into separate sub-underwriting agreements with six sub-underwriters (**Current Sub-underwriters**), which aggregate to a total \$9,240,920, being 43.41% of the Underwritten Amount.

The anticipated effect of the issue of New Shares under the Entitlement Offer on the Company's shareholding structure is as follows:

- In the unlikely event, that no Eligible Shareholder (other than the Underwriter) takes up their Entitlement and all Current Sub-underwriters default on their obligations for some reason, the Underwriter would take up to 80% of the total New Shares (pursuant to the Underwriting Agreement) and acquire a relevant interest of 25.81% of the Company's issued share capital.

However, such an outcome is considered by the Company to be unlikely for the following reasons:

- David Argyle has committed to subscribe for his full pro rata Entitlement of approximately 36.79% of the voting shares of the Company under the Entitlement Offer, which equates to a total of \$9,788,724. Therefore, there is only a remaining 63.21% of potential Shortfall Shares.
- Eligible Shareholders are also encouraged to apply for additional New Shares under the Shortfall Offer before any amount is allocated to the Underwriter.
- The Underwriter has sub-underwriting agreements totalling \$9,240,920 (43.41% of the Underwritten Amount), which further limits the possible availability of Shortfall Shares to the Underwriter.
- In accordance with the Underwriting Agreement, the Underwriter is required to allocate the Shortfall Shares in accordance with the agreed dispersion strategy in 3.5(d).
- If all Eligible Shareholders take up their full Entitlement under the Entitlement Offer, then the Entitlement Offer will have no significant effect on the control of the Company.
- The Independent Board has actively taken steps to minimise the control effect of the Entitlement Offer by encouraging Eligible Shareholders to take up additional New Shares in the Shortfall Offer before any sub-underwriters and the Underwriter.

- No New Shares will be issued under the Entitlement Offer and via the Shortfall Offer if the issue of New Shares would contravene the Corporations Act. Similarly, no New Shares will be issued via the Top-up Facility (under the Shortfall Offer) to any Related Parties of the Company.
- The Underwriter shall not be allocated any New Shares that may result in the Underwriter and any sub-underwriters, collectively, being allocated New Shares in excess of the Underwritten Amount.
- In the unlikely event that CIP (and therefore Gavin Argyle) receives New Shares which increases its relevant interest in the Company greater than 19.99%, such an increase will fall within the exception pursuant to section 611 (Item 10) of the Corporations Act.

(b) **Potential control scenarios**

The below tables set out the potential increase to CIP's relevant interest under several scenarios relating to the percentage acceptance of Entitlements under the Offer.

- The below table assumes that, though unlikely, David Argyle (who has committed to take up his 36.79% pro rata Entitlement) does not take up his Entitlement and all Current Sub-underwriters default on their obligations.

Gavin Argyle (CIP) - David Argyle <u>does not</u> take up pro-rata entitlement and all Current Sub-underwriters default on their obligations		
Event	Shares	Voting Power
Shortfall of 0%	8,100,000	2.96%
Shortfall of 25%	23,751,895	8.67%
Shortfall of 50%	39,403,790	14.39%
Shortfall of 75%	55,055,685	20.10%
Shortfall of 100%	70,707,580	25.81%

- The below table assumes that, though unlikely, David Argyle (who has committed to take up his 36.79% pro rata Entitlement) does not take up his Entitlement and the Shortfall Shares are dispersed to the Current Sub-underwriters.

Gavin Argyle (CIP) - David Argyle <u>does not</u> take up pro-rata entitlement and Shortfall is dispersed to Current Sub-underwriters		
Event⁴	Shares	Voting Power
Shortfall of 0%	8,100,000	2.96%
Shortfall of 25%	13,018,209	4.75%
Shortfall of 50%	17,936,417	6.55%
Shortfall of 75%	22,854,626	8.34%
Shortfall of 100%	27,772,835	10.14%

⁴ Figures are hypothetical and presume that Gavin Argyle and a shareholder that is a Current Sub-underwriter take up their full pro rata entitlement.

- The below table assumes that David Argyle (as expected) takes up his 36.79% pro rata Entitlement and the Shortfall Shares are dispersed to the Current Sub-underwriters.

Gavin Argyle (CIP) - David Argyle takes up pro-rata entitlement and Shortfall is dispersed to Current Sub-underwriters		
Event⁵	Shares	Voting Power
Shortfall of 0%	8,100,000	2.96%
Shortfall of 25%	8,158,034	2.98%
Shortfall of 50%	8,216,069	3.00%
Shortfall of 75%	8,274,103	3.02%
Shortfall of 100%	8,332,138	3.04%

⁵ Figures are hypothetical and presume that Gavin Argyle, David Argyle and a shareholder that is a Current Sub-underwriter take up their full pro rata entitlement.

4. ASX Launch Announcement

See next page.

ASX ANNOUNCEMENT

August 26, 2022

The Market Herald invests \$100m in classifieds including \$86m acquisition of Gumtree, Carsguide and Autotrader¹

- **Acquiring** Gumtree, Carsguide and Autotrader, the number one² Australian general classifieds business, reaching 10 million³ households every month.
- **Expanding** The Market Herald Fancy, a luxury editorial led listings platform for high value products and services reaching over 33 million people² globally every month.
- **Launching** The Market Herald Family Office, editorial information and a provider marketplace for a non-advised High Net Worth audience with combined \$110bn⁴ in assets.

The Market Herald Limited (ASX:TMH “The Market Herald”) is pleased to announce it is acquiring Gumtree Australia, Autotrader Australia and Carsguide and provides an update on its digital classified advertising expansion, and associated financing through the launch of a 2:5 renounceable entitlement offer at \$0.34.

Acquiring Gumtree, Carsguide and Autotrader, the Australian number 1⁵ pure play classifieds site and the number 2⁴ automotive marketplace.

Gumtree is an iconic brand and marketplace used by 1 in 3 Australians and 10 million households every month. With over 100,000 new listings every day, 3.5 million registered users and 6 million app downloads, for 15 years Gumtree has been the number 1 place where Australians buy and sell.

Gumtree Autos, Carsguide and Autotrader are together the number 2 automotive marketplace in Australia. The number of car listings and site traffic are nearing parity with the number 1 automotive marketplace. Further product development will deliver an end to end digital car buying experience for millions of users.

Jag Sanger, Managing Director, The Market Herald commented:

“The Gumtree, Carsguide and Autotrader platform is one of the largest digital communities in Australia. Gumtree is part of life for millions of Australians, and there are many opportunities to add more products and services, creating an end to end digital offer. In addition the Gumtree, Carsguide and Autotrader proposition is the leading challenger to the \$6bn marcap automotive listings incumbent and there are many opportunities to close the gap”

¹ The Market Herald is acquiring all of the issued share capital in Gumtree Australia Pty Ltd, which owns all of the issued share capital in Carsguide Australia Pty Ltd and Autotrader Media Solutions Pty Ltd. These entities own the Gumtree Australia, Autotrader Australia and Carsguide brands ² GCA/TMH AU estimates based on traffic, audience research and number of listings Dec 21 - June 22, ³ Average of TMH monthly social audience June – July 22, ⁴ Investor Trends, TMH Analysis Oct 21, ⁵ GCA/TMH analysis based on public comparables with Carsales June 22

Expanding The Market Herald Fancy, a luxury editorial led listings platform for high value products and services

The Market Herald will accelerate its organic investment in its luxury and lifestyle brand: Fancy. Fancy is integrated with The Market Herald, but has its own identity, team and proposition.

The Market Herald Fancy serves an on-platform audience of 2.5⁶ million affluent consumers, and its luxury and lifestyle content reaches a further 33² million off platform every month. The Market Herald Fancy's luxury editorial and listings platform includes fashion, travel, lifestyle, jewellery, art, property and boating.

Jag Sanger, Managing Director, The Market Herald commented:

"We serve an affluent and engaged readership, and they are key markets for luxury goods. Luxury goods retailing is changing. As luxury brands embrace digital they are looking at new channels to engage with their customers. Globally, business focused newspapers, such as the Financial Times and The Wall Street Journal are benefiting from this shift and are developing new digital offers to serve this market. This will become an important part of our editorial and video streaming offer"

Launching The Market Herald Family Office, editorial led information for non-advised high net worth audiences

The Market Herald serves an affluent audience, with an estimated average annual household income of \$247k⁷ and the upper quartile of its audience holding investable assets of \$276bn⁷. This is 10% of the estimated Australian High Net Wealth (HNW) asset pool of \$AUD2.7⁴ trillion.

However despite – or because – of the wealth and financial sophistication of this segment, 40%⁴ of this asset pool does not use financial advisers. Instead this HNW segment is self directed, meaning they research and act on information they find themselves.

The Market Herald will serve this valuable self directed segment of HNW investors by launching The Market Herald Family Office. This will first be an editorial and streaming video offer covering the products and services that self directed HNW investors need to manage their wealth. This includes estate planning, tax, philanthropy, wellness, art and alternative asset consultancy and other services. Second this will be a marketplace of service providers wanting to connect to this audience through listings, streaming segment sponsorship and transactional offers.

Jag Sanger, Managing Director, The Market Herald commented:

"We already operate one of the largest⁷ digital communities of self directed wealth in Australia, and they use our platforms to research and make investments. Now with The Market Herald Family Office we can help them research how to manage their wealth and connect them with service providers wanting to reach them. This is a unique wealth management marketplace and will be a key part of our offer"

⁶ TMH Analysis Jan - Jun 22 ⁷ Advisir (TMH) investor research Jun 2020 ⁸ Nielsen Jun 21

Acquisition and organic initiative funding

The proposed acquisition of Gumtree Australia, Carsguide and Autotrader Australia will be funded by a vendor loan of approximately \$60.1m (see appendix 1 for further terms) and an Entitlement Offer which will raise approximately. \$26.55m.

The vendor loan note is extended by Adevinta Oak Holdings B.V. as vendor of Gumtree Australia, Carsguide and Autotrader. It is subject to standard terms and is to be repaid within a twelve month period commencing on the date of the Acquisition.

The Entitlement Offer is partially underwritten to 80% of the approximate \$26.55m raising by Capital Investment Partners Pty Ltd (**CIP**), an entity associated with non-executive director Mr Gavin Argyle. Further details of the underwriting agreement are set out below.

Organic initiatives in the next 12 months and some committed investment in the current financial year will be approx. \$14.7m comprised mainly of people and some capital costs.

Investor should also review the accompanying investor presentation for additional information about the enlarged entity, terms of the acquisition and financial benefits of the acquisition.

Entitlement Offer

The Market Herald will launch a 2 for 5 renounceable Entitlement Offer of New Shares at \$0.34 per New Share, to raise up to approximately \$26.55 million before offer costs.

If the Entitlement Offer is fully subscribed, the number of ordinary shares issued by The Market Herald shall increase from approximately 195,229,035 shares to 273,320,649 shares.

The Entitlement Offer will be made to all Shareholders on the register of members at the Record Date (**Eligible Shareholders**). This includes Shareholders who are resident outside of Australia, which as at the date of this announcement, includes New Zealand, Canada, the United Kingdom and Hong Kong.

Eligible shareholders will be offered the opportunity to purchase 2 New Shares for every 5 existing the Market Herald ordinary shares held by them on the Record Date of 31 August 2022.

The Offer Price is \$0.34 per New Share. This represents a 15% discount to the last closing market price on Friday 19 August 2022, and an approximate 15% discount to the average closing market price over the last 20 trading days on which The Market Herald ordinary shares traded.

The Entitlement Offer will be made pursuant to an Entitlement Offer Booklet (the **Entitlement Offer Booklet**). The Entitlement Offer is renounceable. Eligible shareholders will be allotted an Entitlement which can be traded on ASX from 30 August 2022 to 6 September 2022.

This means that eligible shareholders who do not wish to take up all or part of their Entitlement can seek to sell all or part of their Entitlement on ASX in order to realise value for that Entitlement.

A shortfall offer will be available allowing Eligible Shareholders to apply for additional Shares (**Shortfall Shares**) over and above their entitlements (additional Shares will be allotted to the extent there is a shortfall under the Entitlement Offer) (**Shortfall Offer**).

The Company, in consultation with the Underwriter, intends to allocate the Shortfall Shares under the Shortfall Offer in accordance with the following priorities:

- firstly, pro-rata to Eligible Shareholders who apply for Shortfall Shares in excess of their entitlement (**Top-up Facility**); and
- secondly, to the Underwriter who, in accordance with the Underwriting Agreement, will allocate the Shortfall Shares to any sub-underwriters in the priority sequence set out in the below overview of the Underwriting Agreement.

The shortfall allocation policy has been structured to allow each Eligible Shareholder to apply to participate in priority to major shareholders and to any related parties and to seek to disperse the Shortfall Shares in an equitable manner across a potentially broad number of Eligible Shareholders (if Shortfall Shares are applied for through the Shortfall Offer).

The Company, in consultation with the Underwriter, will otherwise ensure that the Entitlement Offer and Shortfall Offer (including the equitable dispersion of any Shortfall Shares) complies with the provisions of Chapter 6 of the Corporations Act and is otherwise consistent with the policy guidelines contained in ASIC Regulatory Guide 6 and Takeovers Panel Guidance Note 17.

The Company otherwise confirms that no Shares will be issued under the Entitlement Offer or via the Shortfall Offer if the issue of Shares would contravene the takeover prohibition in section 606 of the Corporations Act.

Timetable

The indicative timetable for the Entitlement Offer is set out below.

Event	Date
Entitlement Offer Announced	Friday 26 th August 2022
Rights trading commences	Tuesday 30 th August 2022
Record Date to Determine Eligibility to Participate in Offer	Wednesday 31 st August 2022
Retail Offer Booklet & Entitlement & Acceptance Forms despatched	Friday 2 nd September 2022
Retail Entitlement Offer Opens	Friday 2 nd September 2022
Rights trading ends	Tuesday 6 th September 2022
Retail Entitlement Offer Closes	5pm WST Thursday 13 th September 2022
Issue of New Shares under the Retail Entitlement Offer	Monday 19 th September 2022
Trading of New Shares issued under the Retail Entitlement Offer	Tuesday 20 th September 2022
Holding Statements Sent to Retail Shareholders	Wednesday 21 st September 2022

The acquisition is due to settle shortly after the closure of the Entitlement Offer.

Details of underwriting agreement

CIP has been appointed as the Lead Manager and Underwriter to the Entitlement Offer.

CIP is receiving an underwriting fee of approximately \$1,168,250.55 million (less 2% paid to any sub-underwriter), being 4% of the Offer proceeds. Any sub-underwriters will receive 2% of the Offer proceeds.

The underwriting may be terminated if: (a) the Offer Document is not dispatched, improperly dispatched or non-compliant with legislative requirements, (b) the Company fails to lodge an Appendix 3B in relation to the Underwritten Shares with ASX by the time required by the Corporations Act, the Listing Rules or any other regulation, (c) it transpires that the Offer Document does not contain all the information required by the Corporations Act, or (d) the Company is prevented from allotting the Underwritten Shares within the time required by this Agreement, the Corporations Act, the Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi governmental agency or authority.

The Company proposes the following Shortfall allocation process under the underwriting agreement:

1. **Accept Offer** - eligible Shareholders are offered new Shares under the Offer.
2. **Shareholder top-up** - eligible Shareholders who take up their entitlement under the Offer and wish to apply for additional shares (excluding the sub-underwriters and potentially directors) will then have the ability to apply for additional shares in excess of their entitlement to the extent there is a shortfall under the Offer.
3. **Sub-underwriting** - if there is a shortfall after the completion of step 2, then the Underwriter will be responsible for allocating those shortfall shares to the sub-underwriters. The sequence would be for the sub-underwriters who are not related parties of TMH, to be allocated shortfall shares first (starting with shareholders who have the lowest shareholdings first). If there still remain shortfall shares after the allocations to shareholders are not related parties, then the Underwriter will allocate the remaining shortfall shares to those related parties (starting from lowest to highest holdings).
4. **Underwriting** - if there is still a shortfall after the completion of step 3, then the Underwriter is required to subscribe for those shortfall shares.

David Argyle has committed to subscribe for his full pro rata entitlement of approximately 37% of the voting shares of the Company under the rights issue, which equates to a total of \$9.82m.

The balance of Shortfall Shares (after the Shareholder top-up) will be distributed to any sub-underwriters in accordance with the dispersion mechanism above. Shortfall

Shares taken up by the Underwriter and sub-underwriters will be issued at approximately the same time as all other New Shares are issued under the Entitlement Offer.

Refer to the ASX announced Cleansing Notice (in accordance with Section 708AA(2)(f) of the Corporations Act) for an overview of the potential effect the Entitlement Offer will have on the control of Market Herald, and the consequences of that effect will depend on several factors including, the number of New Shares taken up by Eligible Shareholders and take up of top-up Shares under the Shortfall Offer.

Related party disclosure

The Underwriter, CIP, is a Related Party of the Company because it is controlled by Gavin Argyle, who is a director of the Company. Gavin Argyle is entitled to 4.15% of voting shares in the company¹.

This announcement has been approved by the Board of the Market Herald Ltd.

Jag Sanger

Managing Director and Publisher
The Market Herald

Investor and media enquiries

media@themarketherald.com.au

¹ Gavin Argyle is entitled to the shares registered in the name of GAB Superannuation Funds, which is a 4.15% shareholder of the Company.

Appendix 1 – Vendor Loan terms

Terms	
Vendor/Noteholder	Adevinta Oak Holdings B.V.
Term/Maturity Date	30 September 2023
Borrower/Note Issuer	The Market Herald Limited
Guarantors	<ul style="list-style-type: none"> Gumtree AU Pty Ltd (Gumtree AU) Gumtree IP Aus Holdings Ltd (Gumtree IP) Carsguide Autotrader Media Solutions Pty Ltd (CAMS)
Amount/Face Value of Vendor Loan Note	Approximately \$60.1M
Purpose	Funding of the Acquisition
Interest Rate	8% p.a.
Interest Periods	monthly in respect of the face value of the Vendor Loan Note
Default Interest Rate	2% p.a. in addition to applicable Interest Rate
Review Event	Note Issuer to redeem the Loan Note in an amount of US\$27M on or before 31 December 2022 unless Note Issuer provides evidence to Note Issuer by 30 November that Vendor Loan Note will be repaid in full by 31 March 2023. Parties agree to negotiate in good faith for 14 Business Days post Review Event that is not cured. If no resolution achieved, then Event of Default.
Governing Law	New South Wales, Australia

5. Investor Presentation

See next page.

The Market Herald

FIRST WITH THE NEWS THAT MOVES MARKETS

Building a leading Australian classified media and consumer finance publisher reaching 10m households a month.

A proposed acquisition of Gumtree Australia, Carsguide and Autotrader Australia

Investment Overview

The Market Herald (ASX:TMH)

August 2022

Disclaimer.

This investor presentation contains summary information about The Market Herald Limited (Market Herald) and its activities current as at the date of this presentation. It is sourced from and should be read in conjunction with Market Herald's other periodic and continuous disclosure announcements filed with the Australian Securities Exchange, available at www.asx.com.au. Information about Market Herald's financial performance is current as at the last announcement provided to the Australian Securities Exchange.

This presentation has not been audited in accordance with Australian Auditing Standards.

This presentation contains certain non-IFRS measures that Market Herald believes are relevant and appropriate to understanding its business.

This presentation is for information purposes only and is not a prospectus or product disclosure statement, financial product or investment advice or a recommendation to acquire Market Herald shares or other securities. It has been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek legal and taxation advice appropriate to their jurisdiction. Past performance is no guarantee of future performance.

No representation or warranty, expressed or implied, is made as to the fairness, accuracy, completeness or correctness of the information, opinions and conclusions contained in this presentation. To the maximum extent permitted by law, none of Market Herald and its related bodies corporate, or their respective directors, employees or agents, nor any other person accepts liability for any loss arising from the use of this presentation or its contents or otherwise arising in connection with it, including, without limitation, any liability from fault or negligence.

This presentation may contain forward-looking statements including statements regarding our intent, belief or current expectations with respect to Market Herald's business and operations, market conditions, results of operations and financial condition, specific provisions and risk management practices. When used in this presentation, the words 'plan', 'will', 'anticipate', 'expect', 'may', 'should' and similar expressions, as they relate to Market Herald and its management, are intended to identify forward-looking statements.

Forward looking statements involve known and unknown risks, uncertainties and assumptions and other important factors that could cause the actual results, performances or achievements of Market Herald to be materially different from future results, performances or achievements expressed or implied by such statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date thereof.

Contents.

Topic	Page
Summary	1
Offer	2
Source and Uses	3
Timetable	4
The Market Herald Strategy, Audience, Products, Growth, M&A Performance	5 - 9
The Market Herald Transformation and Deal Rationale	10 - 11
Gumtree Carsguide Autotrader, Audience, Products, Reach, Scale	12 - 13
Synergies illustrative example, luxury editorial	14
Peers illustrative example, global newspaper luxury editorial	15
Challenger illustrative example, automotive listings	16
Risks	17 - 20
Restrictions	21 - 22

Summary.

The Market Herald is acquiring Gumtree*, Carsguide and Autotrader** to build a leading diversified media, ecommerce and financial services business reaching 10m*** Australians households a month.

Acquisition Summary	The Market Herald (ASX: TMH) has signed an agreement to acquire 100% of the shares of Gumtree Australia, and entities, for total consideration of \$US60m (\$AUD 86.7m) subject to completion adjustments, subject to exchange rates at completion
Overview of Gumtree, Carsguide and Autotrader (GCA)	<ul style="list-style-type: none"> • The largest pure play general classifieds business in Australia • Reaches 1 in 3 Australians monthly, 10 million households • Being divested by Adevinta, a large European based global classifieds operator • Strong monetisation potential relative to selected peers (REA, Carsales)
Strategic Rationale	<p>1) Build an integrated higher value consumer transactional offer: Business newspapers such as The Wall Street Journal and The Financial Times have built editorial led transactional offers to list or sell consumer goods. TMH and GCA together will reach millions of Australians a month with tens of thousands of listings</p> <p>2) Create a challenger for the future of Australian auto listings: GCA has consolidated the number 2, 3 and 4 competitors to Carsales, and is approaching traffic parity with Carsales. However GCA lags in new car listings and enhanced yield private sales. TMH and GCA together will build an editorial led offer to effectively compete.</p> <p>3) Launch integrated off site consumer financing offers: GCA lists a significant volume of products a year, many lend themselves to point of sale consumer financing delivered online, either as a broker or intermediary for other financiers. TMH and GCA will together build on plans to launch consumer finance offers</p>

*Gumtree Australia, referred to in this document as Gumtree, and includes related entities

**Autotrader Australia, referred to in this document as Autotrader

***Estimate based on The Market Herald and GCA analysis July 2022

Offer.

Capital Investment Partners have been appointed LM and partial underwriter to a proposed 2 of 5 renounceable rights issue to raise AUD\$26,551,148.76 at AUD\$0.34 per share in The Market Herald Ltd.

OFFER OVERVIEW

The offer	Details
Lead Manager	Capital Investment Partners Pty Ltd (CIP), Perth
The offer	CIP has been appointed Lead Manager & Underwriter (to 80%) to a proposed two (2) renounceable rights entitlement shares for every five (5) ordinary paid shares to raise up to AUD\$26,551,148.76 via the issue of 78,091,614 new shares at AUD\$0.34 per share in The Market Herald Limited (‘TMH’).
Proceeds	The Market Herald will use proceeds to acquire Gumtree, Carsguide and Autotrader (GCA) as part of its strategy to build a global classifieds platform, as well as expenses and additional working capital
Price	AUD\$0.34 per share
Broker Fees	4% underwriter fees on all funds raised under the offer (plus GST where applicable)
Pre-raise market cap	The offer values the company at AUD\$66,377,872 (undiluted) prior to the offer (Source: IRESS)
Current Capital Structure	195,229,035 ordinary shares (undiluted)
Post Raise Cap Structure	273,320,649 ordinary shares (undiluted)

Sources and Uses.

The sources of funds are debt and a rights offering. Uses of funds are vendor payments as well as transaction expenses and working capital.

SOURCES AND USES

Sources	\$AUD	Uses	\$AUD
Debt	61,420,000	Funds to vendor	86,710,000
Rights Offering	26,551,148	Working Capital	261,148
		Transaction Expenses	1,000,000
TOTAL	87,971,148		87,971,148

The Debt and Use figures are an estimate depending in particular on completion adjustments and on exchange rates. For reference the AUD/USD rate used above is 1.45:1 as at 25th August 2022

Timetable

The transaction timetable is indicative, subject to review and consents, and proposes the entitlement offer is announced on 26th August and new shares trade on the ASX on 20th September 2022.

TIMETABLE

Event	Date
Entitlement Offer Announced	Friday 26 th August 2022
Rights trading commences	Tuesday 30 th August 2022
Record Date to Determine Eligibility to Participate in Offer	Wednesday 31 st August 2022
Retail Offer Booklet & Entitlement & Acceptance Forms despatched	Friday 2 nd September 2022
Retail Entitlement Offer Opens	Friday 2 nd September 2022
Rights trading ends	Tuesday 6 th September 2022
Retail Entitlement Offer Closes	5pm WST Thursday 13 th September 2022
Issue of New Shares under the Retail Entitlement Offer	Monday 19 th September 2022
Trading of New Shares issued under the Retail Entitlement Offer	Tuesday 20 th September 2022
Holding Statements Sent to Retail Shareholders	Wednesday 21 st September 2022

Strategy.

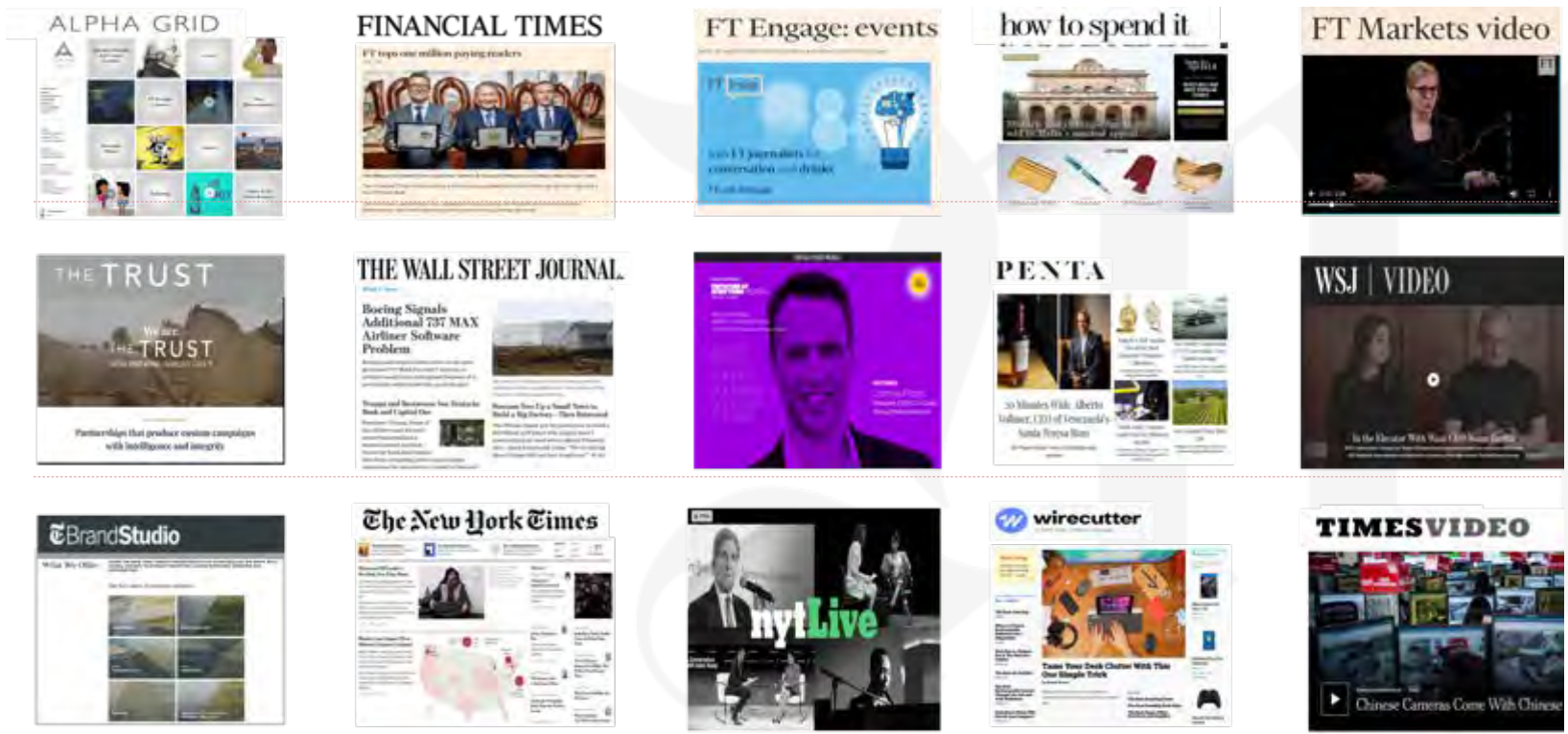
Our strategy is to build an integrated consulting, content, classifieds and streaming video finance news platform. We have operational and cultural advantages over our peers and are growing fast.

DIGITAL BUSINESS NEWS PLATFORM STRATEGY – PLAYBOOK

Playbook

Global Examples

- | | | | | |
|--|---|--|---|---|
| <i>Consulting</i> | <i>Content</i> | <i>Communities</i> | <i>Classifieds</i> | <i>Cord Cutting</i> |
| <i>Selling is now an advisory led bundling offer..</i> | <i>..re positioning traditional news brands..</i> | <i>..into high value engaged communities..</i> | <i>..with brand ready reader segments..</i> | <i>..and non linear video streaming channels.</i> |



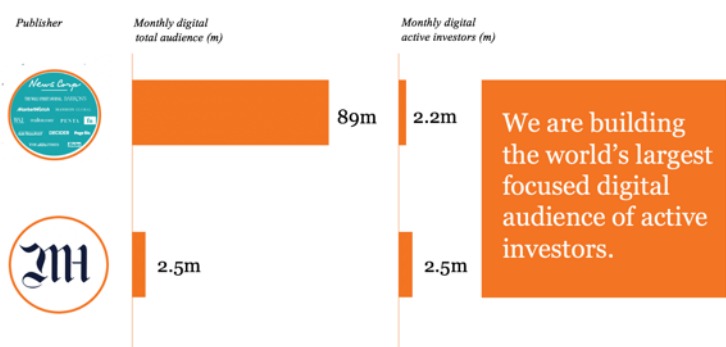
Source: The Market Herald , PwC, Industry interviews, Columbia GSOJ, 2021

Audience.

In Australia The Market Herald reaches approximately 2.5m typically affluent consumers and investors a month, with approximately 46m page views, and 11m streaming views.

Our audience is inquisitive and influential offering advertisers high impact with low wastage.

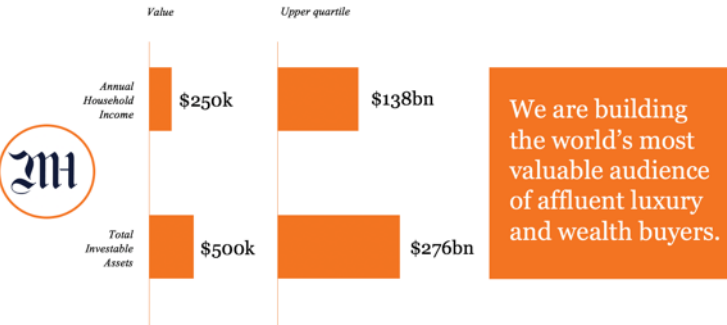
Audience.



Source: NewsCorp, News IQ, Media Kit, WSJ Media Kit, TMH 2019, 2020
investors@themarketherald.com.au

The upper quartile of our audience has income of \$138bn pa and investable assets of \$276bn

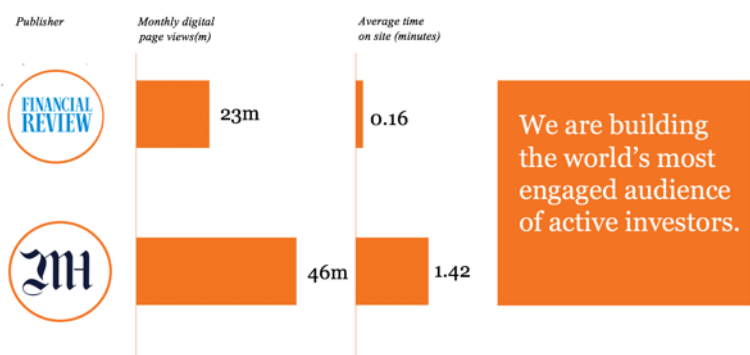
Wealth.



Source: Advisir 2019 investor survey n=1809
investors@themarketherald.com.au

Our mastheads and communities are destination sites with high search and purchase intent.

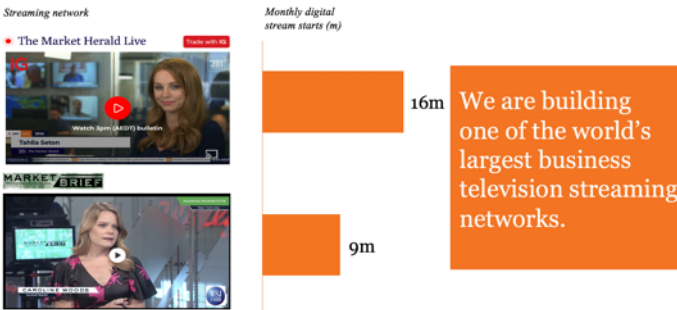
Engagement.



Source: Nielsen DCR 2020
investors@themarketherald.com.au

We are developing new streaming video formats at greater scale and speed than any traditional peer.

Streaming.



Source: WSJ, TMH 2020
investors@themarketherald.com.au

Products.

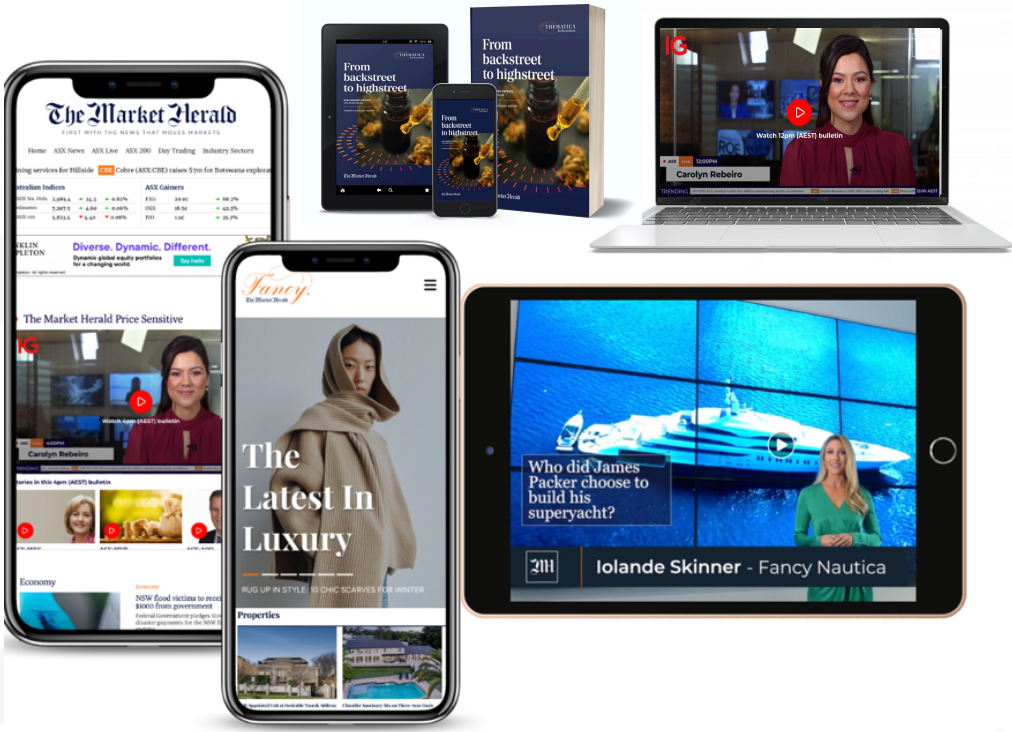
We operate multiple brands and channels over one integrated multi-platform workflow. We create high quality news editorial, have many investor brands and are innovating new luxury listings offers.

DIGITAL FINANCE NEWS PLATFORM STRATEGY – PRODUCERS

BRANDS



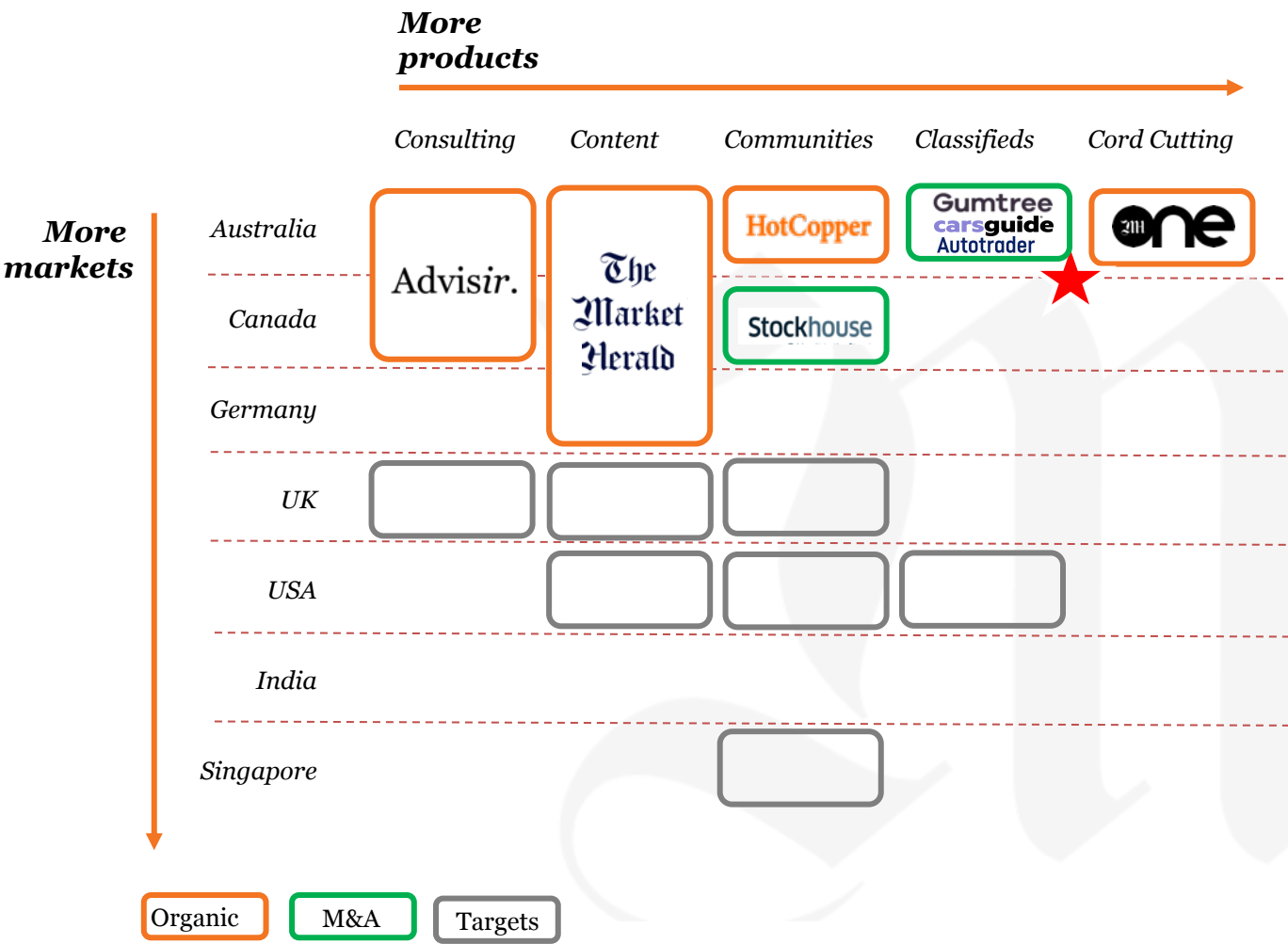
CHANNELS



Growth.

Our growth strategy is more products and more markets organically and through M&A. In 2019 we acquired Stockhouse, a financial forum in Canada, and are reviewing other targets around the world.

DIGITAL BUSINESS NEWS PLATFORM STRATEGY – GROWTH



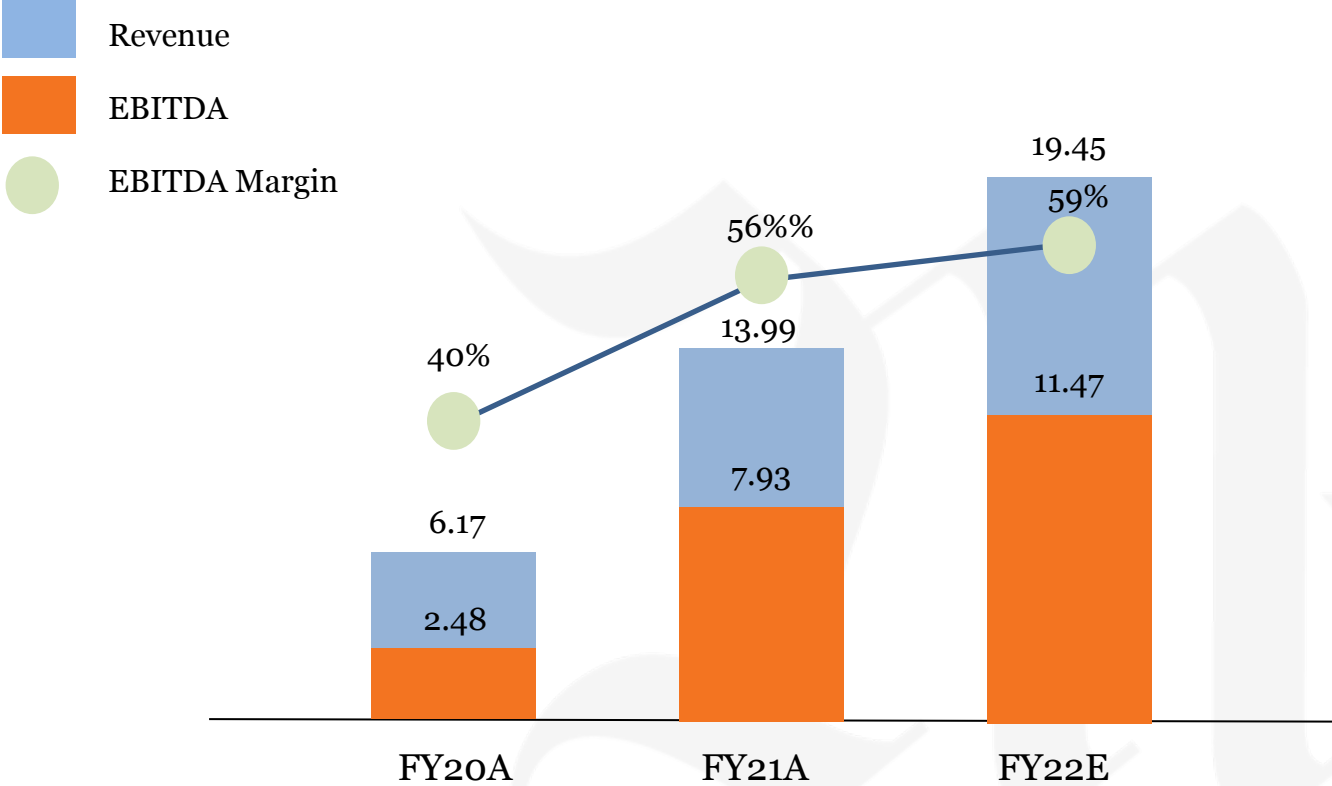
Source: The Market Herald 2022

Stockhouse.

Since acquisition in 2019 the Canadian business has tripled revenues and quadrupled EBITDA, while increasing EBITDA margin. The Market Herald has proven capability to grow through M&A.

CANADIAN ACQUISITION PERFORMANCE

\$AUD m



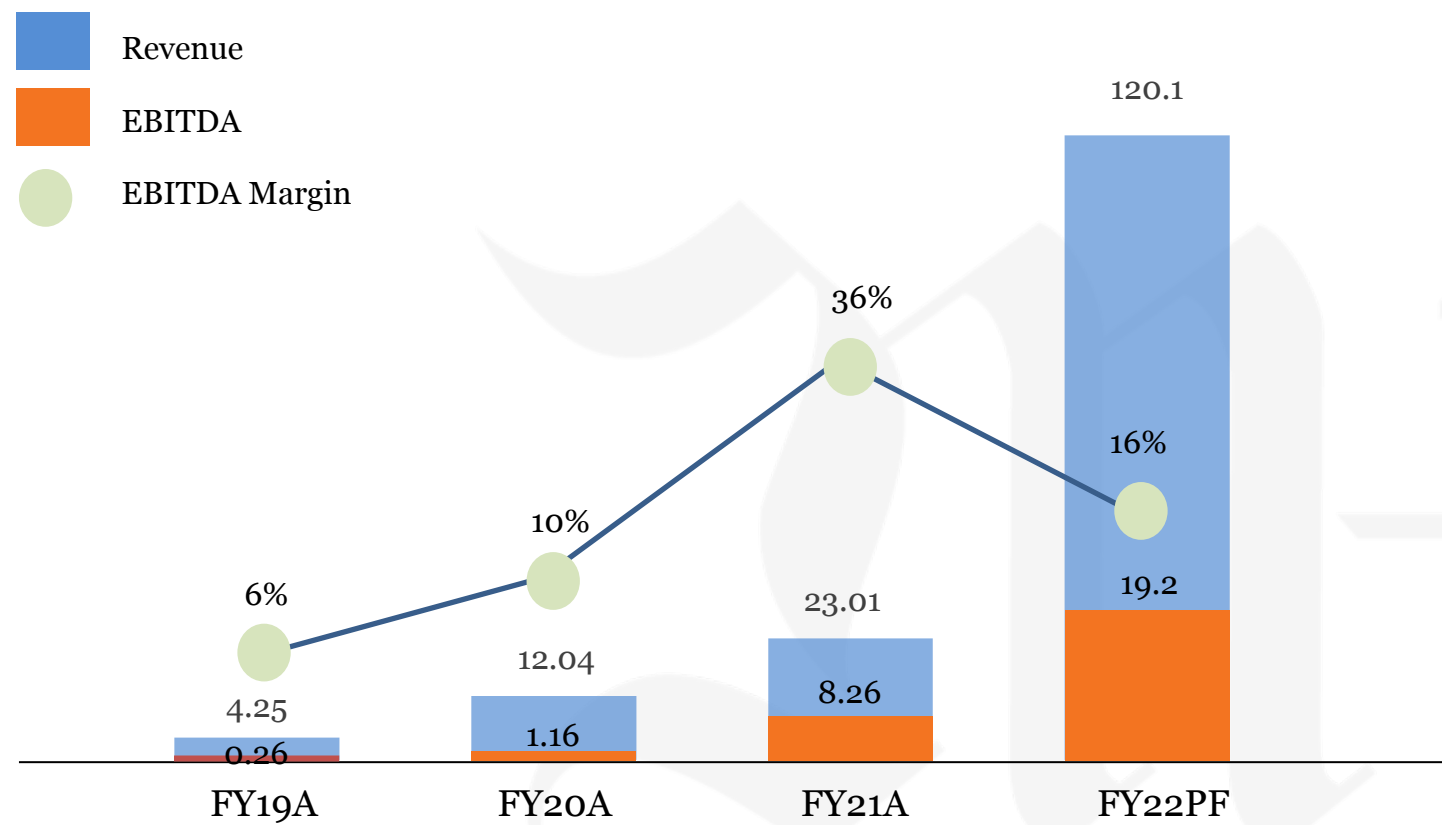
Source: The Market Herald 2022

Transformation.

The FY22 pro-forma* creates a business with \$120.1m revenues, \$19.2m EBITDA excluding separation costs, and potential for improvement. Integration efficiencies should increase future margins.

INDICATIVE** COMBINED BUSINESS PRO-FORMA

\$AUD m



* Assumes FY22 combination, All figures unaudited, excludes some separation costs, includes non released unaudited TMH FY22 results

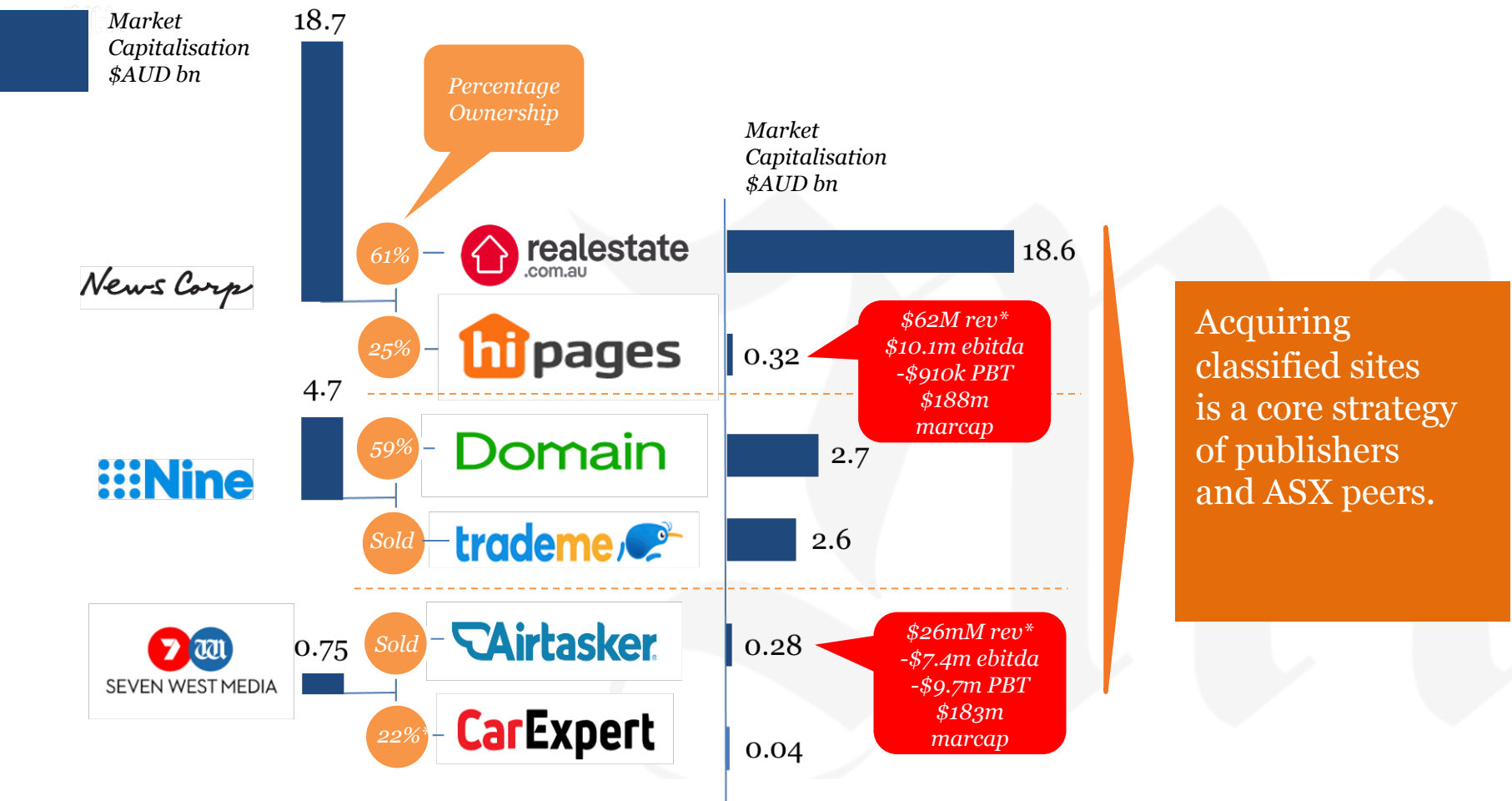
** Indicative illustration, all figures remain subject to change other than reported actuals

Source: The Market Herald , GCA, 2022

Rationale.

Online classified businesses account for a significant part of the valuations of listed AU publishers. Acquiring a leading classified site will create significant value for The Market Herald.

SELECTED LISTED AU MEDIA PUBLISHER PEERS. - ALL FIGURES INDICATIVE

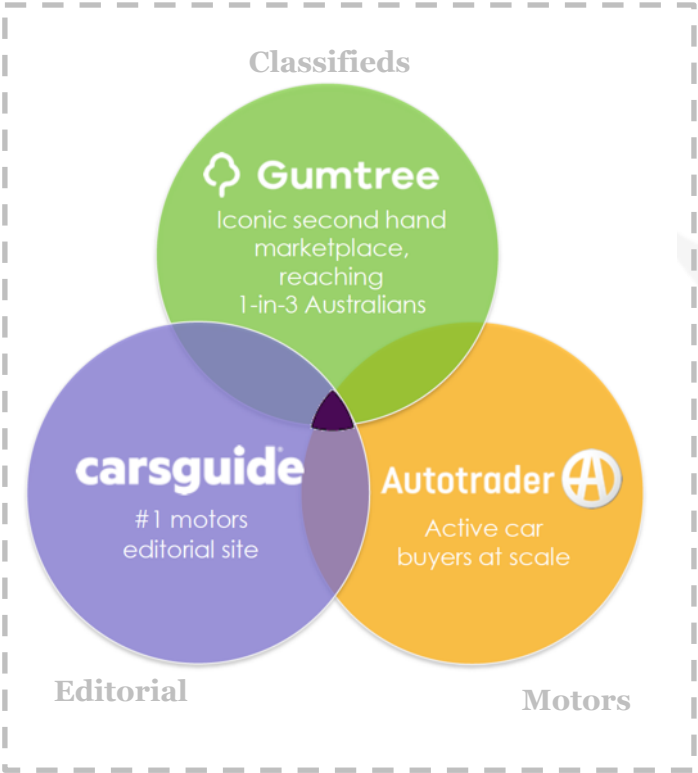


Source: IRESS August 2022, company announcements, copyright in all brands remains the property of their owners, for illustration only
 * As of 25th August 2022, based on company reports

Gumtree, Carsguide, Autotrader - products.

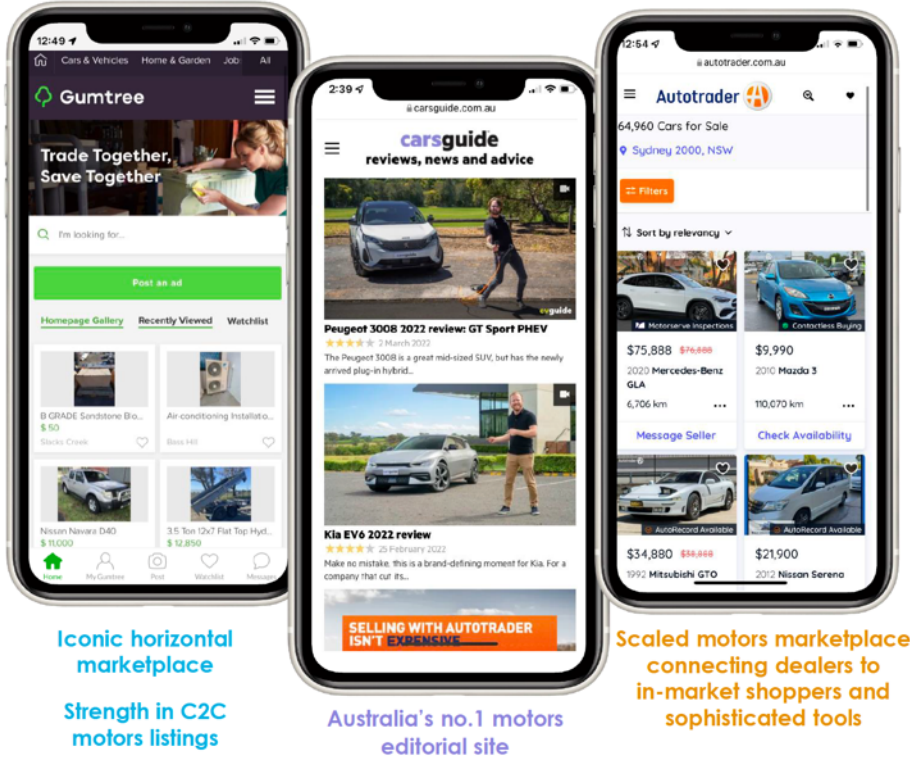
Gumtree, Carsguide and Autotrader is a highly attractive marketplace ecosystem with highly complementary brands outstanding reach, championing sustainability through the circular economy.

BRANDS



Reaches 1 in 3 Australians

PRODUCTS

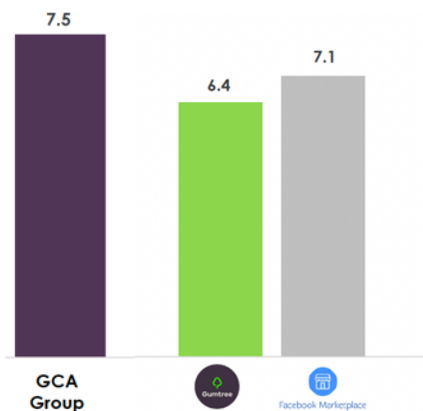


Source: CGA Group 2022

Gumtree, Carsguide, Autotrader – Scale.

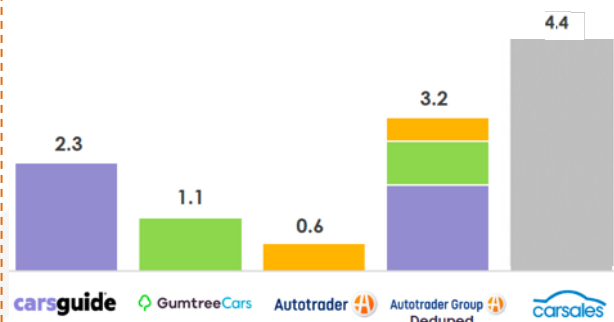
In Australia GCA reaches approximately 7.5m buyers and sellers a month, with approximately 37m site visits and 120m page impressions, with significant revenue upside compared to peers.

Classifieds audience



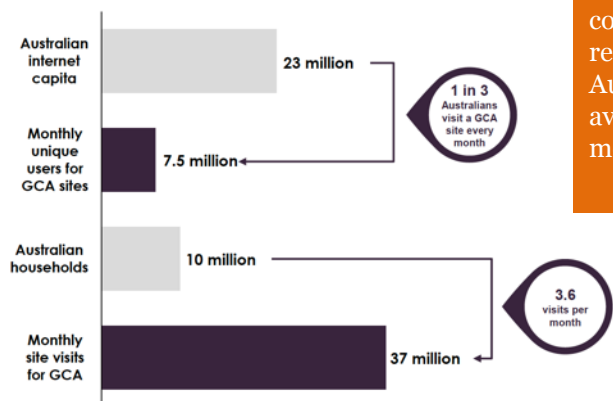
Gumtree general classifieds has a unique monthly audience of 6.4 million users with a combined total of over 7.5 million.

Motors audience



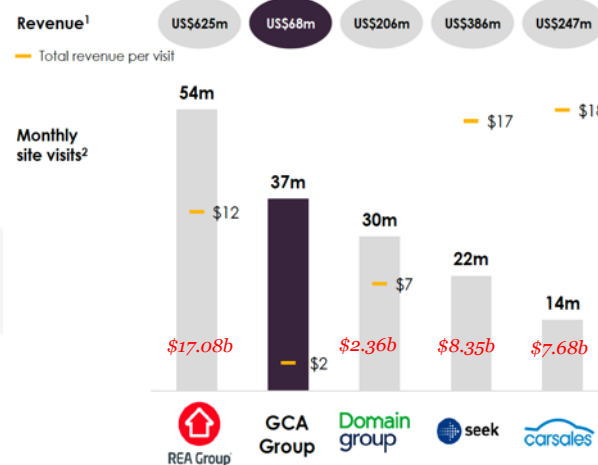
The combined motor websites has a unique monthly audience of 3.2 million users .

Reach



Gumtree brands combined scale reaches 1 in 3 Australians who on average visit 3.6 x per month.

Competition

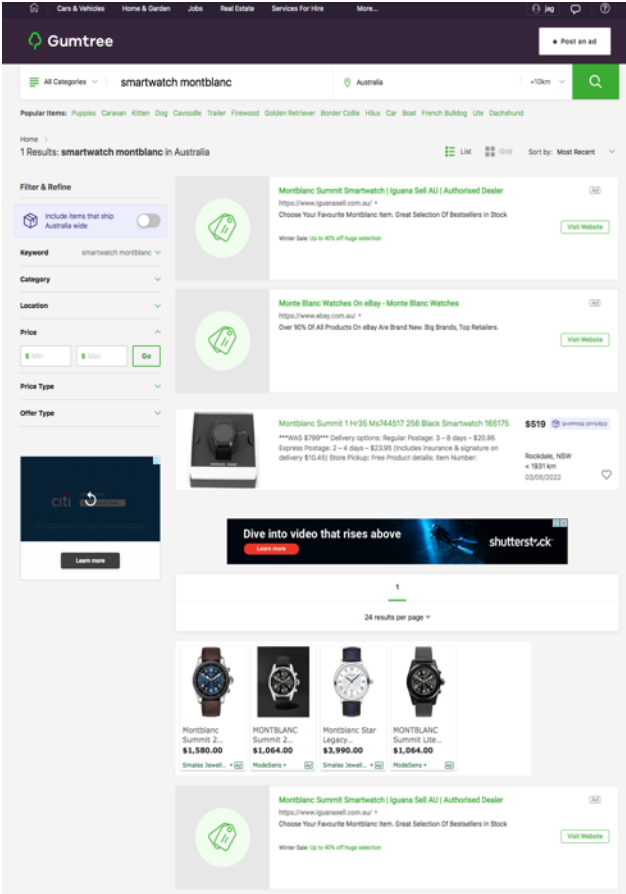


GCA presents a strong undervalued proposition in comparison to its peers.

Synergies.

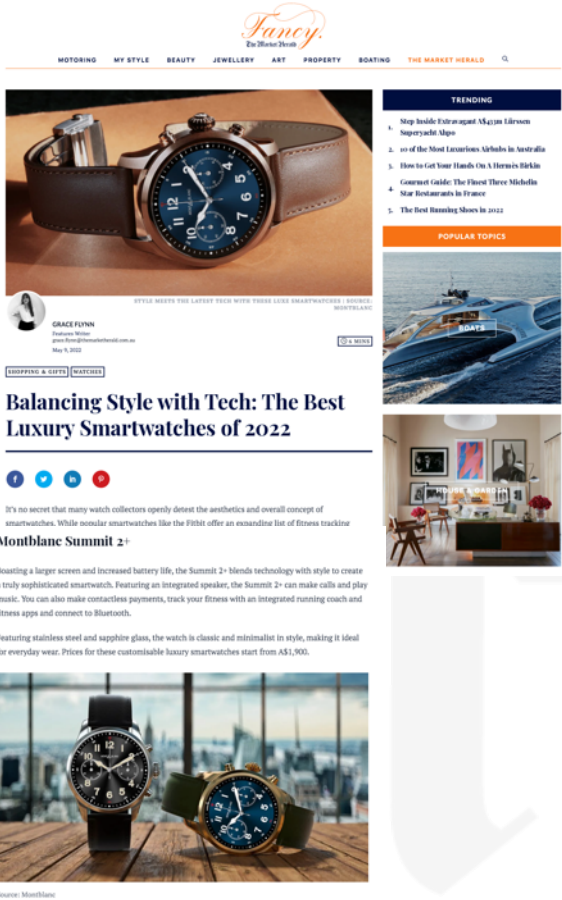
Gumtree attracts many high value listings that can be enhanced with better editorial. The Market Herald's Fancy luxury classified platform is an opportunity to create significant value.

GUMTREE LISTING



Source: Gumtree, The Market Herald, 2022

THE MARKET HERALD EDITORIAL



Peers.

The Wall Street Journal's Buy Side, launched June 2022, and The Financial Times How To Spend It, relaunched May 2022, are examples of other business news platforms building similar strategies.

WALL STREET JOURNAL EDITORIAL

Buy Side FROM WSJ

GIFTS STYLE HOME WELLNESS ELECTRONICS MONEY DEALS

Buy Side from WSJ independently recommends products and services. The Wall Street Journal Newsroom is not involved. We might earn a commission from clicking links in this content. [LEARN MORE](#)

WELLNESS

The Best Fitness Trackers for Every Type of Exerciser

Here's the right wearable tech for you, depending on your workout activity and desired data

BUY SIDE RATED

Our top picks for fitness trackers feature a user-friendly design and reliable tracking features.
PHOTOGRAPHY BY JEFF WESTBROOK FOR BUY SIDE FROM WSJ. STYLING BY MIKAO KATCH FOR BUY SIDE FROM WSJ.

Updated June 9, 2022 7:00 pm ET
By Ashley Moore

If it seems like everyone you know has some sort of smart device strapped to their wrist these days, you're not wrong. One in 5 U.S. adults already wear a smartwatch or wearable fitness tracker, a [Pew Research Center](#) survey reported in January 2020. What's more, wearable technology was named the [number-one fitness trend](#) for 2022 by The American College of Sports Medicine.

Essentially supercomputers worn on your wrist, these devices all compile data via proprietary algorithms, but as The Wall Street Journal newsroom has reported, the data you want to prioritize is going to depend on your fitness goals. "The best question you can ask yourself is why you want one," adds Clarin Priel, a behavioral scientist and exercise physiologist at the Feinstein Institutes for Medical Research in Manhasset, NY.

An occasional exerciser might only need to track steps and calories burned, for example, while a professional ultramarathon runner might prioritize GPS tracking and battery life. Someone who mixes in-gym coaching might prefer a watch that develops personalized exercise recommendations. (Of course before starting any new exercise routine, it's smart to check with your healthcare provider.)

Ultimately, the right fitness tracker is the one you're going to want to wear consistently—so elements like comfort and ease of use factor in, too. We talked to experts to identify six top fitness trackers: Coros Pace 2, Apple Watch Series 7, Garmin Epix 2, Fitbit Charge 5, Whoop 4.0 and Amazon Halo. Then we put those through 14 days of testing to determine which ones suit different types of exercisers best—and help you find the one that's right for your routine.

If you'd like to read how we vetted and tested these fitness trackers and which experts we consulted, scroll down for more detail.

FINANCIAL TIMES EDITORIAL

FINANCIAL TIMES

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Your guide to a disrupted world
Only available to new subscribers

Save 50%

Have we reached peak steel watch?

Gen-Z collectors and saturated markets may be cooling the obsession with sports timepieces

Nick Peabody YESTERDAY

"If you look at the Nautilus, it's a very, very soft bracelet, a soft case. It is discreet, a discreet, sport-elegant watch. What is not discreet is the amount of people willing to own one. That's a different matter."

As problems go, this is about as high-class as it gets: Thierry Stern, president of Patek Philippe, finds himself in the position of making the world's most desirable sports watch. The Nautilus is the integrated case and bracelet watch designed by G rard Genta and introduced by Thierry's father Philippe in 1976. For most of its life, it has fulfilled its function as the watch for the Patek Philippe customer who did not want to wear his grande complication perpetual calendar, chronograph or his minute repeater while swimming.

Photo: Philippe Patek/Nautilus Ref. 5711

Challenger.

The combined Gumtree, Carsguide and Autotrader proposition is a challenger to the future of automotive listings in Australia with planned new features and a range of future options.

GUMTREE CARSALES SEGMENT SUMMARY

Private			Segment leader
Dealer Used			Closing the gap
Dealer New			Future options

Challenger position

Gumtree beats or is closing the gap with the leading auto listings site with a range of planned features and future options.

Risks.

1. Key risks

This section sets out some of the key risks associated with The Market Herald and its existing business; the Acquisition; and participation in the Offer and share ownership. The risks set out in this section are not listed in order of importance and do not constitute an exhaustive list of all risks involved with an investment in Market Herald. Before investing in you should be aware that a number of risks and uncertainties, which are both specific to The Market Herald and of a more general nature, may affect the future operating and financial performance of The Market Herald and the value of The Market Herald shares. You should note that the occurrence or consequences of many of the risks described in this section are partially or completely outside of the control of The Market Herald, its directors and senior management. Before investing in The Market Herald shares, you should carefully consider the risk factors and your personal circumstances. Potential investors should consider publicly available information on The Market Herald (such as that available on the ASX website), and consult their stockbroker, solicitor, accountant or other professional advisor before making an investment decision. Nothing in this presentation is financial product advice and this document has been prepared without taking into account your investment objectives or personal circumstances.

2. The Market Herald risks

Economic conditions

The Market Herald's operating and financial performance is influenced by a variety of general economic and business conditions including the level of inflation, interest rates and exchange rates and government fiscal, monetary and regulatory policies. A prolonged deterioration in domestic or general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could be expected to have a material adverse impact on The Market Herald's financial and operating performance.

Loss of key personnel or skilled workers

The Market Herald's ability to remain productive, profitable and competitive and to implement planned growth initiatives depends on the continued employment and performance of senior executives and other key members of management. The Market Herald's performance also depends on its ability to attract and retain skilled workers with the relevant industry and technical experience. If any one of these individuals resigns or becomes unable to continue in his or her present role and is not adequately replaced in a timely manner, business operations and the ability to implement The Market Herald's strategies could be materially disrupted. The loss of a number of key personnel or the inability to attract additional personnel may have an adverse impact on The Market Herald's financial and operating performance. There can be no assurance that The Market Herald will be able to attract and retain skilled and experienced employees and, should it lose any of its key management personnel or fail to attract qualified personnel, its business may be harmed and its operational and financial performance could be adversely affected.

Competition risk

Increased competition in the areas in which The Market Herald operates could result in price reductions, under-utilisation of personnel, assets or infrastructure, reduced margins and/or loss of market share, which may have a material adverse effect on The Market Herald's future financial performance and position.

Operational risk

The Market Herald is subject to operational risks resulting from inadequate or failed internal processes, systems, policies or policies, in addition to potential hazards normally encountered with providing an internet forum and associated services. If these risks materialise, The Market Herald's operations could be disrupted which may have a material adverse effect on future financial performance and position.

Contract risk

The Market Herald's revenues are subject to underlying contracts with varying terms. There is a risk that these contracts may be cancelled or may not be renewed if customers decide to reduce their levels of spending, potentially reducing their revenue. If The Market Herald does not perform its obligations under a contract in accordance with the terms of the contract, there is a risk that the contract will be terminated. Any such performance issue may result in contract guarantees being relied upon by that entity's customers and could also adversely affect the reputation of The Market Herald in the marketplace, which could adversely impact its ability to secure new contracts. In addition, certain of The Market Herald's contracts may be subject to termination for convenience by customers without cause. Any of the above factors could materially adversely affect The Market Herald's financial and operating performance.

Counterparty risk

The Market Herald is exposed to credit-related losses if counterparties to contracts fail to meet their obligations. This could occur if customers were to become insolvent or not meet their financial obligations to The Market Herald and may adversely impact The Market Herald's revenue.

Risks.

2. The Market Herald risks con't **Customer service**

The Market Herald 's ability to maintain relationships with major customers is integral to its financial performance. This in turn depends on its ability to offer competitive service standards and pricing. Poor performance in either area may lead to a loss of major customers which may have a material impact on The Market Herald 's financial performance.

Intellectual property

There can be no assurances that the validity, ownership or authorised use of intellectual property (including technology, know-how, trademarks, designs and patents (both owned and licensed) relevant to The Market Herald 's business (including its business post-completion of the Acquisition) will not be challenged, which could adversely affect The Market Herald 's financial and operating performance.

Litigation and disputes

The Market Herald may become involved in litigation or disputes, which could adversely affect financial performance and reputation.

Foreign exchange risk

The Market Herald is exposed to foreign exchange risk and movements in the foreign exchange rate may affect the price of capital equipment or materials acquired outside of Australia. These risks may affect The Market Herald 's financial performance.

Dividends

Future determinations as to the payment of dividends by The Market Herald will be at the discretion of the directors of The Market Herald and will depend upon the availability of distributable earnings and franking credits, the operating results and financial condition of The Market Herald and its businesses, future capital requirements, covenants in any financing agreements, general business and financial conditions and other factors considered relevant by the directors The Market Herald. No assurance is therefore given in relation to the payment of future dividends or the extent to which any such dividends may be franked.

Taxation

Changes in tax law (including goods and services taxes and stamp duties), or changes in the way tax laws are interpreted, may impact the tax liabilities of The Market Herald. In addition, the ability of The Market Herald to obtain the benefit of any tax losses and claim other beneficial tax attributes will depend on future circumstances and may be adversely affected by changes in ownership, business activities, levels of taxable income and any other conditions relating to the use of the tax losses or other attributes.

Cyber risk

The failure of The Market Herald 's information technology systems and / or security could result in financial loss, disruption or damage to the reputation of the business.

Government policy and regulation

The Market Herald 's operations are affected by government policy and legal and regulatory oversight. Any changes to these matters may have a material adverse effect on The Market Herald 's future financial performance and position.

Other factors

Other factors or events may impact on The Market Herald 's performance, such as changes or disruptions to political, regulatory, legal or economic conditions, or to Australian or international financial markets, including as a result of terrorism or war. Change in accounting or financial reporting standards. Changes in accounting or financial reporting standards may adversely impact the reported financial performance of The Market Herald.

Negative publicity

The Market Herald is subject to the risk that negative publicity, whether true or not, may affect stakeholder perceptions of The Market Herald's past actions and future prospects. Being listed on the ASX means that the The Market Herald is subject to risks relating to market expectations for its business and financial and operating performance. If The Market Herald does not manage these expectations in an effective manner, it could give rise to loss of investor confidence in its business and management and may adversely impact the trading price of The Market Herald shares.

Risks.

3. Acquisition risks

Completion risks

The Market Herald may terminate the SPA in certain circumstances, including in the circumstance where certain conditions for the benefit of The Market Herald have not been satisfied. If such termination rights are exercised, the Acquisition may not occur. Further, if completion of the Acquisition does not occur, The Market Herald will need to consider alternative uses for the proceeds from the Offer, including applying them towards working capital, reviewing alternative investment opportunities, and/or considering ways to return the proceeds from the Offer to shareholders. Any failure to consummate the Acquisition could materially and adversely affect The Market Herald and the price of its shares.

Contract risk

GCA's revenue is subject to underlying contracts with varying terms. There is a risk that these contracts may be cancelled or may not be renewed if customers decide to reduce their levels of spending, potentially reducing their revenue. If GCA does not perform its obligations under a contract in accordance with the terms of the contract, that entity is at risk that the contract will be terminated. Any such performance issue may result in contract guarantees being relied upon by that entity's customers and could also adversely affect the reputation of GCA in the marketplace, which could adversely impact its ability to secure new contracts. In addition, certain of GCA's contracts may be subject to termination for convenience by customers without cause. In the event of a contract termination and post-completion of the Acquisition, GCA may not be able to redeploy the assets and resources used on that contract to other contracts on the same terms or at all. Post-completion of the Acquisition, any of the above factors could materially adversely affect The Market Herald's financial and operating performance.

4. GCA risks

Integration risks

The Acquisition involve the integration of businesses which have previously operated independently of The Market Herald. As a result, there is a risk that the integration of GCA may be more complex than anticipated, encounter unexpected challenges or issues and take longer than expected, divert management's attention or not deliver the expected benefits and synergies. This may affect The Market Herald's operating and financial performance. Further, the integration of GCA's accounting functions may lead to revisions, which may impact on The Market Herald's reported financial results.

Analysis of Acquisition

The Market Herald has undertaken financial, business and other analysis on GCA in order to determine its attractiveness to The Market Herald and whether to pursue the Acquisition. It is possible that such analysis, and the best estimate assumptions made by The Market Herald, draws conclusions and forecasts that are inaccurate or which are not realised in due course. To the extent that the actual results (whether historical results or future results) achieved GCA are weaker than anticipated or were weaker than as indicated by The Market Herald's analysis, or any difficulties arise in integrating the operations of GCA with those of The Market Herald, there is a risk that The Market Herald's financial and operating performance may differ (including in a materially adverse way) from its expected financial and operating performance. Different results could arise as a result of any number of circumstances, including increases in competition in the markets in which GCA operates, which could result in price reductions, under-utilisation of assets and personnel, reduced operating margins or loss of market share.

Reliance on information provided

If any of the data or information provided to and relied upon by The Market Herald in its due diligence process and its preparation of this presentation proves to be incomplete, incorrect, inaccurate or misleading, there is a risk that the actual financial position and performance of The Market Herald may be materially different from its expected financial position and performance. Shareholders should note that there is no assurance that the due diligence conducted in respect of GCA was conclusive and that all material issues and risks in respect of the Acquisition have been identified and avoided or managed appropriately. Therefore, there is a risk that unforeseen issues and risks may arise, which may also have a material impact on The Market Herald (for example, The Market Herald may later discover liabilities or defects which were not identified through due diligence or for which there is no protection for The Market Herald). This could adversely affect the operations, financial performance or position of The Market Herald. Further, the information reviewed by The Market Herald includes forward looking information, which is inherently unreliable and based on assumptions that may not be achieved or satisfied in the future.

Loss of key personnel

While The Market Herald is committed to providing attractive employment conditions and prospects to assist in the retention of GCA's key management personnel and employees, there can be no assurance that there will be no loss of key staff leading up to and following the Acquisition. Should The Market Herald fail to retain GCA's key management personnel and employees, its operational and financial performance could be adversely affected.

Risks.

4. GCA risks can't

Historical liability in respect of GCA

As the acquisition of GCA is structured as a share sale, The Market Herald may become directly or indirectly liable for any liabilities that GCA has incurred in the past as a result of prior acts or omissions, including liabilities which were not identified during The Market Herald's due diligence or which are greater than expected, and for which the various forms of protections negotiated by The Market Herald in its agreement to acquire GCA (in the form of representations and warranties and indemnities) turn out to be inadequate in the circumstances. Such liabilities may adversely affect the financial performance or position of The Market Herald post-acquisition of GCA.

5. Risks relating to the offer and share ownership

Trading price of The Market Herald shares

There are risks associated with any share market investment. It is important to recognise that share prices and dividends might fall or rise. Factors affecting the operating and financial performance of The Market Herald and the ASX trading price of The Market Herald shares include domestic and international economic conditions and outlook, changes in government fiscal, monetary and regulatory policies, changes in interest rates and inflation rates, the announcement of new technologies and variations in general market conditions and/or market conditions which are specific to a particular industry. Furthermore, share prices of many companies are affected by factors which might be unrelated to the operating performance of the relevant company. Such factors might adversely affect the market price of The Market Herald shares. No assurances can be given that the new shares will trade at or above the Offer price. Neither The Market Herald, its directors nor any other person guarantees the market performance of the new shares.

Underwriting risk

The Market Herald has entered into an underwriting agreement under which the Underwriter has agreed to fully underwrite the Entitlement Offer subject to the terms and conditions of the underwriting agreement between the parties. If certain conditions are not satisfied or certain events occur, the Underwriter may terminate the underwriting agreement. Termination of the underwriting agreement would have an adverse impact on the proceeds raised under the Entitlement Offer. If the underwriting agreement is terminated The Market Herald would need to find alternative funding for the Acquisition, which could materially adversely affect The Market Herald's business, cash flow, financial condition and results of operations. The Underwriter's obligations to underwrite the Offer are conditional on certain matters. The events which may trigger termination of the underwriting agreement include: by fourteen (14) days' notice in writing to that effect if H The Market Herald commits or allows to be committed a material breach of any of the terms or conditions of this Agreement; or if any warranty or representation given or made by The Market Herald is not complied with or proves to be untrue in any respect; or immediately by notice in writing to that effect if The Market Herald becomes insolvent, has a receiver, administrative receiver or manager or administrator appointed over the whole of or any of their assets, enters any composition with creditors generally or has an order made or resolution passed for it to be wound up; or if a court makes an administration order with respect to The Market Herald or any composition in satisfaction of its debts of or a scheme of arrangement of the affairs of The Market Herald.

Risk of dilution

You should also note that if you do not take up all of your entitlement under the Entitlement Offer, then your percentage security holding in The Market Herald will be diluted by not participating to the full extent in the Entitlement Offer.

Restrictions.

This document does not constitute an offer of rights or New Shares in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Canada

This document constitutes an offering of the New Shares in the Canadian province of British Columbia (the "Province") where existing shareholders of the Company are resident. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Province.

No securities commission or other authority in the Province has reviewed or in any way passed upon this document, the merits of the New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Province with respect to the offering of New Shares or the resale of such securities. Any person in the Province lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province.

Any resale of the rights or New Shares in Canada must be made in accordance with applicable Canadian securities laws, which may require resales to be made in accordance with an exemption from prospectus requirements. Such resale restrictions do not apply to a first trade in a security (such as New Shares) of a foreign issuer (such as the Company) that is not a reporting issuer in Canada and that is made through an exchange or market outside of Canada (such as ASX).

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Hong Kong

WARNING: This document may be distributed in Hong Kong solely to existing shareholders of the Company. The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Restrictions - Continued

This document does not constitute an offer of rights or New Shares in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

New Zealand

The New Shares are not being offered 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 these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. The offer of New Shares is renounceable in favour of members of the public.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. 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.

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

The rights and the New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to fewer than 150 persons who are existing shareholders of the Company. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the rights and the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

The Market Herald

FIRST WITH THE NEWS THAT MOVES MARKETS

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Approved by the board of The Market Herald

6. Australian Taxation Considerations

6.1 General

This section 6 does not constitute financial product advice as defined in the Corporations Act, and is confined to taxation issues only. Taxation is only one of the matters you will need to consider when making a decision about your investments.

This section provides a general summary of the Australian taxation implications (including capital gains tax (**CGT**), goods and services tax (**GST**) and stamp duty) for certain Eligible Shareholders, of the Entitlement Offer itself, and the associated subscription for New Shares (subject to the exclusions below).

The comments in this section deal only with the Australian taxation implications associated with the Entitlement Offer if you:

- are a resident of Australia for Australian income tax purposes;
- are an individual, company (other than an insurance company or bank), trust (other than a managed investment trust or an attribution managed investment trust), partnership or complying superannuation entity; and
- hold your Shares on capital account.

The comments do not apply to you if you:

- are not a resident of Australia for Australian income tax purposes; or
- are exempt from Australian income tax; or
- hold your Shares in which the Entitlements are issued as part of carrying on a business at or through a permanent establishment outside of Australia; or
- are under a legal disability; or
- hold your Shares on revenue account or as trading stock (which will generally be the case if you are a bank, insurance company or carry on a business of share trading), or acquired your Shares for the purpose of on-sale at a profit; or
- acquired the Shares in which the Entitlements are issued under any employee share scheme, or where the New Shares are acquired pursuant to any employee share scheme; or
- may be subject to special tax rules such as insurance companies, exempt taxpayers, or temporary residents; or
- are subject to the 'taxation of financial arrangements' rules in Division 230 of the *Income Tax Assessment Act 1997 (Cth)* in respect of your holding of Shares, Entitlements or New Shares; or
- are subject to the Investment Manager Regime in Sub-Division 842-I of the *Income Tax Assessment Act 1997 (Cth)* or the tax law of countries other than Australia in relation to their New Shares.

This summary is based on Australian tax laws and regulations and the current administrative practice of the Australian Taxation Office (**ATO**) as at the date of this Offer Booklet and is not intended to be an authoritative or comprehensive analysis of the taxation laws of Australia. Other than as expressly specified, the summary does not take into account or anticipate

changes in Australian tax law, or future judicial interpretations of law, after this time. The summary also does not take into account tax legislation of any country other than Australia.

The Company does not intend to update this summary for any changes in the Australian taxation law after the date of this Offer Booklet.

6.2 Issue of Entitlements

The issue of Entitlements should not, of itself, result in any amount being included in your assessable income. Specifically, the issue of the Entitlements should be treated as non-assessable, non-exempt income.

6.3 Exercise of Entitlements

The exercise of Entitlements should not, of itself, result in any amount being included in your assessable income.

The cost base (and reduced cost base, noting that there may be some differences between your cost base and reduced cost base depending on your circumstances) for CGT purposes of each New Share will be equal to the Offer Price for those New Shares plus certain non-deductible incidental costs (for example, professional advisor fees and transfer costs) you incur in acquiring them.

If you take up (i.e. exercise) some or all of your Entitlement, you will acquire New Shares on the date you exercise your Entitlements to buy the New Shares (i.e. the date you pay your Application Monies via BPAY or returned your completed Entitlement and Acceptance Form). Each of the New Shares will constitute a separate asset for CGT purposes.

6.4 Transfer of Entitlements

The transfer of Entitlements (via the ASX or otherwise) may result in an amount being included in your assessable income. The manner in which the associated capital gain is calculated is outlined in section 6.7 below.

The cost base (and reduced cost base) for CGT purposes of each Entitlement will be equal to the price paid to acquire those Entitlements plus certain non-deductible incidental costs (for example, professional advisor fees and transfer costs) you incur in acquiring them.

If you transfer (i.e. dispose of) some or all of your Entitlement, you will not acquire New Shares. Each of the Entitlements will constitute a separate asset for CGT purposes.

6.5 Entitlements not taken up

Any Entitlements not taken up under the Entitlement Offer will lapse to the extent not taken up, and the Eligible Shareholder will not receive any consideration. In these circumstances, there should not be any income tax implications for an Eligible Shareholder from the lapse of some or all of their Entitlement.

6.6 Dividends on New Shares

Any future dividends or other distributions made in respect of the New Shares should be subject to the same income tax treatment as dividends or other distributions made on existing Shares held in the same circumstances.

Dividends on the New Shares will generally be frankable. Please refer to section below on shares being held "at risk" in relation to the availability of a tax offset for any franking credits.

Australian resident individuals and complying superannuation entities

Dividends paid by the Company on a New Share will be included in the assessable income of an Australian tax resident Eligible Shareholder. Australian tax resident Eligible Shareholders who are individuals or complying superannuation entities should include the dividend together with any franking credit attached to that dividend in their assessable income in the income year the dividend is paid.

Such Eligible Shareholders should be entitled to a tax offset equal to the franking credit that is attached to the dividend. The tax offset can be applied to reduce the tax payable on the Eligible Shareholder's taxable income. Where the tax offset exceeds the tax payable by the Eligible Shareholder on all taxable income for that income year, the Eligible Shareholder should be entitled to a tax refund equal to the excess.

To the extent that the dividend is unfranked, individual Eligible Shareholders will generally be taxed at their prevailing marginal rate on the dividend received (with no tax offset). Superannuation entities will be taxed at the statutory rate for superannuation entities on the dividend received (with no tax offset).

Corporate investors

Eligible Shareholders that are companies are also required to include both the dividend and the associated franking credit attached to the dividend in assessable income. Eligible Shareholders that are companies are then entitled to a tax offset up to the amount of the franking credit attached to the dividend. Excess franking credits received by company Eligible Shareholders will not give rise to a refund entitlement for the Eligible Shareholder, but can be converted into carry forward tax losses, which may be able to be used to offset future taxable income, subject to satisfying the relevant tax loss utilisation tests.

An Australian resident company that is an Eligible Shareholder should be entitled to a credit in its own franking account to the extent of the franking credits attached to the distribution received. This will allow that company to pass the franking credits on to its investor(s) on the future payment of franked dividends.

Trusts and partnerships

Eligible Shareholders who are trustees (other than trustees of complying superannuation entities or trustees of public trading trusts taxed under Division 6C of the Income Tax Assessment Act 1936 (Cth)), or partnerships, should include both the dividend and the franking credit attached to the dividend in assessable income when determining the net income of the trust or partnership. The relevant beneficiary or partner may be entitled to a tax offset equal to the franking credit attaching to the beneficiary's or partner's share of the net income of the trust or partnership depending on the specific distribution mechanism of the partnership or trust.

Shares held "at risk"

Generally, provided an Eligible Shareholder is a "qualified person" and the ATO does not make a determination under the dividend streaming rules to deny the benefit of the franking credits to the Eligible Shareholder, the Eligible Shareholder:

- should include the amount of the dividend as well as an amount equal to the franking credits attached to the dividend in their assessable income in the income year in which they receive the dividend; and
- should qualify for a tax offset equal to the franking credits attached to the dividend, which can be applied against their income tax liability for the relevant income year.

An Eligible Shareholder should be a "qualified person" if the "holding period rule" and the "related payments rule" are satisfied. Generally:

- to satisfy the “holding period rule”, an Eligible Shareholder must have held their New Shares “at risk” for a continuous period of at least 45 days (excluding the days of acquisition and disposal) within a period beginning on the day after the day on which they are acquired and ending on the 45th day after they become ex-dividend. To be held “at risk”, an Eligible Shareholder must retain 30% or more of the risks and benefits associated with holding their New Shares. Where an Eligible Shareholder undertakes risk management strategies in relation to their New Shares (e.g. by the use of limited recourse loans, options or other derivatives), the Eligible Shareholder’s ability to satisfy the “at risk” requirement of the “holding period rule” may be affected; and
- under the “related payments rule”, an Eligible Shareholder who is obliged to make a “related payment” (essentially a payment passing on the benefit of the dividend) in respect of a dividend must hold the New Shares “at risk” for at least 45 days (not including the days of acquisition and disposal) within each period beginning 45 days before, and ending 45 days after, the shares become ex-dividend.

An Eligible Shareholder who is an individual is automatically treated as a “qualified person” for these purposes, if the total amount of the tax offsets in respect of all franked amounts to which the Shareholder is entitled in an income year does not exceed \$5,000. This is referred to as the “small shareholder rule”. However, an Eligible Shareholder will not be a “qualified person” under the small shareholder rule if “related payments” have been made, or will be made, in respect of such amounts.

6.7 Disposal of Entitlements

The disposal of Entitlements by an Eligible Shareholder to another party will constitute a disposal for CGT purposes, and will be a CGT event for Australian income tax purposes.

On disposal of an Entitlement (or part thereof), you will make a capital gain if the capital proceeds received on disposal exceed the cost base of the Entitlement disposed. You will make a capital loss if the capital proceeds are less than the reduced cost base of the Entitlement disposed. The cost base of the Entitlement for CGT purposes is described above in section 6.4.

Eligible Shareholders who are individuals, certain trustees or complying superannuation entities, and partners in a partnership that have held their Shares for at least 12 months or more at the time of disposal (not including the date of acquisition or disposal) should be entitled to apply the applicable CGT discount percentage to reduce any net capital gain made on the disposal of the Entitlement (after offsetting any available capital losses).

The CGT discount percentage is 50% for individuals and certain trustees, and 33.33% for complying superannuation entities. Companies are not entitled to the CGT discount.

Where the Eligible Shareholder is the trustee of a trust that has held the Share for more than 12 months before disposal, the CGT discount may flow through to the beneficiaries of the trust if those beneficiaries are not companies. Eligible Shareholders, who are trustees, should seek specific advice regarding the tax consequences of distributions to beneficiaries who may qualify for the relevant CGT discount.

For the purposes of determining eligibility for the CGT discount, Entitlements disposed of are deemed to have been acquired when the Eligible Shareholder acquired their Shares that gave rise to the Entitlement Offer. Accordingly, in order for an Eligible Shareholder to be eligible for the CGT discount on the disposal of an Entitlement, the Shares that gave rise to the Entitlement Offer must be held by an Eligible Shareholder for at least 12 months or more at the time of the disposal of the Entitlement (not including the date of acquisition or disposal).

If you make a capital loss on a disposal of an Entitlement, you can only use that loss to offset capital gains from other sources (i.e. the capital loss cannot be used against taxable income on revenue account). However, if the capital loss cannot be used in a particular income year it

can be carried forward to use in future income years, providing certain loss recoupment tests are satisfied.

6.8 Disposal of New Shares

The disposal of a New Share by an Eligible Shareholder will constitute a disposal for CGT purposes, and will be a CGT event for Australian income tax purposes.

On disposal of a New Share, you will make a capital gain if the capital proceeds received on disposal exceed the cost base of the New Share. You will make a capital loss if the capital proceeds are less than the reduced cost base of the New Share. The cost base of New Shares for CGT purposes is described above in section 6.3.

Eligible Shareholders who are individuals, certain trustees or complying superannuation entities, and partners in a partnership, that have held the New Shares for at least 12 months or more at the time of disposal (not including the date of acquisition or disposal) should be entitled to apply the applicable CGT discount percentage against any net capital gain made on the disposal of the New Shares (after offsetting any available capital losses).

As discussed above, the CGT discount percentage is 50% for individuals and certain trustees and 33.33% for complying superannuation entities. Companies are not entitled to the CGT discount.

Where the Eligible Shareholder is the trustee of a trust that has held the New Shares for more than 12 months before disposal, the CGT discount may flow through to the beneficiaries of the trust if those beneficiaries are not companies. Eligible Shareholders, who are trustees, should seek specific advice regarding the tax consequences of distributions to beneficiaries who may qualify for the relevant CGT discount.

For the purposes of determining eligibility for the CGT discount, New Shares will be taken to have been acquired when you exercise your Entitlement. Accordingly, in order for an Eligible Shareholder to be eligible for the CGT discount on the disposal of a New Share, the New Share must be held by an Eligible Shareholder for at least 12 months after the date that they exercised their Entitlement (excluding the date of disposal for CGT purposes).

If you make a capital loss on a disposal of a New Share, you can only use that loss to offset other current year or future capital gains (i.e. the capital loss cannot be used against taxable income on revenue account). However, if the capital loss cannot be used in a particular income year it can be carried forward to use in future income years, providing certain loss recoupment tests are satisfied.

6.9 Provision of TFN and /or ABN

The Company is required to deduct withholding tax from payments of dividends that are not 100% franked, at the applicable rate (currently 47%), and remit such amounts to the ATO under the Taxation Administration Act 1953 (Cth), unless you have quoted a 'tax file number' (**TFN**) or an 'Australian Business Number' (**ABN**), or a relevant exemption applies (and has been notified to the Company). You are able to provide your TFN, ABN or relevant exemption online with the Registry at www.automicgroup.com.au. When providing your details online, you may be required to enter your SRN/HIN as shown on your Issuer Sponsored/CHESS statements and other personal details such as your postcode.

If an Eligible Shareholder has quoted their TFN, ABN or an exemption from quoting their TFN exists, this quotation or exemption will also apply in respect to any New Shares acquired by that Eligible Shareholder.

6.10 Other Australian taxes

GST

The rights received under the Entitlement Offer, any disposal of the Entitlement Offer, the lapsing of the Entitlement Offer and the taking up of the New Shares should be classified as an “input taxed financial supply” for Australian GST purposes. Accordingly, Australian GST should not be payable in respect of the amounts paid for the acquisition of the New Shares.

No GST should be payable in respect of dividends paid to Eligible Shareholders.

Eligible Shareholders may be restricted in their ability to claim input tax credits in relation to costs incurred in respect of the disposal of their Entitlements, the acquisition and disposal of the New Shares (e.g. costs relating to professional advice regarding the Entitlement and transfer costs). This will depend on each Eligible Shareholder’s particular circumstances and as such this should be reviewed by each Eligible Shareholder, and professional advice should be sought where necessary, prior to making any claim.

Stamp Duty

Stamp duty should not be payable by Eligible Shareholders in respect of receiving rights under the Entitlement, disposing of the Entitlement, and the acquisition or disposal of the New Shares under the Entitlement Offer, on the basis that all acquisitions occur when all of the securities in the Company are quoted on the market operated by the ASX, and no Shareholder (together with interests of associated persons and interests acquired under associated transactions) holds an interest of 90% or more in the Company.

7. Additional Information

7.1 Responsibility for Offer Booklet

This Offer Booklet (including the ASX Offer Announcements and the enclosed personalised Entitlement and Acceptance Form) has been prepared by the Company. This Offer Booklet is dated 5 September 2022.

No party other than the Company has authorised or caused the issue of this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Offer Booklet.

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet. Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by the Company, or its related bodies corporate in connection with the Entitlement Offer.

This Information is important and requires your immediate attention.

You should read this Information and the Company's other ASX announcements carefully and in their entirety before deciding how to deal with your Entitlement. In particular, you should consider the risk factors outlined in the "Key Risks" section of the Investor Presentation (a copy of which is included in this Entitlement Offer Booklet) any of which could affect the operating and financial performance of the Company or the value of an investment in the Company.

You should consult your stockbroker, accountant or other independent professional adviser to evaluate whether or not to participate in the Entitlement Offer.

Trading of New Shares

It is the responsibility of each applicant to confirm their holding before trading in New Shares. Any applicant who sells New Shares before receiving written confirmation of their holding will do so at their own risk.

The Company disclaims all liability whether in negligence or otherwise (to the maximum extent permitted by law) to persons who trade New Shares before receiving their holding statement, whether on the basis of confirmation of the allocation provided by the Company or the Share Registry.

If you are in any doubt as to these matters, you should first consult with your stockbroker, accountant or other independent professional adviser.

7.2 Offer Booklet and the Corporations Act

This Offer Booklet is issued pursuant to section 708AA of the Corporations Act without disclosure to investors under Part 6D.2 of the Corporations Act.

Accordingly, neither this Offer Booklet nor the Entitlement and Acceptance Form are required to be lodged or registered with ASIC and no prospectus for the Entitlement Offer will be prepared. In general terms, section 708AA permits certain companies to undertake rights issues without being required to use or provide to shareholders a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Booklet is significantly less than the level of disclosure required in, and what you would ordinarily expect in, a prospectus.

In accordance with the conditions imposed on the Company by section 708AA of the Corporations Act, the Company provided ASX with a notice that complied with the requirements of section 708AA(7) on Friday 26 August 2022. The notice was required to:

- set out information that had been excluded from a continuous disclosure notice in accordance with the Listing Rules and that investors and their professional advisers would reasonably require, and would reasonably expect to find in a disclosure document, for the purpose of making an informed assessment of:
 - assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - the rights and liabilities attaching to the New Shares under this Offer Booklet; and
- state the potential effect of the issue of the New Shares offered under this Offer Booklet on the control of the Company and the consequences of that effect.

7.3 ASX quotation

Subject to approval being granted, quotation of the New Shares issued under the Entitlement Offer is expected to commence on Tuesday, 20 September 2022 (on a normal settlement basis).

Holding statements will be despatched in accordance with the Listing Rules. It is the responsibility of each applicant to confirm their holding before trading in New Shares. Any applicant who sells New Shares before receiving confirmation of their holding in the form of a holding statement will do so at their own risk.

The Company and the Lead Manager disclaim all liability (to the maximum extent permitted by law) to persons who trade New Shares before receiving their holding statements, whether on the basis of confirmation of the allocation provided by the Company, the Lead Manager or the Registry or otherwise.

7.4 Offer Booklet availability

Eligible Shareholders in Australia, New Zealand, Canada, the United Kingdom and Hong Kong obtain a copy of this Offer Booklet during the period of the Entitlement Offer by accessing the ASX website or accessing the Entitlement Offer website at <https://themarketherald.com.au/investors/>

Persons who access the electronic version of this Offer Booklet should ensure that they download and read the entire Offer Booklet. The electronic version of this Offer Booklet on the ASX website and the Entitlement Offer website will not include a personalised Entitlement and Acceptance Form.

A replacement personalised Entitlement and Acceptance Form can be requested by calling the Shareholder Information Line on 1300 288 664 (within Australia) or + 61 (0)2 9698 5414 (outside Australia) at any time between 8:30am and 5:00pm (AEST) on Monday to Friday during the Entitlement Offer Period.

This Offer Booklet (including the accompanying personalised Entitlement and Acceptance Form) may not be distributed or released to, or relied upon by, persons in the United States or that are acting for the account or benefit of a person in the United States.

7.5 Notice to nominees

Nominees and custodians may not distribute this document, and may not permit any beneficial shareholder to participate in the Offer, in any country outside Australia, Canada (British Columbia province only) and New Zealand except, with the consent of the Company, to

beneficial shareholders resident in certain other countries where the Company may determine it is lawful and practical to make the Offer.

7.6 No cooling off

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application once it has been made.

7.7 Privacy statement

If you complete an Application for New Shares, you will be providing personal information to the Company (directly or through the Registry). The Company collects, holds and will use that information to assess your Application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Registry.

You can access, correct and update the personal information that is held about you. If you wish to do so, please contact the Registry at the relevant contact numbers set out in the Corporate Directory of this Offer Booklet.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if the information required on the Entitlement and Acceptance Form is not provided, the Company may not be able to accept or process your Application.

7.8 Minimum Subscription

There is no minimum subscription for the Entitlement Offer.

7.9 Reconciliation and the rights of the Company

The Entitlement Offer is a complex process and in some instances investors may believe that they own more Shares than they ultimately did as at the Record Date or are otherwise entitled to more New Shares than initially offered to them. These matters may result in a need for reconciliation. If reconciliation is required, it is possible that the Company may need to issue additional New Shares to ensure that the relevant investors receive their appropriate allocation of New Shares. The price at which these additional New Shares would be issued would be the Offer Price.

The Company also reserves the right to reduce the size of an Entitlement or number of New Shares allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders or other applicable investors, if the Company believes in its complete discretion that their claims are overstated or if they or their nominees fail to provide information requested to substantiate their claims. In that case, the Company may, in its discretion, require the relevant Shareholder to transfer excess New Shares to a third party, such as a stock broker, at the Offer Price per New Share. If necessary, the relevant Shareholder may need to transfer existing Shares held by them or to purchase additional Shares on-market to meet this obligation. The relevant Shareholder will bear any and all losses caused by subscribing for New Shares in excess of their Entitlement and any actions they are required to take in this regard.

By applying under the Entitlement Offer, those doing so irrevocably acknowledge and agree to do the above as required by the Company in its absolute discretion. Those applying acknowledge that there is no time limit on the ability of the Company to require any of the actions set out above.

7.10 Risks

The Investor Presentation details important factors and risks that could affect the financial and operating performance of the Company and an investment in Shares (including New Shares). Please refer to the "Key Risks" section of the Investor Presentation at section 5 for details. You should consider these risks carefully in light of your personal circumstances, including financial and taxation issues, before making an investment decision in connection with the Entitlement Offer.

7.11 Continuous disclosure

The Company is a "disclosing entity" under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules, including the preparation of annual reports and half yearly reports. The Company is required to notify the ASX of information about specific events and matters as they arise for the purposes of the ASX making that information available to the stock markets conducted by the ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain exceptions) to notify the ASX immediately of any information of which it is, or becomes, aware which a reasonable person would expect to have a material effect on the price or value of its securities. That information is available to the public from the ASX and can be accessed at www.asx.com.au.

7.12 Governing law

This Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of the Entitlement Offers pursuant to the personalised Entitlement and Acceptance Forms are governed by the laws applicable in New South Wales, Australia. Each applicant for New Shares submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

7.13 Foreign jurisdictions

This document does not constitute an offer of rights or New Shares in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

7.14 New Zealand

The New Shares are not being offered 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 these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. The offer of New Shares is renounceable in favour of members of the public.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. 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.

7.15 United Kingdom

Neither this document nor any other document relating to the Entitlement Offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the New Shares.

The rights and the New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the

publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to fewer than 150 persons who are existing shareholders of the Company. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the rights and the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**FPO**), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together **Relevant Persons**). The investment to which this document relates is available only to Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document.

7.16 Canada

This document constitutes an offering of the New Shares in the Canadian province of British Columbia (the **Province**) where existing shareholders of the Company are resident. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Province.

No securities commission or other authority in the Province has reviewed or in any way passed upon this document, the merits of the New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Province with respect to the offering of New Shares or the resale of such securities. Any person in the Province lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province.

Any resale of the rights or New Shares in Canada must be made in accordance with applicable Canadian securities laws, which may require resales to be made in accordance with an exemption from prospectus requirements. Such resale restrictions do not apply to a first trade in a security (such as New Shares) of a foreign issuer (such as the Company) that is not a reporting issuer in Canada and that is made through an exchange or market outside of Canada (such as ASX).

The Company as well as its Directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its Directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

7.17 Hong Kong

WARNING: This document may be distributed in Hong Kong solely to existing shareholders of the Company. The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

7.18 Lead Manager and Underwriter

CIP has been appointed as the Lead Manager and partial Underwriter (up to 80%) to the Entitlement Offer.

The Entitlement Offer is lead managed by the Lead Manager and partially underwritten pursuant to an underwriting agreement dated Thursday 25th August 2022 (**Underwriting Agreement**).

Unless otherwise stated, capitalised terms in this section have the same meaning given to them in Underwriting Agreement.

The underwriting of the Entitlement Offer by the Lead Manager is part of the ordinary course of the Lead Manager's business as, amongst other things, professional financial advisers, lead managers and underwriters.

The Lead Manager is receiving a fee of approximately \$851,463.09, being 4% of the partially underwritten Shares under the Entitlement Offer.

The obligations of the Lead Manager are subject to the satisfaction of certain conditions precedent documented in the Underwriting Agreement, as is customary with these types of underwriting agreements, namely:

- **(Underwriter's consent to be named)** the Underwriter being satisfied (in its sole and absolute discretion) with the form of the Offer Document and having given its consent to be named in the Offer Document prior to the Dispatch Date as evidence thereof, such consent not to be unreasonably withheld; and
- **(Offer Document)** the Company dispatching to its shareholders the Offer Document prior to 5.00pm (Perth time) (i.e. 7.00pm (AEST)) on the Dispatch Date.

If any of the above are not satisfied or waived by their relevant due dates, the Underwriter may terminate Underwriting Agreement by written notice.

The Underwriter may terminate the Underwriting Agreement by written notice on or at any time before the issue of all the Underwritten Shares without cost or liability to itself if, prior to 5:00pm (Perth time) (i.e. 7.00pm (AEST)) on the Closing Date:

- **(Offer Document)** the Company does not dispatch the Offer Document to Shareholders on the Dispatch Date or the Offer Document or the Offer is withdrawn by the Company;
- **(No Quotation Approval)** the Company fails to lodge an Appendix 3B in relation to the Underwritten Shares with ASX by the time required by the Corporations Act, the Listing Rules or any other regulation;
- **(Non-compliance with requirements)** it transpires that the Offer Document does not contain all the information required by the Corporations Act;
- **(Restriction on allotment)** the Company is prevented from allotting the Underwritten Shares within the time required by this Agreement, the Corporations Act, the Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi-governmental agency or authority.

7.19 Disclaimer of representations

Except as required by law, and only to the extent so required, none of the Company, or any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Offer Booklet.

8. Glossary

\$ or AUD means Australian dollar.

Appendix 3B is a document which is released to the market to notify of a proposed issue of securities under Listing Rule 3.10.3.

Application means an application to subscribe for New Shares under this Offer Booklet.

Application Monies means the amount specified in the personalised Entitlement and Acceptance Form, being the consideration for New Shares under the Entitlement Offer.

ASIC means the Australian Securities and Investments Commission.

ASIC Act means the Australian Securities and Investments Commission Act 2001 (Cth).

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it on which Shares are quoted, as the context requires.

ASX Launch Announcement means the announcement to ASX on Friday, 26th August 2022 detailing the launch of the Entitlement Offer.

ASX Offer Announcements means the ASX announcements incorporated in section 4 and section 5 of the Offer Booklet, being the ASX Launch Announcement and the Investor Presentation.

Independent Board means the board of Directors of the Company, excluding Gavin Argyle.

Closing Date means 7:00pm (AEST) on 14 September 2022.

Company or The Market Herald means The Market Herald Limited ACN 611 717 036.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Cleansing Statement is a statement meeting the requirements of section 708AA(2)(f) of the Corporations Act, which is released to the market by the Company setting out (among other matters) any information that:

- has been excluded from the Company's continuous disclosure requirements because of an exemption in the Listing Rules (for example, because it is confidential and concerns an incomplete proposal); and
- investors and their professional advisers would reasonably require to allow them to make an informed assessment of the Company's assets, liabilities, financial position, performance and prospects or the rights attaching to the shares issued.

Directors means the directors of the Company.

Eligible Shareholders has the meaning given in section 1.2 of this Offer Booklet.

Entitlement and Acceptance Form means the personalised form accompanying this Offer Booklet to be used to make an application in accordance with the instructions set out on that form.

Entitlement means the number of New Shares for which an Eligible Shareholder is entitled to subscribe under the Entitlement Offer, being 2 New Share for every 5 Shares held at the Record Date.

Entitlement Offer or **Offer** means the renounceable pro rata entitlement offer of 2 fully paid ordinary shares for every 5 Shares held at the Record Date at an Offer Price of \$0.34 made to Eligible Shareholders, and **Offers** means that offer and the Shortfall Offer.

Entitlement Offer Period means the period between 5 September and 7:00pm (AEST) on 14 September 2022

Investor Presentation means the Company Investor Presentation released to ASX on Friday, 26 August 2022 and incorporated in section 5 of this Offer Booklet.

Lead Manager means Capital Investment Partners Pty Ltd.

Listing Rules means the official listing rules of ASX.

New Share means a Share offered under the Entitlement Offer (including any Shortfall Shares).

Offer Booklet means this Entitlement Offer Booklet in relation to the Entitlement Offer, including the ASX Launch Announcement reproduced in section 4 and the personalised Entitlement and Acceptance Form accompanying the Offer Booklet.

Offers means the Entitlement Offer and the Shortfall Offer.

Offer Price means \$0.34, being the price payable per New Share.

Option means 419,652 options exercisable at \$0.25 on or before 7 November 2022 and 2,750,000 options exercisable at \$0.32 on or before 23 January 2023.

Record Date means 7:00pm (AEST) on 31 August 2022.

Registry means Automic Pty Limited

Related Party has the meaning given to that term under the Corporations Act and the Listing Rules.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of a Share.

Shortfall means the total number of Shortfall Shares.

Shortfall Offer means the offer of Shortfall Shares as described in section 1.4 of this Offer Booklet.

Shortfall Shares means any New Share offered under the Entitlement Offer for which a valid Application has not been received from Eligible Shareholders before the end of the Entitlement Offer Period.

Takeovers Panel means the Australian Takeovers Panel established under section 171 of the ASIC Act and given powers under Part 6.10 of the Corporations Act.

Top-up Facility has the meaning given under section 3.5(d)(i) of this Offer Booklet.3.5(d)(i)

Top-Up Shares means any New Shares applied for by Eligible Shareholders in accordance with the Shortfall Offer.

Underwriter means Capital Investment Partners Pty Ltd.

Underwriting Agreement means the underwriting agreement dated 25 August 2022 between The Market Herald and the Underwriter.

Underwritten Amount means \$21,286,577.15

VWAP means the volume weighted average price.

Corporate Directory

Website

To view more information on The Market Herald, including in relation to The Market Herald's business and operations, news updates, reports, publications and investor information, visit www.asx.com.au or <https://themarketherald.com.au/investors/>.

Shareholder Information Line

1300 288 664 within Australia

+61 (0)2 9698 5414 if calling from outside Australia

hello@automic.com.au

Open: 8:30am to 5:00pm (AEST)
Monday to Friday during the
Entitlement Offer Period.

Registry

Automic Pty Limited

Automic Group

Level 5, 126 Phillip Street

Sydney NSW 2000

Australia

Issuer and Registered Office

The Market Herald Limited

Level 11, BGC Building

28 The Esplanade

Perth, Western Australia 6000

Australia

Australian Legal Advisor

Clayton Utz

Level 27, QV1

250 St Georges terrace

Perth WA 6000

Australia

Lead Manager

Capital Investment Partners Pty Ltd

7 Owston Street

Mosman Park

Western Australia