



Zimi Limited
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Helensvale QLD 4212 Australia

ASX: ZMM
ABN: 25 113 326 524
www.zimi.life

Registered Office Address
Level 1, 2A/300 Fitzgerald Street
North Perth WA 6006 Australia

29 August 2024

LETTERS TO ELIGIBLE AND INELIGIBLE RETAIL SHAREHOLDERS

Attached are samples of the letters that will be provided to shareholders of Zimi Limited (**Zimi** or the **Company**) (ASX:ZMM) who are either eligible or ineligible to participate in the retail component of the pro rata accelerated renounceable entitlement offer of new fully paid ordinary shares in Zimi (**Entitlement Offer**), which was announced on 21 August 2024.

Further information

If you have any questions in relation to the Entitlement Offer, please contact the Company Secretary at cath@bellatrixcorp.com.

Approval

This announcement has been approved for release by the Board of Directors of Zimi.

Further information:

Jordan Tentori | CEO | email: jordan@zimi.life
Phone: +61 412 589 952



29 August 2024

Dear Shareholder,

PRO-RATA ACCELERATED RENOUNCEABLE ENTITLEMENT OFFER – ELIGIBLE RETAIL SHAREHOLDERS

As announced to ASX on 21 August 2024, Zimi Limited (ACN 113 326 524) (**Company**) is undertaking a pro-rata accelerated renounceable entitlement issue of up to approximately 253,329,430 fully paid ordinary shares (**New Shares**) at an issue price of \$0.01 per New Share (**Offer Price**) to raise approximately \$2.53 million (before costs) (**Entitlement Offer**).

The Entitlement Offer is being made to registered shareholders who hold shares in the Company (**Shares**) at 7.00pm (Sydney time) on Friday, 23 August 2024 (**Record Date**) with a registered address in Australia or New Zealand (**Eligible Shareholders**) on the basis of two (2) New Shares for every one (1) Share held as at the Record Date (**Entitlement**).

The Entitlement Offer consists of an accelerated institutional entitlement offer (**Institutional Offer**) and an offer to Eligible Retail Shareholders (defined below) to participate on the same terms (**Retail Offer**).

The Company has engaged Cerberus Investments Pty Ltd (ACN 107 652 737) trading as Cerberus Advisory (AFSL No. 291787) to act as Sole Lead Manager and Sole Bookrunner to the Entitlement Offer (**Lead Manager**).

The Institutional Offer to certain Eligible Shareholders identified by the Company and Lead Manager and who were qualified “institutional investors” (**Eligible Institutional Shareholders**) completed at 7.00pm (Sydney time) on 22 August 2024 with nil proceeds raised.

Retail Offer

The Company’s Board of Directors is now pleased to offer Eligible Shareholders who are not Eligible Institutional Shareholders (**Eligible Retail Shareholders**) the opportunity to participate in the Retail Offer on the same terms as the Institutional Offer.

Eligible Retail Shareholders who take up their Entitlements in full may also apply for additional New Shares at the Offer Price in excess of their Entitlements under the shortfall facility (**Shortfall Facility**).

If, after the close of the Retail Offer, any shortfall has not been applied for under the Shortfall Facility, those New Shares will be sold through the retail shortfall bookbuild (**Retail Shortfall Bookbuild**).

New Shares will rank equally with the Company’s existing ordinary shares. The Company will apply to ASX for quotation of the New Shares, once issued.

Purpose of the Entitlement Offer and use of proceeds

The funds raised from the Entitlement Offer will be applied towards:

- (a) investment into research and development projects;
- (b) working capital and growth requirements;
- (c) partial payment of existing trade creditors; and
- (d) transaction costs relating to the Entitlement Offer.

Offer Document

Details of the Retail Offer are set out in this letter and the offer document which was released to ASX on 29 August 2024 (**Offer Document**). A copy of the Offer Document, along with instructions on how to apply for New Shares under the Retail Offer, and submit payment by BPAY, is available online (see below). You can also request a physical copy of the Offer Document from the Company by following the instructions below.

Shareholders should read the Offer Document in full prior to making an application under the Retail Offer. By lodging an application for New Shares under the Retail Offer (**Application**), you agree to be bound by the terms of the Offer Document.

Trading of Entitlements under Retail Offer

Entitlements are renounceable and accordingly, Eligible Retail Shareholders will be permitted to sell or transfer their Entitlement to someone else, either on the ASX or off-market. This provides Eligible Retail Shareholders the opportunity to sell some or all of their Entitlements in order to realise value for those Entitlements.

Trading of Retail Entitlements on ASX commenced on Friday, 23 August 2024 (on a deferred settlement basis) and is expected to conclude on close of trading on Thursday, 19 September 2024 (**Entitlement Trading Period**).

Eligible Retail Shareholders may also transfer in whole or in part their Entitlement directly to another eligible person off-market.

It is the responsibility of purchasers of Entitlements to inform themselves of the 'eligibility criteria' (details of which will be set out in the Offer Document) for exercise. If holders of Entitlements after the end of the Entitlement Trading Period do not meet the eligibility criteria, they will not be able to exercise the Entitlements. In the event that holders are not able to take up their Entitlements, those Entitlements will lapse and holders may receive no value for them.

Shareholders eligible to participate in the Retail Offer

Participation in the Retail Offer is optional and is available exclusively to Eligible Shareholders who are not Eligible Institutional Shareholders (i.e. Eligible Retail Shareholders).

As an Eligible Retail Shareholder, you may:

- take up all or part of your Entitlement;
- take up all of your Entitlement in full and also subscribe for additional New Shares comprising the shortfall to the Retail Offer under the Shortfall Facility;
- sell all or part of your Entitlement on ASX or otherwise; or
- do nothing and allow your full Entitlement to be sold through the Retail Shortfall Bookbuild.

Application procedure

This letter is to notify you that the Retail Offer is now open and provide you with instructions as to how to obtain a copy of the Offer Document and your personalised Acceptance Form.

Zimi Limited will not be printing / dispatching hard copies of the Offer Document or Entitlement and Acceptance Forms. Instead, an electronic copy of the Offer Document and your Entitlement and Acceptance Form is available and accessible by you (using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) from your latest Holding Statement, and your postcode) at the following link: <https://investor.automic.com.au>

Shareholders should read the Offer Document in full prior to making an application under the Entitlement Offer. Your application under the Entitlement Offer must be made by making payment in accordance with the personalised payment instructions on your Entitlement and Acceptance Form which is available through Automic's online facility.

You do not need to return your Entitlement and Acceptance Form.

To download your Entitlement and Acceptance Form you have the following 3 choices:

<p>I already have an online account with the Automic Share registry</p>	<p>https://investor.automic.com.au</p> <p>Select: "Existing Users Sign In".</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Offer Document and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your Entitlement and Acceptance Form.</p> <p>Do not return your Entitlement and Acceptance Form.</p>
<p>I don't have an online account with Automic – but wish to register for one</p>	<p>https://investor.automic.com.au/#/signup</p> <p>Select: Zimi Limited from the dropdown list in the ISSUER field. Enter your holder number SRN / HIN (from your latest Holding Statement). Enter your Postcode (Aust only) or Country of Residence (if not Australia). Tick box "I am not a robot", then Next Complete prompts.</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Offer Document and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your Entitlement and Acceptance Form.</p> <p>Do not return your Entitlement and Acceptance Form.</p>
<p>I don't have an online account with Automic – but want to use Automic for this Offer only</p>	<p>https://investor.automic.com.au/#/loginsah</p> <p>Select: Zimi Limited from the dropdown list in the ISSUER field.</p> <p>Enter you holder number SRN / HIN (from your latest Holding Statement). Enter your Postcode (Aust only) or Country of Residence (if not Australia). Tick box "I am not a robot", then Access.</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Offer Document and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your Entitlement and Acceptance Form.</p> <p>Do not return your Entitlement and Acceptance Form.</p>

If you are unable to access <https://investor.automic.com.au> online, you can obtain a copy of the Offer Document and your Entitlement and Acceptance Form – initially by calling Automic Group on 1300 288 664 or emailing Corporate.Actions@automicgroup.com.au and asking them to mail a paper copy of the Offer Document and your Entitlement and Acceptance Form to you free of charge. After your request has been acknowledged by Automic you will need to provide your SRN or HIN and postcode to complete this request. To apply under the Entitlement Offer using these paper copy documents, you will still need to make payment via BPay® or via Electronic Funds Transfer (EFT). For New Zealand shareholders please follow the instructions on your Entitlement and Acceptance Form to make payment via Electronic Funds Transfer (EFT).

Please note that there may be delays in the delivery of the Offer Document and your personalised Acceptance Form via post. The Company does not take any responsibility for any late delivery of these documents and strongly encourages you to apply online.

The Retail Offer is scheduled to close at 7.00pm (Sydney time) on Thursday, 26 September 2024 unless closed early or extended. Your Application and payment must be received before this time. No late Applications will be accepted.

Share Price Information

On the last trading day prior to the announcement date of the Entitlement Offer (being 20 August 2024), the closing price of the Shares traded on ASX was \$0.014.

The market price of the Shares in the Company may rise and fall between the date of the Entitlement Offer and the date that any New Shares are allotted to you as a result of your Application under the Retail Offer. This means that the application price you pay for the New Shares may exceed the market price of the Shares at the date of allotment of New Shares under the Retail Offer.

The Board recommends that you obtain your own financial advice in relation to the Entitlement Offer and consider price movements of Shares in the Company prior to accepting the Retail Offer.

Key Dates

Event	Target Date
Announcement of Entitlement Offer with retail rights trading to ASX Lodgement of Appendix 3B and cleansing notice with ASX	Wednesday, 21 August 2024
Institutional Offer opens	Wednesday, 21 August 2024
Institutional Offer closes Bookbuild for shortfall (if applicable)	7.00pm (Sydney time) on Thursday, 22 August 2024
Announcement of results of Institutional Offer Retail rights trading begins on a deferred settlement basis	Friday, 23 August 2024
Record Date for eligibility	7.00pm (Sydney time) on Friday, 23 August 2024
Settlement of Institutional Offer Issue of New Shares under Institutional Offer and Lodgement of Appendix 2A	Monday, 26 August 2024
Retail Offer Document issued and despatched Retail Offer opens	Thursday, 29 August 2024
Retail rights trading ends at close of trading	Thursday, 19 September 2024
Securities quoted on a deferred settlement basis	Friday, 20 September 2024
Last date to extend Retail Offer close date	Monday, 23 September 2024
Retail Offer closing date	7.00pm (Sydney time) on Thursday, 26 September 2024
Announcement of results of Retail Offer Bookbuild for any shortfall from Retail Offer (if applicable)	Thursday, 3 October 2024
Announcement of results of Retail Offer bookbuild (if applicable)	Friday, 4 October 2024
Issue date of New Shares issued under the Retail Offer Lodgement of Appendix 2A	Tuesday, 8 October 2024
New Shares issued under Retail Offer expected to commence normal trading on ASX	Wednesday, 9 October 2024

Note: These dates are indicative only and subject to change. Subject to the Listing Rules, the Company, in consultation with the Lead Manager, may vary these dates without notice, including whether to close the Retail Offer early, extend the Retail Offer, or accept late acceptances, either generally or in particular cases, without notification. The commencement of quotation of New Shares under the Entitlement Offer is subject to confirmation from ASX.

If you have any query or question about the Entitlement Offer, please contact the Company Secretary, Catherine Grant-Edwards at cath@bellatrixcorp.com.au, or for any other registry related matters contact the Zimi Limited share registrar as follows:

Automic Registry Services

Email: Corporate.Actions@automicgroup.com.au

Phone: 1300 288 664 (within Australia), or +61 2 9698 5414 (international) between 8:30am and 7:00pm (Sydney time) Monday to Friday.

Yours sincerely

Jordan Tentori

Chief Executive Officer and Executive Director
Zimi Limited



29 August 2024

Dear Shareholder,

PRO-RATA ACCELERATED RENOUNCEABLE ENTITLEMENT OFFER – INELIGIBLE RETAIL SHAREHOLDERS

As announced to ASX on 21 August 2024, Zimi Limited (ACN 113 326 524) (**Company**) is undertaking a pro-rata accelerated renounceable entitlement issue of up to approximately 253,329,430 fully paid ordinary shares (**New Shares**) at an issue price of \$0.01 per New Share (**Offer Price**) to raise approximately \$2.53 million (before costs) (**Entitlement Offer**).

The funds raised from the Entitlement Offer will be applied towards investment into research and development projects, working capital and growth requirements, partial payment of existing trade creditors and transaction costs relating to the Entitlement Offer.

The Company has engaged Cerberus Investments Pty Ltd (ACN 107 652 737) trading as Cerberus Advisory (AFSL No. 291787) to act as Sole Lead Manager and Sole Bookrunner to the Entitlement Offer (**Lead Manager**).

You are receiving this letter as according to our records, you did not satisfy the eligibility criteria to participate in the Entitlement Offer and therefore you will not be sent a copy of the Offer Document in relation to the Entitlement Offer. You are not required to do anything in response to this letter but there may be financial implications for you that you should be aware of as a result of the Entitlement Offer.

Details of the Entitlement Offer

The Entitlement Offer is being made to registered shareholders who hold shares in the Company (**Shares**) at 7.00pm (Sydney time) on Wednesday, 21 August 2024 (**Record Date**) with a registered address in Australia or New Zealand (**Eligible Shareholders**) on the basis of two (2) New Shares for every one (1) Share held (**Entitlement**) as at the Record Date.

The Entitlement Offer consists of an accelerated institutional entitlement offer (**Institutional Offer**) and an offer to Eligible Retail Shareholders (defined below) to participate on the same terms (**Retail Offer**).

The Institutional Offer to certain Eligible Shareholders (as defined below) identified by the Company and Lead Manager and who were qualified “institutional investors” (**Eligible Institutional Shareholders**) completed at 7.00pm (Sydney time) on 22 August 2024 with nil proceeds raised.

Eligible Shareholders who are not Eligible Institutional Shareholders (**Eligible Retail Shareholders**) are being offered the opportunity to participate in the Retail Offer on the same terms as the Institutional Offer.

The rights attaching to the New Shares together with all other relevant information relating to the Retail Offer is set out in an offer document which was released to ASX on Thursday, 29 August 2024 (**Offer Document**).

Eligibility criteria

A Shareholder who as at the Record Date:

- (a) has a registered address in Australia or New Zealand, as shown in the Company’s share registry;
- (b) is not in the United States or a U.S. Person or acting for the account of or benefit of a U.S. Person; and
- (c) is eligible under all applicable securities laws to receive an offer under the Retail Offer, without any requirement for a prospectus, disclosure document or other lodgement, filing, registration or qualification,

is eligible to participate in the Retail Offer (**Eligible Shareholder**).



Zimi has determined, pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules and section 9A(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), that it would be unreasonable to make offers under the Entitlement Offer to Shareholders with registered addresses outside of Australia and New Zealand (**Ineligible Shareholders**) after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia and New Zealand compared with the small number of Shareholders in those countries and the number and value of New Shares to which they would otherwise be entitled to subscribe for.

According to our records, you do not satisfy the eligibility criteria to participate in the Entitlement Offer and are therefore an Ineligible Shareholder. Accordingly, in compliance with the Corporations Act and ASX Listing Rules, Zimi wishes to advise you that it will not be extending the Retail Offer to you and you will not be able to subscribe for New Shares or additional New Shares under the Retail Offer, or to trade or exercise your Entitlement. In addition, you will not be sent the Offer Document.

Treatment of Ineligible Shareholders' Entitlement

As the Entitlement Offer is renounceable, Zimi has appointed the Lead Manager to act as the nominee for the Ineligible Shareholders pursuant to ASX Listing Rule 7.7.1(c) to arrange the sale of the Entitlements of Ineligible Shareholders. The net proceeds (if any) of the sale of these Entitlements (after deducting brokerage commissions and other expenses) will then be remitted to you as soon as practicable, in the same proportion that your holdings of Shares as at the Record Date bears to the total number of Shares held by all Ineligible Shareholders as at that time.

The Lead Manager will have absolute and sole discretion to determine the price for which the relevant Entitlements may be sold, as well as the timing and manner of such sale. The Lead Manager will use its best endeavours to sell the Entitlements at a price that will result in a premium over the expenses of their sale. However, if the Lead Manager forms the reasonable opinion that there is not a viable market for the Entitlements or a premium cannot be obtained, then the Entitlements will be allowed to lapse and form part of the New Shares offered to Eligible Retail Shareholders under the retail shortfall facility. In such circumstances, no money will be payable to Ineligible Shareholders.

Neither Zimi nor the Lead Manager will be subject to any liability to Ineligible Shareholders for failure to sell the Entitlements of the Ineligible Shareholders or to sell them at a particular price.

Retail Entitlements Trading

The assignment, transfer and exercise of Entitlements trading on ASX will be restricted to persons meeting certain eligibility criteria. In particular, persons in the United States and persons acting for the account or benefit of persons in the United States (to the extent such persons hold shares for the account or benefit of such person in the United States) will not be eligible to purchase or trade Entitlements or take up or exercise Entitlements they acquire. If you purchase Entitlements during the Entitlement trading period, but do not meet the eligibility criteria, you will not be able to take up or exercise those Entitlements and, as a result, you may receive no value for them.

No action required

You do not need to respond to this letter. If you have any queries concerning the Entitlement Offer, please contact your financial adviser or the Company Secretary, Catherine Grant-Edwards at cath@bellatrixcorp.com. For all other questions, you should consult your broker, solicitor, accountant, financial adviser or other professional adviser.

Yours sincerely

Jordan Tentori

Chief Executive Officer and Executive Director
Zimi Limited