

# ApplyDirect Limited – Share Purchase Plan

## **Share Purchase Plan – Offer**

*Eligible Shareholders have the opportunity to participate in the Offer by applying for up to A\$15,000 worth of Shares without incurring brokerage, commissions, stamp duty or other transaction costs. Details of the Offer and how to participate are set out in these Terms and Conditions. Shares issued under the Offer will rank equally in all respects with all other Shares on issue as at the date of issue and will carry the same voting rights, dividend rights and other entitlements as those Shares.*

## **Share Purchase Plan – Key Dates**

| <b>Event</b>                                                                        | <b>Date</b>                                          |
|-------------------------------------------------------------------------------------|------------------------------------------------------|
| Record Date (the day prior to AD1's announcement of the Plan)                       | 7.00pm (Melbourne time) on Friday, 15 December 2017  |
| Opening Date                                                                        | 10.00am (Melbourne time) on Friday, 22 December 2017 |
| Closing Date                                                                        | 5.00pm (Melbourne time) on Monday, 29 January 2018   |
| Issue Date (i.e. the date of issue of Shares under the Offer)                       | Monday, 5 February 2018                              |
| Date on which Shares issued under the Offer are expected to commence trading on ASX | Wednesday, 7 February 2018                           |
| Despatch of holding statements in respect of Shares issued under the Offer          | Thursday, 8 February 2018                            |

Note: The Company reserves the right to vary the dates and times set out above subject to the Corporations Act and other applicable laws.

# Chairman's letter

22 December 2017

Dear Shareholder

## ApplyDirect Limited Share Purchase Plan

I am pleased to invite you to participate in the offer of ordinary shares in ApplyDirect Limited ACN 123 129 162 (**AD1** or the **Company**) under the share purchase plan established by AD1 (**Offer**).

### Overview of the Offer

The Offer provides you, as an 'Eligible Shareholder' of AD1 (subject to certain conditions), with the opportunity to acquire up to A\$15,000 worth of ordinary shares in AD1 at an issue price of A\$0.09 per ordinary share (**Issue Price**). This issue price is the same issue price as applied under the placement to sophisticated and professional investors (**Placement**), the first tranche of which was completed by AD1 on 21 December 2017 and the second tranche of which is expected to be completed on 25 January 2018, subject to shareholder approval. Under the Offer, you may apply for shares from a minimum of A\$1,000 up to a maximum of A\$15,000.

The Issue Price represents a 13.2% discount to the volume-weighted average price of Shares traded on ASX over the 20 trading days up to, and including, Thursday, 14 December 2017, which was the last day of trading of Shares on ASX prior to AD1's announcement of the Plan.

Participation in the Offer is optional and is open to 'Eligible Shareholders' who, as at the Record Date (7.00pm (Melbourne time) on Friday 15 December 2017), were registered as holders of ordinary shares in AD1 and whose address on the share register is in Australia or New Zealand.

If an 'Eligible Shareholder' holds shares as a 'custodian' (as that term is defined in ASIC Class Order [CO 09/425], the Offer is also being made to the 'custodian' and, subject to a number of conditions, the 'custodian' has the discretion to extend the Offer to the relevant beneficiaries.

The Offer is being undertaken (in conjunction with, and supplemental to, the Placement), to increase the funds available for the Company's working capital and to increase resources available to pursue major clients and partnerships.

### Timing considerations

The Offer will be undertaken in accordance with the below timetable. However, AD1 reserves the right to vary the dates and times set out below subject to the Corporations Act and other applicable laws.

| Event                                                                               | Date                                                |
|-------------------------------------------------------------------------------------|-----------------------------------------------------|
| Record Date (the day prior to AD1's announcement of the Plan)                       | 7.00pm (Melbourne time) on Friday, 15 December 2017 |
| Opening Date                                                                        | 10.00am (Melbourne time) on Friday 22 December 2017 |
| Closing Date                                                                        | 5.00pm (Melbourne time) on Monday, 29 January 2018  |
| Issue Date (i.e. the date of issue of Shares under the Offer)                       | Monday, 5 February 2018                             |
| Date on which Shares issued under the Offer are expected to commence trading on ASX | Wednesday, 7 February 2018                          |
| Despatch of holding statements in respect of Shares issued under the Offer          | Thursday, 8 February 2018                           |

To participate in the Offer, you should either:

- (a) complete and return your enclosed Application Form in accordance with the details on the Application Form, together with your cheque, bank draft or money order drawn on an Australian bank in Australian dollars; or
- (b) pay via BPAY® online or by telephone (for shareholders with an eligible Australian bank account only).

**Further information**

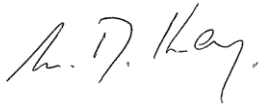
In accordance with the enclosed terms and conditions (**Terms and Conditions**), the Offer is non-renounceable and Shares in AD1 may be issued under Offer only to the 'Eligible Shareholder' to whom they are offered.

Further details in relation to the Offer are set out in the accompanying documentation, including the Terms and Conditions.

In deciding whether to participate in the Offer, you should seek your own independent financial, legal and taxation advice in respect of the Offer. No cooling off regime applies to the acquisition of ordinary shares in AD1 under the Offer.

On behalf of the Board, I thank you for your continued support of AD1 and I invite you to consider participating in the Offer.

Yours faithfully



**Michael Kay**

**Chairman**

**ApplyDirect Limited**

## 1. Establishment

The Plan is established pursuant to ASIC Class Order [CO 09/425] and in accordance with ASIC Regulatory Guide 125 and the ASX Listing Rules. ASIC Class Order [CO 09/425] grants relief from the requirement to prepare a prospectus for the offer of Shares under the Plan, subject to the satisfaction of certain conditions.

## 2. Participation

The Board may make offers under the Plan to all persons who, as at the Record Date, are Eligible Shareholders.

You are eligible to participate in the Offer if you were a registered holder of Shares at the Record Date (7.00pm (Melbourne time) on Friday, 15 December 2017) with a registered address in Australia or New Zealand (as shown on AD1's share register) unless you hold Shares on behalf of another person who resides outside Australia or New Zealand in which case you will not be eligible to participate in respect of the Shares of that person.

AD1 has determined that it is not practical for a holder of Shares with a registered address (as shown on AD1's share register) in a jurisdiction outside of Australia and New Zealand to participate in the Offer. No Offer is made to persons who are not Eligible Shareholders.

Participation in the Offer by Eligible Shareholders is optional and is subject to these Terms and Conditions.

## 3. Offer

### 3.1 Nature of offer

The Offer is non-renounceable and Shares may be issued under the Plan only to the Eligible Shareholder to whom they are offered.

The Offer will be made on the same terms and conditions to each Eligible Shareholder. For the avoidance of doubt, all Eligible Shareholders will receive the same offer, irrespective of the number of Shares which they hold on the Record Date.

### 3.2 Plan participation rules

The following rules apply to participation by Eligible Shareholders.

#### Single holders

Unless a holder is a Custodian, each Eligible Shareholder is entitled to apply under the Offer for up to a maximum amount of A\$15,000 worth of Shares (irrespective of whether the holder receives multiple offer documents under the Plan, for example, due to multiple registered sole or joint holdings), subject to the holder certifying that the total of the application price for the following does not exceed A\$15,000:

- (a) the Shares the subject of the application;
- (b) any other Shares applied for by the holder under the Plan or any similar arrangement in the 12 months before the application;
- (c) any other Shares which the holder has instructed a Custodian to acquire on their behalf under the Plan; and
- (d) any other Shares issued to a Custodian under an arrangement similar to the Plan in the 12 months before the application as a result of an instruction given by the holder to the

Custodian or another Custodian which resulted in the holder holding beneficial interests in the Shares.

By completing and submitting an application for Shares under the Offer, a holder certifies the above.

### **Joint holders**

Unless a holder is a Custodian, if an Eligible Shareholder is recorded with one or more other persons as a joint holder of Shares, that joint holding is considered to be a single registered holding for the purpose of the Plan and certifications or representations given by a joint holder are taken to have been given by all joint holders. Joint holders are only entitled to participate in the Offer in respect of that single holding. If the same joint holders receive more than one offer document under the Plan due to multiple identical holdings, the joint holders may only apply for one maximum amount of A\$15,000 worth of Shares.

### **Custodians**

If an Eligible Shareholder holds Shares as a Custodian, the Offer is made to the Custodian and, subject to a number of conditions, the Custodian has the discretion to extend the Offer to the Beneficiaries. The Custodian may apply for up to a maximum amount of A\$15,000 worth of Shares in respect of each Beneficiary, however, AD1 will not allocate Shares under the Offer to the Custodian unless the Custodian certifies the matters set out in paragraph 9 of ASIC Class Order [CO 09/425] in a Custodian Certificate, which it will need to provide to Link Market Services in conjunction with its application.

Custodians wishing to participate in the Offer on behalf of one or more Beneficiaries should contact Link Market Services on 1300 554 474 to obtain further information on how to apply and how to obtain a Custodian Certificate. If a Custodian holds Shares jointly on behalf of two or more Beneficiaries, the A\$15,000 limit applies jointly in relation to those Beneficiaries as if the Custodian held the Shares on behalf of a single person.

A Custodian must not participate in the Plan if their participation in the Plan would breach ASIC Class Order [CO 09/425].

## **3.3 Other terms**

The Offer opens at 10.00am (Melbourne time) on Friday, 22 December 2017. Under the Offer you may apply for shares in A\$1,000 increments from a minimum of A\$1,000 up to a maximum of A\$15,000 (subject to scale back described further below). The Offer will be made subject to any other terms and conditions that the Board thinks fit.

## **4. Issue Price**

Shares will be issued under the Offer at an issue price of A\$0.09 per Share, being the offer price under the placement to sophisticated investors, which was announced by AD1 on Monday, 18 December 2017. The Issue Price represents a 13.2% discount to the volume-weighted average price of Shares traded on ASX over the 20 trading days up to, and including, Thursday, 14 December 2017, which was the last day of trading of Shares on ASX prior to AD1's announcement of the Plan.

The Placement provided participants with Shares at a placement price equal to the Issue Price under the Offer. The Placement also provides participants with one Option for every two Shares for which they applied. In order to comply with ASIC [CO 09/425] and ASIC Regulatory Guide 125, a share purchase plan must only relate to quoted shares. Accordingly, Options are unable to form part of the Offer.

***Important Note: Shareholders should note that there is a risk that the market price of Shares may change between the date of the Offer and the date on which Shares are issued pursuant to the Plan. This means it is possible that, between the time you make your application and the date on which Shares are issued pursuant to the Plan, you may be able to buy Shares at a lower price than the Issue Price. No cooling-off regime applies in relation to the application for or acquisition of Shares under the Plan.***

AD1 recommends that you monitor the Share price and any AD1 announcements, which can be found on AD1's website at [www.applydirect.com.au](http://www.applydirect.com.au) or in the financial pages of major Australian metropolitan newspapers, or on ASX's website at [www.asx.com.au](http://www.asx.com.au).

## 5. Costs of Participation

No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and issue of, Shares under the Plan.

## 6. Acceptance of Offers

### 6.1 Payment method

If you wish to participate in the Offer, you need to do one of the following:

#### **Option 1 – Payment by cheque, bank draft or money order**

If you are paying for Shares by cheque, bank draft or money order, please complete and return your Application Form, together with your cheque, bank draft or money order, by no later than the Closing Date (5.00pm (Melbourne time) on Monday, 29 January 2018), to:

**ApplyDirect Limited**  
**c/- Link Market Services Limited**  
**PO Box 1519**  
**Sydney South NSW 1234**

Cheques, bank drafts and money orders must be made payable in Australian dollars to '**ApplyDirect Limited**', crossed 'Not Negotiable' and must be drawn on an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account, as cheques, bank drafts and money orders received may not be re-presented and may result in your application being rejected.

#### **Option 2 – Payment by BPAY®**

For Eligible Shareholders with an Australian bank account, you may apply for Shares under the Offer by making a BPAY® payment on the internet or by telephone by using the personalised customer reference number shown on your Application Form which is required to identify your holding.

If you are paying for Shares via BPAY® you do not need to return your Application Form, but are taken to make the certifications and representations described in these Terms and Conditions and the Application Form. However, Custodians applying for Beneficiaries must still complete and return a Custodian Certificate.

Payment must be received by no later than the Closing Date. You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY® are received by the Closing Date.

## 6.2 Further information

For the avoidance of doubt, applications must be received by the Closing Date. Applications received after that time will not be accepted.

If you have more than one holding of Shares and consequently receive more than one Application Form, when applying for Shares in respect of one of those shareholdings you must only use the customer reference number specific to that shareholding as set out in the relevant Application Form. Do not use the same customer reference number for more than one of your shareholdings. This can result in your application monies being applied to your application in respect of only one of your shareholdings (with the result that any application in respect of your remaining shareholdings will not be recognised as valid).

If one or more Application Forms are received under the Plan from an Eligible Shareholder in relation to Shares with a value greater than A\$15,000 in any 12 month period, the Shareholder will be issued with the maximum number of Shares permitted by the Plan and the terms of the Offer. Any excess subscription monies will be refunded to the Eligible Shareholder (without interest) as soon as reasonably practicable following allocation.

If an Eligible Shareholder subscribes for an amount which is not exactly divisible by the Issue Price, in calculating the number of Shares to be issued, all fractional entitlements will be rounded-down to the nearest whole number of Shares. AD1 will not refund any resulting small excess in subscription monies (i.e. A\$0.08 or less) which will be deemed to form part of the aggregate issue price for the Shares.

## 6.3 Board discretion

Notwithstanding any other provision of these Terms and Conditions, the Board may, at its absolute discretion, accept, reject, correct or amend your application for Shares under the Offer, including, without limitation, if:

- (a) the Application Form is incomplete, incorrectly filled out or accompanied by a cheque, bank draft or money order which is not paid in full on first presentation;
- (b) the BPAY® received in respect of your application is for less than the full, requisite amount for which you apply; or
- (c) the Board believes you are not an Eligible Shareholder.

## 7. Scale back

The aggregate maximum number of Shares that will be issued under the Plan will not exceed 30% of the Shares on issue. If applications from Eligible Shareholders for participation in the Plan in aggregate exceed this limit, the Board will scale back applications to the extent and in the manner that the Board sees fit, including by taking into account the size of an Eligible Shareholder's holding as at the Record Date.

If there is a scale-back, Eligible Shareholders may receive less Shares than the number of Shares for which they applied. If a scale-back produces a fractional number of Shares when applied to a particular parcel, the number of Shares allocated to an Eligible Shareholder will be rounded down to the nearest whole number of Shares.

In the event of a scale back, the difference between the application monies received, and the number of Shares allocated to you under the Offer multiplied by the Issue Price, will be refunded to you, without interest, as soon as reasonably practicable following allocation.

## 8. Issue of Shares

AD1 will issue Shares pursuant to the Offer on the Issue Date (expected to be on or around Monday, 5 February 2018).

All Shares issued under the Plan will rank equally in all respects with all other Shares on issue as at the date of issue and will carry the same voting rights, dividend rights and other entitlements as those Shares.

AD1 will apply for Shares issued under the Plan to be quoted on ASX. It is anticipated that they will be quoted on ASX shortly after the Issue Date (i.e. on or around Wednesday, 7 February 2018).

AD1 will, within the period required by the ASX Listing Rules, send Eligible Shareholders, whose application has been accepted by the Board, a holding statement in respect of any Shares issued to them under the Plan.

## 9. Acknowledgements

If you apply to participate in the Offer by submitting a BPAY® payment or completing and returning the Application Form, you will be deemed to have represented on behalf of each person on whose account you are acting that:

- (a) you acknowledge that you are, and each person on whose account you are acting is, an Eligible Shareholder;
- (b) you agree that your application is made on, and you agree to be bound by, these Terms and Conditions and the terms and conditions set out in the Application Form and AD1's constitution;
- (c) you declare that all details and statements in your Application Form are true and complete and not misleading;
- (d) your application is irrevocable and unconditional;
- (e) that the total of the application price for the following does not exceed A\$15,000:
  - (i) the Shares the subject of the application;
  - (ii) any other Shares applied for by the holder under the Plan or any similar arrangement in the 12 months before the application;
  - (iii) any other Shares which the holder has instructed a Custodian to acquire on their behalf under the Plan; and
  - (iv) any other Shares issued to a Custodian under an arrangement similar to the Plan in the 12 months before the application as a result of an instruction given by the holder to the Custodian or another Custodian which resulted in the holder holding beneficial interests in the Shares A\$15,000;
- (f) you are in compliance with all relevant laws and regulations (including, without limitation, section 1043A of the Corporations Act and sections 241 to 243 of the *Financial Markets Conduct Act 2013* (insider trading) and laws and regulations designed to restrict terrorism financing and/or money laundering);
- (g) you are not a 'designated person' or 'designated entity' (or other like term) for the purpose of any domestic or international law or regulation implementing United Nations sanctions; and
- (h) you acknowledge that the market price of Shares may change between the date of the Offer and the date on which Shares are issued pursuant to the Plan; and that the price you pay per Share pursuant to the Offer may exceed the market price of the Shares at the time the Shares are issued, or otherwise allocated, to you under the Offer.



## 10. Miscellaneous

### 10.1 Amendment, suspension and termination of the Plan

The Board may, in its discretion, amend, suspend or terminate the Plan at any time and adopt any administrative procedures it thinks appropriate in relation to the Plan. AD1 will notify ASX of any amendment, suspension or termination of the Plan, but failure to do so will not invalidate the amendment, suspension or termination.

Without limiting any other provision of these Terms and Conditions, the Board may vary the timetable for the Offer, including the Closing Date.

AD1 may issue to any person fewer Shares than applied for under the Plan (or none at all), including, if AD1 believes that the issue of those Shares would contravene any law (in any jurisdiction) or the rules of any financial market on which Shares are quoted.

### 10.2 Administration and Dispute Resolution

AD1's principal objective in administering the Plan is to facilitate maximum participation consistent with compliance with ASIC Class Order [CO 09/425] and all applicable laws and efficient administrative practices. The Board may adopt any administrative procedures it thinks appropriate (from time to time) in relation to the Plan.

AD1 may settle, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise under or in connection with the operation of the Plan, whether generally or in relation to any participant or class of participants, offer, application or Shares, and the decision of AD1 shall be conclusive and binding on all participants and other persons to whom the determination relates.

AD1 reserves the right to waive compliance with any provision of these Terms and Conditions.

### 10.3 Notices

Notices and statements to Eligible Shareholders may be given in any manner determined by the Board from time to time.

### 10.4 Privacy

Chapter 2C of the Corporations Act requires information about Shareholders (including name, address and details of the shares held) to be included in AD1's public register. If a Shareholder ceases to be a Shareholder, Chapter 2C of the Corporations Act requires this information to be retained in AD1's public register. These statutory obligations are not altered by the *Privacy Act 1988* (Cth) as amended. Information is collected to administer Shareholders' security holdings.

### 10.5 No Financial Product Advice

AD1 is not licensed to provide financial product advice in relation to the Shares issued under the Plan. No cooling off regime applies in respect of the acquisition of Shares under the Plan (whether the regime is provided for by law or otherwise). Eligible Shareholders should obtain their own advice on whether or not to participate in the Plan.

### 10.6 Governing law

The Offer is governed by the law in force in Victoria. By accepting the Offer you submit to the non exclusive jurisdiction of the courts of Victoria.

## 11. Glossary

Capitalised terms in these Terms and Conditions have the meaning set out below unless the context otherwise requires.

|                              |                                                                                                                                                                                                                                                                                                                      |
|------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Application Form</b>      | means the personalised application form enclosed with these Terms and Conditions.                                                                                                                                                                                                                                    |
| <b>AD1 or Company</b>        | means ApplyDirect Limited ACN 123 129 162.                                                                                                                                                                                                                                                                           |
| <b>ASIC</b>                  | means the Australian Securities and Investments Commission.                                                                                                                                                                                                                                                          |
| <b>ASX</b>                   | means ASX Limited or its financial market, the Australian Securities Exchange, as the context requires.                                                                                                                                                                                                              |
| <b>ASX Listing Rules</b>     | means the listing rules of ASX as they are amended from time to time.                                                                                                                                                                                                                                                |
| <b>Beneficiary</b>           | means a person who resides in Australia or New Zealand for whom a Custodian (being an Eligible Shareholder) held Shares on behalf of on the Record Date, and who is not, or is not acting for the account or benefit of, a U.S. Person (as defined in Resolution S under the US Securities Act of 1933, as amended). |
| <b>Board</b>                 | means the board of directors of AD1 from time to time.                                                                                                                                                                                                                                                               |
| <b>Corporations Act</b>      | means the <i>Corporations Act 2001</i> (Cth).                                                                                                                                                                                                                                                                        |
| <b>Custodian</b>             | has the meaning given to that term in paragraph 14 of ASIC Class Order [CO 09/425].                                                                                                                                                                                                                                  |
| <b>Custodian Certificate</b> | means a certificate complying with paragraph 9 of ASIC Class Order [CO 09/425].                                                                                                                                                                                                                                      |
| <b>Eligible Shareholder</b>  | has the meaning given to that term in section 2 of these Terms and Conditions.                                                                                                                                                                                                                                       |
| <b>Issue Price</b>           | has the meaning given to that term in section 4 of these Terms and Conditions.                                                                                                                                                                                                                                       |
| <b>Link Market Services</b>  | means Link Market Services Limited ACN 083 214 537.                                                                                                                                                                                                                                                                  |
| <b>Offer</b>                 | means the offer of Shares under the Plan to Eligible Shareholders.                                                                                                                                                                                                                                                   |
| <b>Option</b>                | means an option to purchase a fully paid ordinary share in the capital of AD1.                                                                                                                                                                                                                                       |
| <b>Placement</b>             | means the placement of Shares and Options announced by AD1 on 18 December 2017.                                                                                                                                                                                                                                      |
| <b>Plan</b>                  | means the share purchase plan the subject of these Terms and Conditions.                                                                                                                                                                                                                                             |
| <b>Share</b>                 | means a fully paid ordinary share in the capital of AD1.                                                                                                                                                                                                                                                             |
| <b>Shareholder</b>           | means a holder of one or more Shares.                                                                                                                                                                                                                                                                                |
| <b>Terms and Conditions</b>  | means these terms and conditions.                                                                                                                                                                                                                                                                                    |