



Announcement Summary

Entity name
KNEOMEDIA LIMITED

Announcement Type
New announcement

Date of this announcement
6/11/2024

The Proposed issue is:
A standard pro rata issue (including non-renounceable or renounceable)

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

ASX +security code	+Security description	Maximum Number of +securities to be issued
KNM	ORDINARY FULLY PAID	1,106,683,555

Ex date
8/11/2024

+Record date
11/11/2024

Offer closing date
22/11/2024

Issue date
28/11/2024

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

KNEOMEDIA LIMITED

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

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

1.2 Registered Number Type

ACN

Registration Number

009221783

1.3 ASX issuer code

KNM

1.4 The announcement is

New announcement

1.5 Date of this announcement

6/11/2024

1.6 The Proposed issue is:

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

1.6a The proposed standard +pro rata issue is:

+ Non-renounceable

Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

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

No

Part 3B - Offer details

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

ASX +security code and description

KNM : ORDINARY FULLY PAID

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

Existing class

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

Yes

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

No

Details of +securities proposed to be issued

ASX +security code and description

KNM : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities do not have +CDIs issued over them)

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

The quantity of additional +securities to be issued

35

For a given quantity of +securities held

100

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

Fractions rounded up to the next whole number

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

830,012,666

Offer price details for retail security holders**In what currency will the offer be made?**

AUD - Australian Dollar

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

AUD 0.00200

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

Yes

Describe the limits on over-subscription

Eligible shareholders can apply for shortfall shares in excess of their Entitlement by completing the relevant section of their Entitlement and Acceptance form. The allocation of additional new shares applied for under the shortfall offer will be subject to the shortfall, if any, that exists depending on the level of take up of Entitlements by eligible shareholders.

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

Yes

Describe the scale back arrangements

In the event that it is necessary to scale back applications for Shortfall Shares by eligible shareholders, then the scale back will be at the discretion of the Directors and, in the first instance, on a pro rata basis, based on the entitlements of eligible shareholders.

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

Yes

Attaching +Security

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

Existing class

Attaching +Security - Existing class (additional +securities in a class that is already quoted or recorded by ASX)

Details of attaching +securities proposed to be issued**ASX +security code and description**

KNM : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is**



foreign company and +securities do not have +CDIs issued over them)

Offer ratio (ratio of attaching securities at which the new +securities will be issued)

The quantity of attaching +securities to be issued

1

For a given quantity of the new +securities issued

3

What will be done with fractional entitlements?

Fractions rounded up to the next whole number

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

276,670,889

Offer price details for retail security holders

In what currency will the offer be made?

AUD - Australian Dollar

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

AUD 0.00000

Oversubscription & Scale back details

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

Yes

Describe the limits on over-subscription

Eligible shareholders can apply for shortfall shares in excess of their Entitlement by completing the relevant section of their Entitlement and Acceptance form. The allocation of additional new shares applied for under the shortfall offer will be subject to the shortfall, if any, that exists depending on the level of take up of Entitlements by eligible shareholders.

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

Yes

Describe the scale back arrangements

In the event that it is necessary to scale back applications for Shortfall Shares by eligible shareholders, then the scale back will be at the discretion of the Directors and, in the first instance, on a pro rata basis, based on the entitlements of eligible shareholders.

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

Yes

Part 3C - Timetable

3C.1 +Record date

11/11/2024

3C.2 Ex date

8/11/2024



3C.4 Record date

11/11/2024

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

13/11/2024

3C.6 Offer closing date

22/11/2024

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

19/11/2024

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

25/11/2024

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

28/11/2024

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

29/11/2024

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

3/12/2024

Part 3E - Fees and expenses

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

No

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

Yes

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

Mr Antanas Guoga.

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

The offer is fully underwritten.

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

No fees will be payable by the Company to the Underwriter (or any sub-underwriters) in connection with the Underwriting Agreement or the Entitlement Offer.

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

Refer to Section 7.2 of the Replacement Prospectus dated 6 November 2024 and lodged with ASX on that date.

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

Yes

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

The Underwriter has entered into:

(a) a sub-underwriting agreement with Furneaux Management Pty Ltd, a company associated with Director James Kellett,



to sub-underwrite the Entitlement Offer up to \$100,000

(b) a sub-underwriting agreement with Hixon Pty Ltd, a company associated with Director Jeffrey Bennett, to sub-underwrite the Entitlement Offer up to \$50,000

(c) a sub-underwriting agreement with Director Franklin Lieberman, to sub-underwrite the Entitlement Offer up to \$40,000

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

See above.

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

No fees will be payable to any sub-underwriters.

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

No

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

ASIC lodgement fees, ASX quotation fees, legal expenses, registry and project management fees totalling approximately \$69,500.

Part 3F - Further Information

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

Further technical advancement of the Company's KneoScience and KneoWorld platforms; general working capital expenditure; conversion of debt; to pay for costs of the Offer.

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

No

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

No

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

The Entitlement Offer and Shortfall Offer are not being extended, and New Shares will not be issued, to Shareholders with a registered address which is outside Australia or New Zealand.

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

No

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

<https://investorhub.kneomedia.com/>

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

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

Yes

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

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