

ASX Announcement | 10 October 2023
Visioneering Technologies (ASX:VTI)

VTI announces capital raising to fund growth

Highlights

- Visioneering is launching a 5 for 9 non-renounceable rights offering to be offered to eligible holders at an issue price of A\$0.22 per CDI to raise up to approximately US\$2.5 million (A\$3.9 million).
- In addition, the non-executive Directors will subscribe for an aggregate US\$120,000 of Shares on the same terms as the rights offering, subject to stockholder approval.
- Funds raised will be used to continue to fund the on-going PROTECT clinical trial, expand the Company's markets and sales, expand business development activities, and increase marketing and lead generation activities.
- Visioneering is also proposing the conversion of its outstanding convertible notes at A\$0.22 per CDI, subject to stockholder approval.
- Visioneering has separately announced the top-line interim 1-year PROTECT Clinical Trial results.

Visioneering Technologies, Inc. (ASX: VTI) ('**Visioneering**' or 'the **Company**'), producer of the NaturalVue® Multifocal 1 Day Contact Lenses, today announces that it is undertaking a capital raising transaction to raise up to approximately US\$2.6 million (A\$4.1 million), comprising:

- subject to stockholder approval pursuant to ASX Listing Rule 10.11, a placement to the non-executive Directors of the Company at A\$0.22 (US\$0.142) per share of Class A common stock (**Share**) to raise US\$120,000 (approximately A\$187,500) (**Director Placement**); and
- a 5 for 9 non-renounceable entitlement offer of approximately 17.6 million new CHES Depositary Interests (**CDIs**) (representing 17.6 million new fully paid Shares) at the same price of A\$0.22 to raise up to approximately US\$2.5 million (A\$3.9 million) (**Rights Offering**).¹

The Director Placement is subject to stockholder approval at a special meeting of the Company's stockholders which is scheduled for Thursday, 26 October 2023 (**Special Meeting**). Visioneering will also seek stockholder approval at the Special Meeting for the conversion of the 1,120,000 convertible notes held by Thorney Technologies Ltd, TIGA Trading Pty Ltd and Jasforce Pty Ltd (**Thorney**) and certain other investors at the same price that securities are offered under the Rights Offering (**Convertible Note Conversion**).

The notice of meeting and proxy materials for the Special Meeting will be separately released to ASX on or about 12 October 2023.

Visioneering has taken into account the range of trading prices of the CDIs over the last 3 months in determining the pricing of the capital raising given the volatility of the CDI price due to the small volumes of CDIs traded. The issue price of A\$0.22 per CDI / Share represents a:

- 34% discount to the 30-day VWAP; and
- 33% discount to the 60-day VWAP,

ending on Friday, 6 October 2023.

The net proceeds from the Director Placement and the Rights Offering, together with other available funds,

¹ Assumes a foreign exchange rate of A\$1.00 being equivalent to US\$0.64.

including cash on hand, will be used for:

- (a) funding the PROTECT clinical trial through approximately December 2024;
- (b) continuing to expand domestic and international markets and corresponding sales;
- (c) expanding business development activities in key target markets;
- (d) increasing marketing and lead generation activities;
- (e) funding inorganic growth opportunities including product expansion; and
- (f) general working capital needs, including critical R&D to support new and existing products.

The CDIs and Shares under the Director Placement and Rights Offering will be issued on the same terms as, and will rank equally with, the existing CDIs and Shares of Visioneering.

The Director Placement and Rights Offering are each described in more detail below.

Director Placement

As U.S. persons (including the Directors) are not eligible to participate in the Rights Offering (see below), the non-executive Directors will subscribe for a total of 845,071 Shares via a placement on the same terms of the Rights Offering to raise US\$120,000 (equivalent to approximately A\$187,500 based on an exchange rate of 1 AUD:0.64 USD). The Director Placement will be subject to stockholder approval under Listing Rule 10.11 at the Special Meeting.

If the Director Placement is approved at the Special Meeting, settlement of the Director Placement is expected to occur by Thursday, 2 November 2023, with the Shares issued on Friday, 3 November 2023.

Rights Offering

The Rights Offering will be made to all holders of shares and CDIs in Australia and New Zealand (**Eligible Holders**) who are registered as holders of share or CDIs of the Company as at 7:00pm (Sydney time) on Friday, 13 October 2023 (**Record Date**). Share and CDI holders with a registered address outside Australia or New Zealand are considered ineligible security holders and cannot participate in the Rights Offering.

Under the Rights Offering, Eligible Holders will have the opportunity to subscribe for 5 new CDIs for every 9 CDIs or shares in the Company of which they are the registered holder at 7:00pm (Sydney time) on the Record Date at an issue price of A\$0.22 per CDI. The Rights Offering will be non-renounceable.

The Rights Offering is not underwritten. Eligible Holders (except for related parties and certain others) may, in addition to taking up their pro-rata entitlements in full, apply for any number of additional CDIs in excess of their entitlements under a Top-Up Facility.

The Company's two largest CDI holders, Thorney and Regal Funds Management Pty Ltd, have each advised Visioneering that they currently intend to take up their pro rata entitlement under the Rights Offering. In Thorney's case, any take up of its pro rata entitlement under the Rights Offering will on the basis that its holding in the Company remains below 50%.

Dr David J. Mazzo, Chair of Visioneering commented, *"I am delighted for the Company to raise additional capital with the support of our two largest CDI holders. These funds will allow VTI to continue its great progress on the PROTECT Clinical Trial and fund its operations beyond 2024, allowing the new CEO, Dr. Juan Carlos Aragón, to focus on growing the Company and creating shareholder value."*

Convertible Note Conversion

The Company currently has 1,120,000 convertible notes on issue with a face value of US\$1.00 each, which are held by Thorney and certain other parties.

The noteholders who together hold at least a majority of all Convertible Notes outstanding and the Company have agreed to certain variations to the terms of the Convertible Notes, conditional on stockholder approval pursuant to a variation letter dated 9 October 2023.

The proposed variations to the terms of the Convertible Notes are as follows:

- (a) The conversion price for the Convertible Notes held by each Noteholder will be varied from A\$0.60 to A\$0.22.
- (b) All Convertible Notes (face value and all accrued but unpaid interest) will convert to CDIs after the Special Meeting (and in any event, not more than one month after the date of the meeting).

Visioneering intends to seek stockholder approval under ASX Listing Rule 10.11 for the variation of the Convertible Notes at the Special Meeting.

Further information in relation to the Convertible Note Conversion will be provided to stockholders in the notice of meeting for the Special Meeting.

Market update

The Company is pleased to announce that it has today separately released the top-line interim 1-year PROTECT Clinical Trial results. PROTECT is a multi-center, randomised, double-masked clinical trial being conducted in eight sites in four countries. For further details, please refer to the announcement entitled: "Visioneering Announces Positive Top-Line Interim 1-Year Data for their NaturalVue® Multifocal 1 Day Contact Lens from the PROTECT Multi-center, Randomized, Double-Masked Clinical Trial for Myopia Progression Control".

Key dates

Event	Date
"Ex" Date for Rights Offering	Thursday, 12 October 2023
Record Date to determine entitlement to participate in the Rights Offering	7:00pm, Friday, 13 October 2023
Dispatch Offer Booklet and personalised entitlement and acceptance forms to Eligible Holders	Wednesday, 18 October 2023
Rights Offering opens	9:00am, Wednesday, 18 October 2023
Special meeting of stockholders	8:00am, Thursday, 26 October 2023
Rights Offering closes	5:00p, Friday, 27 October 2023

Announce results to ASX	By Friday, 3 November 2023
Issue of CDIs under Rights Offering and Placement, conversion of Convertible Notes to CDIs	Friday, 3 November 2023
CDIs under Rights Offering commence trading on ASX on a normal basis	Monday, 6 November 2023
Dispatch of holding statements	Wednesday, 8 November 2023

Note: The timetable above is indicative only and may be varied subject to the Listing Rules. All times are references to Sydney time.

Visioneering reserves the right to amend any or all of these dates and times, subject to the *Corporations Act 2001* (Cth), the Listing Rules and other applicable laws and regulations. Visioneering reserves the right to extend the closing date of the Rights Offering, to accept late applications (either generally or in particular cases) and to withdraw the Rights Offering without prior notice. Any extension of the closing date may have a consequential impact on the date that new CDIs are issued. Applicants are encouraged to submit their acceptance forms as soon as possible after the Rights Offering opens.

Enquiries

Eligible Holders will be sent further details about the Rights Offering in an Offer Booklet. Eligible Holders should read the Offer Booklet carefully before making any investment decision regarding the Rights Offering.

For further information regarding the Rights Offering, please call the Rights Offering Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (AEDT) on Business Days during the offer period for the Rights Offering.

Ends

This release was authorized by the CEO, Dr. Juan Carlos Aragón.

For more information, please contact:

Company	Investor and media relations
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About Visioneering Technologies

Visioneering Technologies Inc. (ASX:VTI) is an innovative eye care company committed to redefining vision. A pioneer in presbyopia and myopia management, VTI merges advanced engineering with a relentless drive to achieve superior results for patients and practitioners. VTI's flagship product is the NaturalVue® (etafilcon A) Enhanced Multifocal 1-Day Contact Lens, an extended depth of focus lens that the Company believes is one of the most significant innovations in the eye care industry in more than 20 years. For more information, please visit www.vtivision.com or call +1 844-884-5367, ext. 104.

Foreign ownership restrictions

VTI's CHESSE Depositary Interests (**CDIs**) are issued in reliance on the exemption from registration contained in Regulation S of the US Securities Act of 1933 (**Securities Act**) for offers that are made outside the US.

Accordingly, the CDIs have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the US. As a result of relying on the Regulation S exemption, the CDIs are 'restricted securities' under Rule 144 of the Securities Act. This means that you are unable to sell the CDIs into the US or to a US person for the foreseeable future except in very limited circumstances after the expiration of a restricted period, unless the re-sale of the CDIs is registered under the Securities Act, or an exemption is available. To enforce the above transfer restrictions, all CDIs issued bear a 'FOR US' designation on the Australian Securities Exchange (**ASX**). This designation restricts any CDIs from being sold on ASX to US persons. However, you are still able to freely transfer your CDIs on ASX to any person other than a US person. In addition, hedging transactions with regard to the CDIs may only be conducted in accordance with the Securities Act.

Forward-Looking Statements

This announcement contains or may contain forward-looking statements that are based on management's beliefs, assumptions and expectations and on information currently available to management.

All statements that address operating performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements. These include, without limitation, U.S. commercial market acceptance and U.S. sales of our product, as well as our expectations with respect to our ability to develop and commercialize new products.

Given the current uncertainties regarding the on-going impact of COVID-19 on the trading conditions impacting VTI, the financial markets and the health services world-wide, there can be no assurance that future developments will be in accordance with VTI's expectations or that the effect of future developments on VTI will be those anticipated.

Management believes that these forward-looking statements are reasonable when made. You should not place undue reliance on forward-looking statements because they speak only as of the date when made. VTI does not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. VTI may not actually achieve the plans, projections or expectations disclosed in forward-looking statements. Actual results, developments or events could differ materially from those disclosed in the forward-looking statements.