

IDT Australia Limited

Share Purchase Plan (SPP) Offer Booklet

You should read this Booklet in full

This Booklet contains important information. You should read this Booklet in full and seek advice from your stockbroker, lawyer, accountant or other professional adviser if you have any questions about your investment in IDT Australia Limited (**Company**) or about the impact of the transactions described in this Booklet. This Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs.

If you apply for SPP Shares under the SPP, there is a risk that the market price of the Company's Shares may change between the date you apply for SPP Shares and the date when the SPP Shares are issued to you under the SPP. This means there is a risk that the market price of the Company's shares at the time the SPP Shares are issued will be less than the SPP Issue Price. By applying for SPP Shares under the SPP, you will be acknowledging and accepting this risk.

If you have any questions in relation to how to participate in the SPP after reading this Booklet, please contact the Company's Share Registry, Link Market Services Limited, from 8.30am to 5.30pm (Sydney time) Monday to Friday on 1300 551 242 (within Australia) or +61 1300 551 242 (outside Australia).

Participation in the SPP is only open to holders of fully paid ordinary shares in the Company at 7.00 pm (Melbourne time) on 20 June 2023 and whose address on the share register is in Australia or New Zealand. The SPP is also being extended to eligible shareholders of the Company who are custodians to participate in the SPP on behalf of eligible beneficiaries on the terms and conditions set out in this Booklet.

This Booklet is not for release or distribution in the United States or elsewhere outside Australia or New Zealand.

Letter from the Chairman

23 June 2023

Dear Shareholder

IDT Australia Limited - Share Purchase Plan

On behalf of the Directors, I am pleased to offer you the opportunity to participate in IDT Australia Limited's (**Company**) share purchase plan (**SPP**) which was announced on 21 June 2023. The SPP provides each eligible IDT Australia shareholder the opportunity to subscribe for up to \$30,000 worth of new fully paid ordinary shares in the Company (**SPP Shares**), without incurring brokerage or other transaction costs. The Company is seeking to raise up to \$2 million (before costs) pursuant to the SPP.

On 5 June 2023, the Company announced a two-tranche placement of fully paid ordinary shares to institutional and professional investors (**Placement Shares**) to raise approximately \$5 million (before costs) (**Placement**). Tranche 1 of the Placement was undertaken under the Company's existing 15% and additional 10% placement capacity and completed on 13 June 2023 to raise \$3.96 million (before costs). Tranche 2 of the Placement is subject to shareholder approval at a general meeting of the Company's shareholders to be held in early August 2023, and if approved, will raise an additional \$1.04 million (before costs).

Purpose of the SPP

The Company has aggressively increased its business development activity since Paul McDonald's appointment as CEO of the Company in September 2022. This has resulted in strong quarter-on-quarter growth for the last three quarters and the Board expects this trajectory to continue with a solid pipeline of new business.

The Placement and the SPP will strengthen the Company's balance sheet and provide it with the financial capacity to achieve its growth objectives. The proceeds of the capital raising will be used to fund the Company's capital expenditure program and for additional working capital purposes.

The Board believes that the outlook for the Company is very positive, with two new and significant growth opportunities in its Orals and Advance Therapies businesses also restimulating its established Active Pharmaceutical Ingredients business. The Board sees exciting long-term opportunities in several fast-growing drug technologies (e.g. psychedelics, mRNA and antibody drug conjugate).

The Company's revenue in June 2023 half year is expected to be significantly ahead of the corresponding period last year and the Board is confident of further substantial sales growth into the 2024 financial year. The Board believes the Company now has a clear pathway back to profitability.

The Board believes that the SPP provides Eligible Shareholders with an opportunity to increase their investment in the Company on attractive terms at an exciting time in its development.

Key Elements of the SPP

The SPP gives you the opportunity to increase your holding of fully paid ordinary shares in the Company (**Shares**). The issue price of the SPP Shares will be \$0.065 per SPP Share, which is the same price at which Placement Shares were offered to investors under the Placement. The issue price represents a 4.1% discount to the volume weighted average price (VWAP) of \$0.0678 in the 15 trading days, immediately preceding the announcement of the SPP.

You may apply for a parcel of SPP Shares valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000. The Directors have set a cap on the aggregate amount that may be raised under the SPP of \$2 million. If this cap is exceeded, the Company will scale back applications in its absolute discretion.

Directors of the Company have indicated that they intend to apply for SPP Shares under the SPP.

Participation in the SPP is optional and open to Eligible Shareholders, being holders of fully paid ordinary shares in the Company at 7.00 pm (Melbourne time) on 20 June 2023 (the **Record Date**) and whose address on the share register is in Australia or New Zealand. The SPP is also being extended to Eligible Shareholders who are custodians to participate in the SPP on behalf of certain eligible beneficiaries on the terms and conditions set out in this booklet (**Booklet**).

Your right to participate in the SPP is not transferable.

All SPP Shares will rank equally with existing Shares from the date of issue.

The terms and conditions of the SPP and your personalised Application Form are provided in this Booklet. I encourage you to read these materials in their entirety and seek your own financial and taxation advice in relation to the SPP, before you decide whether to participate.

How to apply

The SPP opens on Friday, 23 June 2023 and is expected to close at 5.00 pm (Melbourne time) on Friday, 14 July 2023, although the Company reserves the right to extend the Closing Date or close the SPP early. SPP Shares are expected to commence trading on ASX on Friday, 21 July 2023.

To apply for SPP Shares, you must either:

- make a payment via BPAY® (you do not need to return an Application Form under this option); or
- make a payment via EFT (In the case of New Zealand Shareholders or if you cannot make payment by BPAY® you can pay by EFT. When making an EFT payment please put your SRN/HIN in the reference field otherwise your payment may not be processed. Applications made by EFT will also be required to return their Application Form to capitalmarkets@linkmarketservices.com.au).

If you have any questions in relation to how to participate in the SPP, please contact the Company's Share Registry, Link Market Services Limited (**Registry**), from 8.30am to 5.30pm (Sydney time) Monday to Friday on 1300 551 242 from Australia or from overseas on +61 1300 551 242, or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in the Company through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

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

Yours sincerely



Mark Simari
Chairman

Important notice and disclaimer

This Booklet does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

The offer of SPP Shares under the SPP is made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547(ASIC Instrument 2019/547), which grants relief from the requirement for the Company to provide prospectus disclosure in relation to the SPP. This Booklet is not a prospectus under Chapter 6D of the Corporations Act.

The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas Shareholders in the Company. Shareholders who are not resident in Australia or New Zealand will not be able to participate in the SPP.

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

New Zealand

The SPP Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company at the Record Date with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (as amended) (New Zealand).

This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority. This Booklet 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.

Important information for holders of the Company's Shares outside Australia and New Zealand

*This Booklet does not constitute an offer of securities in any place outside Australia or New Zealand. In particular, this Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The SPP Shares have not been and will not be registered under the US Securities Act of 1933, as amended, (the **Securities Act**) or the securities laws of any state or other jurisdiction of the United States. The SPP Shares may not be offered or sold in the United States, to any US Person (as defined in Rule 902 of Regulation S under the Securities Act) or to any person acting for the account or benefit of a US Person, except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction in the United States.*

Because of these legal restrictions, you must not send copies of this Booklet or any other material relating to the SPP to any US Person or any person acting for the account or benefit of a US Person, or any person resident in the United States or elsewhere outside Australia and New Zealand.

Key Dates

Record Date (the date that eligibility to participate in the SPP is determined)	7.00 pm on Tuesday, 20 June 2023
Opening Date	Friday, 23 June 2023
Closing Date	5.00 pm on Friday, 14 July 2023
Issue of SPP Shares	Friday, 21 July 2023
SPP Shares commence trading on ASX	Friday, 21 July 2023
Despatch of new holding statements	Friday, 21 July 2023

This timetable is indicative only and the Company may, at its discretion, vary any of the above dates by sending a revised timetable to ASX. All times are Melbourne times.

Refer to the Glossary for a description of any capitalised terms that are used but not otherwise defined in this Booklet.

Key SPP Information

You should read this section in conjunction with the attached Terms and Conditions of the SPP.

1. What is the share purchase plan or SPP?

The SPP is an offer to Eligible Shareholders of the Company to each subscribe for up to \$30,000 worth of SPP Shares without brokerage or other transaction costs.

Under the SPP, Eligible Shareholders may each apply for a parcel of SPP Shares valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000.

2. Do I have to participate in the SPP?

No. Participation in the SPP is entirely voluntary.

Before you decide whether to participate in the SPP, the Company recommends you seek independent financial advice from your stockbroker, accountant or other professional adviser.

If you do not wish to participate in the SPP, you do not need to take any action.

If you do not participate in the SPP, you will receive no value or other benefit in respect of any SPP Shares to which you may have been entitled under the SPP.

3. What is the Issue Price of the SPP Shares?

The Issue Price will be \$0.065 per SPP Share, which is the same issue price at which Placement Shares were offered to investors under the Placement.

If you apply for SPP Shares under the SPP, there is a risk that the market price of the Company's Shares may change between the date you apply for SPP Shares and the date when SPP Shares are issued to you under the SPP. This means there is a risk that the market price of the Company's Shares at the time the SPP Shares are

issued will be less than the SPP Issue Price. By applying for SPP Shares under the SPP, you will be acknowledging and accepting this risk.

Your application is unconditional and may not be withdrawn even if the market price of Shares is less than the Issue Price.

4. Who is eligible to participate in the SPP?

Shareholders who are registered holders of Shares at 7.00 pm (Melbourne time) on Tuesday, 20 June 2023 with a registered address in either Australia or New Zealand are eligible to participate in the SPP provided that such Shareholder is not in the United States, nor is a US Person or a person acting for the account or benefit of a US Person (**Eligible Shareholder**).

The SPP is also being extended to Eligible Shareholders who are Custodians to participate in the SPP on behalf of Eligible Beneficiaries on the terms and conditions provided in this Booklet.

5. Can my offer under the SPP be transferred to a third party?

No. The offer cannot be transferred.

6. How much can I invest under the SPP?

Eligible Shareholders may apply for SPP Shares in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000. The number of SPP Shares issued to an applicant will be rounded up to the nearest whole number after dividing the application monies by the Issue Price.

7. How do I apply for SPP Shares?

If you wish to participate in the SPP, you need to do one of the following.

Option 1: Pay via BPAY®

To pay via BPAY® you will need to:

- be an account holder with an Australian financial institution;
- use the personalised reference number shown on your Application Form which is required to identify your shareholding; and
- ensure that your payment for the appropriate amount is received by the Registry before the SPP Closing Date of 5.00 pm (Melbourne time) on Friday, 14 July 2023.

You should take into account the cut-off times your financial institution has to ensure your payment is received in advance of the SPP Closing Date.

You can only make payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

If you are paying via BPAY® there is no need to return the Application Form, but you will be taken to have made the acknowledgements, representations, statements and certifications that are set out in the Application Form as well as in this Booklet.

Option 2: Pay via Electronic Funds Transfer (EFT)

To pay by EFT, please follow the instructions on the Application Form. Please note that if you are paying by EFT:

- if you are a New Zealand Shareholder or cannot make payment by BPAY®, you can pay by EFT. When making an EFT payment please put your SRN/HIN in the reference field otherwise your payment may not be processed. Applications made by EFT will also be required to return their Application Form to capitalmarkets@linkmarketservices.com.au;
- if you have multiple holdings you will have multiple EFT unique reference numbers. To ensure that you receive your application in respect of each holding, you must use the unique reference number shown on each personalised Application Form when paying for any SPP Shares that you wish to apply for in respect of that holding. Payments in excess of the amount payable for one holding will not be treated as payment for another holding and the excess will be refunded to the applicant without interest; and
- you should take into account the cut-off times your financial institution has to ensure your payment is received in advance of the SPP Closing Date.

8. What are the key dates for the SPP?

Record Date (the date that eligibility to participate in the SPP is determined)	7.00 pm on Tuesday, 20 June 2023
Opening Date	Friday, 23 June 2023
Closing Date	5.00 pm on Friday, 14 July 2023
Issue of SPP Shares	Friday, 21 July 2023
SPP Shares commence trading on ASX	Friday, 21 July 2023
Despatch of new holding statements	Friday, 21 July 2023

The Company reserves the right to vary these times and dates in its absolute discretion by sending a revised timetable to ASX. All times are Melbourne times.

9. What are the rights attached to SPP Shares issued under the SPP?

SPP Shares will rank equally with existing Shares from the date of issue.

10. What do I do if I am a Custodian?

The SPP is being extended to Eligible Shareholders who are Custodians and who wish to apply for SPP Shares on behalf of certain Eligible Beneficiaries.

The SPP is being offered to Custodians as the registered Shareholder. Custodians are not required to participate on behalf of their Eligible Beneficiaries. Custodians may choose whether or not to extend the SPP to their Eligible Beneficiaries. If you wish to apply as a Custodian under the SPP to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit an additional "**Custodian Certificate**" that contains further certifications and details (as required under ASIC Instrument 2019/547) before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected.

By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP Shares, you certify (amongst other things) that each Eligible Beneficiary has not exceeded the \$30,000 limit.

To request a Custodian Certificate or for further information about the custodian application process, please contact the Registry at capitalmarkets@linkmarketservices.com.au.

Each Custodian must not participate in the SPP on behalf of and must not distribute this Booklet or any documents relating to this SPP to, any US Person or any person acting for the account or benefit of a US Person or any other person in the United States.

A Custodian will be ineligible to participate in the SPP if their participation would be in breach of ASIC Instrument 2019/547.

11. Will I receive notification of my issue?

Yes. The Company currently intends to issue the SPP Shares on Friday, 21 July 2023. The Registry will send you a holding statement on or around Friday, 21 July 2023, which will include details of the number of SPP Shares issued to you, your total holding of Shares and the Issue Price of the SPP Shares. However, these dates are indicative only and may be varied by the Company in its discretion. You can confirm your total holding of Shares by contacting the Registry, from 8.30am to 5.30pm (Sydney time) Monday to Friday on 1300 551 242 (within Australia) or +61 1300 551 242 (outside Australia).

12. When can I trade my SPP Shares?

You can trade your SPP Shares after the Issue Date. However, given the possibility that applications may be scaled back, you should confirm your holding on or after the Issue Date before trading any SPP Shares you believe you have acquired under the SPP. You can confirm your total holding of Shares by contacting the Registry, from 8.30am to 5.30pm (Sydney time) Monday to Friday on 1300 551 242 (within Australia) or +61 1300 551 242 (outside Australia).

13. Where can I get more information on the SPP?

If you have any questions in relation to how to participate in the SPP, please contact the Registry, from 8.30am to 5.30pm (Sydney time) Monday to Friday on 1300 551 242 (within Australia) or +61 1300 551 242 (outside Australia), or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in the Company through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

14. What will happen if the SPP is oversubscribed?

The Directors have set a cap on the aggregate amount that may be raised under the SPP of \$2 million. If this cap is exceeded, the Company will scale back applications in its absolute discretion. For further details regarding the Company's scale back policy, refer to section 9 of the Terms and Conditions of the SPP below.

15. Is the SPP underwritten?

No. The SPP is not underwritten.

Terms and Conditions of the SPP

Important Notice

If you participate in the SPP by completing and returning the Application Form or by making a payment by BPAY® or EFT, you are accepting the risk that the market price of Shares may change between the Record Date or the date on which you send in the Application Form or make a payment by BPAY® or EFT and the Issue Date. This means that, up to and/or after the Issue Date, you may be able to buy Shares on the ASX at a lower price than the Issue Price.

Please read these terms and conditions carefully, as you will be bound by them in participating in the SPP. Shareholders accepting the SPP offer will also be bound by the constitution of the Company.

The Important notice and disclaimer, Key Dates and Key SPP Information sections of this Booklet form part of these terms and conditions.

1. Offer

- 1.1 IDT Australia Limited (**Company**) offers each Eligible Shareholder the opportunity to purchase up to \$30,000 worth of SPP Shares under the Share Purchase Plan (**SPP**) subject to and in accordance with the terms and conditions set out below.
- 1.2 In these terms and conditions, **SPP** means the offer in clause 1.1.
- 1.3 The SPP opens on Friday, 23 June 2023 and closes at 5.00 pm (Melbourne time) on Friday, 14 July 2023 (or such other date as the Company determines, in its absolute discretion).
- 1.4 If you choose not to participate in the SPP, your right to participate lapses at the Closing Date, being 5.00 pm (Melbourne time) on Friday, 14 July 2023 (or such other date as the Company determines, in its absolute discretion).
- 1.5 The SPP is non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase SPP Shares to a third party.
- 1.6 The SPP to each Eligible Shareholder (whether as a Custodian or on their own account) is made on the same terms and conditions.
- 1.7 All references to "\$" or "dollars" in this Booklet are references to Australian dollars unless otherwise indicated.

2. Eligible Shareholders

- 2.1 You are eligible to participate in the SPP if you:
 - (a) were registered on the Register as a Shareholder at 7.00 pm (Melbourne time) on Tuesday, 20 June 2023 (**Record Date**);
 - (b) have a registered address in either Australia or New Zealand at that time; and
 - (c) are not in the United States, a US Person or a person acting for the account or benefit of a US Person.
- 2.2 The SPP is also extended to Eligible Shareholders who are Custodians, in accordance with clauses 3.2 and 4.5 below.

2.3 The SPP is not made to Shareholders with a registered address outside of Australia or New Zealand.

3. Joint holders/Custodians

3.1 If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification given by any of them is taken to be a certification given by all of them.

3.2 Subject to these terms and conditions, Eligible Shareholders who are Custodians may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian is holding Shares.

4. Applications for SPP Shares

4.1 Eligible Shareholders may apply for SPP Shares to the value of \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000. Eligible Shareholders may not apply for SPP Shares with a value of more than \$30,000.

4.2 No brokerage or other transaction costs will apply to the acquisition of SPP Shares.

4.3 Eligible Shareholders who wish to apply for SPP Shares must either:

(a) make a payment for the appropriate amount via BPAY® in accordance with the instructions on the Application Form so that it is received prior to 5.00 pm (Melbourne time) on Friday, 14 July 2023; or

(b) make a payment for the appropriate amount via EFT in accordance with the instructions on the Application Form so that it is received prior to 5.00 pm (Melbourne time) on Friday, 14 July 2023.

4.4 Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with an aggregate value of more than \$30,000.

4.5 If you wish to subscribe for SPP Shares as a Custodian for one or more Eligible Beneficiaries, you must also complete and submit a Custodian Certificate that contains further certifications and details (required under the terms of ASIC Instrument 2019/547) before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected.

4.6 The Company and its officers and agents, may accept or reject your application for SPP Shares in whole or in part at their discretion including, without limitation, if:

(a) your application does not comply with these terms and conditions;

(b) it appears you are not an Eligible Shareholder;

(c) BPAY® payment or EFT payment is not received by the Registry by the Closing Date;

(d) if you are a New Zealand Shareholder or cannot make payment by BPAY®, you can pay by EFT. When making an EFT payment please put your SRN/HIN in the reference field otherwise your payment may not be processed. Applications made by EFT will also be required to return their Application Form to capitalmarkets@linkmarketservices.com.au.

(e) it appears that you are applying to purchase more than \$30,000 worth of SPP Shares in aggregate (including as a result of Shares you hold directly, jointly or through a Custodian or nominee arrangement) or your application is for a value of shares other than \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000;

- (f) payment of the application monies is not submitted in Australian currency; or
- (g) the amount of your BPAY® payment or EFT payment is not equal to the amount of your application. If this occurs, the Company will:
 - (i) refund in full your application monies and not allot any SPP Shares to you; or
 - (ii) allot to you the number of SPP Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your payment and refund to you the excess of your application monies.

4.7 If you are entitled to a refund of all or any of your application monies, the refund will be paid to you, without interest, as soon as is practicable:

- (a) by direct credit to your nominated account (as recorded on the Register); or
- (b) by returning your Application Form, if not processed, to your registered address (as recorded on the Register).

5. Issue Price

5.1 The Issue Price will be \$0.065 per SPP Share, which is the same issue price at which Placement Shares were offered to investors under the Placement.

5.2 The current Share price can be obtained from the ASX at www.asx.com.au.

5.3 By applying for SPP Shares, you agree to pay the Issue Price per SPP Share for the number of SPP Shares calculated under clause 6.1 or, if there is a scale back, the number of SPP Shares calculated under clause 9.

6. Number of SPP Shares to be issued

6.1 If you apply for SPP Shares, you will apply for a certain value, rather than a certain number, of SPP Shares. If your application is accepted, the Company will divide the value of your application monies by the Issue Price (as determined under clause 5.1) in order to determine the number of SPP Shares which, subject to scale back, will be issued to you.

6.2 If this calculation produces a fractional number, the number of SPP Shares issued to you will be rounded up to the nearest whole SPP Share.

6.3 The Company will not issue SPP Shares to an applicant if the issue of those SPP Shares, either alone or in conjunction with the issue of Shares under any other applications, would contravene any law, the Corporations Act, the listing rules of the ASX or ASIC Instrument 2019/547.

7. Issue

7.1 SPP Shares will be issued on the Issue Date.

7.2 SPP Shares will rank equally with existing Shares from the Issue Date.

7.3 The Company will apply to ASX for the quotation of SPP Shares. It is anticipated that SPP Shares will be quoted on the ASX on or around Friday, 21 July 2023.

7.4 The Registry will send you a holding statement, confirming the issue of SPP Shares, on or around Friday, 21 July 2023.

8. Acknowledgements

8.1 By making a payment via BPAY® or EFT, you:

- (a) are deemed to have accepted the SPP offer and you irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (b) warrant that all details and statements in your application are true and complete and not misleading;
- (c) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn);
- (d) agree that your application is only effective when received by the Company and not when it is posted;
- (e) warrant that you are an Eligible Shareholder and are eligible to lawfully participate in the SPP and apply for SPP Shares, in each case in accordance with these terms and conditions as well as any applicable laws;
- (f) acknowledge that no interest will be paid on any application monies held pending the issue of SPP Shares or subsequently refunded to you for any reason;
- (g) acknowledge that the Company and its officers and agents, are not liable for any consequences of the exercise or non-exercise of their discretions referred to in these terms and conditions;
- (h) agree to pay the Issue Price per SPP Share up to the maximum of:
 - (i) the value you have selected on the Application Form; or
 - (ii) the maximum value of your BPAY® payment or EFT payment;
- (i) acknowledge and agree that:
 - (i) you are not in the United States and are not a US Person or a person acting for the account or benefit of a US Person;
 - (ii) the SPP Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the SPP Shares may not be offered or sold without registration under the Securities Act or unless the SPP Shares are offered, sold or otherwise transferred in a transaction exempt from, or not subject to, the registration requirements of the Securities Act, and the securities laws of any state or any other jurisdiction in the United States;
 - (iii) you have not, and will not, send this Booklet or any materials relating to the SPP to any person in the United States, a US Person or a person acting for the account or benefit of a US Person or to any person located in any other country outside Australia and New Zealand;
 - (iv) if in the future you decide to sell or otherwise transfer the SPP Shares, you will only do so in the regular way for transactions on the ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, or is acting for the benefit or account of, a person in the United States or a US Person; and

- (v) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia, New Zealand or such other country as the Company may consent in compliance with applicable laws, and you have not sent this Booklet, or any materials relating to the SPP, to any person outside Australia, New Zealand or such other country as the Company may consent in compliance with applicable laws;
- (j) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:
 - (i) you are not applying for SPP Shares with an application price of more than \$30,000 under the SPP (including by instructing a Custodian to acquire SPP Shares on your behalf under the SPP); and
 - (ii) the total of the application price for the following does not exceed \$30,000:
 - (A) the SPP Shares the subject of the application;
 - (B) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application;
 - (C) any other SPP Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
 - (D) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the SPP;
- (k) if you are a Custodian and are applying for SPP Shares on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
 - (i) you are a Custodian (as that term is defined in ASIC Instrument 2019/547);
 - (ii) you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for SPP Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this Booklet;
 - (iii) you are not applying for SPP Shares on behalf of any Eligible Beneficiary with an application price of more than \$30,000 under the SPP;
 - (iv) your application will not be accepted unless you duly complete and submit a Custodian Certificate in accordance with clause 4.5; and
 - (v) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (l) accept the risk associated with any refund that may be dispatched to you by direct credit to your address shown on the Register;
- (m) are responsible for any dishonour fees or other costs the Company may incur for payment which is dishonoured;
- (n) agree to be bound by the constitution of the Company (as amended and as it may be amended from time to time in the future);

- (o) acknowledge that none of the Company, its officers, advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (p) acknowledge that the Company may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective; and
- (q) authorise the Company, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.

9. Scale back

- 9.1 The Company may be required to undertake a scale back of applications for SPP Shares if the SPP offer is oversubscribed.
- 9.2 To the extent that it is necessary to scale back the number of SPP Shares that will be issued under the SPP, the Company will have the absolute discretion to scale back applications for SPP Shares to the extent and in the manner it sees fit (including, but without limiting the Company's discretion) by taking into account a number of factors, including but not limited to:
- (a) the size of your shareholding at the Record Date;
 - (b) the extent to which you have sold or purchased Shares since the Record Date;
 - (c) whether you have multiple registered holdings;
 - (d) the date on which your application was made; and
 - (e) the total number of applications and SPP Shares subscribed for by Eligible Shareholders.
- 9.3 If there is a scale back, you may receive less than the parcel of SPP Shares for which you apply.
- 9.4 If a scale back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be issued will be rounded down to the nearest whole number of SPP Shares.
- 9.5 If there is a scale back, the difference between the application monies received from you, and the number of SPP Shares allocated to you multiplied by the Issue Price, will be refunded to you (without interest).

10. ASIC relief

- 10.1 This offer of SPP Shares under the SPP is made in accordance with ASIC Instrument 2019/547, which grants relief from the requirement to prepare a disclosure document for the SPP subject to certain requirements.
- 10.2 The Company has, prior to the release of this Booklet, given a notice to ASX that complies with the requirements of ASIC Instrument 2019/547.

11. Dispute resolution

- 11.1 The Company may settle, in any manner it determines, any difficulties, anomalies, or disputes which may arise in connection with, or by reason of, the operation of the SPP whether generally or in relation to any participant or any application for SPP Shares, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.

11.2 The powers of the Company under these terms and conditions may be exercised by the Directors or any delegate or representative of the Directors.

12. Variation and termination

12.1 The Company reserves the right at any time to:

- (a) amend or vary these terms and conditions;
- (b) waive strict compliance with any provision of these terms and conditions;
- (c) withdraw the SPP or suspend or terminate the SPP;
- (d) vary the timetable for the SPP, including the Closing Date; and
- (e) not accept an application, not issue SPP Shares or issue SPP Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian applying on behalf of its Eligible Beneficiaries).

12.2 In the event that the SPP is withdrawn or terminated, all application monies will be refunded. No interest will be paid on any money refunded to you.

13. Privacy policy

13.1 The Company values your privacy and will take reasonable steps to protect your personal information in accordance with applicable data privacy laws and regulations. The Company and the Registry are bound by the Privacy Act 1988 (Cth) in relation to the collection, use and disclosure of personal information about you. Chapter 2C of the Corporations Act requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a securityholder.

13.2 The Company and the Registry may collect personal information to process your application, implement the SPP and administer your holding of Shares. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.

13.3 Your personal information may be disclosed to joint investors, the Registry, securities brokers, third party service providers (including print and mail service providers), technology providers and professional advisers, related entities of the Company and its agents and contractors, as well as ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas where such personal information may not receive the same level of protection as under Australian law.

13.4 The Registry's privacy policy is available on its website: www.linkmarketservices.com.au.

14. Governing law and inconsistencies

- 14.1 These terms and conditions are governed by the laws in force in Victoria, Australia. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP, will be determined by the courts of Victoria, Australia. By accepting the SPP, you agree to submit to the non-exclusive jurisdiction of the courts in Victoria, Australia. Other terms and conditions, rights and obligations of SPP Shares are contained in the constitution of the Company. The terms and conditions of the SPP prevail to the extent of any inconsistency with the Application Form.

Glossary

The following definitions apply throughout this Booklet unless the context requires otherwise.

Application Form	your personalised application form enclosed with this Booklet.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691 or the market operated by it as the context requires.
Beneficiary	a person on whose behalf a Custodian is holding Shares at 7.00 pm (Melbourne time) on the Record Date.
Closing Date	5:00 pm (Melbourne time) on Friday, 14 July 2023 (or such other date as the Company determines, in its absolute discretion).
Company	IDT Australia Limited ABN 66 006 522 970.
Corporations Act	the Corporations Act 2001 (Cth).
Custodian	a custodian as defined in section 4 of ASIC Instrument 2019/547.
Custodian Certificate	a certificate complying with section 8(2) of ASIC Instrument 2019/547.
Director	a director of IDT Australia Limited.
Eligible Beneficiary	a Beneficiary of a Custodian with a registered address in Australia, New Zealand or such other country as the Company may consent in compliance with applicable laws, provided that such Beneficiary is not in the United States, a US Person or a person acting for the account or benefit of a US Person.
Eligible Shareholder	a Shareholder who is a registered holder of Shares at 7.00 pm (Melbourne time) on Tuesday, 20 June 2023 with a registered address in either Australia or New Zealand, provided that such Shareholder is not in the United States, a US Person or a person acting for the account or benefit of a US Person.
Issue Date	Friday, 21 July 2023 (or such other date as the Company determines, in its absolute discretion).
Issue Price	the price per SPP Share as determined under clause 5 of the terms and conditions of the SPP.
Opening Date	Friday, 23 June 2023.
Placement	the two-tranche placement of fully paid ordinary shares by the Company to institutional and professional investors to raise up to approximately \$5 million (before costs) announced to ASX on 5 June 2023.

Placement Shares	Shares issued under the Placement.
Record Date	7.00 pm (Melbourne time) on Tuesday, 20 June 2023.
Register	the register of Shareholders.
Registry	Link Market Services Limited ABN 54 083 214 537.
Securities Act	U.S. Securities Act of 1933, as amended.
Share	a fully paid ordinary share in the Company.
Shareholder	a registered holder of Shares.
SPP	the share purchase plan offer made to Eligible Shareholders under this Booklet, as described in clause 1.1 of the terms and conditions of the SPP.
SPP Shares	new fully paid ordinary shares to be offered to Eligible Shareholders under the SPP.
US Person	has the meaning given in Rule 902 under the Securities Act.

Corporate Directory

Company

IDT Australia Limited (ASX: IDT)
ABN 66 006 522 970
45 Wadhurst Drive
Boronia, Victoria 3155, Australia
<https://en.idtaus.com.au/>

Registry

Link Market Services Limited
Level 13, Tower 4, 727 Collins Street
Melbourne, Victoria 3000, Australia
www.linkmarketservices.com.au

Directors

Mark Simari - Non-Executive Chairman
Geoffrey Sam OAM - Non-Executive Director
Jane Ryan - Non-Executive Director
Paul McDonald - Chief Executive Officer

Company Secretary

Mark Licciardo

This page is intentionally blank