



Dear Shareholder

## INVITATION TO PARTICIPATE IN SHARE PURCHASE PLAN

Following the announcement by 4DS Memory Limited (**4DS or the Company**) of a placement of 65 million shares at an issue price of A\$0.05 per share to sophisticated and professional investors to raise a total of A\$3.25 million (**Placement**), the Board of 4DS is now pleased to offer eligible shareholders an opportunity to share in the ongoing progress of your Company by subscribing for up to \$15,000 in new 4DS shares, with no brokerage costs, through a Share Purchase Plan (**SPP**).

This SPP allows eligible shareholders to participate at the same price as the Placement, being A\$0.05 per share. The SPP will be available to all eligible shareholders on a **first-come first-served** basis and **capped** at **A\$750,000**.

The issue of shares under the SPP will be limited to 15,000,000 new fully paid ordinary shares (representing 1.42% of the current issued capital of the Company), and will not be underwritten. The Company reserves the right to scale back applications (at its discretion).

The Officers and Directors of 4DS may take up all or part of their allocation under the SPP.

As announced on 20 June 2019, the next iteration of 300mm wafers (**Lot 4**) will comprise of process condition variations to wafer D10 Lot 3. The processing of Lot 4 has commenced on imec's state-of-the-art production equipment. Lot 4 will comprise of two sets of twenty three 300mm wafers (46 in total), that will be processed and analyzed in parallel, thereby expediting the transition to imec's 1 megabit memory platform.

The objective of Lot 4 will be to further optimise speed, endurance and retention, with the results of the analysis of Lot 4 expected during Q3 of 2019. This optimisation is a required and logical step before the Company integrates its technology onto imec's 1 megabit memory platform, potentially after the completion of the analysis of Lot 4. In turn, this brings the Company closer to its goal of ultimately being able to produce a 1 megabit memory chip.

The objective of the SPP is to raise funds to continue the Company's important development work in 4DS's facilities in Silicon Valley and at imec.

### The Offer

The SPP is offered exclusively to all shareholders who are recorded on the Company's share register at 5pm (WST) on 16 July 2019 (**Record Date**) and whose registered address is in Australia or New Zealand.

It provides shareholders with an opportunity to buy a parcel of new shares in the Company with no brokerage or commission costs, irrespective of the size of their shareholding, up to a maximum value of A\$15,000.

The issue price of each share under the SPP is A\$0.05 which is the same price as shares offered under the Placement. The issue price represents a 13.8% discount to the closing price of the Company's shares on the ASX on the last trading day prior to the announcement of this SPP (being A\$0.058 per share on 12 July 2019). The market price of shares in the Company may rise or fall between the date of this offer and the date that new shares are issued to you under the SPP. This means that the issue price you pay for the



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shares may be greater than or less than the market price of the shares at the date of issue of the shares under the SPP.

Participation in the SPP is optional and the right to participate is not transferable. The offer to participate in the SPP closes at 5.00pm (WST) on 2 August 2019. **Given that the SPP shares are to be allocated on a first-come first-served basis, the Company encourages shareholders who wish to participate to act promptly in submitting their application forms. The Company reserves the right to close the SPP early, in its sole and absolute discretion, by making an announcement to the ASX.**

Full details on the SPP and how to participate are contained in the documents attached. To apply for a parcel of shares please read these documents carefully and follow the instructions on the enclosed personalised application form.

Your continuing support as a shareholder of 4DS is appreciated.

Yours sincerely

A handwritten signature in black ink, appearing to read 'David McAuliffe'.

**David McAuliffe**  
Executive Director

## THE OFFER AT A GLANCE

### Key Dates\*

Date	Details
16 July 2019	<b>Record Date 5.00pm (WST)</b> The date on which the Company determined eligible shareholders.
19 July 2019	<b>Opening Date</b> The date the SPP opens.
2 August 2019	<b>Closing Date</b> The date on which the SPP closes. Applications and payments (including BPAY) must be received by 5.00pm (WST).
6 August 2019	<b>Issue Date</b> The date shares are issued and any scale-back of the shares to be issued under the SPP is announced.
12 August 2019	<b>Despatch Date</b> The date on which holding statements are sent to shareholders.
12 August 2019	<b>Share Trading Date</b> The date on which it is expected that shares will commence trading on the ASX.

*\*The Company has the discretion and reserves the right to alter key dates, including closing the SPP early.*

### Offer Details

Item	Detail
Issue Price	A\$0.05 per share, which is the same price as shares offered under the Placement. The issue price represents a 13.8% discount to the closing price of the Company's shares on ASX on the last trading day prior the announcement of this SPP.
Minimum Application Amount*	The minimum application amount is A\$5,000 (100,000 shares)
Maximum Application Amount*	The maximum application amount is A\$15,000 (300,000 shares).
Permitted Application Amounts*	Each shareholder is entitled to purchase share parcels valued at any one of A\$5,000 (100,000 shares), A\$10,000 (200,000 shares) or A\$15,000 (300,000 shares).

*\* Rounded down to the nearest whole share (where applicable)*

## Questions and Answers

### 1. What is the Share Purchase Plan?

The Share Purchase Plan (**SPP**) is an opportunity for eligible shareholders to purchase additional ordinary shares in the Company up to a maximum of A\$15,000 (300,000 shares) at a discount to the market price without brokerage and commission costs.

All shares issued to you under the SPP will rank equally with your existing shares and will carry the same voting rights and other entitlements.

### 2. Who is eligible to participate in the SPP?

Participation in the SPP is open to each person registered as a holder of ordinary shares in the Company on the Record Date, who has an address in Australia or New Zealand.

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

The issue price of each share issued under the SPP is A\$0.05 which is the same price as shares offered under the Placement. The issue price represents a 13.8% discount to the closing price of the Company's shares on ASX on the last trading day prior the announcement of this SPP.

The market price of shares in the Company may rise or fall between the date of this offer and the date that shares are issued to you under the SPP. This means that the issue price you pay for the shares may be greater than or less than the market price of the shares at the date of issue of the shares under the SPP.

### 4. How many Shares can I apply for under the SPP?

Regardless of the shares you currently own, you are entitled to apply for a parcel of shares in the Company valued at A\$5,000 (100,000 shares), A\$10,000 (200,000 shares) or A\$15,000 (300,000 shares). You may only apply for one of these parcels.

If you hold shares in more than one capacity (for example you are both a joint holder and a sole holder), the maximum amount you can apply for under the SPP in all capacities is A\$15,000 (300,000 shares).

**By applying to purchase shares under the SPP, you will have agreed to be bound by the terms and conditions of the SPP as set out in this offer document.**

### 5. How do I apply for Shares under the SPP?

If you wish to participate in the SPP, please make a BPAY® payment according to the instructions set out on the enclosed personalised Application Form using the BPAY® Biller Code and Customer Reference Number shown therein. Payments via BPAY® can only be made by a holder of an account with an Australian financial institution that supports BPAY® transactions.

The reference number shown on each Application Form (Reference Number) is used to identify your holding. If you have multiple holdings, you will have multiple Reference Numbers. You must use the Reference Number to pay for each holding separately. Failure to do so may result in an underpayment.

You do not need to submit the Application Form but are taken to have made the certification and any declarations on that Application Form by making a BPAY® payment.

**It is your responsibility to ensure that your BPAY® payment is received by the Company's share registry by no later than 5.00pm (WST) on 2 August 2019. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when allowing adequate time for making payment.**

You will not be able to withdraw or revoke your application once the BPAY® payment is received.

6. [How long is the SPP offer open for?](#)

The SPP opens on 19 July 2019 and is expected to close on 2 August 2019.

If you wish to participate you should ensure that your **BPAY® payment is received as soon as possible and by no later than 5pm (WST) on 2 August 2019.**

7. [Do I have to participate in the SPP?](#)

Participation in the SPP is voluntary.

Before you apply for shares we recommend you seek independent financial advice from your professional advisor or stockbroker.

8. [Further assistance](#)

If you have any questions in relation to the SPP please contact your professional advisor or stockbroker.

If you require information on how to complete the application form, please contact the Company's share registry on 1300 288 664.

## 4DS Memory Limited - Share Purchase Plan Terms and Conditions

**This document sets out the terms and conditions of the offer under the Share Purchase Plan.**

### **Description of the SPP**

Pursuant to the Share Purchase Plan (**SPP**), 4DS Memory Limited (**Company**) is offering its shareholders the opportunity to acquire additional fully paid ordinary shares in the Company up to a maximum value of A\$15,000 at a discount to the market price of the Company's shares on the Australian Securities Exchange (**ASX**) without the need to pay brokerage or commission costs and without the need for the Company to issue a Prospectus, upon such terms and conditions as the Board of the Company in its absolute discretion sees fit.

### **Shareholders Eligibility to Participate**

Participation in the SPP is open to each person registered as a holder of ordinary shares in the Company on 16 July 2019 (**Record Date**), who has an address in Australia or New Zealand (**Eligible Shareholders**).

Due to foreign security laws, it is not practical for shareholders who are resident in other countries to participate under the SPP.

Participation in the SPP is optional and is subject to these terms and conditions. Offers made under the SPP are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to shares offered under the SPP).

Joint shareholders are taken to be a single registered holder for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same holder or joint holders receive more than one offer under the SPP (for example if a holder has more than one holding under separate accounts), that holder or those joint holders may only apply for an aggregate maximum parcel of shares between any joint or individual holdings.

Trustees and nominees are able to apply for one maximum parcel of shares under the SPP for each beneficiary that is expressly noted on the Company's share register as a trustee or nominee for a named beneficiary. If the Company's share register does not record a named beneficiary in respect of the trustee or nominee holding, or the shares are held by a custodian, the trustee, nominee or custodian must give the Company a certification which complies with Class Order 09/425 if it wishes to apply for shares on

behalf of multiple beneficiaries under the SPP. Please contact the Company to obtain a copy of this certification required.

By electing to participate in the SPP, the shareholder will be deemed to have certified to the Company that in respect of that shareholder, at the time of the application, the total price does not exceed A\$15,000 for:

- shares the subject of the application under the SPP;
- any other shares applied for under the SPP or any other shares issued under any similar arrangement in the 12 months before the application under the SPP;
- any other shares that the shareholder has instructed a custodian to acquire on their behalf under the SPP or that have been issued to a custodian under an arrangement similar to the SPP in the 12 months before the application under the SPP on the instruction of the shareholder and that are held beneficially by the shareholder.

Furthermore, shareholders will be deemed to have confirmed, in relation to all shares applied for by them under the SPP, that they do not make application for any other person in circumstances which might involve any breach of securities law of any jurisdiction other than Australia or New Zealand and have agreed to be bound by the Company's Constitution in respect of all the shares issued to them under the SPP.

### **Issue Price**

The issue price of each share issued under the SPP is A\$0.05 per share which is the same price as shares offered under the Placement. The issue price represents a 13.8% discount to the closing price of the Company's shares on ASX on the last trading day prior the announcement of this SPP.

The market price of shares in the Company may rise or fall between the date of this offer and the date that shares are issued to you under the SPP. This means that the issue price that you pay for the shares may be greater than or less than the market price of the shares at the date of issue of the shares under the SPP. Accordingly, you should seek your own financial advice in relation to this offer.

## **Application and Notices**

At the discretion of the directors of the Company, Eligible Shareholders will be sent a letter of offer, terms and conditions and an application form, inviting them to subscribe for shares under the SPP.

Eligible Shareholders may apply to purchase a parcel of shares under the SPP valued at any one of A\$5,000 (100,000 shares), A\$10,000 (200,000 shares), or A\$15,000 (300,000 shares).

If an Eligible Shareholder subscribes for an amount which results in a fraction of a Share, such fraction will be rounded down to the nearest whole Share.

If you wish to participate in the SPP you must apply by making a BPAY® payment using the BPAY® Biller Code and Customer Reference Number shown therein. The reference number shown on each Application Form (Reference Number) is used to identify your holding. If you have multiple holdings, you will have multiple Reference Numbers. You must use the Reference Number to pay for each holding separately. Failure to do so may result in an underpayment. You do not need to submit the Application Form but are taken to have made the certification and any declarations on that Application Form by making a BPAY® payment.

Applications will not be accepted after 5.00 pm (WST) on 2 August 2019. It is your responsibility to ensure that your BPAY® payment is received by the Company's share registry by no later than 5.00 pm (WST) on 2 August 2019. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment.

The Company reserves the right to reject any application where it believes there is non-compliance with this rule or any other terms or conditions of the SPP.

Applications may not be withdrawn once the Company has received the BPAY payment. Oversubscriptions or refunds of other application monies in any circumstances will be without interest.

By making the BPAY® payment you are giving the Company the certifications in these terms and conditions and in the application form.

## **Scale-back**

The SPP will be available to all eligible shareholders on a first-come first-served basis and capped at A\$750,000 (comprising a maximum of 15,000,000 ordinary shares). The Company reserves the right to scale back applications (at its discretion) and a

shareholder may be issued a lesser number of Shares than applied for. Any scale-back will be announced on 6 August 2019. If the Company scales-back an application, the Company will promptly return the relevant application monies to the shareholder, without interest.

## **Underwriting**

The SPP is not underwritten.

## **Shares Issued under the SPP**

Shares issued under the SPP will rank equally in all respects with all other ordinary fully paid shares in the Company from the date of issue.

Shareholder holding statements and/or CHES notification will be issued in respect of all shares.

After the issue of shares under the SPP, the Company will make application for those shares to be listed for quotation on the official list of the ASX.

## **Modification and Termination of the SPP**

The Company may modify or terminate the SPP at any time.

The Company will notify ASX of any modification to, or termination of, the SPP. The omission to give notice of any modification to, or termination of, the SPP or the failure of ASX to receive such notice will not invalidate the modification or termination.

## **Dispute Resolution**

The Company may settle in any manner it thinks fit, 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 application, and the decision of the Company will be conclusive and binding on all participants and other persons to whom the determination relates.

The Company reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of the Company under these conditions may be exercised by the directors of the Company or any delegate of the directors of the Company.

## **Contact Details**

If you have any questions regarding the SPP or how to deal with this offer, please contact your professional advisor or stockbroker. If you require information on how to complete the application form please contact the Company's share register on 1300 288 664.



4DS MEMORY LIMITED | ABN 43 145 590 110

All Registry Communication to:



GPO Box 5193, Sydney NSW 2001

1300 288 664 (within Australia)

+61 2 9698 5414 (international)

corporate.actions@automic.com.au

www.automic.com.au

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

SRN/HIN: [HolderNumber]

ASX Code: 4DS

Record Date: 5.00pm (WST) 16 July 2019

SHARE PURCHASE PLAN APPLICATION FORM

IMPORTANT: OFFER CLOSSES 5.00PM (WST) ON 2 AUGUST 2019 (UNLESS LEGALLY VARIED)

I/We being registered as the holder of Ordinary Shares in 4DS Memory Limited as at the above record date, do hereby apply for the number of New Ordinary Shares in 4DS Memory Limited as indicated below at the Offer Price of A\$0.05 per Share in accordance with the Terms and Conditions of the 4DS Memory Limited Share Purchase Plan. The minimum application amount is A\$5,000. 4DS Memory Limited reserves the right to accept or reject applications outside of these set application amounts and scale back applications as it sees fit. The maximum investment under the Offer is A\$15,000.

1: SELECT THE VALUE OF SECURITIES APPLIED FOR (please mark "X" to indicate one choice only)

Table with 3 columns: Offer (OFFER A, B, C), Total amount payable (A\$5,000, A\$10,000, A\$15,000), and Number of Shares purchased (100,000, 200,000, 300,000). Includes checkboxes for selection.

2: MAKE YOUR PAYMENT

Payment by BPAY

BPAY logo and fields for Biller Code: 235556 and Ref No: [BPayCRN]

Contact your financial institution to make your payment from your cheque or savings account.

3: PROVIDE YOUR CONTACT DETAILS

Form fields for Telephone Number, Contact Name (PLEASE PRINT), and Email Address. Includes a note: SUPPORT YOUR COMPANY: By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

# INSTRUCTIONS FOR COMPLETION OF THIS FORM

The right to participate in the Offer under the Share Purchase Plan is optional and is available exclusively to shareholders who are registered as holders of fully paid ordinary shares in the Company as at the record date and whose address is in Australia & New Zealand (Eligible Shareholders).

The Offer cannot be transferred and the Directors of the Company reserve the right to reject any application as it sees fit. Shares allotted under the Plan will be issued as soon as practicable after the Closing Date of the Offer.

If the Company rejects or scales-back an application or purported application, the Company will return to the Shareholder the relevant application monies, without interest.

## HOW TO APPLY FOR SHARES UNDER THE SPP

### 1 Application of New Shares

Select the value of new fully paid Shares you wish to apply for by placing an "X" alongside the dollar value of your choice. You can only indicate one choice. Should you indicate more than one choice then it will be at the discretion of the company as to which dollar value you will be deemed to have selected.

### 2 Payment Options

**Payment by BPAY:** You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number quoted on the front of this form. Multiple acceptances must be paid separately. Applicants should be aware of their financial institution's cut-off time (the payment must be made to be processed overnight).

**It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.**

**You do not need to return this form if you have made payment via BPAY®. Your BPAY® reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such shares for which you have paid.**

**Your payment must reach the Share Registry no later than 5.00pm WST on the Offer Closing Date, being Friday, 2 August 2019.**

### 3 Contact Details

Please enter a contact number we may reach you on between the hours of 9:00am and 5:00pm. We may use this number to contact you regarding your application for New Shares, if necessary.

## IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase shares under the Share Purchase Plan, there is no need to take action.
3. Please ensure you have read and understood the terms and conditions of the Share Purchase Plan and this section entitled "Important Information" before making payment by BPAY®.
4. The offer for shares under the Share Purchase Plan is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Class Order 09/425, you must complete and submit an additional schedule that contains further certifications and details (Schedule) that must be provided before your application will be received. The Schedule can be obtained by contacting the Share Registry on the telephone number set out below. Applications received by Custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by making payment by BPAY®, you certify that the aggregate of the payment paid by you for:
  - the parcel of Shares indicated on this Application Form or BPAY® payment; and
  - any other Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the Share Purchase Plan or any other similar arrangement in the 12 months prior to making payment by BPAY® does not exceed A\$15,000.
7. The maximum subscription limitation of \$15,000 will apply even if an Eligible Shareholder has received more than one Application Form (whether in respect of a joint holding or because the applicant has more than one holding under separate security accounts).
8. The Company reserves the right to make amendments to this Application Form where appropriate.
9. Applicants are not assured of receiving the shares for which they have applied as the Company may scale back applications in its discretion.
10. By making payment of application monies, you certify that:
  - you wish to apply for shares under the Share Purchase Plan as indicated on this Application Form;
  - you have read and understood the terms and conditions of the Share Purchase Plan;
  - you agree to be bound by the Constitution of the Company and the terms and conditions of the Share Purchase Plan; and
  - you agree to accept any lesser number of shares than the number of shares applied for.

**If you require further information on how to complete this Share Purchase Plan Application Form, please contact Automic on 1300 288 664 between 9:00am and 5:00pm.**