



IMDEX LIMITED
ABN 78 008 947 813



IMD
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

19 January 2023

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Dear Shareholder

IMDEX LIMITED (ASX:IMD) – ANNOUNCEMENT OF ENTITLEMENT OFFER

On Thursday, 19 January 2023, IMDEX Limited (ABN 78 008 947 813) (**IMDEX**) announced a fully underwritten pro-rata accelerated non-renounceable entitlement offer of new IMDEX shares (**New Shares**) to raise approximately A\$146 million (**Entitlement Offer**). The Entitlement Offer comprises an offer to both eligible institutional shareholders and eligible retail shareholders (**Eligible Retail Shareholders**) to participate.

The Company is also undertaking a fully underwritten institutional placement to sophisticated and professional investors to raise A\$75 million and a non-underwritten conditional placement to certain IMDEX directors and management (subject to shareholder approval) to raise approximately A\$3 million (together, with the Entitlement Offer, the **Equity Raising**).

If you are an Eligible Retail Shareholder, you will be able to subscribe for 1 New Share for every 6 existing IMDEX fully paid ordinary shares held on the Record Date of 7:00pm (Sydney time) on Monday, 23 January 2023 (**Entitlement**) at the offer price of A\$2.20 per New Share (**Offer Price**) (**Retail Entitlement Offer**). Fractional Entitlements will be rounded up to the nearest whole number of New Shares.

New Shares issued under the Equity Raising will be fully paid and rank equally with existing IMDEX ordinary shares from the date of issue.

The Retail Entitlement Offer opens on Friday, 27 January 2023 and will close at 5:00pm (Sydney time) on Tuesday, 7 February 2023.

From 9:00am (Sydney time) on Friday, 27 January 2023, Eligible Retail Shareholders will be able to access the Retail Offer Booklet (setting out full details of the Retail Entitlement Offer) and a personalised Entitlement and Acceptance Form online at www.computersharecas.com.au/imdexoffer. In addition, on Friday, 27 January 2023, Eligible Retail Shareholders will be sent notification by post or email (where they have elected to receive electronic communications) advising them that the Entitlement Offer is open, and the Retail Offer Booklet and their personalised Entitlement and Acceptance Form are available to view online at www.computersharecas.com.au/imdexoffer.

Entitlements may have value, so please ensure you carefully review the Retail Offer Booklet and Entitlement and Acceptance Form as you will be asked to select whether to take up your Entitlement fully or in part, or to do nothing and allow your Entitlement to lapse.

If you do not take up your Entitlement in full, you will not receive any payment or value for those Entitlements not taken up and your percentage shareholding in IMDEX will be reduced.

If you take up your Entitlement in full, you may also apply for additional New Shares over and above your Entitlement under a top-up facility, subject to scale back pro rata to shareholdings.

Further details of the Entitlement Offer are available in the announcements provided to ASX on Thursday, 19 January 2023 and online at www.imdexlimited.com/investors/asx-announcements.

Further Information

If you have any queries regarding the Retail Entitlement Offer, please contact your professional adviser or please call the information line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8:30am and 5:00pm (Sydney time) on Monday to Friday during the Retail Entitlement Offer period. For other questions, you should consult your broker, solicitor, accountant, financial adviser or other professional adviser.

Yours faithfully



**Mr Anthony Wooles
Non-Executive Chair**

IMPORTANT NOTICE AND DISCLAIMER

The Entitlement Offer is being made by IMDEX in accordance with section 708AA of the Corporations Act as modified by the ASIC Instruments, meaning that no prospectus or other disclosure document needs to be prepared.

Determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of IMDEX and the Lead Managers. Each of IMDEX and the Lead Managers and each of their respective related bodies corporate (as defined in the Corporations Act) and affiliates and each of their respective directors, officers, employees, partners, consultants, contractors, agents and advisers disclaim any duty or liability (including, without limitation, any liability arising from fault, negligence or negligent misstatement) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

This letter is not a prospectus or offering document under Australian law or under any other law. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia and New Zealand. This letter is for information purposes only and does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any New Shares in IMDEX.

The provision of this letter is not, and should not be considered as, financial product advice. The information in this document is general information only and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional adviser.

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*This letter may not be released or distributed in the United States or in any other jurisdiction in which such an offer would be illegal. The distribution of this letter (including in electronic format) outside Australia and New Zealand may be restricted by law. This letter does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or in any other jurisdiction in which such an offer would be illegal. Neither the entitlements nor the New Shares the New Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the **U.S. Securities Act**), or the securities laws of any state or other jurisdiction of the United States. Accordingly, entitlements under the Retail Entitlement Offer may not be taken up*



or exercised by, and the New Shares in the Retail Entitlement Offer may not be offered or sold, directly or indirectly, to persons in the United States or any person that is acting for the account or benefit of a person in the United States (to the extent such persons are acting for the account or benefit of persons in the United States), except in transactions that are exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any applicable securities laws of any state or other jurisdiction of the United States. The New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold to persons that are not in the United States and are not acting for the account or benefit of a person in the United States, in each case in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

IMPORTANT NOTICE TO NOMINEES

Because of legal restrictions, you must not send copies of this letter nor any material relating to the Entitlement Offer to any of your clients (or any other person) in the United States or any other person acting for the account or benefit of persons in the United States or to any person in any other jurisdiction outside of Australia and New Zealand. Failure to comply with these restrictions may result in violations of applicable securities laws. The provision of this document is not, and should not be considered as, financial product advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional advisor.