

12 April 2021

Dear Shareholder

### Skyfii Limited – Share Purchase Plan

On Tuesday 6<sup>th</sup> April 2021, Skyfii Limited ACN 009 264 699 (**SKF** or the **Company**) announced to the Australian Securities Exchange (**ASX**) that it had successfully raised A\$10.0 million from a placement of new fully paid ordinary shares in SKF (**Shares**) to investors at an issue price of A\$0.165 per Share (**Placement Price**) (**Placement**), representing a discount of 17.5% to SKF's closing Share price on ASX on Tuesday, 30<sup>th</sup> March 2021, being A\$0.20.

The board of directors of SKF (**Board**) recognises that a number of SKF's loyal shareholders did not have an opportunity to participate in the Placement. The Board is therefore pleased to offer Eligible Shareholders (as defined below) an opportunity to participate in SKF's share purchase plan (**SPP** or **Offer**). The SPP will give all Eligible Shareholders an opportunity to apply for up to A\$30,000 worth of new Shares at the Placement Price, being \$A0.165 (**Purchase Price**).

The additional capital raised under the SPP will be used by Skyfii for working capital, in accordance with SKF's previously disclosed strategy. The SPP is open to all shareholders of the Company recorded as holding Shares on SKF's register of members as at 7.00pm (Sydney, Australia time) on Thursday, 1<sup>st</sup> April 2021 (being the last day of trading of SKF shares before the Company went into a trading halt in order to conduct the Placement) and who have a registered address in Australia (and who otherwise meet the eligibility criteria set out in the attached SPP Terms and Conditions) (**Eligible Shareholders**).

Other conditions of the SPP include:

- (a) Eligible Shareholders may apply for a parcel of Shares with dollar values of A\$2,500.08, A\$5,000.16, A\$7,499.91, A\$9,999.99, A\$12,500.07, A\$15,000.15, A\$17,499.99, A\$19,999.98, A\$22,500.06, A\$25,000.14, A\$27,499.89 or A\$29,999.97;
- (b) applications, certificates (in the case of 'custodians') and full payment for Shares subscribed for under the SPP must be received by 5.00pm (Sydney, Australia time) on Friday, 23<sup>rd</sup> April 2021, unless the Offer is extended, in accordance with the instructions set out in the enclosed Application Form and the SPP Terms and Conditions;
- (c) the Offer attracts no brokerage or other transaction costs; and
- (d) the SPP will be initially capped at A\$1 million (**Cap**) however, the Board reserves the right in its absolute discretion to accept applications from Eligible Shareholders in excess of the Cap. Alternatively, if the total value of applications for Shares under the SPP exceeds the Cap, SKF may scale back applications under the SPP in its absolute discretion. In the event of a scale back occurring, you may not receive the full number of Shares applied for under the SPP and the difference in any application monies will be refunded to you (without interest) following the issue of Shares under the SPP.

Participation in the SPP is completely optional. However, an Eligible Shareholder's entitlement to participate in the SPP is non-renounceable. This means that an Eligible Shareholder's right to participate in the SPP cannot be transferred to anyone else.

The full Terms and Conditions of the SPP are enclosed and, if you are eligible and wish to participate in the SPP, you should complete and return the enclosed Application Form together with a cheque, bank draft or money order for the relevant amount of application monies, or submit a BPAY® payment, in accordance with the instructions on the Application Form. If you are a 'custodian', you

may be required to submit a custodian certificate to SKF in order to participate on behalf of any beneficiaries. Please see the attached Terms and Conditions for further details. Your application and payment must be received by no later than 5.00pm (Sydney, Australia time) on Friday, 23<sup>rd</sup> April 2021, unless the Offer is extended.

**You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment.**

It is your responsibility to ensure that funds submitted through BPAY are received by 5.00pm (Sydney, Australia time) on Friday, 23<sup>rd</sup> April 2021, unless the Offer is extended.

### **Important information**

The offer of new Shares under the SPP is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* issued by the Australian Securities and Investments Commission which grants relief from the requirement in the *Corporations Act 2001* (Cth) to issue a disclosure document for the SPP.

The Board recommends that you read the attached SPP Terms and Conditions carefully and in their entirety before you decide whether to participate in the SPP.

In particular, you should note the future market price of Shares is uncertain and may rise or fall. This means the price you pay for Shares under the SPP may be either higher or lower than the Share price as traded on ASX at the time the Shares are issued to you under the SPP, with the effect that the value of your investment in the Shares could rise or fall.

This letter does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. If you are in any doubt about the course of action you should follow, you should seek advice from your financial, taxation or other professional adviser in relation to the SPP before participating in the SPP.

Yours sincerely



Andrew Johnson  
Chairman

This announcement has been authorised for release to ASX by the Board.

### **Disclaimer**

The information in this announcement does not constitute investment or financial product advice or any recommendation to acquire Shares. It does not take into account any individual's investment objectives, financial situation or particular needs. Before making an investment decision, prospective investors should consider the appropriateness of the information from their individual perspective and, if in doubt, seek professional financial, legal or taxation advice. This announcement is not an offer or an invitation to acquire Shares or any other financial products and is not a prospectus, product disclosure statement or other offering document under Australian law or any other law. It is for information purposes only.

### **Not for release or distribution in the United States**

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the U.S. Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration of the U.S. Securities Act and applicable U.S. state securities laws.

# Share Purchase Plan Terms and Conditions

## April 2021

### Part 1 – The Offer

Skyfii Limited ACN 009 264 699 (**SKF** or the **Company**) invites eligible shareholders to apply for up to A\$30,000 worth of new fully paid ordinary shares in SKF (**Shares**) under a share purchase plan (**SPP** or **Offer**) at an issue price per Share of A\$0.165, being the price per Share paid by investors under the placement announced by SKF on Tuesday, 6 April 2021 (**Placement Price**) (**Placement**). The issue price per Share under the SPP of A\$0.165 represents a discount of 17.5% to SKF's closing Share price on ASX on Tuesday, 30<sup>th</sup> March 2021 (the last day of trading of SKF shares before the Company went into a trading halt in order to conduct the Placement), being A\$0.20.

If you are eligible to purchase Shares under the SPP and you decide to participate, you must purchase a minimum parcel of Shares with a dollar value of approximately A\$2,500 or a maximum parcel of Shares with a dollar value of approximately A\$30,000 (**Maximum**) or any of the other increments set out in the application form included with these SPP Terms and Conditions (**Application Form**), namely parcels of Shares having a dollar value of A\$2,500.08, A\$5,000.16, A\$7,499.91, A\$9,999.99, A\$12,500.07, A\$15,000.15, A\$17,499.99, A\$19,999.98, A\$22,500.06, A\$25,000.14, A\$27,499.89 or A\$29,999.97.

The SPP will be initially capped at A\$1 million (**Cap**), however, the board of directors of SKF (**Board**) reserves the right in its absolute discretion to accept applications from Eligible Shareholders in excess of the Cap. Alternatively, if the total value of applications for Shares under the SPP exceeds the Cap, SKF may scale back applications under the SPP in its absolute discretion (please see Sections 13 and 14 of the SPP Terms and Conditions for further information).

**Please carefully read these SPP Terms and Conditions relating to the Offer, as you will be bound by them should you choose to accept the Offer.**

### Key dates\*

Event	Date
Record Date	7.00pm Thursday, 1 April 2021
Announcement of SPP	Before market open on Tuesday, 6 April 2021
SPP opens	9.00am Monday, 12 April 2021
SPP closes	5.00pm Friday, 23 April 2021
Issue of Shares under the SPP	Thursday, 29 April 2021
Expected date for quotation of Shares issued under the SPP on ASX	Friday, 30 April 2021
Dispatch of holding statements for Shares issued under the SPP	Monday, 3 May 2021

\* The timetable is indicative only and subject to change. SKF retains the discretion, subject to the listing rules of ASX and the Corporations Act 2001 (Cth) (**Corporations Act**), to alter any or all of these key dates at its discretion (generally or in particular cases), without prior notice, including extending the closing date or to withdraw the SPP without prior notice. Applicants are encouraged to submit their Application Forms as soon as possible. All dates refer to Sydney local time,

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Australia.

## Part 2 – The terms and conditions of the Offer

### 1. Important notices

This document has been prepared by SKF.

The Offer of new Shares under the SPP is not a recommendation by SKF to purchase Shares. Nothing in these SPP Terms and Conditions, the Application Form or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the SPP. The SPP documentation does not constitute a prospectus or a product disclosure statement and does not (and nor is it required under the Corporations Act to) contain all the information that a prospectus or a product disclosure statement is required to contain under the Corporations Act. Rather, the Corporations Act and ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**Instrument**) allow an offer under share purchase plans to be made by providing certain confirmations to the market on the basis that all information that investors and their professional advisers would reasonably require to make an informed investment decision in relation to the SPP, when read with these SPP Terms and Conditions and the accompanying information, is publicly available. Accordingly, you must rely on your own knowledge of SKF, previous disclosures made by SKF to the ASX and, if necessary, consult with your professional adviser when making your decision whether or not, and the extent to which, you wish to apply for Shares under the SPP (taking into account your own financial situation, needs and objectives).

This document and the accompanying materials do not constitute an offer of securities for sale in the United States or to U.S. Persons (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (**U.S. Securities Act**)) (**U.S. Person**) and may not, directly or indirectly, be sent or disseminated in the United States or to any U.S. Person in any place. The new Shares to be issued under this Offer have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered, sold or otherwise transferred in the United States or to, or for the account or benefit of, any U.S. Person except in compliance with the registration requirements of the U.S. Securities Act and any other applicable state securities laws or pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

If you apply to participate in the SPP, you are accepting the risk that the market price of SKF Shares may change between the date on which you receive this document or send in an Application Form and the date on which Shares are issued to you under the SPP (**Issue Date**). This means that it is possible that up to or after the Issue Date, you may be able to buy SKF Shares at a lower price than the price you pay under the SPP. SKF encourages you to consider seeking professional, financial and taxation advice before participating in the SPP.

### 2. Opening and closing date of the Offer

The Offer opens on 9.00am (Sydney, Australia time) on Monday, 12<sup>th</sup> April 2021. The Offer closes at 5.00pm (Sydney, Australia time) on Friday, 23<sup>rd</sup> April 2021, unless the Offer is extended, and is being made to each Eligible Shareholder on the SPP Terms and Conditions. **No late applications will be accepted** (subject to Section 13).

### 3. Who is an Eligible Shareholder?

You are eligible to apply for Shares in the SPP if you are a shareholder of SKF and:

- (a) your registered address as recorded in SKF's register of members is in Australia;
- (b) you were registered as a holder of Shares in SKF as at 7.00pm (Sydney, Australia time) on

Thursday, 1<sup>st</sup> April 2021;

- (c) you are not a U.S. Person or acting for the account or benefit of a U.S. Person; and
- (d) you do not hold Shares on behalf of another person who resides outside Australia (unless you also hold Shares in another eligible capacity), (an **Eligible Shareholder**).

SKF has determined that it is not practical for holders of Shares with addresses on SKF's register of members in jurisdictions outside Australia to participate in the SPP (see Section 22 for further information).

In applying for Shares, each Eligible Shareholder must comply with the terms of the Instrument to the extent that it applies to them. What is required in order to comply with the Instrument is set out in the section titled 'ASIC Instrument 2019/547' below.

The Offer to each Eligible Shareholder is made on the same terms and conditions. The Offer is non-renounceable (i.e., you may not transfer your right to apply for Shares under the SPP to anyone else).

To the extent that an Eligible Shareholder holds Shares on behalf of another person resident outside Australia, it is their responsibility to ensure that any acceptance complies with all applicable foreign laws.

In order to comply with relevant securities laws, the Shares to be issued under this SPP may not be offered to SKF shareholders located in the United States or to SKF shareholders who are, or who are acting for the account or benefit of, U.S. Persons. As used herein, the term United States is as defined in Regulation S under the U.S. Securities Act.

Because of these legal restrictions, you must not send copies of the SPP Terms and Conditions or any other material relating to the SPP to any person resident in the United States or who is, or is acting for the account or benefit of, U.S. Persons.

#### **ASIC Instrument 2019/547**

This invitation to apply for Shares under the SPP is made in accordance with the requirements of the Instrument. The Instrument grants relief from the requirement to prepare a prospectus or other disclosure document for the invitation to apply for Shares under the SPP.

As set out above, in applying for Shares, Eligible Shareholders must comply with the Instrument to the extent it applies to them.

If you are a custodian, trustee or nominee within the definition of 'custodian' in the Instrument (**Custodian**) you must do those things set out in the section titled 'Custodians, Trustees and Nominees' below as well as make an application in accordance with these SPP Terms and Conditions, in order to comply with the Instrument.

If you are not a Custodian, by making an application in accordance with these SPP Terms and Conditions, you will have complied with the requirements of the Instrument.

For the purposes of the Instrument, you are a 'custodian' if you are an Eligible Shareholder that:

- (a) holds an Australian financial services licence covering the provision of a 'custodial or depository service' (as defined in section 766E of the Corporations Act, disregarding subsection (3) of that section);
- (b) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
- (c) holds an Australian financial services licence covering the operation of an IDPS or is a responsible entity of an IDPS-like scheme;
- (d) is a trustee of a self-managed superannuation fund or a superannuation master trust; or
- (e) is a registered holder of Shares and is noted on the register of members of SKF as holding the Shares on account of another person.

**Single holders**

If you are the only registered holder of a holding of Shares, but you receive more than one Offer under the SPP (e.g., because you have multiple registered holdings), you may only apply for one parcel of Shares up to the Maximum.

**Joint holders**

If you are registered with one or more other persons as the joint holders of a holding of Shares, that joint holding is taken to be a single registered holding for the purposes of the SPP and the certifications, representations and warranties given by a joint holder when applying to participate in the SPP will be taken to have been given by all joint holders. If the same joint holders receive more than one offer under the SPP (e.g., if the joint holders have multiple joint holdings), the joint holders may only apply for a parcel of Shares up to the Maximum.

**Custodians, trustees and nominees**

If you are a Custodian and hold Shares on behalf of one or more Beneficiaries (defined below) (each a **Participating Beneficiary**), you may only apply for a parcel of Shares up to the Maximum for each Participating Beneficiary. However, SKF will not allocate Shares under the SPP unless the Custodian certifies the matters set out in paragraph 8(3) of the Instrument in a certificate (**Custodian Certificate**).

A **Beneficiary** is a person who resides in Australia for whom a Custodian (being an Eligible Shareholder) held SKF Shares on behalf of the Beneficiary on the record date for the SPP and who is not, or is not acting for the account or benefit of a U.S. person.

If you hold Shares as a trustee or nominee for another person, but are not a Custodian, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Where a Custodian holds Shares jointly on behalf of two or more Participating Beneficiaries, the Custodian:

- (a) may participate jointly in respect of those Participating Beneficiaries up to the Maximum as if the Custodian held Shares on behalf of a single Participating Beneficiary; and
- (b) is taken to have been instructed to apply for Shares under the SPP on behalf of those Participating Beneficiaries if the Custodian has received such an instruction in accordance with the terms on which the Shares are held or where the terms on which the Shares are held do not cover the giving of such instructions, the Custodian has received such instructions from any of those Participating Beneficiaries.
- (c) A Custodian holding Shares for the benefit of a U.S. Person may not apply for Shares under this Offer for that U.S. Person.
- (d) Custodians should have received a Custodian Certificate with these SPP Terms and Conditions. If you did not receive a Custodian Certificate or would like further information on how to apply under the SPP, you should contact Koreen White on (02) 8188 1188 between 8.30am and 5.30pm (Sydney, Australia time) Monday to Friday. Applications received from Custodians must be accompanied by a duly completed and signed Custodian Certificate.

Custodians will not be entitled to participate in the SPP if their participation would be in breach of the Instrument.

**4. Purchase Price**

The purchase price for each Share under the Offer is A\$0.165, being the Placement Price paid by investors under the Placement announced by SKF on Tuesday, 6<sup>th</sup> April 2021 (**Purchase Price**). This purchase price is at a discount of 17.5% to SKF's closing Share price on ASX on Tuesday, 30<sup>th</sup> March

2021 (the last day of trading of SKF shares before the Company went into a trading halt in order to conduct the Placement), being A\$0.20.

## 5. Rights attaching to Shares

The Shares issued under the SPP will rank equally with all other Shares on issue in SKF (including in respect of dividend and voting rights) with effect from their date of issue. SKF will apply for the Shares issued under the SPP to be quoted on ASX immediately following their issue.

## 6. Application for Shares

If you are an Eligible Shareholder, you can only apply for Shares under this Offer by electing, and making payment under, one of the following options:

Offer	Number of Shares	Amount Payable
Offer A	15,152	A\$2,500.08
Offer B	30,304	A\$5,000.16
Offer C	45,454	A\$7,499.91
Offer D	60,606	A\$9,999.99
Offer E	75,758	A\$12,500.07
Offer F	90,910	A\$15,000.15
Offer G	106,060	A\$17,499.90
Offer H	121,212	A\$19,999.98
Offer I	136,364	A\$22,500.06
Offer J	151,516	A\$25,000.14
Offer K	166,666	A\$27,499.89
Offer L	181,818	A\$29,999.97

The number of Shares that will be allocated to Eligible Shareholders under the SPP will be based on the Purchase Price subject to the scale-back described in Section 14 of these SPP Terms and Conditions.

Applications may be made by either:

- (a) completing the enclosed Application Form and making payment by one of the methods described in paragraph 10 below; or
- (b) submitting a BPAY® payment,

for the amount payable in respect of the number of Shares which you have applied for. Custodians must also complete the Custodian Certificate and provide a copy of such certificate to SKF.

## 7. Participation costs

The only cost to you in relation to your participation in the Offer will be the Purchase Price payable for the number of Shares you wish to acquire. Under the Offer, you do not have to pay for brokerage, commission or other transaction costs.

## 8. Participation is optional

Participation in the SPP is entirely optional (subject to the eligibility criteria set out in these SPP Terms and Conditions). The invitation to apply for Shares under the SPP is not a recommendation. If you are

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in any doubt about the SPP, whether you should participate in the SPP or how participation will affect you, you should consider seeking financial, taxation or other professional advice before making a decision as to whether or not to participate in the SPP.

## 9. Issue of Shares

The Shares to be issued under this Offer are expected to be issued on Thursday, 29<sup>th</sup> April 2021 or as soon as possible after that date and SKF expects new Shares issued under the SPP to be quoted on ASX on Friday, 30<sup>th</sup> April 2021. SKF expects that Boardroom Pty Limited will dispatch a holding statement or confirmation advice in respect of Shares allocated to you under the SPP on Monday, 3<sup>rd</sup> May 2021. You should confirm your holding before trading in any Shares you believe have been allocated to you under the SPP.

The Directors reserve the right to accept oversubscriptions as they deem appropriate but not exceeding the threshold of A\$30,000 per holder under the Instrument and not exceeding the threshold of 30% of the Shares on issue imposed under ASX Listing Rule 7.2 Exception 5.

## 10. Payment for Shares

All amounts in this Offer are expressed in Australian dollars. If you would like to participate in the SPP, you must pay for the Shares by:

- (a) making a payment through BPAY®; or
- (b) providing a cheque, bank draft or money order payable to 'Skyfii Limited' and marked not negotiable,

in accordance with the instructions on the Application Form. Payments must be in Australian dollars.

For Eligible Shareholders with an Australian bank account, you may apply for Shares under the SPP by making a BPAY® payment on the internet by using the personalised customer reference number shown on your enclosed Application Form which is required to identify your holding. If you make a payment using BPAY® you do not need to return your Application Form, but are taken to make the certifications, representations and warranties described in these SPP Terms and Conditions. However, Custodians applying for Participating Beneficiaries must still complete and return a Custodian Certificate. Please note that your financial institution may apply limits on the use of your BPAY® and that you should make enquiries about the limits that apply in your personal circumstances.

## 11. Important information on price risk to consider

The Purchase Price for each Share under the Offer is the price per Share paid by investors under the Placement announced by SKF on Tuesday, 6<sup>th</sup> April 2021, being A\$0.165.

Before deciding whether or not to apply for Shares under this Offer, you should refer to the current market price of the Shares which can be obtained from the financial pages of major metropolitan and national newspapers, your stockbroker, or the ASX ([www.asx.com.au](http://www.asx.com.au)) (ASX code: SKF). However, it is important to remember that the current market price of the Shares may rise or fall between the date of this Offer and the date on which Shares are issued to you under this Offer. This means that it is possible that, up to or after the Issue Date, you may be able to buy existing Shares at a lower price than the Purchase Price for Shares under the SPP.

## 12. Effect of making an application

If you apply to participate in this Offer by submitting a BPAY® payment or completing and returning the Application Form (with a cheque, bank draft or money order):

- (a) you confirm that you are an Eligible Shareholder;



- (b) you declare that all details and statements in your Application Form are true, complete and not misleading;
- (c) unless you are applying as Custodian for one or more Participating Beneficiaries, you represent and warrant to SKF, and irrevocably and unconditionally appoint SKF as your agent to certify in writing (or otherwise) on your behalf, that the aggregate of the application price paid by you for:
  - (i) the Shares the subject of such Application Form or BPAY® payment for this SPP; and
  - (ii) any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf, under the SPP,
 does not exceed the Maximum;
- (d) you agree that your application is made on the terms and conditions of the SPP set out in this document, the Application Form and SKF's constitution;
- (e) you accept that you will not be able to withdraw or revoke your application or BPAY® payment once you have sent it in (or paid it, as the case may be);
- (f) you authorise SKF (and its officers and agents) to correct any error or omission in your Application Form and to complete the Application Form by the insertion of any missing details;
- (g) you acknowledge that SKF may at any time determine that your Application Form is valid, in accordance with these SPP Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (h) you accept the risk associated with any refund that may be sent to you by direct credit or cheque to your address shown on SKF's register of members;
- (i) you are responsible for any dishonour fees or other costs SKF may incur in presenting a cheque for payment which is dishonoured;
- (j) you acknowledge that SKF is not liable for any exercise of its discretions referred to in these SPP Terms and Conditions;
- (k) you irrevocably and unconditionally agree to the terms and conditions set out in this document;
- (l) you are in compliance with all relevant laws and regulations (including, without limitation, section 1043A of the Corporations Act and laws and regulations designed to restrict terrorism financing and/or money laundering);
- (m) you acknowledge that the market price of the Shares may rise or fall between the date the SPP opens and the Issue Date and that the price you pay per Share under the SPP may exceed the market price of the Shares at the time the Shares are issued to you under the SPP;
- (n) you acknowledge that the Shares to be issued under the SPP have not, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia and accordingly, the Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws; and
- (o) you have not and will not send any materials relating to the SPP to any person in the United States or that is, or acting for the accounting or benefit of, a U.S. Person.

### 13. SKF's discretion regarding applications

SKF may accept or reject applications to purchase Shares under this Offer, including (but not limited to) cases where:

- (a) an Application Form (or Custodian Certificate, in the case of Custodians) is incorrectly completed, incomplete or otherwise determined by SKF to be invalid;
- (b) a cheque, bank draft or money order is dishonoured or has not been completed correctly;
- (c) a cheque, bank draft or money order is not made out for the exact amount of the parcel of Shares selected on the Application Form;
- (d) a BPAY® payment is not received, or is incomplete or invalid;
- (e) an applicant appears to be applying for more than A\$30,000 of Shares (in aggregate) at the

- Purchase Price;
- (f) SKF considers that any person holding Shares directly as a registered holder and/or directly through one or more Custodians as beneficial owner will otherwise receive in aggregate, Shares, having a total subscription price of more than the Maximum;
  - (g) an Application Form (and Custodian Certificate, in the case of Custodians) is received after the closing date. While SKF has a discretion to accept late BPAY® payments, Application Forms, Custodian Certificates and cheques, bank drafts or money orders, there is no assurance that it will do so. Late BPAY® payments, Application Forms, Custodian Certificates and cheques, bank drafts or money orders, if not processed, will be returned to you at your registered address or refunded;
  - (h) SKF considers, or is reasonably satisfied, that the application (whether alone or in conjunction with other applications) does not comply with the requirements of the Instrument; or
  - (i) SKF believes an applicant is not an Eligible Shareholder (subject to compliance with any applicable ASIC or ASX requirements).

SKF also reserves the right to issue fewer Shares than an Eligible Shareholder applies for under the SPP, or no Shares at all, if SKF believes the issue of those Shares to the Applicant would contravene any law or the ASX Listing Rules or result in non-compliance with the Instrument, or if SKF undertakes a scale-back of applications received under the SPP as set out in Section 14 below.

No interest will be paid on any application money returned to you.

#### 14. Applications may be scaled back

The SPP will initially be capped at A\$1 million (**Cap**). However, the Board reserves the right in its absolute discretion to accept applications from Eligible Shareholders in excess of the Cap. Alternatively, if applications under the SPP exceed the Cap, SKF reserves the right to give priority to Eligible Shareholders in any manner it sees fit, including taking into account the size of your shareholding as at the record date for the SPP. Any decisions made by SKF will be final.

If there is a scale back you may receive less than the parcel of Shares you have applied for under the SPP. If a scale-back produces a fractional number of Shares when applied to your application, the number of Shares you will be allocated will be rounded down to the nearest whole number of Shares.

If applications are scaled back, the difference between the application monies received and the number of Shares allocated to you multiplied by the Purchase Price, being the amount of any difference in Purchase Price, will be refunded by SKF, without interest, as soon as practicable following issue of the Shares under the SPP.

#### 15. Calculation of the number of Shares to be allocated to you under the SPP

If you apply for Shares under the SPP, you will apply for a certain value, rather than a certain number, of Shares. Subject to these SPP Terms and Conditions, the number of Shares allocated to you under the SPP will be determined by:

- (a) if there is no scale-back, dividing the aggregate application money that you pay in applying for Shares under the SPP by the Purchase Price; or
- (b) if there is a scale-back, dividing the value of the parcel of Shares allocated to you under the SPP by the Purchase Price.

If the Purchase Price cannot be divided into the aggregate application money to give a whole number of Shares, there will be a rounding down of the number of Shares issued. Any remaining balance of your payment will not be refunded.

## 16. Change of Offer

SKF may withdraw the Offer, or change, suspend or terminate the SPP, at any time. If SKF does this, it will advise ASX. The omission to give notice of changes to, or suspension or termination of, the SPP or the non-receipt of notice will not invalidate the change, suspension or termination.

Where there is any uncertainty as to the operation of the SPP or the Terms and Conditions of this Offer, SKF may make determinations about the operation of the SPP and may do so in each case generally or in relation to any participant or application. Any change or determination that is made by SKF will be conclusive and binding on all Eligible Shareholders and other persons to whom the change or determination relates. If the SPP is cancelled, all application money will be refunded without interest.

## 17. Dispute resolution

SKF may settle any dispute in relation to the SPP in any manner it thinks fit, whether generally or in relation to any participant, application or Share. SKF's decision will be conclusive and binding.

## 18. Instrument compliance

The invitation to apply for Shares under the SPP is being made in accordance with the requirements of the Instrument.

## 19. Privacy

The Application Form requires you to provide personal information.

SKF and its service providers such as the registrar may collect, hold and use your personal information to assess your application, service you as an investor and for other permitted purposes under the *Privacy Act 1988* (Cth).

Tax, company and anti-money laundering law also requires the collection of certain information in connection with your application. If you do not provide the information requested or provide us with incomplete or inaccurate information, your application may not be able to be processed efficiently, or at all. Your information may be disclosed to your financial adviser and to SKF's agents and service providers on the basis that they deal with such information in accordance with the privacy policy of SKF which can be accessed at <https://skyfii.io/privacy-policy/>

## 20. Binding terms

By accepting the offer to purchase new Shares under the SPP, you agree to be bound by these Terms and Conditions and SKF's constitution.

## 21. Foreign securities restrictions

**This document does not constitute an offer to sell, or solicitation of an offer to buy, securities in the United States. The Shares to be issued under the SPP have not been and will not be registered under the U.S. Securities Act, or the securities laws of any state or jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, in, or to persons in, the United States, except in accordance with an available exemption from registration.**

This document has been prepared for publication in Australia only and may not be released elsewhere. Failure to comply with these restrictions may result in violations of applicable securities laws.

## 22. Governing law

These Terms and Conditions are governed by the laws in force in New South Wales. If you have any questions regarding the SPP, please contact Koreen White on (02) 8188 1188 between 8.30am and 5.30pm (Sydney, Australia time) Monday to Friday.

For personal use only

Record Date: 7.00pm (Sydney time) 1 April 2021

Closing Date: 5.00pm (Sydney time) 23 April 2021

Issue Price per New Share: A\$0.165

This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this document, please contact an appropriate professional adviser. Terms not defined in this Application Form have the meaning given in the Share Purchase Plan Offer Booklet (Offer Booklet) accompanying this Application Form.

## A Offer Details

Eligible Shareholders are entitled to apply to purchase a parcel of Shares under the SPP with a minimum application amount of A\$2,500.08 and a maximum application amount of A\$29,999.97.

Before applying for Shares you should read the Offer Booklet accompanying this Application Form and the 'Applicant's Certification and Acknowledgments' on the back of this Application Form carefully.

This SPP is non-renounceable meaning that you cannot transfer your right to purchase Shares to another person. Applications can only be accepted in the name printed on the Application Form.

If you are a custodian, trustee or nominee within the definition of 'custodian' (as defined in paragraph 4 of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (Custodian), you must complete and return this Application Form together with the Custodian Certificate referred to in Section F of this Application Form.

If you do not wish to subscribe for Shares under the SPP there is no need to take any action.

## B Offer Choice

Indicate the parcel of Shares you wish to apply for by marking one box only below.

- |  |  |  |  |  |
|--|--|--|--|--|
| <input type="checkbox"/> Offer A<br>A\$2,500.08  | <input type="checkbox"/> Offer B<br>A\$5,000.16  | <input type="checkbox"/> Offer C<br>A\$7,499.91  | <input type="checkbox"/> Offer D<br>A\$9,999.99  | <input type="checkbox"/> Offer E<br>A\$12,500.07 |
| <input type="checkbox"/> Offer F<br>A\$15,000.15 | <input type="checkbox"/> Offer G<br>A\$17,499.90 | <input type="checkbox"/> Offer H<br>A\$19,999.98 | <input type="checkbox"/> Offer I<br>A\$22,500.06 | <input type="checkbox"/> Offer J<br>A\$25,000.14 |
| <input type="checkbox"/> Offer K<br>A\$27,499.89 | <input type="checkbox"/> Offer L<br>A\$29,999.97 |  |  |  |

The Issue Price for each SPP Share is \$0.165. The Issue Price may be adjusted if required to comply with the requirements of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 and the ASX listing rules. For further information on the Issue Price, please refer to Section 4 of the Offer Booklet.

## C Payment Details

Payment may only be made by BPAY or cheque, bank draft or money order and in Australian dollars. Cash will not be accepted and payments cannot be made at any bank. Custodians cannot make payment by BPAY.

Payment Option 1 – BPAY



Billers Code:

Customer Reference Number

CRN:

Telephone and Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

- To pay via BPAY please contact your participating financial institution.
- If paying by BPAY you do not need to return this Application Form.
- Please ensure you pay the correct amount. If your BPAY payment:
  - is an amount less than A\$2,500.08, SKF may at its discretion reject your application for Shares and refund your application money in full (without interest); or
  - does not result in an exact number of Shares to be issued (based on the Issue Price), the number of Shares to be issued to you will be rounded down to the nearest whole Share.

**In light of delays to postal services caused by the coronavirus pandemic, it is recommended by the Registry to pay by BPAY, as you do not need to return this Application Form if you choose this payment method.**

Payment Option 2 - Cheque, bank draft or money order

Record your cheque details below:

Drawer	Cheque No.	BSB No.	Account No.	Amount A\$

- If paying by cheque, bank draft or money order you must complete this Application Form and submit it together with your cheque, bank draft or money order.
- Only cheques, bank drafts or money orders in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque, bank draft or money order must be made payable to 'Skyfii Limited' and crossed '**Not Negotiable**'.
- Please ensure that you submit the correct amount. If your cheque, bank draft or money order:
  - is an amount less than A\$2,500.08, SKF may at its discretion reject your application for Shares and refund your application money in full (without interest); or
  - does not result in an exact number of Shares to be issued (based on the Issue Price), the number of Shares to be issued to you will be rounded down to the nearest whole Share.
- Make sure you send your completed Application Form and payment allowing enough time for mail delivery so the Registry, Boardroom Pty Limited, receives them no later than 5.00pm (Sydney time) on Friday, 23 April 2021.
- If paying by cheque, please ensure sufficient cleared funds are held in your account as your cheque will be banked as soon as it is received.
- SKF reserves the right not to process any Application Forms that are incomplete or where payment is received after the Closing Date.

#### D Contact Details

Please provide a daytime telephone number and contact name in case we need to contact you regarding your application.

Contact name	Daytime telephone number

#### E Applicant's Certification and Acknowledgements

By completing and returning this Application Form with your cheque, bank draft or money order to the Share Registry or making a BPAY® payment, you:

- represent and warrant that you have read and understood the Offer Booklet (including the SPP Terms and Conditions) and that you acknowledge the matters, and make the representations, warranties and certifications, in the SPP Terms and Conditions, including as to your eligibility to participate in the SPP; and
- provide authorisation to be registered as the holder of the Shares acquired by you and agree to be bound by the Constitution of Skyfii Limited.

NO SIGNATURE IS REQUIRED ON THIS FORM

THIS OFFER IS NON-RENOUNCEABLE

BPAY payments or Application Forms and accompanying cheques, bank drafts or money orders must be received no later than **5:00pm (Sydney time) on Friday, 23 April 2021** at:

MAILING ADDRESS  
Boardroom Pty Limited  
GPO Box 3993  
SYDNEY NSW 2001

HAND DELIVERY ADDRESS  
Boardroom Pty Limited  
Level 12, 225 George Street  
SYDNEY NSW 2000

#### F Information for Custodians

If you are a Custodian you must complete this Application Form and a Custodian Certificate and submit both documents together with your cheque. Custodians cannot make payment by BPAY®. Please contact the Registry on 1300 737 760 (callers within Australia) or +61 2 9290 9600 (callers outside Australia) to obtain a copy of the Custodian Certificate. Applications received from Custodians that are not accompanied by the Custodian Certificate will be rejected. Please refer to the Offer Booklet for further information in relation to applications by Custodians.