



ASX Announcement

7 December 2021

Damstra Technology

(ASX: DTC)

Dispatch of Retail Entitlement Offer Booklet

On Thursday, 2 December 2021 Damstra Holdings Limited (ASX:DTC) (**Damstra** or the **Company**) announced an accelerated non-renounceable entitlement offer of fully paid ordinary shares in the Company ("**New Shares**") to raise approximately \$10 million (before costs of the offer) ("**Entitlement Offer**"). The Offer includes an institutional component ("**Institutional Offer**") and a retail component ("**Retail Offer**") and is being conducted in conjunction with a fully underwritten institutional placement of New Shares ("**Placement**"). The Entitlement Offer and the Placement are both fully underwritten.

As announced on 6 December 2021, Damstra successfully raised approximately \$3.8 million under Institutional Offer, in addition to approximately \$10 million raised under the Placement. The Institutional Offer and the Placement will complete on or about 10 December 2021. The Retail Offer will complete on or about 24 December 2021.

Eligible retail shareholders will be receiving the offer document relating to the Retail Offer ("**Retail Offer Booklet**"), alongside a personalised Entitlement and Acceptance Form. The Retail Offer Booklet was lodged with ASX and will be dispatched today, 7 December 2021. Unless extended, Retail Offer closes at 5.00pm (AEDT) on 16 December 2021.

Only eligible retail shareholders holding shares on the record date of 7.00pm (AEDT) on Monday, 6 December 2021 may participate in the Retail Offer. A notification to those retail shareholders ineligible to participate in the Retail Offer will be sent today. A copy of the notice to ineligible retail shareholders is attached.

Ends

Authorised for release to ASX by the Board of Damstra Holdings.

Enquiries

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About Damstra

Damstra is a global leader in enterprise protection software. Its Enterprise Protection Platform (EPP) integrates an extensive range of modules and products that allows organisations to mitigate and reduce unforeseen and unnecessary business risks around people, workplaces, assets, and information.

Integral to the Damstra EPP, Damstra's Workforce Management, Learning Management and Connected Worker solutions combine to ensure Protected People. In creating workplaces that are Safe, Damstra's Access Control, Digital Forms and Safety Solutions are utilised. Assets are connected into operations, through integrated Asset Management enabling Asset mobilisation and offerings in RFID and IOT. And lastly Accessible Information, Reporting BI tools and Predictive Analytics are critical to ensuring customers are making the right decisions with the right information.

For more information, please visit <https://www.damstratechnology.com> or visit our LinkedIn page <https://www.linkedin.com/company/damstra-technology>

Disclaimer

References to currency are expressed in Australian dollars. All amounts provided in this announcement are unaudited.

Nothing contained in this announcement constitutes investment, legal, tax or other advice. You should seek appropriate advice before making investment decisions.

This announcement contains "forward-looking statements." These can be identified by words such as "may", "should", "anticipate", "believe", "intend", "estimate", and "expect". Statements which are not based on historic or current facts may be forward-looking statements. Forward-looking statements are based on:

assumptions regarding the Company's financial position, business strategies, plans and objectives of management for future operations and development and the environment in which the Company will operate; and
current views, expectations and beliefs as at the date they are expressed and which are subject to various risks and uncertainties.

Actual results, performance or achievements of the Company could be materially different from those expressed in, or implied by, these forward-looking statements. The forward-looking statements contained within the presentations are not guarantees or assurances of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Company, which may cause the actual results, performance or achievements of the Company to differ materially from those expressed or implied by forward-looking statements. For example, the factors that are likely to affect the results of the Company include general economic conditions in Australia and globally; exchange rates; competition in the markets in which the Company does and will operate; weather and climate conditions; and the inherent regulatory risks in the businesses of the Company. The forward-looking statements contained in this announcement should not be taken as implying that the assumptions on which the projections have been prepared are correct or exhaustive. The Company disclaims any responsibility for the accuracy or completeness of any forward-looking statement. The Company disclaims any responsibility to update or revise any forward-looking statements to reflect any change in the Company's financial condition, status or affairs or any change in the events, conditions or circumstances on which a statement is based, except as required by law. The projections or forecasts included in this presentation have not been audited, examined or otherwise reviewed by the independent auditors of the Company. You must not place undue reliance on these forward-looking statements.



7 December 2021

ENTITLEMENT OFFER – LETTER TO INELIGIBLE SHAREHOLDERS

Dear Shareholder

On Thursday, 2 December 2021 Damstra Holdings Limited (ASX:DTC) (**Damstra** or the **Company**) announced that it was conducting a fully underwritten placement ("**Placement**") to raise approximately \$10 million and a 1 for 6.75 pro rata accelerated non-renounceable entitlement offer ("**Entitlement Offer**") to raise up to approximately \$10 million (together, being the "**Offer**"), in each case at a price of \$0.34 per New Share ("**Offer Price**"). The Offer is fully underwritten.

The proceeds of the Entitlement Offer and Placement will be used to support growth in sales capability and resources, especially in the North American market, ensure availability of funds for TIKS deferred consideration payment, further invest in development of Damstra's Enterprise Protection Platform and for the Company's general working capital purposes.

Shaw and Partners Limited will be the Lead Manager and underwriter for the Offer.

This notice is to inform you about the Entitlement Offer and to explain why you will not be able to subscribe for New Shares under the Entitlement Offer. This letter is not an offer to issue entitlements or New Shares to you, nor an invitation for you to apply for entitlements or New Shares. **You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Entitlement Offer of which you should be aware.**

Details of the Entitlement Offer

The Entitlement Offer is being made without a prospectus or product disclosure document in accordance with section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73*. The Entitlement Offer comprises an institutional entitlement offer ("**Institutional Entitlement Offer**") and an offer to Eligible Retail Shareholders (as defined below) to participate on the same terms ("**Retail Entitlement Offer**"). The Institutional Entitlement Offer and Placement have already closed and the results were announced to the ASX on Monday, 6 December 2021. The Company has today lodged a retail offer booklet with the ASX, which sets out further details in respect of the Retail Entitlement Offer ("**Retail Offer Booklet**").

Eligibility criteria

The Company has determined, pursuant to section 9A(3) of the Corporations Act 2001 and ASX Listing Rule 7.7.1(a), that it would be unreasonable to make offers to Damstra securityholders in certain countries in connection with the Retail Entitlement Offer. This is because of the small number of Damstra securityholders in each of those countries, the number and value of shares in Damstra ("**Shares**") those Damstra securityholders would be entitled to be offered under the Retail Entitlement Offer, and the cost of complying with the applicable laws and regulations and the requirements of any regulatory authority those countries.

Accordingly, in accordance with section 9A(3) of the Corporations Act and ASX Listing Rule 7.7.1(b), Damstra wishes to inform you that it will not be extending the Retail Entitlement Offer to you. The Company will not be sending a copy of the Retail Offer Booklet to you, and you will not be able to subscribe for New Shares under the Retail Entitlement Offer. Eligible Retail Shareholders are those persons who:

- are registered as holders of existing Securities as at 7.00pm (AEDT) on Monday, 6 December 2021 ("**Record Date**");

- as at the Record Date, have a registered address in Australia or New Zealand on the Damstra securityholder register on the Record Date or are persons that Damstra has otherwise determined in its discretion are eligible to participate in the Retail Entitlement Offer;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent that such securityholders hold securities for the account or benefit of such person);
- were not invited to participate in the Institutional Entitlement Offer and were not treated as ineligible institutional securityholders under the Institutional Entitlement Offer (other than as nominee or custodian, in each case in respect of other underlying holdings); and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered.

Securityholders who are not Eligible Retail Shareholders are ineligible retail securityholders and are consequently unable to participate in the Retail Entitlement Offer.

Notwithstanding the above, the Company may (in its absolute discretion) agree to extend the Retail Entitlement Offer to certain institutional securityholders in foreign jurisdictions who did not participate in the Institutional Entitlement Offer, subject to compliance with applicable laws.

Non-renounceable offer

As with the Institutional Entitlement Offer, the Retail Entitlement Offer is non-renounceable. Entitlements in respect of New Shares you would have been entitled to if you were an Eligible Retail Shareholder will lapse. No amount will be payable by you, and you will not otherwise receive any payment or value for entitlements in respect of any New Shares that would have been offered to you if you were an Eligible Retail Shareholder. Further details in respect of the Entitlement Offer (including details of eligibility) can be found on the announcements platform of ASX (www.asx.com.au).

Further information

If you have any queries regarding the Retail Entitlement Offer, please contact your professional adviser, or Computershare Investor Services on +61 3 9415 4000 at any time from 8.30am to 5.00pm (AEDT) Monday to Friday, during the Retail Offer Period. For other questions, you should consult your stockbroker, solicitor, accountant, financial adviser or other professional adviser.

On behalf of Damstra Holdings Limited, we regret that you are not eligible to participate in the Entitlement Offer and thank you for your continued support.

Yours sincerely,

Carlie Hodges
Company Secretary

