



**Wellnex Life Limited (ACN 150 759 363)**

**Share Purchase Plan Offer Booklet**

Wellnex Life Limited ACN 150 759 363

This SPP Offer closes at **5.00pm (Melbourne time)** on **Wednesday 5 October 2022**

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

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## Corporate Directory

<b>Directors</b>	<p>Mr George Karafotias (Chief Executive Officer and Managing Director)</p> <p>Mr Zack Bozinovski (Chief Strategy Officer and Executive Director)</p> <p>Mr Kobe Li (Non-Executive Director)</p> <p>Mr Eric Jiang (Non-Executive Director)</p>
<b>Company Secretary</b>	Mr Kobe Li
<b>Company Details</b>	<p><b>Registered office address</b> Level 21, 459 Collins Street Melbourne VIC 3000</p> <p><b>Principal place of business address</b> Port Park – Building 2, Level 3, Suite 69 574 Plummer Street, Port Melbourne VIC 3207 Australia</p> <p><b>Telephone</b> 1300 887 969 (03) 8399 9419</p> <p><b>Email</b> <a href="mailto:info@wellnexlife.com.au">info@wellnexlife.com.au</a></p> <p><b>Website</b> <a href="http://wellnexlife.com.au">wellnexlife.com.au</a></p>
<b>Stock Exchange Listing</b>	<p>Australian Securities Exchange</p> <p>ASX Code: <b>WNX</b></p>
<b>Share Registrar</b>	<p>Computershare Investor Services Pty Limited</p> <p>Yarra Falls, 452 Johnston Street</p> <p>Abbotsford VIC 3067</p> <p><b>Telephone:</b> 1300 787 272</p>
<b>Legal Advisers</b>	<p>Holding Redlich</p> <p>Level 8, 555 Bourke Street</p> <p>Melbourne VIC 3000</p>
<b>Lead Manager</b>	<p>Reach Corporate Pty Ltd</p> <p>Level 7, 440 Collins Street</p> <p>Melbourne VIC 3000</p> <p><b>SPP Information Line:</b> 1300 805 795</p> <p>Open between 8.30am to 5.00pm (Melbourne time), Monday to Friday during the offer period</p> <p>Email: <a href="mailto:advisers@reachmarkets.com.au">advisers@reachmarkets.com.au</a></p>
<b>Auditors</b>	<p>William Buck</p> <p>Level 20, 181 William Street</p> <p>Melbourne VIC 3000</p>

## Key Dates

Event	Date (and time if relevant)
<b>Record Date</b>	7.00pm (Melbourne time) on Monday, 12 September 2022
<b>Announcement of SPP offer and lodgement of Appendix 3B</b>	Tuesday, 13 September 2022
<b>Opening date of SPP offer</b>	Wednesday, 14 September 2022
<b>Closing date of SPP offer</b>	5.00pm (Melbourne time) on Wednesday, 5 October 2022
<b>Announcement of results of SPP offer</b>	Wednesday, 12 October 2022
<b>SPP allotment date and lodgement of Appendix 2A</b>	Wednesday, 12 October 2022
<b>SPP Shares commence trading on ASX</b>	Thursday, 13 October 2022
<b>SPP holding statements dispatched to shareholders</b>	Friday, 14 October 2022

*Note: This timetable is indicative only and subject to change. The commencement of trading and quotation of SPP Shares is subject to confirmation from ASX. Subject to the requirements of the Corporations Act, the ASX Listing Rules and other applicable rules, Wellnex reserves the right to amend this timetable at any time, including closing the SPP early, extending the period for the SPP or accepting late applications, either generally or in particular cases, without notice.*

## Important Notices

This SPP Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC. The information in this SPP Booklet is not investment advice or a recommendation to acquire SPP Shares and has been prepared without taking into account your investment objectives, financial circumstances or particular needs as an investor (including financial and taxation considerations). It is recommended that you read the entire SPP Booklet and seek professional investment advice from your financial adviser or other professional adviser before deciding whether to apply for SPP Shares.

The SPP was announced by Wellnex on 13 September 2022.

A cooling-off regime does not apply in relation to the acquisition of SPP Shares. You cannot withdraw your Application once it has been submitted.

By submitting your Application, you are accepting the risk that the market price of Shares may change between the date you submit your Application and the Issue Date. This means it is possible that, between the time you make your Application and up to or after the Issue Date, you may be able to buy Shares on market at a lower price than the Issue Price.

Wellnex will not issue SPP Shares to an applicant if those SPP Shares, either alone or in conjunction with the issue of SPP Shares under other Applications received by Wellnex, would contravene any law or the ASX Listing Rules.

Eligible Shareholders should be aware that an investment in Wellnex involves risks. The key risks identified by Wellnex are set out in Appendix A to this SPP Booklet.

### NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This SPP Booklet does not constitute an offer of securities in any place outside Australia or New Zealand. In particular, this SPP Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States or in any other jurisdiction in which such an offer would be illegal. The Shares to be offered and sold under the SPP have not been, and will not 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, the Shares to be offered under the SPP may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States).

### NEW ZEALAND RESTRICTIONS

The SPP Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of Wellnex with registered addresses in New Zealand to whom the offer of the SPP Shares is being made in reliance on the *Financial Markets Conduct Act 2013* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*.

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

## Chief Executive Officer & Managing Director's Letter

13 September 2022

Dear Shareholder,

On behalf of the Board of Wellnex Life Limited, (ASX: WNX) (**Wellnex** or **Company**), we are pleased to offer you the opportunity to purchase up to \$30,000 in additional shares in WNX under this share purchase plan (**SPP**).

The SPP is an offer to shareholders who were registered holders of fully paid ordinary shares in the Company (**Shares**) at 7.00pm (Melbourne time) on Monday, 12 September 2022 (**Record Date**) and shown on the Register to have an address in Australia or New Zealand (**Eligible Shareholders**). All Eligible Shareholders have the opportunity to participate in the SPP.

The Company is seeking to raise \$2 million under the SPP, however the Company reserves the right to raise more or less than this amount in its absolute discretion. The Board also reserves the right to close the Offer early or extend the Offer at its absolute discretion.

The SPP gives Eligible Shareholders the opportunity to purchase additional fully paid ordinary shares in Wellnex at \$0.075 per Share, which represents a discount of 21.88% to the closing price of Shares on 12 September 2022<sup>1</sup>; and a discount of 19.70% to the VWAP of Shares calculated over the last five days on which sales in Shares were recorded, before the SPP announcement date of 13 September 2022<sup>2</sup>. There are no transaction costs or brokerage costs to participating Eligible Shareholders.

The funds raised under the SPP will be used to:

- drive the progress of the JV with OneLife Botanicals Pty Ltd with the goal to become one of the first companies to offer an over-the-counter S3 medical cannabis product in the Australian market;
- finance the inventory required for the growth expected from launching several new products including Mark Wahlberg's Performance Inspired and Over the Counter (OTC) products under Pharmacy Own;
- continue to progress further growth avenues including the launch of a proprietary e-commerce platform to widen the Company's distribution footprint. and
- cover the costs of the SPP.

Enclosed with this letter is an SPP Booklet which aims to address any questions you may have about the SPP, including:

- an investment overview, which includes details on pricing, the timetable, intended use of funds and key risks of an investment in the Company;
- SPP Terms and Conditions; and

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<sup>1</sup> The closing price of Wellnex Shares traded on ASX on 12 September 2022 was \$0.096.

<sup>2</sup> The VWAP of Wellnex Shares, calculated over the last five days on which sales in Wellnex Shares were recorded before 13 September 2022, was \$0.0934.

- details on how to apply, and an Application Form.

I encourage you to read the SPP Booklet carefully and in full, and to seek your own financial and taxation advice in relation to the SPP Offer, before making a decision on whether to participate. In addition, Eligible Shareholders should also carefully consider some of the key risks of an investment in Wellnex as set out in the SPP Booklet.

The SPP will close on Wednesday, 5 October 2022 at 5.00pm (Melbourne time). Acceptances and payment must be received by our Registrar, Computershare Investor Services Pty Limited, by the closing date. Wellnex reserves its right to close the SPP early.

### **Our journey and the opportunity ahead**

This capital raise sits at a vital inflection point on our growth journey within the large and fast growing health and wellness market - a journey which started with our strategic pivot and resumption of trading of our Shares on the ASX last year.

Over the past year we have achieved some significant milestones. We finished our first full financial year FY22 with \$18.61 million in revenues<sup>3</sup>. During the period, we announced the launch of the Pharmacy Own brand, expanded listings of existing products and added vital partnerships including the JV with Chemist Warehouse on Wagner Liquigestic, the licensing agreement with Performance Inspired and an initial supply agreement with GlaxoSmithKline. We started FY23 with revenues in the first two months at 46% above the same period in FY22, putting us on track towards our FY23 goals of \$29 million revenue and positive EBITDA.

We have achieved these successes by focusing on our core competencies which lie in the identification of consumer trends, the development of products and brands capturing these trends as well as our ability to bring these products onto shelves fast and at scale by leveraging our vast manufacturing and distribution networks, as well as our process know-how for key regulators including Australia's Therapeutic Goods Administration (TGA). We are executing under an asset-light business model that allows us to be nimble and grow fast.

Notwithstanding these achievements, I believe that we are still at the start of our journey with the biggest opportunities yet to come. The most exciting opportunity at hand is to become one of the first companies bringing an over-the-counter medicinal cannabis product to market under Australia's new over the counter Schedule 3 (S3) classification. The SAS market, currently worth \$423m p.a. in Australia, has been limited by its prescription requirement which is soon to be lifted under the S3 scheme. This should lower the hurdle for people to get the product they need from their pharmacist without a prescription, thereby delivering a potential boost to this fast-growing market.

Our core competencies around required regulatory approvals and distribution networks, in combination with the production capabilities secured through our joint venture with OneLife Botanicals Pty Ltd, provide us with all the ingredients required to be one of the first few to dominate this soon-to-emerge and fast-growing market - a market which is expected to feature regulatory hurdles for any competitors and high shelving priority for Australian pharmacies. Among several other growth initiatives, this capital raise will allow us to continue working on this significant opportunity while organically growing the rest of the business.

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<sup>3</sup> [https://yourir.info/resources/21015b435799c28e/announcements/wnx.aspx/3A601205/WNX\\_Preliminary\\_Final\\_Report.pdf](https://yourir.info/resources/21015b435799c28e/announcements/wnx.aspx/3A601205/WNX_Preliminary_Final_Report.pdf)

## Participate in the SPP Offer

The SPP is an offer to all Eligible Shareholders, being shareholders who were registered holders of fully paid ordinary shares in Wellnex at 7.00pm (Melbourne time) on the Record Date of Monday, 12 September 2022 and shown on the Register to have an address in Australia or New Zealand. All Eligible Shareholders have the opportunity to participate in the SPP.

Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders (including Custodians and nominees) who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.

Shareholders may request an electronic copy of their personalised Share Purchase Plan Application Form here: <https://wellnexlife.investorportal.com.au/request-spp/>.

The SPP opens on Wednesday, 14 September 2022, and will close at 5.00pm (Melbourne time) on Wednesday, 5 October 2022. Late applications may be accepted or rejected in the absolute discretion of the Company. The Company also reserves the right to vary the Closing Date without prior notice subject to the Corporations Act and the ASX Listing Rules.

The Company has appointed Reach Corporate Pty Ltd as Lead Manager to the SPP. If you have any questions about the SPP, please contact the Lead Manager by email on [advisers@reachmarkets.com.au](mailto:advisers@reachmarkets.com.au) or by calling 1300 805 795.

## Join a shareholder briefing

Join me for an upcoming live and interactive shareholder briefing where I will discuss the SPP and proposed use of funds raised under the SPP.

Register for a session here: <https://wellnexlife.investorportal.com.au/live-shareholder-briefing/>.

The Board encourages you to consider this opportunity, and thanks you for your continued support.

Yours faithfully,



**George Karafotias**  
**Chief Executive Officer**  
Wellnex Life Limited



## Summary of SPP Offer

<b>Eligible Shareholders</b>	Registered holders of Shares at 7.00pm (Melbourne time) on Monday, 12 September 2022 with a registered address in Australia or New Zealand, provided that they are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that any such holder is acting for the account or benefit of a person in the United States, it is not participating in the SPP in respect of that person).																		
<b>Application amount</b>	<p>Eligible Shareholders can apply for a Parcel of SPP Shares, up to an aggregate of A\$30,000 across all their holdings, regardless of how many Shares they currently hold.</p> <table><tr><th>Parcel</th><th>Amount</th><th>Number of Shares</th></tr><tr><td>A</td><td>\$5,000</td><td>66,666</td></tr><tr><td>B</td><td>\$10,000</td><td>133,333</td></tr><tr><td>C</td><td>\$15,000</td><td>200,000</td></tr><tr><td>D</td><td>\$20,000</td><td>266,666</td></tr><tr><td>E</td><td>\$30,000</td><td>400,000</td></tr></table>	Parcel	Amount	Number of Shares	A	\$5,000	66,666	B	\$10,000	133,333	C	\$15,000	200,000	D	\$20,000	266,666	E	\$30,000	400,000
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D	\$20,000	266,666																	
E	\$30,000	400,000																	
<b>Issue Price</b>	<p>The Issue Price per SPP Share is A\$0.075, which represents:</p> <ul style="list-style-type: none"><li>▪ a discount of 21.88% to the closing price of Shares on 12 September 2022<sup>4</sup>; and</li><li>▪ a discount of 19.70% to the VWAP of Shares calculated over the last five days on which sales in Shares were recorded, before the SPP announcement date of 13 September 2022<sup>5</sup>.</li></ul>																		
<b>Ranking of SPP Shares</b>	SPP Shares will rank equally with existing Shares.																		
<b>Scale-back</b>	Wellnex has absolute discretion to scale back Applications depending on demand. In the event of a scale-back, the value of SPP Shares allocated to you may be less than the parcel you initially applied for. If this occurs, any excess money will be refunded to you by cheque. We expect to announce the final outcome of the SPP, including any scale-back, on Wednesday, 12 October 2022.																		
<b>Refunds</b>	Any refunds will be made as soon as practicable after the Issue Date. No interest will be paid on any money refunded. Refunds will be issued by cheque from the Registrar.																		
<b>When to apply</b>	The SPP Offer opens on Wednesday, 14 September 2022 and is expected to close at 5.00pm (Melbourne time) on Wednesday, 5 October 2022.																		
<b>Issue Date of SPP Shares</b>	SPP Shares are expected to be issued on Wednesday, 12 October 2022.																		
<b>Dispatch of holding statements and commencement of trading of SPP Shares</b>	It is expected that SPP Shares will commence trading on the ASX on Thursday, 13 October 2022, and holding statements for SPP Shares will be dispatched to shareholders on Friday, 14 October 2022.																		

<sup>4</sup> The closing price of Wellnex Shares traded on ASX on 12 September 2022 was \$0.096.

<sup>5</sup> The VWAP of Wellnex Shares, calculated over the last five days on which sales in Wellnex Shares were recorded before 13 September 2022, was \$0.0934.

## How to Apply

If you would like to apply to participate in the SPP, please follow the instructions on the enclosed Application Form.

Eligible Shareholders who would like to request an electronic copy of their personalised SPP Offer Application Forms can do so by registering here: <https://wellnexlife.investorportal.com.au/request-spp/>. In order to participate you must make a payment by BPAY equivalent to the dollar amount of the Parcel you wish to apply for. To do this, you must use the Biller Code and unique reference number shown on your personalised Application Form.

If you make your payment with BPAY you do not need to return the Application slip attached to your Application Form. Applicants paying by BPAY should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY so that they are received no later than 5.00pm (Melbourne time) on the Closing Date.

The SPP Offer opens on Wednesday, 14 September 2022 and closes on the Closing Date (expected to be 5.00pm (Melbourne time) on Wednesday, 5 October 2022). If you wish to participate, you should ensure that the Registrar receives your Application (including Application payment) by no later than the Closing Date.

You will not be able to withdraw or modify your Application or Application payment once you have submitted it. Interest will not be paid on any Application money received.

## Frequently Asked Questions

### 1. What is the SPP?

The SPP is an offer by Wellnex to Eligible Shareholders to apply for up to A\$30,000 worth of Shares at the Issue Price without paying any brokerage or transaction costs.

### 2. How much is Wellnex targeting to raise under the SPP?

Wellnex is targeting to raise approximately A\$2 million under the SPP. At our absolute discretion, we may issue more or less SPP Shares than that target amount. If we receive applications for more SPP Shares than we decide to issue, Applications may need to be scaled back.

### 3. What will funds raised under the SPP be used for?

The funds raised under the SPP will be used to:

- drive the progress of the JV with OneLife Botanicals Pty Ltd with the goal to become the first company to offer an over-the-counter medical cannabis product in the Australian market;
- finance the inventory required for the growth expected from launching several new products including Mark Wahlberg's Performance Inspired and Over the Counter (OTC) products under Pharmacy Own;
- continue to progress further growth avenues including the launch of a proprietary e-commerce platform to widen the Company's distribution footprint. and
- cover the costs of the SPP.

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

An Eligible Shareholder is a registered holder of Shares at the Record Date (being 7.00pm (Melbourne time) on Monday, 12 September 2022) and shown on the Register to have an address in Australia or New Zealand.

Shareholders who hold Shares on behalf of persons who reside outside Australia or New Zealand, are in the United States or are acting for the account or benefit of a person in the United States are not eligible to participate in the SPP on behalf of those persons.

### 5. What is the Issue Price of the SPP Shares?

The Issue Price per SPP Share is A\$0.075, which represents:

- (a) a discount of 21.88% to the closing price of Shares on 12 September 2022<sup>6</sup>; and
- (b) a discount of 19.70% to the VWAP of Shares calculated over the last five days on which sales in Shares were recorded, before the SPP announcement date of 13 September 2022<sup>7</sup>.

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<sup>6</sup> The closing price of Wellnex Shares traded on ASX on 12 September 2022 was \$0.096.

<sup>7</sup> The VWAP of Wellnex Shares, calculated over the last five days on which sales in Wellnex Shares were recorded before 13 September 2022, was \$0.0934.

**6. What costs are payable by Eligible Shareholders in relation to the SPP?**

There are no brokerage or transaction costs payable by Eligible Shareholders in relation to the application for, and the issue of, SPP Shares.

**7. Do I have to participate in the SPP?**

No. Participation in the SPP is optional. If you do not wish to participate in the SPP, no action is required on your part.

To decide if you would like to participate in the SPP, Wellnex recommends you seek professional investment advice from your financial adviser or other professional adviser, and you monitor the market price of Shares (which is quoted on the ASX website at [www.asx.com.au](http://www.asx.com.au)). This SPP Booklet does not purport to contain all of the information that you may need to make an investment decision.

**8. What is the market price of Shares?**

The market price of Shares can be obtained from the ASX's website ([www.asx.com.au](http://www.asx.com.au)) by searching for the ASX issuer code "WNX" in the prices search section.

**9. What do I do if I am a Custodian?**

If you are a Custodian, you may choose whether or not to apply for SPP Shares on behalf of your Eligible Beneficiaries.

If you wish to apply as a Custodian to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit an additional Custodian Certificate before your Application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected.

Custodians should contact the Registrar on 1800 095 862 to request a Custodian Certificate that contains these certifications and other details required to be provided by the Custodian.

By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP Shares, you certify (among other things) that each Eligible Beneficiary has not applied for an amount exceeding A\$30,000 across all of their holdings.

Wellnex is not required to determine, and will not determine, the identity or residence of any beneficial owners of Shares. Each Custodian will need to determine for itself whether its beneficiaries are Eligible Beneficiaries.

Each Custodian must not participate in the SPP on behalf of, and must not distribute this SPP Booklet or any other document relating to the SPP to, any person in the United States or to any person acting for the account or benefit of a person in the United States. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in the SPP in respect of that person. Failure to comply with these restrictions may result in violations of applicable securities laws.

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

No. Under the SPP Offer, you cannot transfer your offer to apply for SPP Shares to anyone else.

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**11. How much can I invest under the SPP?**

If you are an Eligible Shareholder, you may apply for up to a total of A\$30,000 worth of SPP Shares across all your holdings.

**12. What will happen if Wellnex scales back Applications?**

If Wellnex, in consultation with the Lead Manager, scales back Applications in its absolute discretion, you may receive less SPP Shares than the Parcel of SPP Shares for which you have applied. Should this happen, the difference between the value of SPP Shares issued to you (calculated using the Issue Price) and the Application payment you made will be refunded to you by cheque, without interest, as soon as practicable after the Issue Date.

**13. Will I receive notification of my issue?**

Yes. The Registrar will send you a holding statement on or around Friday 14 October 2022 which will include details of the number of SPP Shares issued to you.

You are responsible for confirming your allocation of SPP Shares before trading SPP Shares to avoid the risk of selling SPP Shares you do not own.

**14. Can I withdraw my Application?**

No. Your Application, once submitted, is unconditional and may not be withdrawn even if the market price of Shares is less than the Issue Price.

By submitting your Application, you are accepting the risk that the market price of Shares may change between the date on which you submit your Application and the Issue Date. This means that, up to or after the Issue Date, you may be able to buy Shares on market at a lower price than the Issue Price.

**15. What do I do if I receive more than one Application Form by post or email?**

Eligible Shareholders who receive more than one Application Form under the SPP because, for example, 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 a total dollar amount exceeding A\$30,000 across all of their holdings.

**16. What rights will the Shares issued under the SPP have?**

SPP Shares will rank equally with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements from the Issue Date.

**17. What are the risks associated with Wellnex and holding Wellnex Shares?**

The risks associated with Wellnex and holding Wellnex Shares are set out in Appendix A to the SPP Booklet.

**18. Where can I obtain more information on the SPP?**

If you have any further questions you can call the Lead Manager who is running Wellnex's SPP Information Line.

**SPP Information Line:** 1300 805 795 or via email at [advisers@reachmarkets.com.au](mailto:advisers@reachmarkets.com.au).

In addition, you are invited to join CEO George Karafotias for an upcoming live and interactive shareholder briefing on behalf of the Board where he will discuss the Share Purchase Plan and use of funds. Register for a session here: <https://wellnexlife.investorportal.com.au/live-shareholder-briefing/>.

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## SPP Terms and Conditions

### Important Notice

Please read these SPP Terms and Conditions carefully as you will be bound by them if you apply for SPP Shares. Eligible Shareholders whose Applications are accepted will also be bound by Wellnex's Constitution.

#### 1. Offer

- (a) Wellnex offers each Eligible Shareholder the opportunity to apply for specific Parcels of Shares up to A\$30,000 worth of Shares under the SPP subject to and in accordance with these SPP Terms and Conditions (**the SPP Offer**).
- (b) The SPP Offer opens on the Opening Date (Wednesday, 14 September 2022) and closes on the Closing Date (expected to be 5.00pm (Melbourne time) on Wednesday, 5 October 2022).
- (c) The SPP Offer is made in Australia under and in accordance with the *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.
- (d) The SPP Offer is made in New Zealand under and in accordance with the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (NZ)*.
- (e) The SPP Offer to each Eligible Shareholder (whether you are a Custodian or you hold Shares on your own account) is made on the same terms and conditions.

#### 2. Eligible Shareholders

- (a) Subject to sections 2(c) to 2(j) of these SPP Terms and Conditions, all persons registered as holders of Shares at the Record Date and shown on the Register to have an address in Australia or New Zealand may participate in the SPP (referred to as **Eligible Shareholders**).
- (b) Directors and employees of Wellnex are entitled to participate in the SPP if they are Eligible Shareholders.
- (c) Shareholders who hold Shares on behalf of persons who:
  - (i) reside outside Australia or New Zealand;
  - (ii) are in the United States; or
  - (iii) are acting for the account or benefit of a person in the United States,are not entitled to participate in the SPP on behalf of those persons.
- (d) The Shares to be offered and sold 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 other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States). Shares to be offered and sold under the SPP may only be offered and sold 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.
- (e) A Custodian must not participate in the SPP on behalf of, nor distribute this SPP Booklet or any other document relating to the SPP to, any person in the United States or any person

acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States).

- (f) Consistent with the representations, warranties and acknowledgements contained in section 4 of these SPP Terms and Conditions and the Application Form included with this SPP Booklet, you may not submit any completed Application Forms for any person in the United States or any person who is acting for the account or benefit of a person in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.
- (g) Shareholders who are joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder, and the certification under section 4(a)(viii) of these SPP Terms and Conditions by one joint holder will be effective in respect of the other joint holder(s).
- (h) If you are a Custodian, you may apply for up to A\$30,000 worth of SPP Shares for each Eligible Beneficiary subject to you annexing to your Application Form a certificate (**Custodian Certificate**)<sup>8</sup> addressed to Wellnex with the following information as required by *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*:
  - (i) confirmation that:
    - (A) you hold Shares on behalf of one or more other persons (each a **participating beneficiary**) that are not Custodians; and/or
    - (B) a Downstream Custodian holds beneficial interests in Shares on behalf of one or more other persons (each a **participating beneficiary**), and you hold the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian;
  - (ii) confirmation that each participating beneficiary has subsequently instructed the following persons:
    - (A) where sub-paragraph (i)(A) above applies – you; or
    - (B) where sub-paragraph (i)(B) above applies – the Downstream Custodian, to apply for SPP Shares on their behalf under the SPP;
  - (iii) the number of participating beneficiaries and their names and addresses;
  - (iv) in respect of each participating beneficiary:
    - (A) where sub-paragraph (i)(A) above applies – the number of Shares that you hold on their behalf; or
    - (B) where sub-paragraph (i)(B) above applies – the number of Shares to which the beneficial interests relate;
  - (v) in respect of each participating beneficiary:
    - (A) where sub-paragraph (i)(A) above applies – the number or the dollar amount of SPP Shares they have instructed you to apply for on their behalf; or

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<sup>8</sup> The Custodian Certificate can be obtained by contacting the Registrar via telephone on 1800 095 862.



- (B) where sub-paragraph (i)(B) above applies – the number or the dollar amount of SPP Shares they have instructed the Downstream Custodian to apply for on their behalf;
- (vi) confirmation that there are no participating beneficiaries in respect of which the total application price for the following exceeds A\$30,000:
- (A) the Shares applied by you under the SPP in accordance with the instructions referred to in sub-paragraph (v) above; and
- (B) any other Shares issued to you in the 12 months before the Application as a result of an instruction given by them to you or the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP;
- (vii) confirmation that a copy of this SPP Booklet was given to each participating beneficiary; and
- (viii) where sub-paragraph (i)(B) above applies – the name and address of each Custodian who holds beneficial interests in the Shares held by you in relation to each participating beneficiary.
- (i) 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 in section 3(b) of these SPP Terms and Conditions apply.
- (j) If you are an Eligible Shareholder, your rights under the SPP Offer are personal to you and are non-renounceable, which means you cannot transfer your rights to another person.

### 3. Applying for SPP Shares

- (a) Participation in the SPP is optional. Eligible Shareholders may apply to purchase SPP Shares in a Parcel as detailed below.

Parcel	Amount	Number of Shares
A	\$5,000	66,666
B	\$10,000	133,333
C	\$15,000	200,000
D	\$20,000	266,666
E	\$30,000	400,000

If you are an Eligible Shareholder and wish to participate in the SPP, you must follow the instructions on the Application Form and make payment online or by telephone using BPAY equivalent to the dollar amount of the Parcel you wish to apply for (including providing the Biller Code and unique reference number provided to you on your Application Form for purposes of the SPP only) (**Online/Telephone Application**).

Contact your financial institution to make your payment from your cheque or savings account so that it is received by the Registrar by 5.00pm (Melbourne time) on the Closing Date (expected to be Wednesday, 5 October 2022). Payments must be in Australian dollars. Wellnex will not accept payment by cash.

If Wellnex receives:

- an amount that is not equal to A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000, Wellnex will round down the dollar amount of SPP Shares that you are applying for to the nearest whole share at; or
- less than A\$1,000, reject your Application,

and refund your Application payment that is not used to purchase SPP Shares, without interest, as soon as practicable after the Issue Date by cheque.

- (b) Eligible Shareholders (other than Custodians) who receive more than one offer under the SPP via post or email (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 a total dollar amount of more than A\$30,000.
- (c) Wellnex may accept or reject your Application for SPP Shares at its absolute discretion. Wellnex may reject your Application in the following circumstances (among others):
  - (i) you have applied for SPP Shares with a total Application price of less than \$1,000;
  - (ii) your BPAY payment is incomplete or invalid;
  - (iii) unless you are a Custodian, it appears that you are applying to acquire SPP Shares with a total Application price in excess of A\$30,000 under the SPP;
  - (iv) you are a Custodian and you have not provided the required Custodian Certificate;
  - (v) your BPAY payment is received after the SPP Closing Date. Late payments will be refunded, without interest, as soon as practicable after the Issue Date; or
  - (vi) Wellnex believes you are not an Eligible Shareholder (subject to compliance with any applicable ASIC requirements).
- (d) If the value of the Parcel you have applied for cannot be divided by the Issue Price to give a whole number of SPP Shares, there will be a rounding down to the nearest whole number of SPP Shares.

#### **4. Acknowledgements by Making an Application**

- (a) If you make a BPAY payment, by making that Application, you:
  - (i) acknowledge that you have read and accepted these SPP Terms and Conditions in full and you declare that all details and statements in your Application Form are true and complete and not misleading;
  - (ii) declare that you were the registered holder(s) at the Record Date of the Shares indicated on the Application Form as being held by you on the Record Date;
  - (iii) acknowledge that you are an Eligible Shareholder using the unique reference number provided to you on the Application Form;
  - (iv) irrevocably and unconditionally agree to these SPP Terms and Conditions, including the terms 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;

- (v) agree to be bound by the terms of Wellnex's Constitution (as may be amended from time to time);
- (vi) declare you are over 18 years of age (if you are an individual) and have full legal capacity and power to exercise and perform all of your rights and obligations under the SPP Offer;
- (vii) acknowledge your Application is irrevocable and unconditional and cannot be varied by you;
- (viii) if you are applying on your own behalf (and not as a Custodian), certify that the total of the Application price for the following does not exceed A\$30,000:
- (A) the Shares the subject of your Application;
  - (B) any other Shares in the class you applied for under the SPP; and
  - (C) any other Shares in the class which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Application;
- (ix) if you are a Custodian and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, certify that:
- (A) you are a Custodian;
  - (B) 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 SPP Booklet;
  - (C) you are not applying for SPP Shares on behalf of any Eligible Beneficiary with a total Application price of more than A\$30,000; and
  - (D) the information in the Custodian Certificate submitted with your Application Form is true and correct and not misleading;
- (x) accept the risk associated with any refund that may be dispatched to your address or to your nominated bank account as shown on the Register;
- (xi) acknowledge that no interest will be paid on any Application payment held pending the issue of the SPP Shares or subsequently returned to you for any reason;
- (xii) authorise Wellnex and the Registrar and their respective officers or agents to do anything on your behalf necessary for SPP Shares to be issued to you, including to act on instructions of the Registrar upon using the contact details set out in your Application Form;
- (xiii) acknowledge that the information contained in this SPP Booklet (including these SPP Terms and Conditions and your Application Form) is not financial product or investment advice nor a recommendation that SPP Shares are suitable for you and have been prepared without taking into account your investment objectives, financial situation or particular needs;
- (xiv) acknowledge that this SPP Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Wellnex and is

given in the context of Wellnex's past and ongoing continuous disclosure announcements to the ASX;

- (xv) acknowledge that none of Wellnex or its related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers guarantees the performance of Wellnex;
- (xvi) acknowledge that, to the extent permitted by any applicable law, Wellnex is not liable for any exercise of its discretions referred to in this SPP Booklet;
- (xvii) represent and warrant that the law of any place does not prohibit you from being given this SPP Booklet and the Application Form, nor does it prohibit you from making an Application for the SPP Shares and that you are otherwise eligible to participate in the SPP;
- (xviii) represent that you are not in the United States and you are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person);
- (xix) acknowledge that the Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the Shares may not be offered, sold or resold, directly or indirectly, in the United States;
- (xx) acknowledge that the Shares may only be offered and sold 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;
- (xxi) represent that you have not, and you agree that you will not, send this SPP Booklet or any other materials relating to the SPP to any person in the United States or to any person acting for the account or benefit of a person in the United States; and
- (xxii) acknowledge and agree that if in the future you decide to sell or otherwise transfer the Shares, you will only do so in standard brokered transactions on the ASX or Chi-X, where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or the purchaser is, a person in the United States.

## 5. Issue Price of SPP Shares

- (a) The Issue Price per SPP Share is A\$0.075, which represents:
  - (i) a discount of 21.88% to the closing price of Shares on 12 September 2022<sup>9</sup>; and
  - (ii) a discount of 19.70% to the VWAP of Shares calculated over the last five days on which sales in Shares were recorded, before the SPP announcement date of 13 September 2022<sup>10</sup>.

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<sup>9</sup> The closing price of Wellnex Shares traded on ASX on 12 September 2022 was \$0.096.

<sup>10</sup> The VWAP of Wellnex Shares, calculated over the last five days on which sales in Wellnex Shares were recorded before 13 September 2022, was \$0.0934.

- (b) You agree to pay the Issue Price per SPP Share for the number of SPP Shares calculated under section 3(a) of these SPP Terms and Conditions or, if there is a scale-back, the number of SPP Shares calculated under section 7 of these SPP Terms and Conditions.
- (c) You acknowledge the risk that the market price of Shares may change (i.e., rise or fall) between the date you submit your Application and the Issue Date, which may mean that the Issue Price you pay for the SPP Shares may exceed or be less than the market price of Shares on the Issue Date.
- (d) Wellnex will apply to ASX for quotation of the SPP Shares. It is anticipated that the trading of the SPP Shares on the ASX will commence on Thursday, 13 October 2022.

## 6. Rights Attaching to the SPP Shares

SPP Shares will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements.

## 7. Scale-back

- (a) Wellnex may, in consultation with the Lead Manager, in its absolute discretion allocate to you less SPP Shares than the value of the Parcel you have applied for. Wellnex may in its absolute discretion determine to apply any scale-back to the extent and in the manner it sees fit.
- (b) If there is a scale-back, you may receive less SPP Shares than the Parcel for which you have applied. If a scale-back produces a fractional number of SPP Shares when applied to your Parcel, the number of SPP Shares you will be allocated will be rounded up to the nearest whole number of SPP Shares.
- (c) In the event of a scale-back, the difference between the value of SPP Shares issued to you (calculated using the Issue Price) and the Application payment will be refunded to you, without interest, by direct deposit (to your nominated account as recorded on the Register) or by cheque, as soon as practicable after the Issue Date.

## 8. Costs of Participation in the SPP

No brokerage or transaction costs will be payable by Eligible Shareholders in respect of the application for, and the issue of, SPP Shares.

## 9. New Zealand

The SPP Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of Wellnex with registered addresses in New Zealand to whom the offer of the SPP Shares is being made in reliance on the *Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*.

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

Application payments must be made in Australian dollars.

## 10. Wellnex Determination Final

Wellnex may determine in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP (either generally or in particular cases) and the decision of Wellnex will be conclusive and binding on all participants or other persons to whom the determination relates (as applicable).

## 11. Waiver, Amendment, Suspension and Withdrawal

Wellnex may, at its absolute discretion, waive compliance with any provision of these SPP Terms and Conditions (including by accepting late Applications, either generally or in particular cases), amend or vary these SPP Terms and Conditions (including by changing the timetable for the SPP, such as the Closing Date and Issue Date), or suspend or withdraw the SPP Offer at any time. Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Shareholders even where Wellnex does not notify you of the event.

## 12. No Underwriting

The SPP will not be underwritten.

## 13. Costs of the Offer

- (a) Reach Corporate Pty Ltd has been engaged to act as Lead Manager of the SPP. The Lead Manager will be paid 5% of all funds raised under the SPP. In addition, for every \$2.00 raised under the SPP, the Lead Manager will also be entitled to receive one (1) option to acquire one (1) Share, at an exercise price of \$0.15, expiring 3 years from their date of issue (**Advisory Options**). The issue of the Advisory Options to the Lead Manager is subject to Wellnex raising a minimum amount of \$1.5 million under the SPP, and any required shareholder approvals (including pursuant to ASX Listing Rule 7.1) being obtained by the Company.
- (b) Mr Julius Cohen has been engaged to act as adviser to Wellnex in relation to the SPP, and will be paid 1% of all funds raised under the SPP for his advisory services. Mr Cohen will also be entitled to receive one (1) Advisory Option for every \$2.00 raised under the SPP. The issue of the Advisory Options to Mr Cohen is subject to Wellnex raising a minimum amount of \$1.5 million under the SPP, and any required shareholder approvals (including pursuant to ASX Listing Rule 7.1) being obtained by the Company.
- (c) Holding Redlich has been engaged to act as Australian legal adviser to Wellnex in relation to the SPP, and will be entitled to receive professional fees in accordance with its normal time-based charges.
- (d) Computershare Investor Services Pty Limited is the Company's share registry and has been engaged by the Company to assist with certain aspects of the Offer. Computershare Investor Services Pty Limited will be entitled to receive professional fees for these services, in addition to fees for its services as Wellnex's share registry.

## 14. Related Party Disclosures

- (a) Mr Julius Cohen is a director of a related entity of the Lead Manager, and receives fees in relation to the services he provides to this business. Mr Cohen is also a member of the investment committee of Wellnex, and will receive the fees as disclosed under section 13 of the SPP Terms and Conditions.

- (b) Both Wellnex and Reach Corporate Pty Ltd have procedures for managing conflicts of interest or potential conflicts of interest that may arise from time to time.

## 15. Governing Law

These SPP Terms and Conditions are governed by the laws in force in Victoria, Australia.

## 16. Privacy Policy

- (a) By completing and submitting an Application Form you acknowledge that you have read this SPP Booklet and these SPP Terms and Conditions.
- (b) Wellnex is required to collect certain information about shareholders under company and tax law. Applicants will be asked to provide personal information to Wellnex (directly or via its agents, including the Lead Manager and/or Registrar).
- (c) You acknowledge that the personal information submitted as part of the Application Form or other forms and otherwise provided to Wellnex (directly or via its agents, including the Lead Manager and/or Registrar) will be collected, used and disclosed by Wellnex (and its agents, including the Lead Manager and/or Registrar) in order to process your Application, service your needs as a shareholder, provide facilities and services that you request, carry out appropriate administration, send you information about the products and services of members of the Wellnex Group, including future offers of securities and as otherwise required or authorised by law (including, without limitation, any law relating to taxation, money laundering or counter-terrorism). Such disclosure may include disclosure to third parties including other members of the Wellnex Group and to Wellnex's agents, service providers, auditors and advisers. Such disclosure may also include disclosure to domestic and overseas regulators or other government agencies (including ASIC and the ATO), stock exchanges, and the public by way of public registers maintained by regulators or other bodies. Some of these recipients may be located outside Australia (including in New Zealand) where your personal information may not receive the same level of protection as afforded under Australian law.
- (d) You acknowledge that the Lead Manager has its own Privacy Policy and Financial Services Guide which have been made available to you, as follows:
  - (i) Privacy Policy: (<https://reachmarkets.com.au/privacy-reach/>)
  - (ii) Financial Services Guide: (<https://reachmarkets.com.au/financial-services-guide/>)
- (e) You acknowledge that if you do not provide the personal information required by the Application Form or other forms, it might not be possible to process your Application, administer your shareholding and/or send you information about the products and services of members of the Wellnex Group, including future offers of securities.
- (f) If you do not wish to receive information about the products and services of members of the Wellnex Group, including future offers of securities, please contact Wellnex's SPP Information Line (see details in the Corporate Directory at the front of this SPP Booklet) and request that Wellnex does not send you marketing material.
- (g) Wellnex's privacy policy is available on Wellnex's website at <https://wellnexlife.com.au/privacy-policy/> and contains information about how you may access and seek correction of the personal information that Wellnex holds about you, how

you may complain about a breach of the *Privacy Act 1988* (Cth) by Wellnex and how Wellnex will deal with such a complaint.

## **17. Taxation**

Eligible Shareholders should consult their own taxation advisor about the tax status of their investment in SPP Shares.

For personal use only



## Appendix A – Risk Factors

### 1. Company and Industry risks

The risks outlined below are specific to the Company's operations.

#### 1.1 Risk as a relatively new entrant in the health and wellness market

Wellnex is a relatively new entrant in the health and wellness industry and, as an early stage growth company, Wellnex currently faces challenges in product development, profile / brand building and market penetration for its products and services (in both local and overseas markets).

These risks will in part turn upon the Company's ability to:

- (a) continue to build on customer acceptance on current and proposed new products in the health and wellness segment;
- (b) maintain and source high quality manufacturers to produce the current and proposed products;
- (c) maintain and expand distribution channels (such as Chemist Warehouse) and continue to develop within Australian domestic and export markets; and
- (d) have the required capital to maintain and expand operations including investing in marketing.

#### 1.2 Sufficiency of funding

Wellnex has limited financial resources and will need to raise additional funds from time to time to finance the complete development and commercialisation of new and current product lines and its other longer-term objectives. It is likely that Wellnex in the future may require additional capital (debt or equity) for working capital and, if that occurs by way of an equity issue, there is no guarantee of the issue price at which such additional equity capital is raised and there is potential dilution for existing shareholders.

The Company's ability to raise additional funds and the price at which any funds are raised, will be subject to, among other things, factors beyond the control of Wellnex and its Directors, including cyclical factors affecting the economy and share markets generally. The Directors can give no assurance that future funds can be raised by Wellnex on favourable terms, if at all.

#### 1.3 Financial Performance

Although Wellnex is growing its presence in the market, with the result that its revenue is improving, no assurance can be given that Wellnex will achieve profitability.

#### 1.4 Business strategy execution risk

The Company's future growth and financial performance is dependent on the Company's ability to successfully execute its business strategy. This will be impacted by a number of factors, including the Company's ability to:

- (a) continue to build on customer acceptance on current and proposed new products in the health and wellness segment.
- (b) maintain and source high quality manufacturers to produce the current and proposed products.

- (c) maintain and expand distribution channels (such as Chemist Warehouse) and continue to develop within Australian domestic and export markets; and
- (d) have the required capital to maintain and expand operations including investing in marketing.

There can be no assurance that Wellnex can successfully achieve any or all of the above initiatives / strategies. The failure by Wellnex to successfully execute its business strategy could have a material adverse effect on the Company's business, financial condition and results of operations.

### **1.5 Manufacturing/production risks**

Wellnex is reliant on third parties to manufacture its current products. The Company will have various contractual rights in the event of non-compliance by contracting party.

However, no assurance can be given that all contracts will be fully performed by all contracting parties or in the case of a breach that the Company will be successful in securing compliance with the terms of each contract by the relevant counterparties to its contracts. There is also no assurance as to the financial strength of the parties to complete their obligations under the various contracts when such financial obligations fall due.

### **1.6 Counterparty risk**

As a party to many contracts and agreements, the Company will have various contractual rights in the event of non-compliance by a contracting party. However, no assurance can be given that all contracts will be fully performed by all contracting parties or in the case of a breach that the Company will be successful in securing compliance with the terms of each contract by the relevant counterparties to its contracts. There is also no assurance as to the financial strength of the parties to complete their obligations under the various contracts when such financial obligations fall due.

### **1.7 Logistics risk**

Wellnex is reliant on out-sourced logistics. Accordingly, if an adverse event occurs such as a strike, poor logistics technology, increases in the price of energy, changes in transport services and the physical destruction of infrastructure (e.g. roads and railways), Wellnex (or its third party providers) may not be able to efficiently supply and deliver the Company's products. This may have an adverse impact on the Company's financial performance.

### **1.8 Competition risk**

The health and wellness business is highly competitive. Some of these competitors may be able to respond more effectively to changing business and economic conditions. Competition in nutritional health and food products is largely based on branding presence, pricing of products, quality of products, perceived value of products, in-store presence and visibility and, promotional activities (including online advertising).

### **1.9 Customer credit risk**

A general decline in economic conditions or business downturn may negatively impact an existing purchasing customer's ability to purchase the Company's products or services. Such financial difficulties could result in Wellnex reducing or ceasing its business with that retailer customer. Alternatively, Wellnex may extend further credit to its retailer customers. The Company's inability to collect such receivables (i.e. bad debts) from one or a group of retailer customers could have a material adverse effect on the Company's financial performance. If a retailer customer were to go

into liquidation, Wellnex could incur additional costs if Wellnex decides to buy back the retailer customer's inventory of the Company's products to protect its brand.

#### **1.10 Currency risk**

Revenue and expenditures in overseas jurisdictions are subject to the risk of fluctuations in foreign exchange markets. Where a material proportion of the Company's revenue is in the future generated in foreign currencies, the Company will be exposed to the risk of changes in exchange rates of such foreign currency against the Australian dollar. Wellnex has no plans at this stage to hedge its foreign currency payments.

#### **1.11 Business disruption risk**

Wellnex is engaged in developing and distributing products. Accordingly, Wellnex is subject to the risks inherent in such activities, including environmental events, strikes and other labour disputes, industrial accidents, disruptions in supply chain, product quality control, safety and regulatory issues and other events outside of the Company's control including natural disasters.

#### **1.12 Market and consumer trend risk**

The Company's continued success depends on its ability to anticipate, react and adapt quickly to changes in industry trends as well as consumer preferences / attitudes toward its products and services. Wellnex must continually work to develop, commercialise and market new products and enhance the recognition of its branding. Failure to anticipate, react and adapt to industry trends in a timely and cost effective manner may affect the Company's financial results. Additionally, the increasing use of social media (such as Facebook, Instagram, Twitter, WeChat and Weibo) by consumers affects the speed at which information and opinions are shared, which may result in the rapid change of industry trends / consumer preferences. If Wellnex is unable to anticipate, respond and adapt to new trends in the market / changes to consumer preferences, the Company's financial performance may suffer.

#### **1.13 Information technology risks**

Wellnex relies and uses information technology in conducting its business including (but not limited to) using the internet to process, transmit and store electronic and financial information, for digital marketing purposes, to manage a variety of business processes and activities such as inventory control, financial management and reporting database management. If Wellnex is unable to protect against service interruptions, data corruption, cyber security breaches or network security breaches, the Company's business operations could be negatively affected.

The Company's information technology systems (some of which may be managed by a third party), may be vulnerable to disruptions, damage or shutdowns as a result of failures during the process of upgrading or replacing software, computer viruses, power outages, hardware failures, computer hacking, user errors or other similar events. If the Company's information technology systems suffer severe damage, disruption or shutdown and Wellnex does not efficiently resolve such issues, the sale of the Company's product may be materially and adversely affected.

### **2. General Risks**

The future prospects of the Company's business may be affected by circumstances and external factors beyond the Company's control. Financial performance of the Company may be affected by a number of business risks that apply to companies generally and may include economic, financial, market or regulatory conditions.

## **2.1 Economic risks**

The operating and financial performance of the Company is influenced by a variety of general economic and business conditions, including levels of consumer spending, inflation, interest rates, access to debt and capital markets, international economic conditions, significant acts of terrorism, hostilities or war or natural disasters, and government fiscal, monetary and regulatory policies. Prolonged deterioration in general economic conditions may have an adverse impact on the Company's business or financial condition. No guarantee can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

## **2.2 Market conditions**

An investment in the Company's Shares has the general risks associated with any investment in the share market. Returns from an investment in Shares will depend on general stock market conditions as well as the performance of the Company. The market price of the Company's Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. The trading price of the Company's Shares may be subject to fluctuations in response to factors such as actual or anticipated variations in the Company's operating results, announcements of new contracts by the Company or its competitors, announcements by the Company or its competitors of significant acquisitions, technological developments, capital commitments, additions or departures of key personnel and other events or factors, many of which are beyond the Company's control.

Further, general share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as: general economic outlook; interest rates and inflation rates; currency fluctuations; changes in investor sentiment; the demand for, and supply of, capital; and terrorism or other hostilities. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

## **2.3 COVID-19 pandemic**

As a result of the COVID-19 pandemic, global credit and investment markets have experienced a high degree of uncertainty and volatility. The factors which have led to this situation have been outside the control of the Company and may continue for some time resulting in continued volatility and uncertainty in world stock markets (including ASX). This may impact the price at which the Shares trade, regardless of operating performance and affect the Company's ability to raise additional equity and/or debt to achieve its objectives, if required.

## **2.4 Liquidity Risk**

The market for the Company's Shares may be illiquid. As a consequence, investors may be unable to readily exit or realise their investment.

## **2.5 Force majeure**

The Company's contracts now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, pandemics, epidemics or quarantine restrictions.

## **2.6 Taxation and government regulations**

Changes in taxation and government legislation in a range of areas (for example, the Corporations Act, accounting standards, and taxation law) can have a significant influence on the outlook for companies and the returns to investors. The recoupment of taxation losses accrued by the

Company from any future revenues is subject to the satisfaction of tests outlined in taxation legislation or regulations in the jurisdictions in which the Company operates. There is no guarantee that the Company will satisfy all of these requirements at the time it seeks to recoup its tax losses which may impact on the financial performance and cash flows of the Company.

## **2.7 Litigation risk**

The Company is not currently engaged in any litigation. However, the Company is exposed to the risk of actual or threatened litigation or legal disputes in the form of customer claims, intellectual property claims, personal injury claims, employee claims and other litigation and disputes. If any claim was successfully pursued it may adversely impact the financial performance, financial position, cash flow and share price of the Company.

## **2.8 Insurance risk**

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

## **3. Concluding comment**

The above list of risk factors ought not to be taken as an exhaustive one of the risks faced by Wellnex or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of Wellnex and the value of the SPP Shares. Therefore, the SPP Shares to be issued carry no guarantee with respect to the payment of dividends, returns of capital or the market value or price at which those SPP Shares may be traded.

Investment in Wellnex must be regarded as highly speculative and neither Wellnex nor any of its Directors or any other party associated with the preparation of this SPP Booklet guarantee that any specific objectives of Wellnex will be achieved or that any particular performance of Wellnex or of the SPP Shares, will be achieved.

## Glossary

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

<b>A\$ or \$</b>	Australian dollars
<b>Application</b>	a payment via BPAY® using the details on the Application Form
<b>Application Form</b>	the application form relating to the SPP that you received with this SPP Booklet, including the instructions. This may include a deemed application form in the same terms, where a valid BPAY® payment is made
<b>ASIC</b>	Australian Securities & Investments Commission
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the market operated by it, as the context requires
<b>ASX Listing Rules</b>	the listing rules of ASX as amended from time to time
<b>ATO</b>	Australian Taxation Office
<b>Wellnex</b>	Wellnex Life Limited (ACN 150 759 363)
<b>Wellnex Group</b>	Wellnex and its controlled entities taken as a whole
<b>Lead Manager</b>	Reach Corporate and its controlled or related entities taken as a whole
<b>Beneficiary</b>	either or both of the following: <ul style="list-style-type: none"> <li>▪ one or more persons on whose behalf a Custodian holds Shares; and/or</li> <li>▪ a Downstream Custodian</li> </ul>
<b>Closing Date</b>	the last day on which Applications will be accepted (expected to be 5.00pm (Melbourne time) on Wednesday, 5 October 2022)
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth) as amended from time to time
<b>Custodian</b>	a custodian, trustee or nominee within the definition of “custodian” in <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i>
<b>Custodian Certificate</b>	has the meaning given in clause 2(h) of the SPP Terms and Conditions
<b>Downstream Custodian</b>	another Custodian on whose behalf a Custodian holds Shares, who holds the beneficial interests in Shares on behalf of one or more persons
<b>Eligible Beneficiary</b>	a Beneficiary of a Custodian with a registered address in either Australia or New Zealand as at the Record Date, provided that such Beneficiary is in Australia or New Zealand, and is not in the United States or acting for the account or benefit of a person in the United States
<b>Eligible Shareholder</b>	a registered holder of Shares at the Record Date and shown on the Register to have an address in Australia or New Zealand, provided that such holder is not in the United States and is not acting for the account or benefit of a person in the United States (or, in the event that such holder is acting for the account or

	benefit of a person in the United States, it is not participating in the SPP in respect of that person)
<b>Issue Date</b>	the date on which SPP Shares are issued (expected to be Wednesday, 12 October 2022)
<b>Issue Price</b>	the Issue Price per SPP Share, being A\$0.075
<b>Opening Date</b>	Wednesday, 14 September 2022
<b>Parcel</b>	a parcel of SPP Shares, with a dollar amount of A\$5,000, A\$10,000, A\$15,000, A\$20,000, or A\$30,000, calculated at the Issue Price
<b>Record Date</b>	7.00pm (Melbourne time) on Monday, 12 September 2022
<b>Register</b>	the register of shareholders maintained by the Registrar
<b>Registrar</b>	Computershare Investor Services Pty Limited (ABN 48 078 279 277)
<b>Share or Wellnex Share</b>	a fully paid ordinary share in the capital of Wellnex
<b>Share Purchase Plan or SPP</b>	this share purchase plan being offered to Eligible Shareholders under this SPP Booklet
<b>SPP Booklet</b>	this booklet
<b>SPP Offer</b>	has the meaning given in clause 1(a) of the SPP Terms and Conditions
<b>SPP Share</b>	a new Share issued under the SPP
<b>SPP Terms and Conditions</b>	the terms and conditions of the SPP set out in this SPP Booklet, including this Glossary and the Application Form, starting on page 11 of this SPP Booklet
<b>U.S. Securities Act</b>	the United States Securities Act of 1933, as amended

**For all enquiries:****Phone:**Reach Markets - Lead Manager  
1300 805 795**Email:**

advisers@reachmarkets.com.au

X 9999999991

I N D

Entitlement No: 12345678

**CLOSING DATE:****Your payment must be received  
by 5.00pm (Melbourne time) on  
Wednesday, 5 October 2022**

## Share Purchase Plan Application Form

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details above. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Wellnex Life Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Wellnex Life Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that:

- You are not applying for New Shares with an application price of more than \$30,000 under the Offer (including by instructing a Custodian to acquire New Shares on your behalf under the Offer); and
- The total of the application price does not exceed \$30,000 in relation to:
  - a) the New Shares that are the subject of this application; and
  - b) any other Shares issued to you under the Offer or any similar arrangement in the 12 months before the application (excluding Shares applied for but not issued).

Wellnex Life Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Wellnex Life Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Wellnex Life Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Wellnex Life Limited does not notify you of that event.

### Registration Name & Offer Details

Details of the shareholding and the Offer are shown above.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESSE sponsored holding, please contact your Controlling Participant to notify a change of address.

**BPAY**

Make your payment via BPAY® either online or by phone with your bank using the payment details above. If you are unable to pay via BPAY, please call the Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) to obtain alternative payment instructions.

Neither Computershare Investor Services Pty Limited (CIS) nor Wellnex Life Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by the closing date. Eligible Shareholders should use the customer reference number shown on this Application Form when making a BPAY payment.

**Privacy Notice**

The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at [www.computershare.com/au/privacy-policies](http://www.computershare.com/au/privacy-policies).

**Make Your Payment:**

Note that shares may be purchased in parcels of A\$5,000, A\$10,000, A\$15,000, A\$20,000 or A\$30,000 subject to purchase of the minimum value and not exceeding the maximum value. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Billers Code: 381392  
Ref No: 1234 5678 9123 4567 89**Offer Details:**Minimum value  
available to purchase:**\$5,000**Maximum value  
available to purchase:**\$30,000****Record Date:****7.00pm (Melbourne time) on  
Monday, 12 September 2022**



