

INNLANZ LIMITED
ABN 83 628 420 824

BUY-BACK BOOKLET

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This Buy-Back Booklet has been prepared to assist holders of ordinary shares (**Shareholders**) in Innlanz Limited (ACN 628 420 824) (**Company**) in understanding (and deciding whether to accept, in whole or in part) the equal access share buy-back (**Buy-Back**) offer which was announced by the Company on Friday, 14 June 2024. This Buy-Back Booklet is prepared pursuant to and in satisfaction of the share buy-back rules in the Corporations Act, and of the ASX Listing Rules. You are encouraged to read and consider this Buy-Back Booklet carefully.

In accordance with sections 257E and 257F of the Corporations Act, a copy of this Buy-Back Booklet has been lodged with ASIC. ASIC does not approve documents lodged with it.

The Company is responsible for the information herein other than statements as to the intention of Directors who are Shareholders, the responsibility for which lies with those Directors.

Investment decisions

The information given herein (and within other documents relating to the Buy-Back) does not constitute investment or taxation advice or financial product advice, and is of a general nature and has been prepared without taking into account your individual investment objectives, financial situation, tax position or particular investment needs. This Buy-Back Booklet and the attachments to it are important documents. Before deciding to participate in the Buy-Back, you should read this Buy-Back Booklet carefully. You should carefully consider the risks that impact on the Company in the context of your personal requirements (including your financial and taxation position) and seek professional investment, taxation, and/or financial advice from your relevant professional adviser prior to deciding whether to participate.

Forward looking statements

Certain statements contained herein may constitute 'forward looking statements' for the purposes of applicable securities laws. The Company undertakes no obligation to revise the forward looking statements included in this Buy-Back Booklet to reflect any future events or circumstances. The Company's actual financial performance could differ materially from the outcomes anticipated or expressed in or implied by these forward looking statements. Factors which could cause or contribute to such differences include the number of Shares bought back under the Buy-Back and general economic and trading conditions affecting the Company.

Further information relating to the Company can be found at <https://www.innlanz.com/>, and also on the ASX Announcements Platform at www.asx.com.au.

Eligibility to participate

The contents of this Buy-Back Booklet have not been submitted to any regulatory authority outside Australia. Shareholders who do not reside in Australia are advised to exercise caution in relation to any decision on whether to accept the Buy-Back offer and seek independent professional advice.

Updated information

The Company may update the information in this Buy-Back Booklet via the ASX announcements platform and on its website at <https://www.innlanz.com/>.

Privacy

The Company may collect personal information in the process of conducting the Buy-Back. Refer to Section 5 "Additional Information" for further information.

Definitions and Interpretation

Capitalised words and expressions used in this Buy-Back Booklet are defined throughout the document and/or in Section 6 "Definitions and Interpretation". Unless otherwise stated, all references

to sums of money, \$ and dollars are to Australian currency and all references to time are to Sydney time.

Questions

If you have any questions in relation to the Buy-Back please contact your financial, legal, tax or other professional adviser or contact Computershare Investor Services Pty Limited on 1300 855 080 (within Australia) or +61 3 9415 4000 (internationally).

This Buy-Back Booklet is important and should be read in its entirety. If you have any questions about the Buy-Back, you should consult your legal, financial or other professional advisor.

If you wish to participate in the Buy-Back, you must complete and return a Buy-Back Election Form by no later than 5.00 pm on Friday, 12 July 2024.

PARTICIPATION IN THE BUY-BACK IS NOT COMPULSORY. IF YOU ARE A SHAREHOLDER AND YOU DO NOT WISH TO PARTICIPATE IN THE BUY-BACK, YOU DO NOT NEED TO DO ANYTHING

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Letter from the Chair

Dear Shareholder,

On behalf of the Board, I am pleased to advise that, on Friday, 14 June 2024, Shareholders of Innlanz Limited (ABN 83 628 420 824) (ASX: INL) (**Company**) approved:

- (a) the proposed removal of the Company from the Official List of the Australian Securities Exchange (**ASX**) pursuant to ASX Listing Rule 17.11 (**Delisting**); and
- (b) the proposed equal access off-market buy-back (**Buy-Back**) of up to a total of 63,263,608 fully paid ordinary shares in the Company (**Shares**), representing approximately 20.20% of the total Shares on issue as at 14 June 2024, for cash consideration of A\$0.013 per Share (**Buy-Back Price**).

The Company is conducting the Buy-Back to provide Shareholders with an opportunity to realise some or all of their investment in the Company before the Delisting. Details of the Buy-Back are contained in the Buy-Back Booklet, including how you can participate if you wish to do so.

As noted in the Explanatory Statement, Pacific Merchants Group Pty Ltd (ABN 16 164 186 038) (**PMG**), as the Company's only substantial Shareholder with voting power of approximately 79.80% of the total issued capital of the Company, has undertaken not to participate in the Buy-Back.

Participation in the Buy-Back is entirely optional. The Buy-Back closes at 5:00pm (Sydney time) on Friday, 12 July 2024. To participate in the Buy-Back, you should ensure that your completed Buy-Back Election Form is received by your sponsoring broker or the Share Registry by no later than 5:00pm on the Buy-Back Closing Date (Friday, 12 July 2024).

Please carefully read this Buy-Back Booklet in its entirety and consult your financial, legal, tax or other professional adviser before making your investment decision.

Your Directors would like to take this opportunity to thank you for considering this investment opportunity and for your ongoing support.

Yours sincerely



Dr. Peter French
Chair
Innlanz Limited
14 June 2024

1. Overview

The Company is inviting each eligible Shareholder to participate in the Buy-Back offer, under which the Company offers to purchase up to a total of 63,263,608 Shares for the Buy-Back Price of \$0.013 per Share, representing approximately 20.20% of the total Shares on issue as at 14 June 2024.

As noted in the Explanatory Statement, PMG, as the Company's only substantial Shareholder with voting power of approximately 79.80% of the total issued capital of the Company, has undertaken not to participate in the Buy-Back.

This Buy-Back Booklet, and the accompanying personalised Buy-Back Election Form, contain important information about the Buy-Back, and is provided to assist you in making an informed decision about whether to participate in the Buy-Back.

If you wish to participate in the Buy-Back, you must complete and return the enclosed Buy-Back Election Form by no later than **5.00 pm on Friday, 12 July 2024**. How you participate in the Buy-Back depends on whether your Shares are held as an Issuer Sponsored Holding or as a CHESS Holding. Please refer to sections 3.9 and 3.10 below as applicable.

If you do not wish to participate in the Buy-Back, you do not need to take any action.

In undertaking the Buy-Back and inviting Shareholders to participate in the Buy-Back, the Company does not make any recommendation or give any advice on the value of your Shares or whether (or how) you should sell your Shares.

The Independent Expert has concluded that, in their opinion, the Buy-Back Price is fair and reasonable. A copy of the Independent Expert's Report is attached to Annexure 1 of the Explanatory Statement.

2. Timetable

The indicative timetable for the Buy-Back is set out below. While the Company does not anticipate any changes to these dates and times, it reserves the right to vary them by announcement to that effect on ASX. Such an announcement will be taken to amend this Buy-Back Booklet (and other documents relating to the Buy-Back) accordingly. The Company may, in its absolute discretion, vary the size of the Buy-Back or decide not to proceed with the Buy-Back at any time.

Event	Date
Ex-Entitlement Date for Buy-Back	Wednesday, 19 June 2024
Record Date for Buy-Back	Thursday, 20 June 2024
Despatch of the Buy-Back Booklet	Wednesday, 26 June 2024
Opening Date for buy-Back	Wednesday, 26 June 2024
Last day to extend Closing Date for Buy-Back	Friday, 12 July 2024
Closing Date for Buy-Back	Friday, 12 July 2024 at 5:00 pm
Announcement of the results of the Buy-Back and lodgement of Appendix 3C, Part 5 (Final Notice)	Monday, 15 July 2024
Shares to be cancelled and register of members to be updated.	Monday, 15 July 2024

Event	Date
Lodgement of Appendix 3H (notification of cessation of securities)	Tuesday, 16 July 2024
Suspension Date <i>Date on which the Shares are suspended from trading on ASX</i>	Tuesday, 16 July 2024
Settlement Date of Buy-Back	Monday, 22 July 2024
Delisting Date <i>Date on which the Delisting is expected to take effect</i>	Monday, 22 July 2024

Note: All times and dates in the above timetable are references to the time and date in Sydney, New South Wales, Australia and all such times and dates are subject to change. This timetable is indicative only and is subject to change. The Company will inform Shareholders of any change by ASX announcement.

3. Details of the Buy-Back

3.1 What is the Buy-Back?

The Buy-Back is an equal access buy-back for the purposes of the *Corporations Act 2001* (Cth) (**Corporations Act**).

Under the Buy-Back, the Company offers to buy its own Shares back from Shareholders who elect to participate in the Buy-Back for the Buy-Back Price. Any Shares bought back are cancelled, and the total number of Shares on issue is reduced by the number of Shares bought back.

3.2 What is an equal access scheme?

An equal access scheme is a type of buy-back. Section 257B(2) of the *Corporations Act* prescribes that, in an equal access scheme:

- (a) the offers under the scheme must relate only to ordinary shares;
- (b) the offers must be made to every person who holds ordinary shares to buy back the same percentage of their ordinary shares;
- (c) all of those persons must have a reasonable opportunity to accept the offers made to them;
- (d) buy-back agreements must not be entered into until a specified time for acceptances of offers has closed; and
- (e) the terms of all the offers must be the same.

The Buy-Back complies with these conditions and is an equal access scheme for the purposes of the *Corporations Act*.

3.3 What is the size of the Buy-Back?

The Company currently has 313,263,608 Shares on issue. The Company is seeking to buy back up to 63,263,608 Shares in aggregate, representing approximately 20.20% of the total Shares on issue as at the date of this Buy-Back Booklet, from Shareholders.

Pacific Merchants Group Pty Ltd (**PMG**), as the Company's only substantial Shareholder holding 250,000,000 Shares (representing approximately 79.80% of Shares) has undertaken not to participate in the Buy-Back.

If all other Shareholders participate in the Buy-Back in full, 63,263,608 Shares will be bought back and cancelled, following which the Company will have 250,000,000 Shares remaining on issue.

3.4 Who can participate in the Buy-Back?

The Buy-Back is an equal access buy-back under the Corporations Act and is therefore open to all Shareholders as at the Record Date, being Thursday, 20 June 2024.

Participation in the Buy-Back is not compulsory. If you are a Shareholder and you do not wish to participate in the Buy-Back, you do not need to do anything.

3.5 Overview of Buy-Back procedure

The Buy-Back will be implemented as follows:

- (a) Shareholders who hold Shares on the Record Date for the Buy-Back (expected to be Thursday, 20 June 2024) will be sent a personalised Buy-Back Election Form to participate in the Buy-Back. The Buy-Back Election Form will be despatched to Shareholders by post on the Opening Date (expected to be Wednesday, 26 June 2024).
- (b) The Buy-Back will be open to Shareholders from the Opening Date until the Closing Date (expected to be Friday, 12 July 2024) (**Offer Period**). The Company may extend the Offer Period, but does not presently intend to do so. If the Closing Date is changed, the change will be announced to the ASX.
- (c) At any time during the Offer Period, a Shareholder can submit a Buy-Back Election Form to accept the Buy-Back in respect of some or all of their Shares.
- (d) Trustees or nominees who hold a parcel of Shares on account of more than one beneficial holder will be able to accept the Buy-Back in whole or in part on behalf of some or all underlying beneficial holders on whose behalf they hold Shares. Arrangements relating to instructions between registered Shareholders and underlying beneficiaries on whose behalf Shares are held are matters to be determined between the relevant trustee/nominees and beneficiaries.
- (e) The Company will only accept and process Buy-Back Election Forms lodged by registered Shareholders and will not engage in correspondence with underlying beneficial owners. A Buy-Back Election Form can be revoked by lodging a Withdrawal Form.
- (f) Notwithstanding the submission of a Buy-Back Election Form prior to the Closing Date, no agreement to buy back Shares under the Buy-Back is formed and Applications are conditional in all respects until 5:00pm (Sydney time) on the Closing Date.
- (g) All Shares for which a valid Buy-Back Election Form has been received and accepted by the Company before the Closing Date (and in respect of which no Withdrawal Form has been lodged) will be cancelled on the Completion Date (expected to be Monday, 15 July 2024).

- (h) Proceeds of the Buy-Back are expected to be distributed to participants on the Settlement Date (expected to be on or as close as practicable to Monday, 22 July 2024).

3.6 How many Shares can I sell?

Each eligible Shareholder can elect to sell all or some of their Shares held as at 7.00 pm on the Record Date, being Thursday, 20 June 2024.

The maximum number of Shares that you can elect to sell pursuant to the Buy-Back is specified in the Buy-Back Election Form, and is the total number of Shares for that particular registered holding at the Record Date.

3.7 When does the Buy-Back close?

The Buy-Back opens on **Wednesday, 26 June 2024** and closes at 5.00 pm on **Friday, 12 July 2024 (Closing Date)**, unless extended by the Company.

3.8 How can I participate in the Buy-Back?

How you participate in the Buy-Back depends on whether your Shares are held as an Issuer Sponsored Holding or as a CHESS Holding. Please refer to sections 3.9 and 3.10 below as applicable.

Instructions on how to complete and return the Buy-Back Election Form are included on the Buy-Back Election Form. The Buy-Back Election Form is personalised to you, including whether you have an Issuer Sponsored Holding or CHESS Holding.

If you wish to participate in the Buy-Back, you will need to:

- determine how many Shares you wish to sell pursuant to the Buy-Back; and
- complete and return a Buy-Back Election Form by no later than 5.00pm on the Closing Date.

You can participate in the Buy-Back:

- in full, for the maximum number of Shares (being 100% of your Shares); or
- for a lesser number of Shares nominated by you in the Buy-Back Election Form.

You cannot participate in the Buy-Back in respect of more than the maximum number of Shares indicated in your personalised Buy-Back Election Form. If you purport to participate in the Buy-Back for more than this number of Shares, you will be deemed to have elected to participate in the Buy-Back for the maximum number of Shares indicated in your personalised Buy-Back Election Form.

If you do not wish to participate in the Buy-Back, you do not need to take any action.

3.9 Instructions for Issuer Sponsored Holdings

If you hold Shares through an Issuer Sponsored Holding, complete your personalised Buy-Back Election Form in accordance with the instructions on it and return it to the Share Registry at the address indicated on the form (and set out below). You should allow sufficient time for your Buy-Back Election Form to be received by the Share Registry by no later than 5.00pm (Sydney time) on the Closing Date.

By mail:

c/- Computershare Investor Services
GPO Box 52
Melbourne Victoria 3001

If you are posting in Australia, you can use the enclosed reply-paid envelope.

3.10 Instructions for CHESSE Holdings

If you hold Shares through a CHESSE Holding and wish to participate in the Buy-Back you must comply with the ASX Settlement Operating Rules by doing one of the following:

- (a) instruct your controlling participant (usually your broker) to initiate acceptance of the Buy-Back on your behalf in sufficient time for your Buy-Back acceptance to be processed before 5.00pm (Sydney time) on the Closing Date; or
- (b) complete and sign your personalised Buy-Back Election Form and send it directly to your controlling participant to initiate acceptance of the Buy-Back in sufficient time for it to be processed before 5.00pm (Sydney time) on the Closing Date; or
- (c) complete and sign your personalised Buy-Back Election Form and return it to the Share Registry at the address indicated on the form (and set out below) in sufficient time for the Company or Share Registry to instruct your controlling participant to initiate acceptance of the Buy-Back and for it to be processed before 5.00pm (Sydney time) on the Closing Date.

By mail:

c/- Computershare Investor Services
GPO Box 52
Melbourne Victoria 3001

If you are posting in Australia, you can use the enclosed reply-paid envelope. You should allow sufficient time for your Buy-Back Election Form to be received by the Share Registry by the Closing Date. A Buy-Back Election Form will not be effective unless received prior to 5.00pm (Sydney time) on the Closing Date.

3.11 Can I withdraw a submitted Buy-Back Election Form?

Your Buy-Back acceptance can be withdrawn or amended, provided that you complete and sign a Withdrawal Form and return it to the address shown on the Withdrawal Form, so that it arrives before 5.00 pm (Sydney time) on the Closing Date.

3.12 What is the Buy-Back Price and when will it be paid?

The Buy-Back Price is \$0.013 per Share.

If you participate in the Buy-Back, the Company will pay you the Buy-Back Price for each of your Shares that are bought back. The Buy-Back Price is expected to be distributed to participants on the Settlement Date (expected to be on or as close as practicable to Monday, 22 July 2024).

The Buy-Back Price will be paid by electronic funds transfer to the account held on the member's register or otherwise by cheque to the postal address as per the member's register maintained by the Company.

3.13 Effect of submitting a Buy-Back Election Form under the Buy-Back

The effect of signing and submitting a Buy-Back Election Form before 5.00pm (Sydney time) on the Closing Date is as follows:

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- (a) Submission of a duly completed Buy-Back Election Form constitutes acceptance of the Company's invitation to buy back the number of Shares you have nominated in your Buy-Back Election Form under the Buy-Back on the terms set out in the Buy-Back Documents.
 - (b) Submission of an Application does not, of itself, constitute a binding contract for the sale of Shares. Notwithstanding the submission of an Application prior to the Closing Date, no agreement to buy back Shares under the Buy-Back is formed and Applications are conditional in all respects until 5.00pm (Sydney time) on the Closing Date.
 - (c) If you have lodged a duly completed Application prior to 5.00pm (Sydney time) on the Closing Date, and you also have not, before 5.00pm (Sydney time) on the Closing Date, withdrawn your Buy-Back Election Form, then, at 5.00pm (Sydney time) on the Closing Date, then a binding contract is formed between you and the Company for you to sell, and the Company to buy back, the number of Shares you have nominated in your Application on the terms and conditions set out in the Buy-Back Documents, including the terms and conditions set out in this section.
 - (d) By submitting an Application, and provided that you do not withdraw that Application before 5.00pm on the Closing Date, you are taken to:
 - i. agree to the terms and conditions set out in the Buy-Back Documents, including any scale back determined by the Company;
 - ii. agree to sell to the Company on the Settlement Date all Shares you have nominated in your Application;
 - iii. agree that, provided no duly completed Withdrawal Form has been received in respect of those Shares prior to the Closing Date, at 5.00pm (Sydney time) a binding contract would be formed between you and the Company for you to sell, and the Company to buy back, all the Shares which you have nominated in your Buy-Back Election Form on the terms and conditions set out in the Buy-Back Documents, including the terms and conditions set out in this section;
 - iv. agree that the Company may amend the timetable for the Buy-Back (including the Closing Date and/or Settlement Date) as permitted by law and as described in this Buy-Back Booklet;
 - v. waive any requirement to receive further notice or communication from the Company of its acceptance or rejection of any Application submitted by you;
 - vi. warrant to the Company that:
 - at all times after your Application is made, you are the registered holder of not less than the number of Shares you have nominated in your Buy-Back Election Form and that all such Shares are fully paid up, free from any mortgage, charge, lien or other encumbrance (whether legal or equitable) and from any third-party rights and otherwise able to be sold freely by you;
 - you have read and understood this Buy-Back Booklet;

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- you are a person to whom the Buy-Back invitation may lawfully be made, are not a US Person and can receive the proceeds of the sale of the Shares you have nominated in your Application;
 - you have not distributed or sent this Buy-Back Booklet or other document referring to the Buy-Back into any jurisdiction where it would not be lawful to do so; and
 - if you are a trustee or nominee having applied for the Buy-Back on behalf of some or all underlying beneficial holders on whose behalf you hold Shares, you warrant that such applications have been duly made in accordance with the instructions of the beneficial holder and/or the applicable trust or nominee arrangements and that applications for the Buy-Back on behalf of underlying beneficial holders does not constitute a breach of trust, contract or any applicable law;
- vii. accept responsibility for observing the laws and regulatory requirements of any relevant jurisdictions that apply to you in connection with this Buy-Back Booklet, the Buy-Back, including obtaining any governmental, exchange control or other consents, the making of any filings that may be required, the compliance with other necessary formalities and the payment of any taxes or other requisite payments due in such jurisdictions;
- viii. authorise the Company (and its officers, agents, contractors or advisers) to correct any error in or omission from your Buy-Back Election Form and/or Withdrawal Form, and to insert any missing details therein;
- ix. undertake not to sell or offer to sell any Shares in respect of which you have submitted an Application to any other person if, as a result, you will at any time after you submit your Application until the Closing Date hold fewer Shares than you have nominated to be bought back on your Buy-Back Election Form;
- x. acknowledge that neither the Company nor any other party involved in the Buy-Back has provided you with financial product advice, or any securities recommendation, or has any obligation to provide this advice or recommendation, concerning your decision to participate in the Buy-Back;
- xi. authorise the Company to make payment to you in respect of the buy-back of the Shares you have nominated on your Buy-Back Election Form under the Buy-Back:
- xii. agree that damages is not an adequate remedy for breach of the covenants, undertakings, agreements, representations and warranties given by you in favour of the Company under the Buy-Back Documents;
- xiii. undertake that if you breach any of the covenants, undertakings, agreements, representations or warranties under the Buy-Back Documents you will indemnify the Company for all its costs or losses arising from the breach; and
- xiv. agree that any obligation of the Company to buy back Shares nominated by you in your Buy-Back Election Form is conditional on your compliance with the covenants, undertakings, agreements, representations and warranties in and otherwise subject to the Buy-Back Documents.
- (e) You will be taken to have submitted an Application when the Company receives your validly signed and completed Buy-Back Election Form.

3.14 Scale backs and/or amendments

The Company will purchase a maximum of 63,263,608 Shares under the Buy-Back offer, representing approximately 20.20% of the total Shares on issue as at 14 June 2024.

PMG, as the Company's only substantial Shareholder with voting power of approximately 79.80% of the total issued capital of the Company, has undertaken not to participate in the Buy-Back.

In the unlikely event that the Company receives acceptances for more than 63,263,608 Shares under the Buy-Back, then the Company will apply a scale back on a pro-rata basis. Details of any scale back will be announced on the ASX as soon as practicable after the Closing Date.

3.15 Can I sell my Shares after submitting a Buy-Back Election Form?

By submitting a Buy-Back Election Form, you are warranting to the Company that at all times after your Application is made, you are the registered holder of not less than the number of Shares which you have nominated in your Buy-Back Election Form to sell back to the Company and that all such Shares are fully paid up, free from any mortgage, charge, lien or other encumbrance (whether legal or equitable) and from any third party rights and otherwise able to be sold freely by you.

Accordingly, once you have submitted an Application in respect of some or all of your Shares, you should not sell or offer to sell those Shares before the Closing Date. If you have submitted an Application, your Shares will be placed in a "subposition" in the Company's Share register. You will not be able to deal with those Shares until they have been released from the subposition. For the Shares to be released from that subposition you must withdraw your Application by lodging a Withdrawal Form. Accordingly, if you wish to sell any of the Shares in respect of which you have submitted an Application, you must withdraw your Application before so doing.

Lodgement of a Withdrawal Form may not take immediate effect. You should take this into consideration if you wish to sell any of your Shares in respect of which you have submitted an Application. If you agree to sell any Shares the subject of your Application after you submit an Application, the Company may, in its absolute discretion:

- reject your Application in its entirety; or
- treat the Application either as if it had not been lodged or as if you had offered the number of Shares held by you at the Closing Date.

3.16 Shares held by trustees and nominees

Trustees and nominees who hold Shares should inform the beneficial owners of the Shares about the Buy-Back, subject to any legal restrictions in the countries where such beneficial owners are resident, and then aggregate all requests to participate in the Buy-Back received from beneficial owners and lodge one Buy-Back Election Form in respect of those applications.

It is the responsibility of the trustee or nominee to aggregate requests to participate from underlying beneficial owners. The Company will not engage in correspondence with underlying beneficial owners.

Trustees or nominees who hold Shares on behalf, or for the account, of a US Person or a person located in the United States, or a resident of Canada, must not inform any such person of the Buy-Back. It is the responsibility of the trustee or nominee to ensure that when

completing an aggregated Buy-Back Election Form, it does not include any Application on behalf of such persons.

It is the responsibility of the trustee or nominee to aggregate all instructions received from any underlying beneficial owners, and submit one combined Buy-Back Election Form (if any) so that it is received by the Share Registry no later than 5.00pm (Sydney time) on the Closing Date.

3.17 The Company's right to accept or reject Buy-Back Election Forms

At any time, the Company may, in its discretion and to the extent permitted by law:

- accept or reject any Application or Buy-Back Election Form, whether or not it complies with the Buy-Back Documents;
- accept or reject an Application not made on the terms and conditions set out in or submitted in accordance with the Buy-Back Documents.

3.18 No obligation to sell

Shareholders are not required to participate in the Buy-Back. Participation is entirely voluntary. The Board advises that all Shareholders read the Buy-Back Documents in full and seek legal and financial advice in connection with the impact of participation in the Buy-Back on their personal circumstances.

4. Approvals

4.1 Shareholder approval

Although the Buy-Back is an equal access buy-back for the purposes of the Corporations Act, as the total number of Shares to be bought back exceeds the 10/12 limit, Shareholder approval is required.

Shareholder approval for the Buy-Back was obtained by way of ordinary resolution at the general meeting of the Company held on Friday, 14 June 2024.

4.2 ASX Listing Rules

ASX Listing Rule 7.18 provides that if an entity seeks to reorganise its capital in any way, it must consult with the ASX to ensure an orderly market is maintained in its securities. The Company has consulted with the ASX in connection with the Buy-Back as required by the ASX Listing Rules.

5. Additional Information

5.1 Why is the Company conducting the Buy-Back?

The Company is conducting the Buy-Back as a mechanism to provide Shareholders the opportunity to realise some or all of their investment in the Company before the Company is removed from the Official List of the Australian Securities Exchange (**ASX**).

As announced on Wednesday, 15 May 2024, the Board has been concurrently pursuing the removal of the Company from the Official List of the ASX pursuant to ASX Listing Rule 17.11 (**Delisting**). Shareholder approval for the Delisting was obtained by way of special resolution at the general meeting of the Company held on Friday, 14 June 2024.

Although the Board considers that the Delisting is in the best interests of Shareholders, a potential disadvantage of Delisting is that following the Company's removal from the Official List of the ASX, Shares will no longer be traded on ASX and will only be capable of sale by

private transaction. Therefore, the liquidity of shares will be directly affected and is likely to be further diminished. For this reason and in accordance with ASX Guidance Note 33, the Company is offering Shareholders an opportunity to sell their Shares prior to the removal of the Company from the Official List of the ASX.

5.2 Advantages and disadvantages of the Buy-Back

Advantages of the Buy-Back include:

- eligible Shareholders have the opportunity to exit all or part of their investment in the Company prior to the proposed Delisting;
- all eligible Shareholders have an equal opportunity to participate and also have flexibility to tailor the level of their participation to suit their individual circumstances;
- participating Shareholders will not have to pay brokerage or appoint a stockbroker to sell their Shares pursuant to the Buy-Back;
- Shareholders who sell all of their Shares will avoid ongoing exposure to the risks associated with an investment in the Company, including no guarantee of growth, lack of diversification, potentially illiquid investment, equity price risks and general economic risks;
- all other things being equal, eligible Shareholders will have the opportunity to sell some or all of their Shares at a price which is likely to be above the market price that would be available on the ASX (taking into account the likely impact of that selling activity on the prevailing market price). Given the historical illiquidity of the Shares, there is no guarantee that Shareholders could achieve such a return on-market;
- the Buy-Back will enable eligible Shareholders to sell a significant volume of Shares which may otherwise be difficult to do via the ASX in light of recent trading levels in Shares;
- the Independent Expert has determined that having regard to the value of the Shares, the Buy-Back Price, the advantages and disadvantages of the Buy-Back, available alternatives and the consequences of Shareholders not approving the Buy-Back, the Buy-Back is fair and reasonable for Shareholders, in the absence of any superior alternative. See the Independent Expert's Report for the Independent Expert's assessment of the advantages of the Buy-Back; and
- implementation of an off-market buy-back is simple and cost effective when compared with alternative options considered by the Board.

Disadvantages of the Buy-Back include:

- the Buy-Back would, to the extent that Shareholders participate in it, result in the cancellation of Shares in the Company and therefore impact on the control of the Company. If there is significant participation in the Buy-Back, this will lead to an increase in the voting power of any substantial Shareholders who elect not to participate in the Buy-Back. As at the date of this Buy-Back Booklet, PMG (being, the Company's only substantial Shareholder) has voting power of approximately 79.80% of the total issued capital of the Company. PMG has undertaken not to participate in the Buy-Back. Assuming the maximum number of Shares (i.e. 63,263,608 Shares) are bought back after completion of the Buy-Back, the voting power of PMG could increase above its current level to up to 100%;

- Shareholders who sell their Shares under the Buy-Back will forego, to the extent they sell down their shareholding, any benefits of remaining a holder of shares. This includes, for example, the right to benefit from any future value realisation by the Company and the right to exercise any vote on resolutions considered by Shareholders at general meeting; and
- if Shareholders participate in the Buy-Back, there will be a reduction in the number of Shares on issue which may decrease liquidity of the Shares traded on the ASX. Further, assuming that the Delisting proceeds, the Shares will no longer be available for trading on the ASX and will be illiquid.

Refer to the Independent Expert's Report for the Independent Expert's assessment of the disadvantages of the Buy-Back.

5.3 Interests and intentions of Directors

No director has an interest in the Buy-Back other than as a Shareholder. As at the date of this Buy-Back Booklet, the Directors have the following interests in Shares which may participate in the Buy-Back:

Director	Number of ordinary shares
Yeshween Mudaliar	Nil
Peter French	166,666
Theo Renard	166,666
Leo Cui	61,000

For completeness, it is noted that Mr Jhon Shen resigned as a director with effect on and from 27 February 2024. Mr Shen holds a relevant interest of 250,000,000 Shares as the beneficial owner of PMG through family trust.

Directors will be eligible to participate in the Buy-Back subject to complying with the Company's policies and procedures, and subject to the terms of the Buy-Back as described in this Buy-Back Booklet.

As at the date of this Buy-Back Booklet, each of the Directors intend to accept the Buy-Back for all Shares held or controlled by them. No Director will receive any payment or benefit of any kind as a consequence of the Buy-Back other than in their capacity as a Shareholder.

5.4 Effect on Share capital

The Company has 313,263,608 Shares on issue as at the date of this Buy-Back Booklet.

The Buy-Back may reduce the number of Shares on issue from 313,263,608 to a minimum of 250,000,000 Shares. However, the precise number of Shares which are cancelled as part of the Buy-Back will depend on the number of Shares the Company ultimately purchases.

5.5 Financial impact of the Buy-Back on the Company

Assuming the maximum number of Shares are bought back (excluding Shares held by PMG), the total cash consideration payable by the Company in connection with the Buy-Back will be approximately \$822,500.

The Buy-Back will be funded by an interest free debt facility of approximately A\$822,500 from PMG (**Facility Agreement**), being an amount equal to the total cash consideration payable by the Company in connection with the Buy-Back (**Facility Amount**).

The Facility Agreement is conditional on evidence that approvals and consents for completion of the Delisting and the Buy-Back have been obtained, including Shareholder approval for the Delisting and Buy-Back, and all requisite approvals from ASIC, ASX and other relevant third parties, in each case in a form and substance acceptable to PMG. As noted above, Shareholder approval for the Delisting and Buy-Back was obtained at the general meeting of the Company held on Wednesday, 14 June 2024.

The Facility Agreement is on arms' length terms and contains standard terms and conditions relating but not limited to, events of defaults, indemnities, representations and warranties. In the event of any overdue payments under the Facility Agreement, a default interest rate of 2% will apply. In addition, the Company may request for a 12 month extension of the final repayment date by giving written notice to PMG no less than 90 days before the final repayment date.

Following payment of the Buy-Back Price to participating Shareholders, PMG shall remain entitled, to the exclusion of the Company and its Shareholders, to any portion of the Facility Amount remaining as a result of incomplete participation in the Buy-Back.

Assuming the maximum number of Shares are purchased under the Buy-Back, on implementation of the Buy-Back and upon repayment of the amount under the Facility Agreement, the Company's cash assets will be reduced by up to approximately A\$822,500, noting that no interest is payable under the Facility Agreement (assuming all amounts are paid when due).

The directors consider that the Buy-Back:

- will not prejudice the Company's ability to pay its creditors;
- will not otherwise affect the Company's financial position; and
- will have no material effect on the Company's solvency.

5.6 Intentions of major shareholder and effect on control

The Buy-Back would, to the extent that Shareholders participate in it, result in the cancellation of Shares in the Company and is capable of having an effect on control of the Company. If there is significant participation in the Buy-Back, this will lead to an increase in the voting power of any substantial Shareholders in the Company who elect not to participate in the Buy-Back.

As at the date of this Buy-Back Booklet, PMG, being the Company's only substantial Shareholder, has voting power of approximately 79.80% of the total issued capital of the Company. PMG has undertaken not to participate in the Buy-Back.

Assuming the maximum number of Shares are purchased under the Buy-Back (being, 63,263,608 Shares), the voting power of PMG could increase above its current level to up to 100%. Consequently, implementation of the Buy-Back could increase the voting power of PMG and its control over the Company.

5.7 Tax consequences

Participation in the Buy-Back may have tax consequences for Shareholders, which will vary depending on the individual circumstances of each Shareholder. Shareholders are

encouraged to consult a professional tax advisor in respect of the impact of the Buy-Back in light of their individual circumstances.

5.8 Independent Expert

The Company has engaged the Independent Expert to undertake a valuation of the Shares in connection with the Buy-Back. The Independent Expert has concluded that, in their opinion, the Buy-Back Price is fair and reasonable. A copy of the Independent Expert's Report is attached to Annexure 1 of the Explanatory Statement.

5.9 The Company's right to vary dates or terminate the Buy-Back

- (a) While the Company does not anticipate varying any of the dates or times set out in the Buy-Back Documents, it reserves the right to vary them without prior notice where lawful to do so. Any change will take effect from the time it is authorised by the Board and subject to the Corporations Act, will be publicly announced on ASX as soon as practicable following the Board's authorisation.
- (b) Any such change will be taken to amend this Buy-Back Booklet (and the other Buy-Back Documents) accordingly.
- (c) The Company may also decide not to proceed with the Buy-Back. Without limitation, the Company reserves the right to terminate the Buy-Back at any time prior to the Closing Date by making an ASX announcement to that effect.

5.10 Other material information

There is no other information material to the making of a decision by Shareholders whether or not to accept the Invitation by the Company under the Buy-Back other than as set out in this Buy-Back Booklet which are known to the Directors.

5.11 Lodgement

In accordance with section 257B of the Corporations Act, copies of this Buy-Back Booklet and attachments have been lodged with ASIC.

5.12 Privacy

The Company is carrying out the Buy-Back in accordance with the Corporations Act. This involves the collection of personal information contained in Buy-Back Election Forms to enable the Company to process Shareholders' applications to participate. If Shareholders do not provide this information, the Company may be hindered in, or prevented from, processing such applications.

The personal information collected by the Company will be disclosed to Computershare Investor Services Pty Limited in its capacity as the Company's share registry, to the Company's advisers in relation to the Buy-Back and to financial institutions in respect of payments to Shareholders in connection with the Buy-Back, or as otherwise required or authorised by law.

If Shareholders wish to access the personal information collected by the Company in relation to their Shares, please contact Computershare Investor Services Pty Limited on 1300 855 080 (within Australia) or +61 3 9415 4000 (internationally).

5.13 Applicable law

The Buy-Back Documents, the Buy-Back and the contracts formed on acceptance of Buy-Back Election Forms are governed by the laws applicable in New South Wales, Australia.

Each Shareholder who participates in the Buy-Back submits to the jurisdiction of the courts of New South Wales, Australia.

6. Definitions and Interpretation

In this Buy-Back Booklet:

Application means an application by a shareholder to participate in the Buy-Back in respect of some or all of their shares, made under a valid Buy-Back Election Form.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691), or as the context requires, the securities market it operates.

ASX Listing Rules or Listing Rules means the Listing Rules of ASX.

Board means the board of Directors.

Buy-Back means the buy-back by the Company of Shares on the terms set out in this document.

Buy-Back Booklet means this document.

Buy-Back Documents the Buy-Back Booklet, the Buy-Back Election Form, and where applicable, the Withdrawal Form.

Buy-Back Election Form means the buy-back election form accompanying this document.

Buy-Back Price means \$0.013 per Share.

CHESS means that Clearing House Electronic Sub-register System, the Australian settlement system for equities and other issued products traded on ASX and other exchanges.

CHESS Sponsored Holder means a Shareholder who holds Shares on the Company's CHESS sub-register.

Closing Date means the date on which the Buy-Back closes, scheduled for 5:00 pm on Friday, 12 July 2024.

Company means Innlanz Limited (can 628 420 824).

Completion Date means the date on which the Shares bought back in the Buy-Back are cancelled at the register of members is updated, which is expected to be Monday, 15 July 2024.

Corporations Act means the *Corporations Act 2001* (Cth).

Delisting means the removal of the Company from the Official List of the ASX pursuant to ASX Listing Rule 17.11.

Director means a director of the Company.

Explanatory Statement means the explanatory statement in respect of the Delisting and Buy-Back forming part of the Notice of Meeting dated, and released to the ASX on, Wednesday, 15 May 2024.

Independent Expert means RSM Australia Pty Ltd (ACN 009 321 377).

Independent Expert's Report means the report prepared by the Independent Expert in respect of the Buy-Back, a copy of which attached to Annexure 1 of the Explanatory Statement.

Issuer Sponsored Holder means a Shareholder who holds Shares on the Company's Issuer Sponsored sub-register.

PMG means Pacific Merchants Group Pty Ltd (ABN 16 164 186 038).

Official List means the official list of the ASX.

Opening Date means the date on which the Buy-Back opens, scheduled for Monday, 26 June 2024.

Record Date means the Record Date for the Buy-Back, scheduled for Thursday, 20 June 2024 as at the date of this Buy-Back Booklet.

Settlement Date means the date on which the sale of Shares under the Buy-Back will be settled and the cash consideration in respect of that sale will be paid to Shareholders who sell their Shares under the Buy-Back, scheduled for Monday, 22 July 2024.

Shareholder means a holder of one or more Shares.

Shares means fully paid ordinary shares in the capital of the Company.

Share Registry means Computershare Investor Services Pty Limited.

US Person has the meaning given by Regulation S under the United States Securities Act 1933.

Withdrawal Form means the form of that name provided by the Share Registry on request by a Shareholder and which is used to withdraw or amend a previously submitted Application.

Unless the context otherwise requires, a reference to:

- (a) the singular includes the plural and vice versa;
- (b) a gender includes all genders;
- (c) a person includes an individual, company, other body corporate, association, partnership, firm, joint venture, trust and government agency and the person's successors, permitted assigns, substitutes, executors and administrators;
- (d) a reference to currency is to Australian dollars;
- (e) time is to a time in Sydney, New South Wales, Australia;
- (f) day is to a day in Sydney, New South Wales, Australia; and
- (g) the words "including" and "includes" mean "including, but not limited to" and "includes, without limitation" respectively.

Innlanz Limited
ABN 83 628 420 824

Return your Form:

✉ **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

For all enquiries:

☎ **Phone:**
(within Australia) 1300 855 080
(outside Australia) +61 3 9415 4000

INL
MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Buy-Back Acceptance Form

ISSUER

 **Your Buy-Back Acceptance Form must be received by 5:00pm (AEST) on Friday, 12 July 2024.**

This Buy-Back Acceptance Form (**Form**) is an important document that requires your immediate attention. This Form relates to a Buy-Back offer by Innlanz Limited (the **Company**) for you to sell some or all of your Shares in the Company, the terms of which are set out in the Buy-Back Booklet dated xx June 2024. Capitalised terms used in this form have the same meaning as in the Buy-Back Booklet, unless otherwise defined.

You should read the accompanying Buy-Back Booklet in its entirety. If you are in doubt about how to deal with this Form, please contact your financial or other professional advisor.

Note this Form can only be used in relation to the securityholding represented by the details printed above and overleaf.

Step 1: Accepting Buy-Back Offer

Please complete the relevant box to sell all or some of the INL Shares. Those securities will be purchased by the Company under the Buy-Back.

Only sign and return this form if you wish to accept into the Buy-Back for ALL or PART of your INL Shares.

Step 2: Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: Where signing as Power of Attorney (**POA**), you must attach an original certified copy of the POA to this form.

Companies: Where the holding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

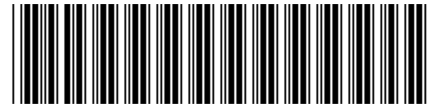
- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the holding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form →



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Buy-Back Acceptance Form

For your security keep your SRN/
HIN confidential.

Registration Name & Offer Details

Registration Name: MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Offer Details: INL Shares you can accept into the Buy-Back (being your INL Shares holding as at 7:00pm (AEST) on Thursday, 20 June 2024 (Record Date))

2000

STEP 1 Accepting Buy-Back Offer

To accept all or some of the INL Shares into the Buy-Back, tick one of the boxes below.

If you wish to accept ALL of your INL Shares, you must tick box 1.

If you wish to accept only PART of your INL Shares, you must tick box 2 and write the number of INL Shares that you wish to accept under box 2.

- I/We wish to sell ALL of my/our INL Shares at the Buy-Back Price on the terms and conditions set out in the Buy-Back Booklet.
- I/We wish to sell the below number of my/our INL Shares at the Buy-Back Price on the terms and conditions set out in the Buy-Back Booklet.

Enter the number of INL Shares you wish to accept into the Buy-Back here. Please note that you may not accept more than the number of INL Shares displayed above. If you do so, you will be deemed to have elected to accept all of your INL Shares as at the Record Date.

STEP 2 Signature of Securityholder(s) *This section must be completed.*

Please sign within the appropriate boxes below. By signing this form you confirm that you have read the terms and conditions of the Buy-Back and you agree to the matters set out on this form and in the Buy-Back Booklet.

Individual or Securityholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Securityholder 2

Director

Securityholder 3

Director/Company Secretary
(cross out titles as applicable)

Contact
Name

Contact
Daytime
Telephone

Date / /

Privacy Notice

The personal information you provide on this form is collected by CIS for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. We may also use your personal information to send you marketing material approved by the Company. You may elect not to receive marketing material by contacting CIS using the details provided on the front of this form or by emailing 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 Company or to third parties upon direction by the Company where related to the administration of your securityholding or as otherwise required or permitted 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 or see our Privacy Policy at <http://www.computershare.com/au>.

Return your Form:



To Your Controlling Participant:

Return this form directly to your stockbroker

For all enquiries:

Phone:

(within Australia) 1300 855 080


(outside Australia) +61 3 9415 4000

INL

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Buy-Back Acceptance Form

CHES

 **Your Buy-Back Acceptance Form must be received with sufficient time to allow processing prior to the end of the Offer Period.**

This Buy-Back Acceptance Form (**Form**) is an important document that requires your immediate attention. This Form relates to a Buy-Back offer by Innlanz Limited (the **Company**) for you to sell some or all of your Shares in the Company, the terms of which are set out in the Buy-Back Booklet dated xx June 2024. Capitalised terms used in this form have the same meaning as in the Buy-Back Booklet, unless otherwise defined.

You should read the accompanying Buy-Back Booklet in its entirety. If you are in doubt about how to deal with this Form, please contact your financial or other professional advisor.

Note this Form can only be used in relation to the securityholding represented by the details printed above and overleaf.

Step 1: Accepting Buy-Back Offer

Please complete the relevant box to sell all or some of the INL Shares. Those securities will be purchased by the Company under the Buy-Back.

Only sign and return this form if you wish to accept into the Buy-Back for ALL or PART of your INL Shares.

As your INL Shares are in a CHES holding, you will need to contact your controlling participant directly (normally your stockbroker) in sufficient time for your controlling participant to process your Acceptance no later than 5:00pm (AEST) on Friday, 12 July 2024. If you do this, your controlling participant will provide you with details as to what they require in order to submit your Acceptance on your behalf. If you want the Company to contact your controlling participant on your behalf, sign and return this form to the address above so that it is received in sufficient time to allow your instruction to be acted upon by 5:00pm (AEST) on Friday, 12 July 2024. This will authorise the Company and Computershare Investor Services Pty Limited (**CIS**) to request your controlling participant to submit your Acceptance on your behalf.

By signing this Form, you warrant to the Company (and authorise the Company to warrant on your behalf) that you have full legal and beneficial ownership of the INL Shares to which this Form relates and that the Company will acquire them free from all mortgages, charges, liens, encumbrances (whether legal or equitable), restrictions on transfer of any kind and free from any third party rights.

You should allow sufficient time for your controlling participant or the Company to submit your Acceptance into the Buy-Back on your behalf. Neither the Company or CIS will be responsible for any delays incurred by requesting your controlling participant to submit or process your Acceptance.

Step 2: Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney (POA): Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the holding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the holding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form →

Buy-Back Acceptance Form



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Registration Name & Offer Details

For your security keep your SRN/
HIN confidential.

Registration Name: MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Controlling Participant Identifier:

Offer Details: INL Shares you can accept into the Buy-Back (being your INL Shares holding as at 7:00pm (AEST) on Thursday, 20 June 2024 (Record Date))

2000

STEP 1 Accepting Buy-Back Offer

To accept all or some of the INL Shares into the Buy-Back, tick one of the boxes below.

If you wish to accept ALL of your INL Shares, you must tick box 1.

If you wish to accept only PART of your INL Shares, you must tick box 2 and write the number of INL Shares that you wish to accept under box 2.

1. I/We wish to sell ALL of my/our INL Shares at the Buy-Back Price on the terms and conditions set out in the Buy-Back Booklet.
2. I/We wish to sell the below number of my/our INL Shares at the Buy-Back Price on the terms and conditions set out in the Buy-Back Booklet.

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Enter the number of INL Shares you wish to accept into the Buy-Back here. Please note that you may not accept more than the number of INL Shares displayed above. If you do so, you will be deemed to have elected to accept all of your INL Shares as at the Record Date.

STEP 2 Signature of Securityholder(s) *This section must be completed.*

Please sign within the appropriate boxes below. By signing this form you confirm that you have read the terms and conditions of the Buy-Back and you agree to the matters set out on this form and in the Buy-Back Booklet.

Individual or Securityholder 1

--

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Securityholder 2

--

Director

Securityholder 3

--

Director/Company Secretary
(cross out titles as applicable)

Contact
Name

Contact
Daytime
Telephone

Date / /

Privacy Notice

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