

# HEXIMA LIMITED

## ASX ANNOUNCEMENT



8 November 2021

### SHARE PURCHASE PLAN OPENS

MELBOURNE, AUSTRALIA (8 November 2021): Hexima Limited (ASX:HXL) (**Hexima** or the **Company**) advises that the Share Purchase Plan (**SPP**) announced by the Company on Monday, 1 November 2021 opens today. Eligible Shareholders in Australia and New Zealand now have the opportunity to apply for up to A\$30,000 of new fully paid ordinary shares in Hexima (**SPP Shares**) without incurring brokerage, commissions, or other transaction costs.

The SPP follows the completion of the first tranche of a two-tranche A\$10 million institutional placement (also announced on 1 November 2021) at an issue price of A\$0.32 per share (**Placement**).

#### Details of the SPP

Shareholders are eligible to participate in the SPP if, as at 7:00pm (Sydney time) on Friday, 29 October 2021, they had a registered address in Australia or New Zealand (**Eligible Shareholders**).

The SPP is also being extended to Eligible Shareholders who are Custodians to participate in the SPP on behalf of certain Eligible Beneficiaries on the terms and conditions set out in the SPP Booklet.

The SPP is capped at A\$1 million and is not underwritten. Hexima may scale back applications at its absolute discretion. Should applications under the SPP be scaled back, you may be allocated fewer SPP Shares than you applied for and the difference will be refunded to you. Should any scale back be necessary, it is Hexima's intention that any scale back arrangements will be made having regard to the pro rata shareholdings of Eligible Shareholders who apply for SPP Shares.

The issue price of the SPP Shares will A\$0.32 per share, being the same issue price as the Placement.

Once issued, the SPP Shares will rank equally with existing Hexima shares.

The SPP is expected to close at 5:00pm (Sydney time) on Monday, 22 November 2021 (**Closing Date**).

The SPP is subject to the terms and conditions set out in the attached Share Purchase Plan Booklet (**SPP Booklet**). The SPP Booklet is being sent to Eligible Shareholders today. Eligible Shareholders are encouraged to read the SPP Booklet carefully and, if they are in any doubt about whether to participate in the SPP offer, to consult their stockbroker, accountant, financial adviser, solicitor or other professional adviser.

To apply for SPP Shares, Eligible Shareholders must by 5.00pm (Sydney time) on the Closing Date, either:

- apply through the SPP website at <https://events.miraqle.com/hxl-spp> and make a payment directly via BPAY® (Australian Shareholders only); or
- apply through the SPP website at <https://events.miraqle.com/hxl-spp> and make a payment directly via EFT (New Zealand Shareholders only).

# ASX ANNOUNCEMENT



## Further Information

If you are an Eligible Shareholder and would like further information, please call the Share Registry, Link Market Services Limited, between 8.30am and 5.00pm (Sydney time) Monday to Friday on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia) before the SPP offer closes.

In addition, further details about the Placement and SPP are set out in the Investor Presentation released to the ASX on Monday, 1 November 2021. The Investor Presentation contains important information including key risks of an investment in Hexima.

**This announcement is authorised for release to ASX by Michael Aldridge, Chief Executive Officer and Managing Director.**

### **Enquiries:**

Dr Nicole van der Weerden  
Chief Operating Officer  
[n.vanderweerden@hexima.com.au](mailto:n.vanderweerden@hexima.com.au)

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## ABOUT HEXIMA

Hexima (ASX:HXL) is a clinical stage, anti-infectives focused biotechnology company engaged in the research and development of defensin peptides for applications as human therapeutics. Our lead product candidate, pezadeftide (HXP124) applied in a topical formulation, is a potential new prescription treatment for toenail fungal infections (or onychomycosis). Hexima is currently conducting an Australian phase IIb clinical trial testing pezadeftide for the treatment of onychomycosis. Hexima holds granted, long-life patents protecting pezadeftide in major markets globally. For additional information please visit [www.hexima.com.au](http://www.hexima.com.au). You can also find us on [Twitter](#) and [LinkedIn](#) or email us at [info@hexima.com.au](mailto:info@hexima.com.au).

## FORWARD-LOOKING STATEMENTS

This announcement contains or may contain forward-looking statements that are based on Hexima's management's beliefs, assumptions and expectations and on information currently available to management. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements. These include, without limitation, commercial market acceptance and sales of our product as well as our expectations with respect to our ability to develop and commercialise new products. Management believes that these forward-looking statements are reasonable when made. You should not place undue reliance on forward-looking statements because they speak only as of the date when made. Hexima does not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Hexima may not actually achieve the plans, projections or expectations disclosed in forward-looking statements. Actual results, developments or events could differ materially from those disclosed in the forward-looking statements.

# SHARE PURCHASE PLAN

HEXIMA LIMITED.  
ABN 64 079 319 314



**This is an important document and requires your immediate attention.**

You should read this booklet in full. Eligible Shareholders have the opportunity to participate in the Share Purchase Plan offer by applying for up to \$30,000 of new Shares without incurring brokerage or other transaction costs. Details of the offer and how to participate are set out in this booklet.

If you have any doubts as to what you should do, please consult your stockbroker, solicitor, accountant or other professional adviser.

Applications for new Shares under the Share Purchase Plan must be received by 5.00pm (Sydney time) on Monday, 22 November 2021.

This booklet is dated 8 November 2021.

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

## OFFER AT A GLANCE

### Key DATES:

<b>Record Date</b> <i>Date for determining Eligible Shareholders</i>	7.00pm on Friday, 29 October 2021
<b>Opening date</b> <i>Offer under SPP opens</i>	10.00am on Monday, 8 November 2021
<b>Closing Date</b> <i>Offer under SPP closes</i>	5.00pm on Monday, 22 November 2021
<b>Allotment Date</b> <i>SPP Shares are issued</i>	10.00am on Friday, 26 November 2021
<b>Quotation &amp; Dispatch Date</b> <i>SPP Shares commence trading and confirmation of transaction dispatched to holders of SPP Shares</i>	10.00am on Monday, 29 November 2021

*Note: The dates listed in this booklet are indicative only and Hexima retains the right to vary them without advance notice. All times above are in Sydney time.*

### KEY OFFER DETAILS:

Issue Price per SPP Share	\$0.32 per SPP Share
Maximum application amount	\$30,000
Minimum application amount	\$1,000

#### Important information:

This document is intended for use only in connection with the SPP offer to Eligible Shareholders in Australia and New Zealand. No action has been taken to permit an offering of Shares in any jurisdiction outside of Australia and New Zealand. The distribution of this document may be restricted by law and persons (including Custodians, trustees and nominees) who come into possession of this document should observe any such restrictions.

The SPP offer is made in New Zealand in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 which grants relief from the requirement for Hexima to provide product disclosure statement disclosure under New Zealand law. This Booklet does not constitute a product disclosure statement and it has not been registered or filed with, or approved by, any New Zealand regulatory authority, and does not contain all the information that a product disclosure statement under New Zealand law is required to contain.

This document may not be distributed or released in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States or in any 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 (U.S. Securities Act), or the securities laws of any state or other jurisdiction of the United States, and no SPP Shares may 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), except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The SPP Shares to be offered and sold under the SPP will only be offered and sold outside the United States 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 to persons that are not acting for the account or benefit of a person in the United States.

The SPP offer is not a recommendation to acquire SPP Shares. This document does not constitute financial product advice and does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Eligible Shareholders wanting to participate in the SPP should obtain independent advice in relation to the taxation and other consequences of an investment under the SPP before making a decision as to whether to participate in the SPP. A cooling-off regime does not apply in relation to the acquisition of Shares under the SPP.

## LETTER FROM THE CHAIR

8 November 2021

Dear Shareholder

### OFFER OF SHARES UNDER SHARE PURCHASE PLAN

On behalf of the Board of Directors of Hexima Limited. (**Hexima**), I am pleased to offer you the opportunity to participate in Hexima's Share Purchase Plan (**SPP**) which was announced on Monday, 1 November 2021. The SPP provides eligible holders of fully paid ordinary shares in Hexima (**Shares**) the opportunity to apply for up to \$30,000 of new Shares (**SPP Shares**), without paying any brokerage, commissions or other transaction costs.

The SPP is part of a wider capital raising being undertaken by Hexima. As announced on Monday, 1 November 2021, Hexima received strong support via binding commitments to raise \$10 million (before costs) in a two-tranche placement to eligible institutional, sophisticated and professional investors (**Placement**). The first tranche of the Placement completed on Friday, 5 November 2021 and the second tranche is anticipated to complete on Thursday, 9 December 2021.

The SPP is capped at \$1 million and is not underwritten. Hexima may scale back applications at its absolute discretion. Should applications under the SPP be scaled back, you may be allocated fewer SPP Shares than you applied for and the difference will be refunded to you. Should any scale back be necessary, it is Hexima's intention that any scale back arrangements will be made having regard to the pro rata shareholdings of Eligible Shareholders who apply for SPP Shares.

The SPP Shares are being offered at an Issue Price of \$0.32 per SPP Share, being the same as the issue price under the Placement.

The funds raised from the SPP together with the Placement will be used to accelerate Hexima's business plans, particularly into the US and other international markets by:

- completing the preparation and submission of an IND Application to FDA and conduct a clinical safety study in the US;
- finalising all development including: clinical, manufacturing, toxicology and CompliancePak packaging unit and mobile app necessary prior to initiating a phase III clinical trial program;
- securing executives and expertise with the necessary experience to conduct late-stage product development in the US market;
- evaluating the option for Hexma to raise capital in the future on attractive terms with US and international investors; and
- exploring the potential for pezadeftide or one of its related defensin class peptides to be an attractive follow-on product candidate to treat localized fungal infections (in addition to onychomycosis).

## WHO IS ELIGIBLE TO PARTICIPATE?

Participation in the SPP is optional. To be eligible to participate in the SPP, you must have been a registered holder of Shares at 7.00pm (Sydney time) on Friday, 29 October 2021, and have a registered address in Australia or New Zealand. The SPP is also being extended to Eligible Shareholders who are Custodians to participate in the SPP on behalf of certain Eligible Beneficiaries on the terms and conditions set out in this Booklet.

Shareholders in the United States are not eligible to participate in the SPP. Persons (including Custodians, trustees and nominees) who hold Shares on behalf of persons residing outside Australia or New Zealand, or who are in the United States, or who 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.

Once issued, SPP Shares will rank equally with existing Shares. The terms and conditions of the SPP are provided in this Booklet. I encourage you to read these materials in their entirety and seek your own financial and taxation advice in relation to the SPP, before you decide whether to participate.

## HOW TO APPLY

The SPP opens at 10.00am (Sydney time) on Monday, 8 November 2021 and is expected to close at 5.00pm (Sydney time) on Monday, 22 November 2021.

To apply for SPP Shares, you must by **5.00pm (Sydney time) on Monday, 22 November 2021**, either:

- make a payment directly via BPAY®, which is recommended by the Registry in light of delays to postal services caused by the COVID-19 pandemic, as you do not need to return the Application Form enclosed with this Booklet if you choose this option; or
- if you are a New Zealand shareholder, make payment via EFT.

You may also obtain a copy of your personalised Application Form and this Booklet from the SPP website at <https://events.miraqle.com/hxl-spp>.

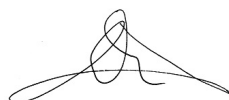
## QUESTIONS AND FURTHER INFORMATION

It is important that you carefully read and consider all of the SPP materials (including this Booklet, the SPP rules and Application Form) before making any decision to participate in the SPP.

If you have any questions regarding the SPP, please call the Registry, Link Market Services Limited, between 8.30am and 5.00pm (Sydney time) Monday to Friday on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia). If you have any questions in relation to whether an investment in Hexima through the SPP is appropriate for you, please contact your stockbroker, solicitor, accountant or other professional adviser.

We welcome your participation in the SPP and, on behalf of the board of Hexima, I thank you for your ongoing support.

Yours sincerely



**Dr Jonathan West**  
**Chairman**

## FREQUENTLY ASKED QUESTIONS

You should read this section in conjunction with the SPP Rules in this booklet.

### 1 WHAT IS THE SPP?

The SPP allows Eligible Shareholders (defined below) to apply to purchase up to \$30,000 worth of new Shares, without paying brokerage or other transaction costs, at the Issue Price described below.

The SPP is governed by the SPP Rules (set out later in this booklet) which contain the terms and conditions of the SPP, as well as some important definitions used throughout this booklet. SPP Shares will be listed and will rank equally in every respect with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements from the issue date.

### 2 WHY IS HEXIMA ISSUING NEW SHARES UNDER THE SPP?

Hexima is issuing new Shares under the SPP to enable Hexima to:

- conduct a clinical safety study in the US;
- complete toxicology and GMP manufacturing required for global phase III clinical studies;
- prepare key components of the consumer-centric packaging and compliance product solution ahead of phase III studies; and
- conduct research into a potential follow-on product to treat localised fungal infection.

Please refer to the ASX announcement on Monday, 1 November 2021 for further details.

### 3 AM I AN ELIGIBLE SHAREHOLDER?

All holders of Shares as at the Record Date with a Registered Address in Australia, and New Zealand (**Eligible Shareholders**) are eligible to participate in the SPP.

The SPP is also being extended to Eligible Shareholders who are Custodians to participate in the SPP on behalf of Eligible Beneficiaries on the terms and conditions provided in this booklet (see section 3 of the SPP Rules).

Shareholders in the United States are not eligible to participate in the SPP. Persons (including Custodians, trustees and nominees) who hold Shares on behalf of persons residing outside Australia or New Zealand or who are in the United States, or who 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.

### 4 DO I HAVE TO PARTICIPATE IN THE SPP?

Participation in the SPP is optional. If you do not wish to participate, then you are not required to take any further action.

**5 CAN MY OFFER UNDER THE SPP BE TRANSFERRED TO ANOTHER PERSON?**

No. You cannot transfer your right under this offer to apply for SPP Shares.

**6 WHAT IS THE ISSUE PRICE?**

The Issue Price is \$0.32 per SPP Share.

**7 HOW MUCH CAN I INVEST AND HOW MANY SPP SHARES WILL I RECEIVE?**

Eligible Shareholders may apply for a certain dollar value of SPP Shares under the SPP in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000 as follows (assuming no scale back)

<b>Application amount</b>	<b>Number of SPP Shares</b>
\$1,000	3,125
\$2,500	7,812
\$5,000	15,625
\$7,500	23,437
\$10,000	31,250
\$12,500	39,062
\$15,000	46,875
\$20,000	62,500
\$25,000	78,125
\$30,000	93,750

The number of SPP Shares issued to an applicant will be rounded down to the nearest whole number after dividing the application monies by the Issue Price, subject to any Scale Back applied in accordance with this booklet. The balance of any application money that is not applied to acquire SPP Shares (as a result of rounding or Scale Back) will be refunded to you without interest unless the amount is less than \$5.00.

Should Hexima decide to apply a Scale Back, it intends that any Scale Back arrangements will be made having regard to the pro rata shareholdings of Eligible Shareholders who apply for SPP Shares. If this happens you may be issued SPP Shares to a value that is less than the value of SPP Shares you applied for and the difference will be refunded to you (without interest) in accordance with this booklet.

**8 WHAT COSTS ARE ASSOCIATED WITH THE SPP?**

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

**9 WHAT RISKS ARE ASSOCIATED WITH INVESTING UNDER THE SPP?**

You should note that if you apply to participate in the SPP, you are accepting the risk that the market price of Shares may rise or fall between the date of this booklet and the time of issue of SPP Shares under the SPP. This means that the price you pay for the SPP Shares issued to you may be less than or more than the market price of Shares



at the date of this booklet or the time of issue. Your application is unconditional and may not be withdrawn even if the market price of Shares changes after you lodge your application.

There are also a number of other risks associated with an investment in SPP Shares. Further details about these risks and Hexima generally are included in the 'Key Risks' section of the Hexima's investor presentation released to the ASX on 1 November 2021, which you are encouraged to read.

Hexima is a disclosing entity for the purposes of the Act and, as a result, is subject to regular reporting and disclosure obligations under the Act and the ASX Listing Rules. Copies of Hexima's ASX announcements can be found on the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: HXL).

## **10 WHAT DO I DO IF I RECEIVE MORE THAN ONE APPLICATION FORM?**

Eligible Shareholders who receive more than one Application Form under the SPP or who are able to participate in the SPP as an Eligible Beneficiary of an eligible Custodian (e.g. where an Eligible Shareholder holds Shares in more than one capacity), may apply on different Application Forms for SPP Shares, however the total aggregate amount that is applied for must not exceed \$30,000.

## **11 HOW DO I APPLY?**

If you wish to participate in the SPP please visit Hexima's SPP website at <https://events.miraqle.com/hxl-spp> or follow the instructions on the Application Form enclosed with this Booklet.

To apply you need to do one of the following.

### ***OPTION 1: APPLY BY BPAY® (ONLY AVAILABLE IF YOU ARE AN AUSTRALIAN SHAREHOLDER):***

To do this, you must make an application through the SPP website at <https://events.miraqle.com/hxl-spp>.

Your unique customer reference number, which identifies your holding, will be provided to you when you access the SPP website. You will need your unique customer reference number to complete your Application. Once you have completed the online application, you will need to contact your financial institution to make your BPAY® payment from your cheque or savings account. You only need to complete the details on the SPP website and make your payment - you do not need to post any physical acceptance slip or application form.

Please ensure that your payment for the appropriate amount is received by the Registry before 5.00pm (Sydney time) on Monday, 22 November 2021. Financial institutions may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment.

Once payment is submitted, you will not be able to withdraw, revoke or amend your application or BPAY® payment.

***Option 2: Apply by making a payment by EFT (only available if you are a New Zealand Shareholder):***

To do this, you must make an application through the SPP website at <https://events.miracle.com/hxl-spp>.

Once you have completed your online application and obtained your unique customer reference number (this will be provided to you when you access the SPP website), you will need to obtain the bank details for EFT payments by contacting the Registry on +61 1300 554 474. When making your EFT payment, you must use your unique customer reference number, which identifies your holding.

If you make your payment by EFT, you only need to complete the details on the SPP website and make your payment - you do not need to post any physical acceptance slip or application form. Funds transferred by EFT must be free of fees so the exact amount arrives or the application monies will be short.

Please ensure you advise your bank that “remitter pays all” for all related fees associated with the funds transfer.

All payments and applications must be received no later than 5.00pm (Sydney time) on Monday, 22 November 2021.

**12 HOW DO I APPLY IF I DID NOT RECEIVE A BOOKLET OR APPLICATION FORM?**

If you are an Eligible Shareholder but have not received a booklet or an Application Form, you should contact the Registry between 8.30am and 5.00pm (Sydney time) Monday to Friday on 1300 554 474 if calling from within Australia or +61 1300 554 474 if calling from outside Australia.

**13 CAN I WITHDRAW OR REVOKE MY APPLICATION FOR SPP SHARES?**

Applications and payments may not be withdrawn or revoked once received by Hexima.

**14 IS THE SPP UNDERWRITTEN?**

The SPP is not underwritten.

**15 WHO DO I CONTACT WITH FURTHER QUESTIONS?**

If you have any questions in relation to the SPP, please call the Registry between 8.30am and 5.00pm (Sydney time) Monday to Friday, on 1300 554 474 if calling from within Australia or +61 1300 554 474 if calling from outside Australia.

You can also visit Hexima’s investor centre at <https://investors.hexima.com.au/investor-centre/> and read Hexima’s ASX announcements at [www.asx.com.au](http://www.asx.com.au). If you have any questions in relation to whether an investment in Hexima through the SPP is appropriate for you, please contact your stockbroker, solicitor, accountant or other professional adviser.

**Applications must be received before  
5:00pm (Sydney time) on Monday, 22 November 2021.**

# SPP RULES

## 1 DEFINITIONS AND INTERPRETATIONS

1.1 When used in this booklet (including these SPP Rules), except to the extent that the context otherwise requires:

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

**Application** means an application for SPP Shares made in accordance with clause 4;

**Application Form** means a personalised application form pursuant to which Eligible Shareholders may apply for Shares under the SPP;

**ASIC** means the Australian Securities and Investments Commission;

**ASX** means Australian Securities Exchange or ASX Limited, as applicable;

**ASX Listing Rules** means the listing rules of ASX;

**Beneficiary** means a person on whose behalf a Custodian is holding Shares at the Record Date;

**BPAY®** means the electronic payment facility by that name;

**Closing Date** has the meaning given in clause 2.4;

**Custodian** means has the meaning given in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547;

**Custodian Certificate** has the meaning given in clause 3.8;

**Eligible Beneficiary** means a Beneficiary with a registered address in either Australia or New Zealand, provided that such Beneficiary is not in the United States or acting for the account or benefit of a person in the United States (to the extent such Beneficiary is acting for the account or benefit of a person in the United States);

**Eligible Shareholder** means a holder of Shares in Hexima as at the Record Date with a Registered Address in Australia or in New Zealand, provided that such holder is not in the United States or acting for the account or benefit of a person in the United States (to the extent such holder is acting for the account or benefit of a person in the United States);

**Issue Price** means \$0.32 per SPP Share;

**Hexima** means Hexima Limited ABN 64 079 319 314;

**Registered Address** means the address of an Eligible Shareholder as shown in the Share Register;

**Record Date** means 7.00pm (Sydney time) on Friday, 29 October 2021;

**Registry** means Link Market Services Limited;

**Scale Back** means that Hexima may in its absolute discretion issue to applicants less than the number of SPP Shares they have applied for;

**Share** means a fully paid ordinary share in Hexima;

**Share Register** means the register of all holders of Shares in Hexima maintained by the Registry;

**SPP or Share Purchase Plan** means this share purchase plan;

**SPP Rules** means these rules and includes the Application Form; and

**SPP Shares** means the Shares that will be issued under the SPP.

1.2 Words importing the singular include the plural and vice versa, words importing any gender include other genders and 'person' includes a corporation.

1.3 A reference to dollars or \$ is a reference to Australian dollars.

## **2 OFFER TIMETABLE**

2.1 This offer is dated and taken to be made on Monday, 8 November 2021.

2.2 This offer opens at 10.00am on Monday, 8 November 2021.

2.3 Subject to clause 3.2, only Eligible Shareholders will be eligible to participate in the SPP.

2.4 This offer closes at 5.00pm (Sydney time) on Monday, 22 November 2021 or such other time and date as determined by Hexima and announced in writing to holders of Shares (**Closing Date**). All Application Forms and payments for the SPP Shares applied for must be received by the Registry before the Closing Date.

2.5 It is intended that SPP Shares will be issued on or about Friday, 26 November 2021 (**Allotment Date**) and confirmations will be sent to those holders who participated in the SPP by Monday, 29 November 2021.

2.6 Hexima has the discretion to change, at any time, any of these dates, regardless of whether the offer has opened or Applications have been received.

## **3 PARTICIPATION IN THE PLAN**

3.1 Participation in the SPP is subject to these SPP Rules. The offer made under this SPP is made only to Eligible Shareholders.

3.2 Holders of Shares (including Custodians, trustees and nominees) who hold Shares on behalf of persons residing outside Australia and New Zealand, or who are in the United States, or who 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.

3.3 This offer is non-renounceable, which means Eligible Shareholders are not permitted to transfer their rights under this offer to any other person.

- 3.4 Hexima may accept or reject an Application in its absolute discretion. Reasons why Hexima may reject an Application include (but are not limited to) the following:
- (a) Hexima considers that the Application (whether alone or in conjunction with other Applications) does not comply, or it is not reasonably satisfied that the Application (whether alone or in conjunction with other Applications) complies, with the requirements of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (as otherwise amended, replaced or supplemented) or any other requirements in the ASX Listing Rules or the Act;
  - (b) a cheque is dishonoured, or the cheque, bank draft or money order provided with the Application is not made out for the amount corresponding to the value of the parcel of the SPP Shares applied for;
  - (c) a BPAY® payment is incomplete or invalid;
  - (d) an Application Form is incomplete, incorrect or otherwise determined by Hexima to be invalid;
  - (e) an Application is received after the Closing Date;
  - (f) an Application is made by a Custodian and does not include the required Custodian Certificate; or
  - (g) Hexima believes that a person not eligible to participate in the offer under the SPP has made the Application.

Where Hexima rejects an Application, Hexima will promptly return to the Eligible Shareholder any relevant Application money provided by the Eligible Shareholder to Hexima (without interest) in accordance with clause 11.

- 3.5 Eligible Shareholders may apply for SPP Shares in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000. In the absence of a Scale Back, Hexima will divide the Application money of an Eligible Shareholder by the Issue Price in order to determine the number of SPP Shares for which they have applied (rounded down to the nearest whole number of SPP Shares).
- 3.6 If Hexima receives an amount that does not equal one of the amounts specified above, Hexima may either:
- (a) reject the Application and refund in full the Application money (without interest) to the Eligible Shareholder; or
  - (b) apply the dollar amount of the payment to the highest designated parcel that is less than the amount of the payment and refund the excess Application money (without interest) to the Eligible Shareholder (except that any excess amount of \$5.00 or less will be retained by Hexima and not refunded),

in each case in accordance with clause 11.

- 3.7 Eligible Shareholders that receive more than one Application Form under the SPP (for example, if the Eligible Shareholder has more than one holding but under separate accounts) may apply on different Application Forms but may not make an Application

which will result in the Eligible Shareholder applying for more than \$30,000 worth of SPP Shares.

3.8 If an Eligible Shareholder is a Custodian, the Custodian may apply for up to \$30,000 in SPP Shares on behalf of each Eligible Beneficiary, subject to providing a notice in writing to Hexima certifying the following (a **Custodian Certificate**):

- (a) either or both of the following:
  - (i) that the Custodian holds Shares on behalf of one or more other persons (each a **participating beneficiary**) that are not Custodians; and/or
  - (ii) that another Custodian (the **Downstream Custodian**) holds beneficial interests in Shares on behalf of one or more other persons that are not in the United States or acting for the account or benefit of a person in the United States (each a **participating beneficiary**), and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,

on the Record Date and that each participating beneficiary has subsequently instructed the following persons:

- (iii) where paragraph (a)(i) applies – the Custodian; and
- (iv) where paragraph (a)(ii) applies – the Downstream Custodian,  
to apply for SPP Shares on their behalf under the SPP;
- (b) the number of participating beneficiaries;
- (c) the name and address of each participating beneficiary;
- (d) in respect of each participating beneficiary:
  - (i) where paragraph (a)(i) applies – the number of Shares that the Custodian holds on their behalf;
  - (ii) where paragraph (a)(ii) applies – the number of Shares to which the beneficial interests relate;
- (e) in respect of each participating beneficiary:
  - (i) where paragraph (a)(i) applies – the number or dollar amount of SPP Shares which they instructed the Custodian to apply for on their behalf; and
  - (ii) where paragraph (a)(ii) applies – the number or dollar amount of SPP Shares they instructed the Downstream Custodian to apply for on their behalf;
- (f) that there are no participating beneficiaries in respect of which the total of the application price for the following exceeds \$30,000:

- (i) the SPP Shares applied for by the Custodian on their behalf in accordance with the instructions referred to in paragraph (e) above; and
  - (ii) any other Shares issued to the Custodian in the 12 months before the Application as a result of an instruction given by them to the Custodian or to the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP;
- (g) that a copy of the written offer document was given to each participating beneficiary; and
- (h) where paragraph (a)(ii) above applies – the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each participating beneficiary.
- 3.9 Custodians wishing to participate on behalf of beneficiaries should contact the Registry on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia) to request a Custodian Certificate.
- 3.10 A person that holds Shares as a trustee or nominee for another person, but is not a Custodian (as defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*) cannot participate for beneficiaries in the manner described in clause 3.8. In such cases, the rules in clause 3.7 apply.
- 3.11 Eligible Shareholders that are joint holders of Shares in Hexima will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and an Application, and certification as part of the Application Form, by one joint holder will be effective in respect of the other joint holders.

#### **4 APPLICATION TO PARTICIPATE**

- 4.1 To participate in the SPP, an Eligible Shareholder must either:
- (a) complete an Application Form and return it to the Registry together with payment by cheque, bank draft or money order; or
  - (b) make payment by BPAY<sup>®</sup>,
- in accordance with the instructions in this booklet and the Application Form.

All Applications and payments must be received by the Registry by 5.00pm (Sydney time) on the Closing Date.

- 4.2 Applications and payments may not be withdrawn once received by Hexima.

#### **5 OPERATION OF THE PLAN**

- 5.1 By submitting an Application (including by making payment by BPAY<sup>®</sup>), an Eligible Shareholder or such person acting on such Eligible Shareholder's behalf certifies, represents and warrants on its behalf and on behalf of each person on whose account it is or may be acting that:

- (a) it is (or the person on whose account it is or may be acting is) an Eligible Shareholder;
- (b) it has read and understood this booklet and the Application Form;
- (c) it agrees that all details and statements in the Application are complete and accurate;
- (d) the Eligible Shareholder or such person acting on such Eligible Shareholder's behalf does not make the Application for any other person in circumstances which might involve any breach of securities laws of any jurisdiction;
- (e) it understands and agrees that the offer and sale of the SPP Shares has 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, or in any other jurisdiction outside Australia and New Zealand, and, accordingly, no SPP Shares may 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), except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act;
- (f) it understands and agrees that the SPP Shares to be offered and sold under the SPP will only be offered and sold outside the United States 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 to persons that are not acting for the account or benefit of a person in the United States;
- (g) it agrees to be bound by the terms of this booklet, the provision of this booklet (and the Application Form) and Hexima's constitution;
- (h) the total price of all SPP Shares purchased (or applied for) by the Eligible Shareholder, or which the Eligible Shareholder has instructed a Custodian to acquire on its behalf, under this offer and/or any similar offer made by Hexima in the 12 months prior to the date of submission of the Application Form, does not exceed \$30,000;
- (i) Hexima is not liable for any exercise of its discretions referred to in the SPP Rules;
- (j) it is not engaged in the business of distributing securities; and
- (k) it has not, and it agrees that it will not, send this booklet, an Application Form 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.

5.2 Each Eligible Shareholder or such person acting on such Eligible Shareholder's behalf that makes an Application:

- (a) authorises Hexima to correct any minor errors in its Application Form and to complete the Application Form by inserting any missing minor detail;



- (b) acknowledges that Hexima may determine that an Application Form is valid, in accordance with the SPP Rules, even if the Application Form is incomplete, contains errors or is otherwise defective.

## **6 ISSUE PRICE**

- 6.1 The Issue Price is \$0.32 per SPP Share.
- 6.2 Each Eligible Shareholder acknowledges the risk that the market price of Shares may increase or decrease between the date of the offer and the date of issue, which may mean that the Issue Price paid for the SPP Shares may exceed or be less than the market price for the Shares on the date of issue.
- 6.3 The current market price of the Shares can be found on the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: HXL).

## **7 RIGHTS ATTACHING TO SPP SHARES**

- 7.1 SPP Shares will rank equally in all respects with existing Shares quoted on the ASX.
- 7.2 Hexima will apply for the SPP Shares to be quoted on ASX.

## **8 COST OF PARTICIPATION**

- 8.1 Subject to clause 8.2, no brokerage, commission or other transaction costs will be payable by an Eligible Shareholder in respect of the application for, and the issue of, SPP Shares.
- 8.2 In the event of a change in legislation or regulation so that, at the date of any issue of SPP Shares, stamp duty or any other tax or duty is payable in respect thereof, the amount of such stamp duty or other tax or duty shall be paid by the Eligible Shareholder to whom the SPP Shares are issued and, in respect of each such SPP Share, included in the calculation of the Issue Price.

## **9 NON-PARTICIPATION**

- 9.1 Participation in the SPP is voluntary. It shall be a matter for each Eligible Shareholder to determine whether or not they make an Application for SPP Shares.

## **10 SCALE BACK**

- 10.1 If applications under the SPP exceed \$1 million, Hexima may undertake a Scale Back in its absolute discretion and in the manner it sees fit. It is Hexima's intention that any Scale Back arrangements will be made having regard to the pro rata shareholdings of Eligible Shareholders who apply for SPP Shares. If the Scale Back produces a fractional number of SPP Shares when applied to a parcel of SPP Shares, the number of SPP Shares allocated will be rounded down to the nearest whole number of SPP Shares.
- 10.2 If Hexima undertakes a Scale Back, the difference between the Application monies received, and the number of SPP Shares issued to you multiplied by the Issue Price, will be refunded to you (without interest) in accordance with clause 11.

## **11 REFUNDS**

If you are entitled to a refund of all or any of your Application monies (and the refund amount is greater than \$5.00 after any scaling or rounding), the refund will be paid, without interest, as soon as practicable by direct debit to your nominated bank account (as recorded by the Registry) or by cheque sent to your Registered Address.

## **12 COMPLIANCE WITH ASIC INSTRUMENT**

12.1 The offer of SPP Shares is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* which grants relief to provide prospectus disclosure in relation to a share purchase plan.

## **13 WAIVER, VARIATION, SUSPENSION AND WITHDRAWAL**

13.1 Hexima may determine appropriate procedures for administration and implementation of the SPP consistent with the SPP Rules and to settle any difficulty which may arise generally or in a particular case, in relation to the SPP, as Hexima thinks fit. Any such determination will bind all Eligible Shareholders and other persons to whom the determination relates.

13.2 Hexima may in its absolute discretion:

- (a) waive compliance with any provisions of the SPP Rules;
- (b) amend or vary the SPP and/or the SPP Rules; or
- (c) suspend or withdraw the offer at any time.

13.3 Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Shareholders, even where Hexima does not give notice of the event.

13.4 Hexima and its officers and employees will not be responsible or liable whatsoever for any act or omission (including for negligence) arising from or in connection with operation of the SPP.

## **14 TAXATION**

14.1 Hexima makes no representations or warranties in respect of, and accepts no responsibility for, the liability of Eligible Shareholders to pay, any tax (including income tax and withholding tax) in respect of any issue of SPP Shares, payment or other transaction pursuant to this SPP.

## **15 UNDERWRITING**

15.1 The SPP will not be underwritten.

## **16 PRIVACY**

16.1 Hexima and the Registry may collect personal information to process your application, implement the SPP and administer your holding of Shares. The personal information contained in the Share Register is also used to facilitate payments and corporate communications (including financial results), annual reports and other information to

be communicated to Shareholders, and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Act.

- 16.2 Your personal information may be disclosed to joint investors, the Registry, securities brokers, third party service providers (including print and mail service providers, technology providers and professional advisers), related entities of Hexima and its agents and contractors, and ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.
- 16.3 A copy of the Registry's privacy policy is available on its website at [www.linkgroup.com/docs/Link\\_Group\\_Privacy\\_Policy.pdf](http://www.linkgroup.com/docs/Link_Group_Privacy_Policy.pdf).

## **17 GOVERNING LAW**

- 17.1 These SPP Rules are governed by the laws of Victoria, Australia.
- 17.2 Any dispute arising out of or in connection with these SPP Rules, or the offer of SPP Shares, will be determined by the courts in Victoria. By accepting the SPP offer, Eligible Shareholders agree to submit to the exclusive jurisdiction of the courts in Victoria.