

9 November 2023

Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

Share Purchase Plan – Documents and Shareholder Access Information

Melbourne, Victoria – Alcidion Group Limited (ASX:ALC) (“**the Company**”) announces that today, Thursday, 9 November 2023, is the Opening Date of the Share Purchase Plan (“**SPP**”), and as such will issue associated documents to Eligible Shareholders.

This announcement follows the Company’s notification to market on 1 November 2023 of the SPP.

A copy of the relevant documents Eligible Shareholders are to receive are enclosed with this notice, comprising:

- sample Covering Letter;
- SPP Offer Booklet; and
- sample SPP Application Form.

Eligible Shareholders who have provided an email address for communications will receive an email containing a link to their individual SPP documents. Eligible Shareholders who have not provided an email address for communications will receive a hard copy personalised Covering Letter to their registered postal address, containing details of how to access their individual SPP documents.

The closing date of the SPP is planned for 5:00pm (AEDT) on Wednesday, 22 November 2023, unless extended. Alcidion reserves the right to vary the closing date without further notice.

Shareholders should consider the SPP Booklet in full before deciding whether to participate in the SPP.

Shareholders requiring information about the SPP, please contact the Alcidion SPP Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (AEDT).

ENDS

Authorised for ASX release by Kate Quirke, Managing Director and CEO of Alcidion Group Limited.

For further information, please contact:

Hannah Howlett

WE Communications

hhowlett@we-worldwide.com

investor@alcidion.com

About Alcidion

Alcidion Group Limited (Alcidion) has a simple purpose, that is, to transform healthcare with proactive, smart, intuitive technology solutions that improve the efficiency and quality of patient care in healthcare organisations, worldwide.

Alcidion offers a complementary set of software products and technical services that create a unique offering in the global healthcare market. Based on the flagship product, Miya Precision, the solutions aggregate meaningful information to centralised dashboards, support interoperability, facilitate communication and task management in clinical and operational settings and deliver Clinical Decision Support at the point of care; all in support of Alcidion's mission to improve patient outcomes.

Since listing on the ASX in 2011, Alcidion has acquired multiple healthcare IT companies and expanded its foothold in the UK, Australia, and New Zealand to now service over 400 hospitals and 87 healthcare organisations, with further geographical expansion planned.

With over 20 years of healthcare experience, Alcidion brings together the very best in technology and market knowledge to deliver solutions that make healthcare better for everyone.

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ALCIDION

ABN 77 143 142 410

9 November 2023

ALC
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

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Dear Shareholder

Share Purchase Plan – Now Open

As announced on 1 November 2023, Alcidion Group Limited (**Alcidion**) is offering eligible shareholders the opportunity to participate in a Share Purchase Plan (**SPP**). The SPP allows eligible shareholders (who are residents of Australia or New Zealand and held ALC shares at 7:00pm (AEDT) on Tuesday, 31 October 2023) to apply for up to \$30,000 of new fully paid ordinary shares in Alcidion (**SPP Shares**) without incurring brokerage or transaction costs. The issue price per New Share will be \$0.075 per New Share (being the same price paid by institutional and professional investors under the recent share placement).

Participation under the SPP is optional. Full details of the SPP are contained in the SPP Offer Booklet. Eligible shareholders should read the Alcidion SPP Offer Booklet in its entirety and consult with their financial or other professional adviser before deciding whether or not to participate in the SPP.

You can obtain your Alcidion SPP Offer Booklet through either of the following means:

1. **ONLINE** – an electronic version of the SPP Offer Booklet and personalised Application Form (including BPAY® payment details) can be accessed via the Company's offer website:

www.computersharecas.com.au/ALCSPP

You will need your holder ID (SRN or HIN) shown on this letter to access the documents.

2. **PAPER** - Request a paper copy of the SPP Offer Booklet and the personalised Application Form by calling the Alcidion SPP Information Line: **1300 850 505 (within Australia)** or **+61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (AEDT)**.

The SPP is planned to close at 5:00pm (AEDT) on Wednesday, 22 November 2023 (although Alcidion reserves the right to vary the closing date without further notice).

If you require any information about the SPP, please contact the Alcidion SPP Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (AEDT).

Yours sincerely,



Rebecca Wilson
Chair
Alcidion Group Limited

THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY

Thursday 9 November 2023

Highlights:

Offer to existing Alcidion Group Limited ACN 143 142 410 (**Alcidion**) shareholders to participate in a Share Purchase Plan (**SPP**).

The SPP is targeted to raise up to \$1,000,000, with the Alcidion Board having the discretion to accept subscriptions over this amount.

Shareholders can, at their election, take up New Shares pursuant to the SPP at the subscription price of \$0.075 (7.5 cents). The minimum subscription is \$2,000 and investors may subscribe in multiples of \$2,000 up to the maximum subscription of \$30,000. Examples of subscription amounts and corresponding maximum numbers of shares that would be issued, subject to Scale Back, are approximately:

- 26,666 shares for \$2,000 (minimum subscription);
- 53,333 shares for \$4,000;
- 133,333 shares for \$10,000;
- 266,666 shares for \$20,000; and
- 400,000 shares for \$30,000 (maximum subscription).

The SPP is not underwritten.

Alcidion plans to use the funds raised from the SPP, in conjunction with funds raised from its share placement (as announced to the market on 31 October 2023), to ensure maximum flexibility and maintain a strong balance sheet to execute on market opportunities to drive future revenue growth of the Company.

Important Information

The information in this document is not a recommendation to accept the offer of New Shares under the SPP and does not constitute financial advice. This SPP does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. Any person who intends to subscribe for New Shares must conduct their own investigations, assessment and analysis of the Company and its operations and prospects and must base their investment decision solely on those investigations and that assessment analysis.

If you are in doubt about the contents of this document, or the action you should take, you should consult your financial or other professional advisor without delay who specialises in advising on the acquisition of shares and other securities before taking any action.

The offer of Shares under the SPP is made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, which grants relief from the requirement for the Company to provide prospectus disclosure in relation to the SPP.

This SPP does not constitute a prospectus or product disclosure statement and has not been lodged with ASIC. The issue of a prospectus or product disclosure statement is not required for the purpose of the SPP. You must rely on your own knowledge of Alcidion, previous disclosure made by Alcidion to ASX and, if necessary, consult with your professional adviser when deciding whether or not to participate in the SPP.

The market price of Shares may rise or fall from now to when the Shares are issued or allotted to you under the SPP. If you apply to participate in the SPP by completing and returning the Acceptance Slip (or otherwise making a valid application in accordance with these Terms and Conditions), you are accepting the risk that the market price of Shares may change between the time you make your application and the Issue Date. This means it is possible that, up to or after the Issue Date, you may be able to buy Shares at a lower price than the Subscription Price.

Please read this document (in particular, the Terms and Conditions) carefully, as you will be bound by the Terms and Conditions in participating in the SPP. Shareholders accepting the SPP will also be bound by the constitution of Alcidion.



Dear Shareholder,

The Directors of Alcidion Group Limited ACN 143 142 410 (**Alcidion** or **Company**) would like to invite you to participate in Alcidion's Share Purchase Plan (**SPP**).

1. **Summary of the SPP**

The SPP provides Shareholders on the Company's register at the Record Date with an opportunity to subscribe in multiples of \$2,000, between the minimum subscription of \$2,000 and the maximum subscription of \$30,000 in New Shares at the Subscription Price of \$0.075 (7.5 cents) per share in Alcidion. This represents a discount to the market price in the period prior to the date of announcement of this SPP. The Board has structured the SPP to provide an opportunity for all shareholders to increase their investment in Alcidion at the same price as the recent share placement (as announced to the market on 31 October 2023) ensuring fair and equal treatment of all shareholders.

Under the ASX Listing Rules, Directors and other Related Parties (as defined in the ASX Listing Rules) of the Company and any associates of Directors and other Related Parties will be able to participate in the SPP without Shareholder approval if the Subscription Price is at least 80% of the Volume Weighted Average Market Price of Shares in the 5 trading days prior to the date on which New Shares are issued under the SPP (**Participation Condition**).

However, if the Participation Condition is not satisfied on the day before the day for issue of New Shares, any applications made by any a Director, another Related Party of the Company or their respective associates will be treated as having been withdrawn and no New Shares will be issued to any such person.

Only Shareholders of Alcidion with a registered address in Australia or New Zealand or another permitted jurisdiction, and who are on the share register as at 7pm (Melbourne time) Tuesday 31 October 2023 are afforded the opportunity to participate in the SPP. Shareholders not registered as at this date will not receive an offer under the SPP. The rights of Shareholders eligible to participate under this SPP are not transferable.

The Company is targeting to raise up to \$1,000,000 under the SPP. A raising of this amount would result in the issue of up to 13,333,333 New Shares.

The SPP is not underwritten. The Board has the discretion to accept oversubscriptions subject to all legal and regulatory requirements, but it is not the Directors' current intention to raise substantially more than the target of \$1,000,000. Significant over subscription would result in a Scale Back of applications received.

The proposed use of the funds raised under the SPP, in conjunction with funds raised from Alcidion's share placement (as announced to the market on 31 October 2023), is to ensure maximum flexibility and maintain a strong balance sheet to execute on market opportunities to drive future revenue growth of the Company.

Terms of the SPP

The terms and conditions of the SPP are outlined in the enclosed document (**Terms and Conditions**). By making an application to purchase New Shares under the SPP, you will have agreed to be bound by the Terms and Conditions. The right to participate in this offer under the SPP is available exclusively to persons who were registered as holders of Shares in Alcidion at 7.00pm (Melbourne time) on the record date of Tuesday 31 October 2023 and whose registered address is in Australia, New Zealand, or in any other jurisdiction where, in the opinion of the Directors of Alcidion, it is lawful and reasonably practical for Alcidion to offer and issue New Shares under this SPP.

Eligible Shareholders are entitled to apply for a **maximum** of \$30,000 of New Shares, at the Subscription Price of \$0.075 (7.5 cents) per New Share, under the SPP.

You may apply only for New Shares in \$2,000 increments. Applications must be for a minimum of \$2,000 worth of New Shares and the maximum of \$30,000 worth of New Shares, subject to clauses 5 and 6 of the Terms and Conditions of the SPP.

The Subscription Price represents a 24.7% discount to the Volume Weighted Average Market Price (**VWAP**) over the last ten days on which trading of Alcidion's shares on the ASX were recorded prior to the announcement of the SPP.

For information purposes, the Market Price of Alcidion's shares over the last five days of trading prior to the announcement of the SPP is as follows:

Date	Market Price (closing)	Volume
30 October 2023	\$0.097 (9.7 cents)	1,886,538
27 October 2023	\$0.100 (10.0 cents)	285,770
26 October 2023	\$0.105 (10.5 cents)	484,735
25 October 2023	\$0.100 (10.0 cents)	929,266
24 October 2023	\$0.100 (10.0 cents)	532,942

The VWAP for the last five days of trading prior to the announcement of the SPP was \$0.10 (10 cents).

To enable you to properly consider the offer under the SPP, set out below is a brief history of the trading price of Alcidion's shares on the ASX over the period commencing 1 August 2023 and ending on 30 October 2023:

Period	High	Low	Weighted Average
1 August 2023 – 30 October 2023	\$0.13	\$0.095	\$0.113

At the time of issue of the New Shares, the price of Shares trading on the ASX may be higher or lower than the Subscription Price.

Participation in the SPP is entirely at your discretion but the SPP is non-renounceable which means you cannot transfer your right to subscribe for New Shares under the SPP to anyone else.

Based on the Subscription Price of New Shares under the SPP, the Directors recommend the SPP to Shareholders.

The application period is scheduled to close at 5.00pm (Melbourne time) on Wednesday 22 November 2023, although the Board of the Company may, at its discretion, close the SPP earlier or extend the closing date. Therefore, if you wish to apply for any New Shares under the SPP, you should follow the instructions outlined in the attached Application Form so payment is received at our Share Registrar by that date. Payment must be made by BPAY® or, for New Zealand applicants only, via electronic funds transfer.

It is proposed that the following timetable apply in respect of the SPP:

Event	Date
Record Date of the SPP (7.00pm Melbourne time)	Tuesday 31 October 2023
Announcement Date	Wednesday 1 November 2023
Opening Date of the SPP	Thursday 9 November 2023
Closing Date of the SPP	Wednesday 22 November 2023
Announce results of the SPP	Monday 27 November 2023
Issue and Allotment of New Shares under the SPP	Wednesday 29 November 2023
Quotation of New Shares under the SPP	Thursday 30 November 2023
Dispatch of holding statements	On or around Friday 1 December 2023

The above timetable is indicative only. Alcidion reserves the right to vary any of the key dates above, including the Closing Date and the Issue Date, without further notice.

The SPP offer is made in accordance with ASIC Legislative Instrument 2019/547 and therefore does not require a prospectus for the purposes of Chapter 6D of the *Corporations Act 2001* (Cth).

If you are an Eligible Shareholder who holds shares as a custodian, trustee, or nominee within the definition of “custodian” in ASIC Legislative Instrument 2019/547 (**Custodian**) and hold Shares on behalf of one or more persons (**Beneficiaries**), this offer is made to you, and you have the discretion whether to extend this offer to the Beneficiaries on whose behalf you hold Shares. You may apply for up to a maximum amount of \$30,000 worth of Shares in respect of each Beneficiary. You will be required to submit a custodian certificate to participate on behalf of any beneficiaries. Further details in this regard are set out in the Terms and Conditions.

For further information, including how to obtain a hard copy or replacement copy of this booklet, please contact:

Alcidion Share Purchase Plan Information Line:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)
Monday to Friday
8.30am to 5.00pm (AEDT)

Yours sincerely,



Rebecca Wilson
Chair
Alcidion Group Limited
ACN 143 142 410

Terms and Conditions of the Share Purchase Plan dated Thursday 9 November 2023

WARNING

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of Alcidion with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016. 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 and nominees) who come into possession of this document should observe any such restrictions.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

Eligible Shareholders who are not residents of Australia are responsible for obtaining all necessary approvals so they may legally apply for new shares and should refer to clause 10.2 of the Terms and Conditions for further details.

Not for distribution or release in the United States or to US Persons. 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 where such an offer or solicitation would be illegal. The Shares to be offered and sold under the SPP have not been, and will not be, registered under the Securities Act 1933 of the United States of America, or the securities laws of any U.S. state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States).

1. Definitions

In this SPP, unless the context otherwise indicates:

Acceptance Slip means the acceptance slip to be returned to participate in the Share Purchase Plan.

Application Form means the application form distributed with these Terms and Conditions.

Application Amount means the total dollar amount paid by an Eligible Shareholder who applies for New Shares under the SPP.

ASX means ASX Limited ACN 008 624 691.

Board means the board of directors of Alcidion from time to time.

Alcidion means Alcidion Group Limited ACN 143 142 410.

Closing Date means Wednesday 22 November 2023.

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time.

Custodial or Depository Service has the meaning given by section 766E of the Corporations Act.

Custodian means a person that provides a custodial or depository service in relation to shares of a body or interests in a registered scheme and who:

- (a) holds an Australian financial services licence covering the provision of a custodial or depository service;
- (b) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
- (c) holds an Australian financial services licence covering the operation an IDPS or is a responsible entity of an IDPS-like scheme;
- (d) is a trustee of a Self-managed Superannuation Fund or a superannuation master trust; or
- (e) is a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

Custodian Certificate means the certification required to be given by a Custodian to Alcidion pursuant to the Terms and Conditions.

Director means a director of Alcidion from time to time.

Eligible Shareholders means those Shareholders who satisfy the conditions set out in clause 2.1 of these Terms and Conditions.

IDPS and IDPS-like Scheme have the meaning given by ASIC Legislative Instrument 2019/547 or any legislative instrument that replaces that legislative instrument.

Issue Date means the date that New Shares under the SPP are issued and allotted.

Legislative Instrument means the ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

Listing Rules means the official listing rules of the ASX (as amended from time to time).

Market Price means the closing price of Shares on the ASX, excluding special crossings, overnight sales and exchange traded options exercises.

New Shares means new Shares in Alcidion to be issued pursuant to the SPP (up to a target of \$1,000,000, based on the Subscription Price and subject to any decision by the Directors to accept oversubscriptions).

Offer means a non-renounceable offer in a multiple of \$2,000, being no less than \$2,000 and not greater than \$30,000, worth of ordinary fully paid shares in Alcidion (at the Subscription Price) to Eligible Shareholders under the SPP.

Opening Date means Thursday 9 November 2023.

Record Date means 7.00pm (Melbourne time) on Tuesday 31 October 2023.

Related Party has the meaning in the Listing Rules.

Self-managed Superannuation Fund has the meaning given by section 17A of the *Superannuation Industry (Supervision) Act 1993 (Cth)*.

Share Registrar means Computershare Investor Services Pty Ltd.

Shareholders means those persons or entities that hold Shares.

Shares means fully paid ordinary shares in Alcidion.

SPP means the Alcidion Group Limited ACN 143 142 410 Share Purchase Plan approved by the Board.

Subscription Price means the subscription price of the Shares being \$0.075 (7.5 cents) per Share.

Terms and Conditions means the terms and conditions set out in this document.

Volume Weighted Average Market Price or **VWAP** has the meaning given in the Listing Rules.

References to “\$” means a reference to the respective amount in Australian dollars.

2. Eligibility to participate

- 2.1 Those Shareholders that will be eligible to apply for New Shares under the SPP must:
- (a) be recorded in Alcidion's register of Shareholders at 7.00pm (Melbourne time) on the Record Date; and
 - (b) have a registered address in Australia, New Zealand or another jurisdiction where in the opinion of the Directors, it is lawful and reasonably practical for Alcidion to issue the New Shares as set out in Alcidion's shareholder register on the Record Date.
- 2.2 The Offer does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an Offer.
- 2.3 If you are the only registered holder of a holding of Alcidion Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply in aggregate for a maximum of \$30,000 worth of New Shares.
- 2.4 If you are registered with one or more persons as the joint Shareholders of a holding of Shares, that joint holding is considered to be a single registered holding for the purpose of this SPP and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, the joint holders may only apply in aggregate for a maximum of \$30,000 worth of New Shares.
- 2.5 Custodians should refer to clause 6 of the Terms and Conditions regarding Custodian participation. If you do not hold Shares as a Custodian, these provisions do not apply.
- 2.6 If you hold Shares as a trustee or nominee for another person, but you are not a Custodian (for example, as an undisclosed trustee), you cannot participate for beneficiaries in the manner described in clause 6 of these Terms and Conditions. In this case, the rules for multiple single holdings (see clause 2.3 above) apply.

3. Terms of the Offer

- 3.1 The Offer will be open for a period commencing on and from 10.00am (Melbourne time) on the Opening Date until, subject to the discretion of the Board, 5.00pm (Melbourne time) on the Closing Date.
- 3.2 The Board reserves the right, subject to all applicable laws, to close the Offer at any time prior to the Closing Date or extend the Closing Date without further notification.
- 3.3 In response to the Offer, Eligible Shareholders wishing to apply for New Shares under the SPP may apply in increments of \$2,000, between the minimum subscription amount of \$2,000 and the maximum subscription amount of \$30,000.
- 3.4 Where an Eligible Shareholder's Application Amount would result in other than a whole number of New Shares, the number of New Shares to be issued in relation to that Offer will be rounded down to the nearest whole number.
- 3.5 All Offers for New Shares under the SPP are non-renounceable and therefore the right to participate in the SPP cannot be transferred.
- 3.6 Participation in the SPP by Eligible Shareholders is entirely optional and subject to these Terms and Conditions.

4. Applications for New Shares

- 4.1 Eligible Shareholders wishing to apply for New Shares under the SPP must make a payment for the appropriate amount via BPAY® (or alternatively, for Eligible Shareholders in New Zealand who are unable to pay by BPAY®, by Electronic Funds Transfer (**EFT**)) for the appropriate amount in accordance with the instructions on their personalised Application Form - available via the offer website: www.computersharecas.com.au/ALCSPP - so that payment is received no later than **5.00pm (Melbourne time)** on the Closing Date. If payment is being made through BPAY®, or for New Zealand applicants via Electronic Funds Transfer (**EFT**), you do not need to return your Application Form. Alcidion will not accept payments by cash or cheque.
- 4.2 Please note that only Eligible Shareholders having an account with an Australian financial institution who participates in the BPAY® scheme have the ability to elect to use the BPAY® option.
- 4.3 All application money will be deposited into an account and any application money received in respect of any applications rejected by the Board under clauses 4.4 or 4.6 shall be refunded by Alcidion without interest.
- 4.4 The Board reserves the right to reject any application for New Shares (in whole or in part) including (without limitation) if:
 - (a) an Acceptance Slip is not correctly completed;
 - (b) a BPAY® or EFT payment does not include a correct payment reference;
 - (c) the applicant is not an Eligible Shareholder;
 - (d) the issue of those New Shares would contravene any law or the Listing Rules;
 - (e) the exact payment for the New Shares applied for is not received;
 - (f) it is not reasonably satisfied that the issue of those New Shares will not result in any person receiving Shares with an application price totalling more than \$30,000 as a result of:

- (1) Shares issued to the person or to a Custodian on that person's behalf (as a result of an instruction given by that person to the Custodian to apply for Shares on their behalf) under the SPP; and
- (2) any other Shares issued to the person or to a Custodian on that person's behalf (as a result of an instruction given by that person to the Custodian to apply for Shares on their behalf) under an arrangement similar to the SPP operated by Alcidion in the 12 months prior to the Issue Date,

except to the extent that the person is issued with New Shares or interests as a Custodian under a custodian offer;

- (g) the applicant is a Custodian and has failed to provide Alcidion with a Custodian Certificate; or
- (h) the applicant has not otherwise complied with the Terms and Conditions.

4.5 Related Parties of the Company (including Directors) and their associates who are otherwise Eligible Shareholders may apply for New Shares in accordance with these Terms and Conditions. However, if the 5 day VWAP of Shares in the period ending on the day before the Issue Date (**Relevant Day**) is less than 80% of the Market Price of Shares on the Relevant Day:

- (a) any application by a Related Party or any associate of a Related Party for New Shares will be deemed to having been withdrawn;
- (b) the Related Party or the associate of a Related Party will not be eligible to participate in the Offer; and
- (c) any Application Amounts paid by the relevant Related Party or the associate of a Related Party will be refunded without interest.

4.6 The Board reserves the right (in its absolute discretion) to allocate fewer, or no, New Shares than an Eligible Shareholder applies for under the SPP, including, without limitation, in the event that the SPP is oversubscribed at its absolute and sole discretion (**Scale Back**).

4.7 When determining the amount (if any) by which to scale back an SPP application, the Board at its absolute discretion may determine and approve the methodology to be applied and may consider a number of factors, which may include, but not necessarily be limited to:

- (a) the size of an applicant's shareholding in the Company after the SPP record date;
- (b) the movement in shareholding between the record date and the closing date of the SPP;
- (c) the date on which the application was made with earlier applications given precedence; and
- (d) ensuring applicants receive an appropriate basic entitlement to New Shares prior to Scaling Back any additional New Shares applied for.

If there is a Scale Back, you may receive less than the parcel of New Shares for which you applied. If a Scale Back produces a fractional number of shares when applied to your parcel, the number of New Shares you will be issued will be rounded down to the nearest whole number of New Shares. In the event of a Scale Back, the difference between the Application Amount received by Alcidion, and the amount equal to the number of New Shares that will be issued to you multiplied by the Subscription Price, will be refunded to you without interest.

4.8 If there is a consolidation or re-organisation of the issued share capital of Alcidion prior to the Closing Date, the maximum number of New Shares to be issued pursuant to and in accordance

with the SPP shall be consolidated or re-organised (as the case may be) in the same ratio as the issued capital of Alcidion.

- 4.9 Where the SPP is not withdrawn, and a Scale Back is not undertaken, if the difference between the Application Amount you have paid, and the value of your New Shares (where the value of your New Shares equals the number of New Shares to be issued to you multiplied by the Subscription Price) is less than \$0.075 (7.5 cents), that amount shall not be refunded to you.

5. Certification by Eligible Shareholder

- 5.1 By making a BPAY® or EFT payment of the Application Amount in the manner specified in clause 4.1 you represent, and represent on behalf of each person on whose account you are acting:

- (a) the total of the following does not exceed \$30,000:
 - (1) the New Shares the subject of the Acceptance Slip or the BPAY®/EFT payment;
 - (2) any other Shares applied for under a similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or making the BPAY®/EFT payment;
 - (3) any other Shares issued to a Custodian (as a result of an instruction given by you to the Custodian or another Custodian to apply for Shares on your behalf) under the SPP or under any similar arrangement operated by Alcidion in the 12 months prior to the date of submission of the Acceptance Slip or making the BPAY®/EFT payment and which resulted in you holding beneficial interests in those Shares; and
 - (4) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP;
- (b) subject to clause 4.5, you are an Eligible Shareholder and are eligible to participate in the SPP;
- (c) all details and statements in your Application Form and Acceptance Slip are true and correct and not misleading;
- (d) you acknowledge that the Shares have not, and will not be, registered under the Securities Act 1933 of the United States of America or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand, and accordingly, the Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws; and
- (e) you have not and will not send any materials relating to the SPP to any person in the United States or that is, or is acting for the account or benefit of, a US person.

- 5.2 By accepting an Offer to acquire Shares under the SPP, you:

- (a) agree to be bound by Alcidion's constitution;
- (b) irrevocably and unconditionally agree to these Terms and Conditions and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (c) agree that your Acceptance Slip will be irrevocable and unconditional (that is, it cannot be withdrawn) (subject to clause 4.5);

- (d) acknowledge that none of Alcidion, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (e) acknowledge that Alcidion and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these Terms and Conditions;
- (f) agree to pay the Subscription Price per Share up to the maximum of:
 - (1) the value you have selected on the Acceptance Slip; or
 - (2) the maximum value of your BPAY®/EFT payment;
- (g) authorise Alcidion to correct any minor errors in your Acceptance Slip;
- (h) agree that Alcidion may determine that your Acceptance Slip is valid even if it is incomplete, contains errors or is otherwise not completed in accordance with the Terms and Conditions;
- (i) acknowledge that no interest will be paid on any Acceptance Slip monies held pending the issue of Shares or subsequently refunded to you for any reason;
- (j) accept the risk associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on Alcidion's shareholder register; and
- (k) agree that Alcidion is not responsible for any loss suffered by you if you do not receive any refund of Acceptance Slip money due to you under the Terms and Conditions provided Alcidion has sent the refund to your address or nominated bank account shown on Alcidion's shareholder register.

6. Custodian

- 6.1 Eligible Shareholders, who are Custodians, may participate in the SPP on behalf of:
- (a) one or more persons that are not Custodians on whose behalf the Custodian is holding Shares; or
 - (b) a person, on whose behalf, another Custodian (**Downstream Custodian**) holds beneficial interests in Shares and the Custodian holds the Shares to which those beneficial interests relate, on behalf of the Downstream Custodian or another Custodian.
- (each a **Participating Beneficiary**).
- 6.2 If you are a Custodian holding Shares on behalf of two or more persons jointly, the joint beneficiaries will be taken to be a single Participating Beneficiary for the purposes of these Terms and Conditions.
- 6.3 If you are a Custodian and hold Shares on behalf of one or more Participating Beneficiaries, you may apply for up to a maximum of \$30,000 worth of New Shares for each Participating Beneficiary subject to providing Alcidion with a Custodian Certificate (included for Custodians with these Terms and Conditions), in addition to the Acceptance Slip, certifying the following:
- (a) that, as at the Record Date, either or both of the following apply:
 - (1) you hold Shares on behalf of one or more Participating Beneficiaries that are not Custodians; or

- (2) a Downstream Custodian holds beneficial interests in Shares on behalf of one or more Participating Beneficiaries, and you hold the Shares on behalf of the Downstream Custodian or another Custodian,

and each Participating Beneficiary has subsequently instructed the following person to apply for New Shares on their behalf pursuant to the SPP:

- (1) where paragraph 6.3(a)(1) applies, you as the Custodian; and
 - (2) where paragraph 6.3(a)(2) applies, the Downstream Custodian.
- (b) the number of Participating Beneficiaries;
 - (c) the name and address of each Participating Beneficiary for whom the Custodian applies for New Shares;
 - (d) in respect of each Participating Beneficiary:
 - (1) where paragraph 6.3(a)(1) applies, the number of Shares that you hold on behalf of the Participating Beneficiary; and
 - (2) where paragraph 6.3(a)(2) applies, the number of Shares to which the beneficial interests relate;
 - (e) in respect of each Participating Beneficiary:
 - (1) where paragraph 6.3(a)(1) applies, the number or dollar amount of New Shares the Participating Beneficiary has instructed you to apply for on their behalf; and
 - (2) where paragraph 6.3(a)(2) applies, the number or dollar amount of New Shares the Participating Beneficiary has 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:
 - (1) the New Shares applied for by you as Custodian on their behalf under the SPP; and
 - (2) any other Shares issued to you as Custodian in the 12 months prior to the date of submission of the Acceptance Slip as a result of an instruction given by them to you as Custodian or to a Downstream Custodian to apply for Shares under an arrangement similar to the SPP operated by Alcidity;
 - (g) that a copy of the SPP was given to each Participating Beneficiary; and
 - (h) where paragraph 6.3(a)(2) applies, the name and address of each Custodian who holds beneficial interests in Shares held by the Custodian in relation to each Participating Beneficiary.

6.4 Custodians should have received a Custodian Certificate with these Terms and Conditions. If you are a Custodian and you did not receive a Custodian Certificate or would like further information on how to apply, you should contact the SPP Information Hotline on 1300 850 505.

7. Issue of Shares

7.1 Alcidity is prohibited from issuing any New Shares to any Eligible Shareholder unless the Eligible Shareholder has provided the certification set out in clause 5, and if a Custodian, has provided a Custodian Certificate, at the time of applying for the New Shares.

- 7.2 The Directors of Alcidion reserve the right to issue to Eligible Shareholders such number of New Shares under the SPP as is permitted under the Listing Rules without Shareholder approval. In the event that the SPP is oversubscribed, the Board reserves the right to allocate fewer New Shares than an Eligible Shareholder applies for under the SPP at its sole discretion or no New Shares.
- 7.3 Alcidion intends to issue the New Shares under the SPP on or about Wednesday 29 November 2023 (**Issue Date**). Alcidion reserves the right to vary the Issue Date without further notice in the event that the Closing Date is varied pursuant to clauses 3.2 or 11.1.
- 7.4 In respect of application monies received from an Eligible Shareholder, Alcidion will, prior to the Issue Date, determine the maximum number of New Shares rounded down to the nearest whole number which may be acquired by any Eligible Shareholder.
- 7.5 The allocation of New Shares will be determined by the Board at its sole discretion.
- 7.6 The Directors reserve the right to accept oversubscriptions as they deem appropriate but not exceeding the threshold of \$30,000 per holder under the Legislative Instrument.
- 7.7 Alcidion will apply to ASX for quotation of the New Shares issued under the SPP within the period prescribed in the Listing Rules. You will be sent a holding statement or confirmation of allotment on or around Friday 1 December 2023.

8. Subscription Price

- 8.1 The price of the New Shares will be the Subscription Price.
- 8.2 Compared with the Volume Weighted Average Market Price (over the last 10 days on which trading in Shares were recorded immediately prior to the announcement of the SPP on Tuesday 31 October 2023), the Subscription Price represents a 24.7% discount to the Volume Weighted Average Market Price over that period.
- 8.3 The New Shares are a speculative investment, and the Market Price of the Shares may change between the Opening Date and the Issue Date. This means that the Subscription Price you pay for the New Shares may exceed the Market Price of the Shares at the Issue Date. Alcidion does not make any assurance as to the Market Price of Shares and there can be no certainty that Shares in Alcidion will trade at or above the Subscription Price following the Issue Date. Shareholders should seek their own financial advice in relation to this Offer and participation in the SPP.
- 8.4 No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Shareholders in respect of an application for, and an issue of, New Shares under the SPP.
- 8.5 Alcidion may pay brokerage and other commissions in respect of any subscriptions procured in respect of the SPP, as determined by the Board in its discretion. This includes a fee payable to the SPP manager, Henslow Pty Ltd, of 3.0% of the total subscription amount received from eligible shareholders, and not refunded, pursuant to applications for offer securities under the SPP.

9. Rights attaching to New Shares

- 9.1 All New Shares issued under the SPP will be issued on the same terms as other Shares quoted on ASX and once issued, will rank pari passu with existing Shares. Alcidion will apply for the New Shares to be quoted on ASX. It is anticipated that New Shares issued under the SPP will be quoted on ASX on, or shortly after, the Issue Date. Holding statements for the New Shares issued under the SPP will be sent to Eligible Shareholders who have participated in the SPP. If you trade any New Shares before you receive your holding statement, then you do so at your own risk.

10. Non-residents

- 10.1 The right to participate in this Offer under the SPP is available exclusively to persons who were registered as holders of Shares at 7.00pm (Melbourne time) on the Record Date and whose registered address was in Australia or New Zealand or in another jurisdiction where, in the opinion of the Board, it is lawful and reasonably practical to extend the Offer according to the laws of that jurisdiction.
- 10.2 Eligible Shareholders who are not residents of Australia should consult their professional advisers as to whether any formalities need to be observed (either by them or Alcidion) to enable them to apply for New Shares. It is the responsibility of such Eligible Shareholders to obtain all necessary approvals so they may legally apply for New Shares. The return of a completed Acceptance Slip and accompanying Application Amount, or the forwarding of payment of the Application Amount using BPAY®/EFT from a non-resident Eligible Shareholder will be taken by the Company to constitute a representation and warranty by that Eligible Shareholder that all relevant approvals have been obtained and that Alcidion may legally offer the New Shares to that Eligible Shareholder.

11. General

- 11.1 The Board may change or terminate the SPP at any time prior to the Issue Date. If the Board does so, it will advise the ASX. Any omission to give notice of changes to, or termination of, the SPP, or the non-receipt of any such notice, will not invalidate the change or termination.
- 11.2 If the SPP is withdrawn, all Application Amounts received by Alcidion will be refunded. No interest will be paid on any refunded Application Amounts.
- 11.3 In addition to any rights of the Board to reject applications as set out in these Terms and Conditions, the Board also reserves the right to allocate fewer, or no, New Shares than an Eligible Shareholder applies for under the SPP if the Board believes that the allotment of those New Shares would contravene any of the Listing Rules or the requirements of the Legislative Instrument. In any such case, excess Application Amounts will be returned to the relevant applicant(s). No interest will be paid on Application Amounts so returned.
- 11.4 Alcidion may settle, in any manner it deems appropriate, any disputes or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any applicant or application for New Shares. The decision of Alcidion will be conclusive and binding on all persons to whom the determination relates.
- 11.5 Alcidion reserves the right to waive compliance with any provision of the SPP Terms and Conditions.
- 11.6 The Offer of New Shares under the SPP is in accordance with the Legislative Instrument which grants relief from the requirement to prepare a disclosure document for this Offer and in accordance with the Listing Rules.
- 11.7 In New Zealand, the Offer of New Shares under the SPP is in accordance with the *Financial Markets Conduct Act 2013* (NZ), the Financial Markets Conduct Regulations 2013 (NZ) (**FMC Act**) and the Financial Markets Conduct (**Incidental Offers**) Exemption Notice 2016 (NZ) (**Exemption Notice**).
- 11.8 The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:
- (a) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
 - (b) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;

- (c) is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
 - (d) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act;
or
 - (e) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.
- 11.9 The New Shares are not being offered or sold to retail investors within New Zealand other than to existing Shareholders of Alcidion with registered addresses in New Zealand to whom the offer of the New Shares is being made in reliance on the FMC Act and the Exemption Notice.
- 11.10 This document has not been registered, filed with or approved by any New Zealand regulatory authority. This Offer Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.
- 11.11 Neither this document nor the Application Form constitutes an offer of securities in the United States or to, or for the account or benefit of any US person. The Shares to be issued under this SPP have not been and will not be registered under the Securities Act 1933 of the United States of America, or the securities laws of any state or other jurisdiction of the United States. In order to comply with relevant securities laws, the Shares to be issued under this SPP may not be offered to Shareholders located in the United States or to Shareholders who are, or who are acting for the account or benefit of, US persons. Because of these legal restrictions, you must not send copies of the Terms and Conditions or any other material relating to the SPP to any person resident in the United States or any person who is, or is acting for the account or benefit of, US persons. Consistent with the warranties contained in the Terms and Conditions and the accompanying Application Form, you may not submit any completed Acceptance Slip for any person resident in the United States or who is, or is acting for the account or benefit of, US persons. Failure to comply with these restrictions may result in violations of applicable securities laws.
- 11.12 The contents of this document have not been reviewed by any regulatory authority in any jurisdiction. By filling out the Acceptance Slip to apply for New Shares, you are providing personal information about yourself to Alcidion. Alcidion, and its share registry on its behalf, collect, hold and use that personal information in order to process your application, service your needs as a Shareholder, to provide facilities and services that you request and to carry out appropriate administration. Your personal information may also be used from time to time to inform you about other products and services offered by Alcidion, as well as its related body corporates, which Alcidion considers may be of interest to you. If you do not want your personal information to be used for this purpose, please contact Alcidion. You may request access to your personal information held by (or on behalf of) Alcidion by contacting Alcidion or its share registry, Computershare Investor Services Pty Ltd.
- 11.13 Alcidion may make determinations in any manner it thinks fit, including in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or Acceptance Slip. Any determinations by Alcidion will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Specifically, Alcidion reserves the right at any time to:
- (a) amend or vary these Terms and Conditions;
 - (b) waive strict compliance with any provision of these Terms and Conditions;
 - (c) withdraw the Offer or suspend or terminate the SPP;
 - (d) vary the timetable for the SPP, including the Closing Date; and

- (e) not accept an application, not issue Shares or issue Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian or nominee applying on behalf of a Participating Beneficiary).
 - (f) In the event that the SPP is withdrawn or terminated, all Application Amounts will be refunded. No interest will be paid on any money returned to you.
- 11.14 None of Alcidion, its officers, employees, advisers or agents makes any representations or warranties about, and accepts no responsibility for, the liability of Eligible Shareholders to pay income tax in respect of any issue of Shares, payment or other transaction under the SPP.
- 11.15 These Terms and Conditions prevail to the extent of any inconsistency with the Application Form.
- 11.16 These Terms and Conditions are governed by the laws in force in Victoria.
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ALCIDION

ABN 77 143 142 410

For all enquiries:



Phone:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



Web:

www.computersharecas.com.au/ALCSPP

X 9999999991

I N D

Entitlement No: 12345678



CLOSING DATE:

**Your payment must be received
by 5:00pm (AEDT) Wednesday,
22 November 2023**

Share Purchase Plan Application Form

This is an important document that requires your immediate attention.

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

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

In addition, by making payment you certify that:

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

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

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

Registration Name & SPP Offer Details

Details of the shareholding and the SPP Offer are shown above.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

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

BPAY

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

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

Privacy Notice

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

Make Your Payment:

Eligible Shareholders may apply for securities in A\$2,000 increments from a minimum of A\$2,000 up to a maximum of A\$30,000. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.



Billers Code: 411330
Ref No: 1234 5678 9123 4567 89

Offer Details:

Minimum value
available to purchase:

\$2,000

Maximum value
available to purchase:

\$30,000

Record Date:

**7:00pm (AEDT) Tuesday, 31
October 2023**



ALCIDION

ABN 77 143 142 410

For all enquiries:

Phone:



(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Web:



www.computersharecas.com.au/ALCSPP

ALC

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN NEW ZEALAND



CLOSING DATE

Your payment must be received by
**5:00pm (AEDT) Wednesday, 22 November
2023**

Electronic Funds Transfer Details

Dear Securityholder,

Alcidion Group Limited Share Purchase Plan

BPAY® is the most secure and efficient payment method for submitting your funds into the Offer. In the event that you do not have access to BPAY, the Electronic Funds Transfer (EFT) payment details are available below so that you can make payment directly into the Offer bank account.

These details relate only to the above Offer and must not be shared, passed to anyone, or used for any other purpose except the transfer of funds from the applicant shown above.

Bank Account and Reference details:

BSB: xxx-xxx
Account Number: xxxx-xxxxx
Account Name: CIS ATF ALCIDION GROUP LIMITED
Bank Name: Australia and New Zealand Banking Group Limited
Bank Address: TBC
SWIFT/BIC Code: ANZBAU3M
Beneficiary Address: 452 Johnston Street, Abbotsford VIC 3067 Australia
REFERENCE NUMBER *: **12345678**

***IMPORTANT:** The reference number must be included in the transfer so your application can be identified. If the correct Reference Number is not included, your application may not be able to be identified or may be deemed invalid.

Your payment must be received in Australian dollars and your application will be processed for the net amount received. Please ensure any conversion fees (or other fees) are deducted separately to your payment. It is common for your bank to apply an option such as 'remitter to bear all charges' to deduct the fees separately.

Your EFT payment must be received by the close date and time. If funds are not received from you by this time your application may not be accepted.

If you have any questions in relation to the SPP, please contact the Information Line from 8.30am to 5.00pm (AEDT) Monday to Friday on 1300 850 505 (for callers within Australia) or +61 3 9415 4000 (for callers outside Australia).