



# **Aeris Environmental Ltd**

ACN 093 977 336

ASX:AEI

## **Share Purchase Plan**

**The Offer closes at 5:00pm AEDT on 23 January 2019.  
This is an important document. Please read it carefully before making an  
investment decision in relation to the Share Purchase Plan.**





13 December 2018

## Share Purchase Plan

Dear Shareholder

On behalf of Aeris Environmental Ltd ACN 093 977 336 (ASX:AEI) (Aeris or the Company), I am pleased to invite you to participate in a Share Purchase Plan (SPP) that gives you the opportunity to subscribe from between A\$2,500 for up to A\$15,000 worth of new Aeris fully paid ordinary shares (Shares) at an issue price of A\$0.17 per Share.

The Company has recently completed a placement of ordinary shares at an issue price of A\$0.17 per Share, raising A\$4 million (Placement), as detailed in the ASX announcements made on 3 and 12 December 2018. Funds raised under the SPP, together with the funds raised under the Placement, will be used to provide funding support for Aeris' growth plans, particularly in the USA.

The amount to be raised from the SPP is capped at a maximum of A\$1 million. If the Company receives applications in excess of this amount, the applications will be scaled back in accordance with the terms and conditions of the SPP.

The SPP will be available to shareholders who were on Aeris' Share Register at 7:00pm AEDT on 30 November 2018 (Record Date) and have a registered address in Australia or New Zealand (Eligible Shareholders). The SPP will not be available to the new Placement investors, as the Shares issued under the Placement were issued after the Record Date.

The SPP gives Eligible Shareholders the opportunity to purchase Shares at the same price as the Placement, being A\$0.17 per Share, which compares to the 30-day volume weighted average price of the Company's shares on 29 November 2018 (the last day of trading before the Record Date) of A\$0.171. There are no transaction costs or brokerage costs to participating shareholders.

The SPP closes at 5:00pm AEDT on 23 January 2019. If you intend to participate, your application and funds must be received by this time. Aeris reserves the right to close the SPP early.

This letter, and the accompanying material, set out the terms and conditions of the SPP. Additional information about the Company, including a link to all Aeris' ASX announcements, is available at: <https://www.aeris.com.au>.

If you have any questions about the SPP or on how to complete the enclosed application form, please call our office on 02 8344 1315, or consult your financial or other professional adviser.

On behalf of the Board, I look forward to your continued support.

Yours sincerely

**Aeris Environmental Ltd**

**Maurie Stang**

Chairman

## Terms and Conditions

### Offer Details

The details of the SPP offer are as follows:

<b>Issue Price</b>	A\$0.17 per Share, the same issue price as the Placement
<b>Application Amounts</b>	Any amount divisible by the Issue Price from A\$2,500 (14,705 Shares) up to A\$15,000 (88,235 Shares)
<b>Record Date</b>	7:00pm AEDT on 30 November 2018
<b>Expected despatch of booklet to Shareholders and opening date of Offer</b>	14 December 2018
<b>Closing Date</b>	5:00pm AEDT on 23 January 2019
<b>Allotment Date</b>	28 January 2019
<b>Expected quotation date and trading of Shares</b>	31 January 2019

### How Do I Participate?

To participate, you should either:

- return your Application Form, together with a cheque; or
- pay the Application Amount via BPAY, so that payment is received by **5:00pm AEDT on 23 January 2019**.

BPAY instructions are set out on the Application Form. If you use BPAY, you do not need to return your Application Form. Please make sure you use the specific Biller Code and unique Reference Number on your personalised Application Form. Your financial institution may implement earlier cut-off times with regard to electronic payment. You should take this into consideration when making payment.

If paying by cheque, use the reply paid envelope or deliver it to the address set out on the Application Form. Applications received after the Closing Date will not be accepted.

Funds received for applications by cheque or BPAY will be regarded as applications for the maximum number of Shares that those funds will pay for in full. Do not forward cash. Receipts for payment will not be issued.

***Applications cannot be withdrawn.***

### Risks

Aeris' market price may vary at any time during the offer period and its Shares may trade at a price that is lower than the Issue Price. Accordingly, by taking part in this SPP, you accept the risk that the market price of the Company's shares may fall below the Issue Price between the date of this Offer and the Allotment Date, in which case you may have been able to buy the Shares at a lower price than the Issue Price.

***By making an application, you represent to Aeris the matters set out under the heading 'Your Representations' in these terms and conditions, and in the Application Form.***

## Do I Have to Participate?

No, you do not have to participate – participation is optional.

## How Many Shares Can I Take Up?

Eligible Shareholders will receive the number of Shares equal to the Application Amount (subject to any scale-back) divided by the Issue Price. Fractions will be rounded down and the difference (being any amount less than the Issue Price) may be retained by the Company. For example:

<b>Application Amount</b>	<b>Shares Issued (subject to scale-back)</b>
A\$2,500	14,705 Shares
A\$5,000	29,411 Shares
A\$7,500	44,117 Shares
A\$10,000	58,823 Shares
A\$15,000	88,235 Shares

## Eligibility to Participate

Participation is open to Aeris shareholders who, at 7:00pm AEDT on 30 November 2018 (Record Date), were shareholders with a registered address in Australia or New Zealand (Eligible Shareholders).

## Maximum Subscription

The maximum amount you can apply for is A\$15,000 worth of Shares.

## Multiple Holdings

If you are the only registered holder of the Company's 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 A\$15,000 worth of Shares.

## Joint Holders

If you are a joint holder of Aeris' shares, that joint holding is considered to be a single registered holding for the purpose of the SPP and you are entitled to participate in the SPP in respect of that single holding only. If you are a joint holder and you receive more than one offer under the SPP, you may only apply in aggregate for a maximum of A\$15,000 worth of Shares.

## Trustee or Nominee

If you are expressly noted on the Company's Share Register as a trustee or nominee for a named beneficiary, you may only apply for one maximum parcel of Shares for each named beneficiary. If Aeris' Share Registry does not record a named beneficiary in respect of your trustee or nominee holding, the rules for multiple single holdings apply.

## Custodians

If you are a custodian within the definition of 'custodian' in ASIC Class Order [CO 09/425] (as varied) and hold shares in the Company on behalf of one or more persons (each a Participating Beneficiary), or on behalf of another custodian of Aeris' shares, you may apply for up to a maximum of A\$15,000 worth of Shares for each Participating Beneficiary, subject

to providing the Company with a 'custodian certificate' in addition to the Application Form, which certifies matters required by ASIC Class Order [CO 09/425] (as varied). Please contact the Share Registry, Computershare, on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) to obtain the custodian certificate.

### **Directors**

Directors of Aeris are able to participate in the SPP.

### **Can I Transfer My Entitlements?**

The Offer is non-renounceable, which means that you cannot transfer your right to purchase Shares under the SPP to anyone else.

### **Scale-Back**

The amount raised under the SPP will be capped at A\$1 million. The Company may scale-back applications to the extent and in the manner that it sees fit. Factors that Aeris may take into account in determining any scale-back include the amount applied for by each shareholder under the SPP, the number of Shares held at the Record Date, the number of Shares held at the close of the SPP offer period and compliance with regulatory requirements.

In any scale-back, the difference between the value of the Shares allotted at the Issue Price and the Application Amount paid to the Company will be refunded to you as soon as practicable following the Allotment Date. Any scale-back will be announced on the Allotment Date. No interest will be paid on any Application Amount received or refunded.

### **Underwriting**

The SPP is not underwritten.

### **ASX Quotation**

Following the issue and allotment of Shares under the SPP, Aeris will apply to ASX for quotation of the Shares on the Official List and send Holding Statements / confirmation advices to the Eligible Shareholders' registered addresses.

### **Other Information**

Shares issued under the SPP will rank equally in all respects with existing fully paid Shares.

### **Brokerage**

Eligible Shareholders may subscribe without incurring brokerage costs, commission or other transaction costs.

### **The Company's Rights**

Aeris may reject any application for Shares under the SPP that it believes do not comply with these terms and conditions, including where it appears that you are not an Eligible Shareholder, if a cheque is returned unpaid, if the Application Form has not been properly completed or where there are grounds for believing that the applicant is not acting in good faith. The Company may modify, suspend or cancel the SPP at any time. If Aeris does this, it will notify the ASX. If the SPP is cancelled, all application money will be refunded to shareholders without interest.

Aeris may settle, in any manner it deems fit, any anomalies or disputes in connection with the SPP, and such a decision shall be conclusive and binding on all applicants. The Company reserves the right to waive strict compliance with these terms and conditions.

### **Your Representations**

By completing and returning the Application Form or by making a BPAY payment:

- you certify to Aeris that you are an Eligible Shareholder;
- you certify that you are not a US Person and you are not applying under the Offer for, or on behalf of, a US Person;
- you authorise the Company (and its officers and agents) to correct any error in, or omission from, your Application Form and to complete an incomplete Application Form;
- you accept the risks associated with any refund that may be sent to your address or to your nominated bank account as shown on Aeris' Share Register;
- you certify the total application price does not exceed A\$15,000;
- you acknowledge that Aeris may at any time determine that your Application Form is invalid, even if the Application Form is invalid;
- you irrevocably and unconditionally agree to these terms and conditions; and
- you acknowledge that the Company is not liable for any exercise of its discretions referred to in these terms and conditions.

### **Other Important Information**

This document is not an offer of securities in any place outside Australia or New Zealand and does not take into account your individual investment objectives, financial situation or particular needs. You may want to obtain independent financial and taxation advice before making an investment decision.

The Shares have not been, and will not be, registered under the US Securities Act, the securities laws of any state or other jurisdictions in the US or in any other jurisdiction outside Australia and, accordingly, the Shares issued under the SPP 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 US Securities Act or any other applicable securities laws.



**Environmental Ltd**

ACN 093 977 336


ASX:AEI



# Aeris Environmental Ltd

ABN 19 093 977 336

## For all enquiries:

**Phone:**  
 Aeris Environmental Ltd (02) 8344 1315

**Web:**  
 [www.investorcentre.com/contact](http://www.investorcentre.com/contact)

AEI

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

## Make your payment:



See overleaf for details of the Offer and how to make your payment

## Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (AEDT) on 23 January 2019**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. 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 Aeris Environmental Ltd and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Aeris Environmental Ltd shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed \$15,000.

Aeris Environmental Ltd 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 Aeris Environmental Ltd will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Aeris Environmental Ltd 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 Aeris Environmental Ltd does not notify you of that event.

### Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

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

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

### Step 2: Make Your Payment

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

**BPAY®:** See overleaf. Do not return the payment slip with BPAY payment.

**By Mail:** Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Aeris Environmental Ltd**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

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

Aeris Environmental Ltd Share Purchase Plan Application Form  
Payment must be received by 5:00pm (AEDT) on 23 January 2019


© Registered to BPAY Pty Limited ABN 69 079 137 518

**Turn over for details of the Offer →**

# Share Purchase Plan Application Form

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**STEP 1****Registration Name & Offer Details** For your security keep your SRN/  
HIN confidential.

Registration Name: MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details: Record date: **30 November 2018**

Minimum value available to purchase: **A\$2,500**

Maximum value available to purchase: **A\$15,000**

**STEP 2****Make Your Payment**

Billers Code: 999999  
Ref No: 1234 5678 9123 4567 89

**Pay by Mail:**

Make your cheque, bank draft or money order payable to  
"Aeris Environmental Ltd" and cross "Not Negotiable".

Return your cheque with the below payment slip to:

**Computershare Investor Services Pty Limited**  
**GPO BOX 505 Melbourne Victoria 3001 Australia**

Contact your financial institution to make your  
payment from your cheque or savings account.

**Lodgement of Acceptance**

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (AEDT) on 23 January 2019. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Aeris Environmental Ltd 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 this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (AEDT) on 23 January 2019. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Aeris Environmental Ltd accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

**Privacy Notice**

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

Detach here

**Purchase Details for Aeris Environmental Ltd (choose one option)**

☐ A\$2,500 for 14,705 Shares OR ☐ A\$5,000 for 29,411 Shares OR ☐ A\$7,500 for 44,117 Shares

☐ A\$10,000 for 58,823 Shares OR ☐ A\$15,000 for 88,235 Shares



Entitlement No: 12345678

**Payment must be received by 5:00pm (AEDT) on 23 January 2019**

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

**Contact Details**

Contact Name \_\_\_\_\_ Daytime Telephone \_\_\_\_\_

**Cheque Details**

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/>

123456789123456789+0000000001-3051+14