



24 September 2020

The Australian Securities Exchange
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84

This notice is given by Bionomics Limited (ABN 53 075 582 740) (ASX: BNO) (**Bionomics**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**ASIC Instrument**).

Bionomics has today announced an accelerated non-renounceable pro rata entitlement offer (**Equity Raising**) of 1 new fully paid ordinary share in Bionomics (**New Share**) for every 12.54 fully paid ordinary shares in Bionomics held as at 6.30 pm (Adelaide time) on Monday, 28 September by shareholders with a registered address in Australia and New Zealand, and institutional shareholders in certain other jurisdictions in which Bionomics decides to extend the institutional component of the Equity Raising. The Equity Raising seeks to raise approximately \$2.173 million.

Bionomics advises that:

- (a) the New Shares will be offered for issue pursuant to the Equity Raising without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act as modified by the ASIC Instrument;
- (c) as at the date of this notice, Bionomics has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to Bionomics; and
 - (ii) section 674 of the Corporations Act;
- (d) as at the date of this notice, there is no "excluded information" of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act which is required to be disclosed by Bionomics under section 708AA(7)(d) of the Corporations Act; and
- (e) the potential effect of the issue of New Shares on control of Bionomics and the consequences of that effect, will depend on a number of factors, including investor demand and the extent to which eligible shareholders take up their entitlements under the Equity Raising. Having regard to the composition of Bionomics' share register, the information contained in the substantial shareholder notices released to ASX and the terms of the Equity Raising, the potential effects that the Equity Raising will have on the control of Bionomics and the consequences of that effect, are summarised below:
 - (i) If all eligible shareholders take up their entitlements under the Equity Raising, then the Equity Raising will have no significant effect on the control of Bionomics.

- (ii) If some eligible shareholders do not take up all of their entitlements under the Equity Raising, this could result in a dilution of those eligible shareholders' interests and the interests of eligible shareholders who accept their entitlements increasing.
- (iii) The proportional interests of shareholders with registered addresses outside Australia and New Zealand (and other ineligible Shareholders – other than institutional shareholders in certain other jurisdictions in which Bionomics decides to extend the institutional component of the Equity Raising) will be diluted because such shareholders are not entitled to participate in the Equity Raising.
- (iv) Shareholders who have accepted their entitlement in full and that apply for additional shares under the retail oversubscription facility to be made available under the retail component of the Equity Raising may increase their interests beyond their entitlement. This could result in the dilution of holdings of those who failed to accept their entitlements in full and those who failed to apply for additional shares under the retail oversubscription facility.

Bionomics' largest shareholder, BVF Partners L.P. (which holds 15.94% of the total number of shares in Bionomics as at the date of this announcement) has advised the Company that it will be participating in the Offer to the extent of its full entitlement.

Bionomics' second largest shareholder, Apeiron Investment Group Ltd. (which holds 12.31% of the total number of shares in Bionomics as at the date of this announcement) has advised the Company that it will be participating in the Offer to the extent of its full entitlement.

Overall, Bionomics does not believe that any person will increase their voting power in the Company in a way that will have a material impact on the control of Bionomics or Bionomics' future direction or prospects.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'Jack Moschakis', with a long horizontal line extending to the right.

Jack Moschakis
Legal Counsel & Company Secretary

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction in which such an offer would be illegal. Neither the entitlements nor the New Shares have been, or will be, registered under the U.S. Securities Act of 1933 (U.S. Securities Act) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements may not be taken up by, and the New Shares may not be offered or sold, directly or indirectly, to, persons in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities law of any state or other jurisdiction of the United States. This announcement may not be distributed or released in the United States.