



1 October 2020

Dear Shareholder

## **Bionomics Limited - Accelerated Non-Renounceable Pro-Rata Entitlement Offer**

### **Ineligible shareholder letter**

On Thursday, 24 September 2020 Bionomics Limited (ABN 53 075 582 740) (ASX: BNO) (**Bionomics**) announced a pro-rata accelerated non-renounceable entitlement offer (**Equity Raising**) of 1 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 2020 (**Record Date**) at an issue price of \$0.04 per New Share.

The Equity Raising is being made by Bionomics without a disclosure document under section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by the *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*.

The Equity Raising is not underwritten.

The Equity Raising comprises an offer to Eligible Institutional Shareholders (as defined below) (**Institutional Entitlement Offer**) and Eligible Retail Shareholders (as defined below) (**Retail Entitlement Offer**).

As the Equity Raising is non-renounceable, entitlements under the Equity Raising cannot be sold, traded on the ASX or on any other exchange, nor can they be privately transferred.

Documents relating to the Retail Entitlement Offer were lodged with ASX and will be despatched to Eligible Retail Shareholders today.

### **Eligibility Criteria**

Eligible Institutional Shareholders are those persons who:

- were identified as an Institutional Shareholder (as defined in the Retail Offer Booklet (**Retail Offer Booklet**) lodged with ASX today) by Bionomics;
- are not in the United States and are not a U.S. Person (as defined in the Retail Offer Booklet), including nominees or custodians, acting for the account or benefit of a U.S. Person;
- are eligible under all applicable securities laws to receive an offer under the Institutional Entitlement Offer; and
- have successfully received an offer under the Institutional Entitlement Offer.

Eligible Retail Shareholders are those persons who:

- are registered as holders of existing Bionomics fully paid ordinary shares as at 6.30 pm (Adelaide time) on the Record Date;
- have a registered address on Bionomics' share register in Australia or New Zealand;

Bionomics Limited ABN 53 075 582 740

- are not in the United States and are not a U.S. Person (including nominees or custodians) acting for the account or benefit of a U.S. Person;
- were not invited to participate in the Institutional Entitlement Offer and were not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer; and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Institutional Shareholders who do not qualify as an Eligible Institutional Shareholder are ineligible institutional shareholders and are unable to participate in the Institutional Entitlement Offer.

Shareholders who do not qualify as an Eligible Retail Shareholder are ineligible retail shareholders and are unable to participate in the Retail Entitlement Offer.

The restrictions upon eligibility to participate in the Equity Raising arise because of:

- the legal and regulatory requirements in countries other than Australia or New Zealand (in connection with the Retail Entitlement Offer) or certain other jurisdictions in which Bionomics decides to extend the Institutional Entitlement Offer;
- the potential costs to Bionomics of complying with these legal and regulatory requirements compared with the relatively small number of Bionomics shareholders in those countries;
- the relatively small number of existing Bionomics shares the shareholders in those countries hold; and
- the relatively low value of New Shares to which those shareholders would otherwise be entitled under the Institutional Entitlement Offer or the Retail Entitlement Offer (as applicable).

Bionomics has determined, pursuant to ASX Listing Rule 7.7.1(a) and section 9A(3) of the Corporations Act, that it would be unreasonable to make or extend offers to Bionomics shareholders in certain countries under the Equity Raising.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Institutional Shareholder or an Eligible Retail Shareholder stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3) of the Corporations Act, Bionomics wishes to advise you that it will not be extending the Equity Raising to you and you will not be able to subscribe for New Shares under the Equity Raising. You will not be sent the documents relating to the Institutional Entitlement Offer or Retail Entitlement Offer and you will not receive any value for the New Shares to which you would otherwise have been entitled.

You are not required to do anything in response to this letter.

For further information on the Equity Raising or if you have any questions you can call the Bionomics Offer Information Line on 1300 556 161 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30 am and 5.00 pm (Adelaide time). If you have any further questions you should contact your stockbroker, solicitor, accountant or other professional adviser.

Thank you for your ongoing support of Bionomics.

Yours faithfully,

**BIONOMICS LIMITED**

## Important Information

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 to be offered and sold in the Equity Raising 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 exercised or taken up by, and the New Shares may not be offered or sold, directly or indirectly, to, persons in the United States or acting for the account or benefit of 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.