

8 March 2021

Dear Shareholder

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

### **Ineligible shareholder letter**

Today Bionomics Limited (ABN 53 075 582 740) (ASX: BNO) (**Bionomics**) announced a pro-rata non-renounceable entitlement offer (**Entitlement Offer**) of 1 fully paid ordinary share in Bionomics (**New Share**) for every 6 fully paid ordinary shares in Bionomics held as at 6.30 pm (Adelaide time) on Thursday, 11 March 2021 (**Record Date**) at an offer price of \$0.145 per New Share.

The Entitlement Offer 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 Entitlement Offer is not underwritten.

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

Documents relating to the Entitlement Offer were lodged with ASX and will be despatched to Eligible Shareholders on Tuesday, 16 March 2021.

### **Eligibility Criteria**

Eligible 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;
- are not in the United States and are not a U.S. Person (as defined in the Offer Booklet lodged with ASX on 8 March 2021) acting for the account or benefit of a U.S. Person; and
- are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

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

The restrictions upon eligibility to participate in the Entitlement Offer arise because of:

- the legal and regulatory requirements in countries other than Australia or New Zealand in connection with the 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 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 Entitlement Offer.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible 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 Entitlement Offer to you and you will not be able to subscribe for New Shares under the Entitlement Offer. You will not be sent the documents relating to the 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 Entitlement Offer 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 Entitlement Offer 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.