



Noumi Limited  
80 Box Road  
Taren Point NSW 2229  
Australia  
ABN 41 002 814 235

11 April 2022

*Not for release to US wire services or distribution in the United States*

ASX Market Announcements  
ASX Limited  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

### Tranche B Notes Capital Raising

Noumi Limited (**ASX: NOU**) (**the Company**) is pleased to announce that it has today lodged a prospectus with the Australian Securities and Investments Commission (**ASIC**) and ASX to offer a minimum of \$26.4 million (maximum of \$27.2 million) in unlisted, subordinated, secured convertible notes (**Tranche B Notes**) to eligible noteholders (**Capital Raising**).

#### Key terms of the Capital Raising

- The Tranche B Notes are being offered to the Company's existing convertible noteholders who are sophisticated and/or professional investors, excluding Arrovest Pty Ltd and any existing noteholders who would otherwise require shareholder approval under ASX Listing Rule 10.11 to participate (**Eligible Noteholders**).
- The proceeds of the Capital Raising will primarily be used as follows:
  - as to \$26.4 million, to redeem the Loan Notes in full (including accrued interest on the Loan Notes up to 29 April 2022); and
  - up to \$0.8 million, to pay the costs and expenses associated with the Capital Raising.
- The conversion price for the Tranche B Notes is \$0.32.
- Applications for Tranche B Notes will open on 9:00am (Sydney time) on 20 April 2022 and close at 5:00pm (Sydney time) on 28 April 2022 (unless extended).
- A detailed summary of the terms of issue for the Tranche B Notes is included in the prospectus.

Shareholder approval was obtained for the issue of Tranche B Notes to Eligible Noteholders on 8 April 2022. As a result, the Tranche B Notes are capable of being converted into shares. The Tranche B Notes are not capable of being converted into cash.

If you are an Eligible Noteholder and wish to apply for Tranche B Notes, you are required to submit an online Application Form via <https://events.miracle.com/noumi-bnotes> and pay your Application Monies



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via BPAY® or EFT. If you are an Eligible Noteholder who is also a Loan Noteholder, you are not required to pay any Application Monies as part of your Application. Instead, pursuant to the terms of the Loan Notes, the issuance of the Tranche B Notes will be used to redeem your Loan Notes in full (plus accrued interest).

In order to complete an Application Form, you will need an Access Code which will be sent to all Eligible Noteholders by Link via email on or around 20 April 2022. If you have not received your Access Code from Link by 20 April 2022, please call the Offer Information Line on 1800 774 615 (within Australia) or +61 1800 774 615 (outside Australia) to request one.

If you are an Eligible Noteholder in the United States, you must complete a US investor certificate as part of your Application, attached as Annexure B to the Prospectus. Completed investor certificates must be returned to [capitalmarkets@linkmarketservices.com.au](mailto:capitalmarkets@linkmarketservices.com.au).

#### Indicative Timetable<sup>1</sup>

Key dates for the Capital Raising	Date
Announcement of Capital Raising	22 February 2022
Extraordinary General Meeting of Shareholders to approve issuance of Tranche B Notes	8 April 2022
Prospectus lodged with ASIC and ASX	11 April 2022
Record Date for determining eligibility to participate in Capital Raising	19 April 2022
Offer opens*	20 April 2022
Offer closes	28 April 2022
Issuance of Tranche B Notes (and redemption of Loan Notes)	29 April 2022

#### Offer Information Line

If you have any questions about the Capital Raising please call the Offer Information Line on 1800 774 615 (within Australia) or +61 1800 774 615 (outside Australia) between 8:30 am and 5:30 pm (Sydney time), Monday to Friday (excluding public holidays). If you are unclear in relation to any matter or are uncertain as to whether Tranche B Notes are a suitable investment for you, you should seek advice from your professional adviser.

<sup>1</sup> This timetable is indicative only and subject to change without notice. Subject to the requirements of the Corporations Act, the ASX Listing Rules and any other applicable laws, the Company reserves the right to amend this timetable at any time without notice, including extending the period in which Application Forms may be accepted or accepting late Application Forms, either generally or in particular cases.



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## Disclaimer

Nothing contained in this announcement constitutes investment, legal, tax or other advice. You should make your own assessment and take independent professional advice in relation to the information and any action on the basis of the information.

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### Investor inquiries:

**Justin Coss**  
Company Secretary  
Noumi Limited  
+ 612 9526 2555  
[justin.coss@noumi.com.au](mailto:justin.coss@noumi.com.au)

### Media inquiries:

**Clive Mathieson**  
Cato & Clive  
+61 411 888 425  
[clive@catoandclive.com](mailto:clive@catoandclive.com)

*This announcement was authorised for release by the Chair*

## About Noumi Ltd

**Noumi (ASX: NOU)** is a leading Australian FMCG company with a mission to create quality, on-trend, responsibly produced dairy and plant-based beverages, nutritional products and ingredients used across the health and fitness industries. The Company operates state-of-the-art manufacturing facilities in Victoria and NSW and produces key brands including the MILKLAB range of shelf-stable dairy and plant-based milks, Australia's Own, So Natural, Crankt, Vital Strength and PUREnFERRIN lactoferrin. <https://noumi.com.au/>