



Adslot Ltd.  
ABN: 70 001 287 510  
investor.relations@adslot.com  
**adslot.com**

ASX: ADS  
Level 2, 419 Collins Street  
Melbourne Vic 3000  
Australia  
Tel: +61 (0)3 8695 9100

ASX Announcement

21 April 2022

## Letter to Eligible Shareholders of Non-Renounceable Entitlement Offer

Attached is a sample of the letter that will be provided to shareholders of **Adslot Ltd** (ASX:ADS) (**Adslot** or **Company**) who are eligible to participate in the fully underwritten pro rata non-renounceable entitlement offer of new shares in Adslot, which was announced by Adslot on 11 April 2022.

For further information on the Entitlement Offer please visit <https://adslot-offer.thereachagency.com> or call the Offer Information Line: 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (Melbourne time) on Monday to Friday, before the Entitlement Offer closes at 5.00pm (Melbourne time) on Tuesday, 3 May 2022. Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser.

- END -

For further enquiries, please contact:

Ben Dixon  
Chief Executive Officer  
Adslot Limited  
investor.relations@adslot.com

### About Adslot

Adslot's mission is to automate the trading of forward guaranteed display advertising, referred to as automated guaranteed. Our leading technology is a purpose built, global media trading platform. Adslot benefits a global community of media buyers and sellers, including media agencies, publishers and advertisers, by providing trading efficiencies and effectiveness made possible only via technology, and by doing so the basis on which the \$80B online display advertising industry will realise its full growth potential.

Adslot is a global organisation with operations in North America, Europe and Asia Pacific and is headquartered in Australia.

# Adslot.

Adslot Limited  
ABN 70 001 287 510

## For all enquiries:

### Phone:

(within Australia) 1300 855 080  
(outside Australia) +61 3 9415 4000

### Web:

<https://adslot-offer.thereachagency.com>

ADS

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

SRN/HIN: SRN WITHHELD

## NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Dear Shareholder

21 April 2022

### Adslot Ltd (ASX: ADS)

### A\$2.0 million NON RENOUNCEABLE ENTITLEMENT OFFER

On 11 April 2022, Adslot Ltd (**Adslot**) announced a capital raising comprising of an institutional placement to raise A\$1.8 million at the issue price of A\$0.017 (**Placement**) and a fully underwritten non renounceable entitlement offer to subscribe for 1 new Share for every 17 existing Shares at an Issue Price of A\$0.017 per new Share (**Entitlement Offer**) to raise approximately A\$1,982,000.

The proceeds from the Entitlement Offer will be used to pay US sales and marketing costs, for Adslot Media product development, to strengthen Adslot's balance sheet and provide additional working capital, and to pay the costs of the Placement and the Entitlement Offer. Further details are set out in the investor presentation relating to the Entitlement Offer published on ASX on 11 April 2022.

The Entitlement Offer is an offer to eligible shareholders (as described below) (**Eligible Shareholders**) to participate in an issue of ordinary shares in Adslot (**New Shares**) at the Offer Price (as defined below) and offer ratio referred to below. The Entitlement Offer is being made by Adslot without a prospectus or other disclosure document in accordance with section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**).

As an Eligible Shareholder, you are able to subscribe for 1 New Share for every 17 existing Adslot ordinary shares that you held on the Record Date of 7.00pm (Melbourne time) on Tuesday, 19 April 2022 (**Entitlement**). The offer price is A\$0.017 per New Share (**Offer Price**). Your personalised Entitlement and Acceptance Form includes the number of New Shares that you are able to subscribe for based on your Entitlement. Fractional entitlements have been rounded up to the nearest whole number of shares.

The Entitlement Offer includes a top up facility under which Eligible Shareholders who subscribe for their Entitlement in full can apply to take up additional New Shares in excess of their Entitlement, up to a maximum of 50% of their Entitlement (**Top Up Offer**). Applications under the Top Up Offer will only be considered to the extent there is a shortfall under the Entitlement Offer. Allocations of New Shares to applicants in the Top Up Offer will be determined by Adslot in its sole discretion and will be subject to the terms set out in the Offer Document.

**This letter is to notify you that the Entitlement Offer is now open and provide you with instructions as to how to obtain a copy of the Offer Document and your personalised Entitlement and Acceptance Form.**

#### **How to obtain a copy of the Offer Document and your personalised Entitlement and Acceptance Form**

- 1. ONLINE** The Offer Document and your personalised Entitlement and Acceptance Form are available to view online at <https://adslot-offer.thereachagency.com>. To access this website you will need your SRN or HIN, which is displayed at the top of this letter.
- 2. PAPER** You can request a paper copy of the Offer Document and your personalised Entitlement and Acceptance Form by contacting the Offer Information Line on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (Melbourne time) on Monday to Friday.

**Please note that there may be some delays in delivery of the Offer Document and your personalised Entitlement and Acceptance Form via post (including because of ongoing disruption caused by COVID-19). You are encouraged to access the Offer Document and your personalised Entitlement and Acceptance Form online by following the instructions on the offer website.**

**The Entitlement Offer is scheduled to close at 5.00pm (Melbourne time) on Tuesday, 3 May 2022. Payment must be received before this time.**

You should read the Offer Document carefully and in its entirety before deciding whether to participate in the Entitlement Offer.

#### **Eligible Shareholders**

Eligible Shareholders are holders of fully paid ordinary shares in the capital of Adslot as at 7.00pm (Melbourne time) on Tuesday, 19 April 2022 (**Record Date**) who:

1. have an address on the Adslot register as at the Record Date in Australia or New Zealand, other than certain institutional or sophisticated shareholders in foreign jurisdictions determined by the directors of Adslot;
2. are not in the United States and are not acting for the account or benefit of a person in the United States; and
3. are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus, disclosure document, or any lodgement, filing, registration or qualification,

provided that, if a shareholder (including a nominee or custodian) is acting for the account or benefit of a person in the United States, it may not participate in the Entitlement Offer on behalf of such a person.

#### **Action required by Eligible Shareholders**

Entitlements may have value and it is important that Eligible Shareholders determine whether to take up all or part of their Entitlements or do nothing.

##### **1. Take up all of your Entitlement**

If you are an Eligible Shareholder and you wish to take up your Entitlement in full (including applying for additional New Shares under the Top Up Offer), you are encouraged to make payment by BPAY where possible. Payment must be received before 5.00pm (Melbourne time) on Tuesday, 3 May 2022. You can access your personalised payment instructions online at <https://adslot-offer.thereachagency.com>.

##### **2. Take up part of your Entitlement**

If you are an Eligible Shareholder and you wish to take up part of your Entitlement, you are encouraged to make payment by BPAY where possible. Payment must be received before 5.00pm (Melbourne time) on Tuesday, 3 May 2022. You can access your personalised payment instructions online at <https://adslot-offer.thereachagency.com>. You will not receive any payment or value for any of your Entitlement not taken up and your percentage holding in Adslot will be reduced as a result of your taking up less than your full Entitlement under the Entitlement Offer.

### 3. Do nothing and allow your Entitlement to lapse

If you are an Eligible Shareholder and you do not wish to accept all or any part of your Entitlement, you should do nothing and allow your Entitlement to lapse. By allowing your Entitlement to lapse, you will not receive any payment or value for your Entitlement and your percentage holding in Adslot will be reduced as a result of the Entitlement Offer.

#### Key Dates

| Event  | Time                 |
|--|----------------------|
| ASX announcement of the Entitlement Offer, lodgement of Appendix 3B and cleansing notice | 11 April 2022        |
| 'Ex' date  | 14 April 2022        |
| Record Date for entitlement to participate in Entitlement Offer                          | 19 April 2022        |
| The Offer Document is dispatched to Eligible Shareholders and announced to ASX           | 21 April 2022        |
| Opening Date for the Entitlement Offer   | 21 April 2022        |
| Last day to extend the Entitlement Offer   | 28 April 2022        |
| Closing Date for lodgement of Entitlement and Acceptance Forms and payment               | 5.00pm on 3 May 2022 |
| Deferred settlement trading commences  | 4 May 2022           |
| Announcement of results of the Entitlement Offer   | 6 May 2022           |
| Allotment of New Shares under the Entitlement Offer                                      | 10 May 2022          |

This timetable is indicative only and may be subject to change without notice. Adslot reserves the right to amend any or all of these dates and times subject to the Corporations Act, the Listing Rules and other applicable laws. In particular, Adslot reserves the right to extend the closing date for the Entitlement Offer, to accept late applications under the Entitlement Offer (either generally or in particular cases) and to withdraw the Entitlement Offer without prior notice. Any extension of the closing date will have a consequential effect on the allotment date of New Shares. Adslot also reserves the right not to proceed with the Entitlement Offer in whole or in part at any time prior to allotment and issue of the New Shares. In that event, the relevant application monies (without interest) will be returned in full to applicants.

#### Enquiries

For further information on the Entitlement Offer please visit <https://adslot-offer.thereachagency.com> or call the Offer Information Line: 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (Melbourne time) on Monday to Friday, before the Entitlement Offer closes at 5.00pm (Melbourne time) on Tuesday, 3 May 2022. Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser.

Sincerely

**Adslot Ltd**  
**ABN 70 001 287 510**

#### NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

##### Important information

This letter is issued by Adslot Ltd (ABN 70 001 287 510). This letter is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any shares in Adslot in any jurisdiction. This letter does not constitute financial product advice and does not and will not form part of any contract for the acquisition of Adslot ordinary shares.

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any shares in the United States. The Entitlements and the New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be issued to, or exercised or taken up by, and the New Shares may not be offered or sold to, directly or indirectly, persons in the United States or persons who are acting for the account or benefit of persons in the United States unless they are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable securities laws of any state or other jurisdiction of the United States.

Nothing contained in this document constitutes investment, legal, tax or other advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. Please read the Offer Document, and if you are unsure of your position, please seek professional advice from your stockbroker, solicitor, accountant or other professional adviser.