



Announcement Summary

**Entity name**

APPEN LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

16/5/2023

**The Proposed issue is:**

An accelerated offer

A placement or other type of issue

**Total number of +securities proposed to be issued for an accelerated offer**

ASX +security code	+Security description	Maximum Number of +securities to be issued
APX	ORDINARY FULLY PAID	20,719,844

**Trading resumes on an ex-entitlement basis (ex date)**

17/5/2023

**+Record date**

18/5/2023

**Offer closing date for retail +security holders**

6/6/2023

**Issue date for retail +security holders**

14/6/2023

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
APX	ORDINARY FULLY PAID	11,442,320

**Proposed +issue date**

26/5/2023

Refer to next page for full details of the announcement





## Part 1 - Entity and announcement details

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### 1.1 Name of +Entity

APPEN LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

### 1.2 Registered Number Type

ABN

### Registration Number

60138878298

### 1.3 ASX issuer code

APX

### 1.4 The announcement is

New announcement

### 1.5 Date of this announcement

16/5/2023

### 1.6 The Proposed issue is:

An accelerated offer

A placement or other type of issue

### 1.6b The proposed accelerated offer is

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



Part 3 - Details of proposed entitlement offer issue

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Part 3A - Conditions

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**3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?**

No

Part 3B - Offer details

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**Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued**

**ASX +security code and description**

APX : ORDINARY FULLY PAID

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

**If the entity has quoted company options, do the terms entitle option holders to participate on exercise?**

No

Details of +securities proposed to be issued

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**ASX +security code and description**

APX : ORDINARY FULLY PAID

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities are non CDIs)**

**Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)**

**Has the offer ratio been determined?**

Yes

**The quantity of additional +securities For a given quantity of +securities**

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**to be issued**

1

**held**

6

**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

**Maximum number of +securities proposed to be issued (subject to rounding)**

20,719,844

**Offer price details for retail security holders**

**Has the offer price for the retail offer been determined?**

Yes

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security for the retail offer?**

AUD 1.85000

**Offer price details for institutional security holders**

**Has the offer price for the institutional offer been determined?**

Yes

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security for the institutional offer?**

AUD 1.85000

**Oversubscription & Scale back details**

**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**

No

**Will a scale back be applied if the offer is over-subscribed?**

No

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

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Part 3D - Timetable

**3D.1a First day of trading halt**

16/5/2023



**3D.1b Announcement date of accelerated offer**

16/5/2023

**3D.2 Trading resumes on an ex-entitlement basis (ex date)**

17/5/2023

**3D.5 Date offer will be made to eligible institutional +security holders**

16/5/2023

**3D.6 Application closing date for institutional +security holders**

16/5/2023

**3D.8 Announcement of results of institutional offer**

**(The announcement should be made before the resumption of trading following the trading halt)**

17/5/2023

**3D.9 +Record date**

18/5/2023

**3D.10a Settlement date of new +securities issued under institutional entitlement offer**

25/5/2023

**3D.10b +Issue date for institutional +security holders**

26/5/2023

**3D.10c Normal trading of new +securities issued under institutional entitlement offer**

26/5/2023

**3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue**

23/5/2023

**3D.12 Offer closing date for retail +security holders**

6/6/2023

**3D.13 Last day to extend retail offer close date**

1/6/2023

**3D.19 +Issue date for retail +security holders and last day for entity to announce results of retail offer**

14/6/2023



Part 3E - Fees and expenses

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**3E.1 Will there be a lead manager or broker to the proposed offer?**

Yes

**3E.1a Who is the lead manager/broker?**

Barrenjoey Markets Pty Limited

**3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

Management Fee of 1.10% of the entitlement offer proceeds (ex-GST).

**3E.2 Is the proposed offer to be underwritten?**

Yes

**3E.2a Who are the underwriter(s)?**

Barrenjoey Markets Pty Limited

**3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?**

100%

**3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?**

Underwriting Fee of 2.65% of the entitlement offer proceeds (ex-GST).

An incentive fee of up to 0.25% of the entitlement offer proceeds (ex-GST) is payable at the sole discretion of Appen.

**3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated**

Refer to APX's investor presentation lodged with ASX on 16 May 2023 for a summary of the underwriting agreement and the summary of significant events that could lead to the underwriting being terminated.

**3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?**

No

**3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

No

**3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Standard share registry, external advisers and ASX administrative fees.

Part 3F - Further Information

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**3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

Refer to further details in the ASX Announcement and Investor Presentation lodged on 16 May 2023.

**3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?**

No



**3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?**

No

**3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue**

For retail shareholders, all countries other than Australia & New Zealand  
For institutional shareholders, all countries other than Australia, New Zealand, European Union (excl Austria), HK, Norway, Singapore, Switzerland, UK & the US.

**3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities**

No

**3F.6 URL on the entity's website where investors can download information about the proposed issue**

<https://events.miracle.com/apx-offer>

**3F.7 Any other information the entity wishes to provide about the proposed issue**

No

**3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?**

No

**3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)





Part 7 - Details of proposed placement or other issue

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Part 7A - Conditions

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**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

No

Part 7B - Issue details

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**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

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**ASX +security code and description**

APX : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

11,442,320

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 1.85000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes



Part 7C - Timetable

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**7C.1 Proposed +issue date**

26/5/2023

Part 7D - Listing Rule requirements

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**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

11,442,320

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

Part 7E - Fees and expenses

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**7E.1 Will there be a lead manager or broker to the proposed issue?**

Yes

**7E.1a Who is the lead manager/broker?**

Barrenjoey Markets Pty Limited

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

Management fee of 1.10% of placement proceeds (ex-GST).

**7E.2 Is the proposed issue to be underwritten?**

Yes



**7E.2a Who are the underwriter(s)?**

Barrenjoey Markets Pty Limited

**7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?**

100%

**7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?**

Underwriting fee of 2.65% of placement proceeds (ex-GST).

An incentive fee of up to 0.25% of the placement proceeds (ex-GST) is payable at the sole discretion of Appen.

**7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.**

Please see APX's investor presentation lodged on ASX on 16 May 2023 for a summary of the underwriting agreement and the summary of significant events that could lead to the underwriting being terminated. Please see APX's investor presentation lodged on ASX on 16 May 2023 for a summary of the underwriting agreement and the summary of significant events that could lead to the underwriting being terminated.

**7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Standard share registry, external advisers and ASX administrative fees  
Standard share registry, external advisers and ASX administrative fees

Part 7F - Further Information

**7F.01 The purpose(s) for which the entity is issuing the securities**

Please see APX's investor presentation lodged on ASX on 16 May 2023.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

No

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)