

16 May 2023

The Manager  
Market Announcements Office  
ASX Limited  
Level 6, Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

Dear Sir / Madam

**Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)**

This notice is given by Appen Limited (ACN 138 878 298) (**Appen; ASX Code: APX**) under section 708AA(2)(f) of the *Corporations Act 2001 (Cth)* as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (the Act)*.

Appen has today announced a pro rata accelerated non-renounceable entitlement offer (the **Entitlement Offer**) of 1 new fully paid ordinary share in Appen (**New Shares**) for every 6 fully paid ordinary shares in Appen held as at 7.00pm (Sydney time) on Thursday, 18 May 2023 by Appen shareholders with a registered address in Australia or New Zealand, and institutional shareholders in certain other jurisdictions in which Appen has decided to extend the institutional component of the Entitlement Offer.

Appen confirms that:

- (a) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Act;
- (b) this notice is being given under section 708AA(2)(f) of the Act;
- (c) as at the date of this notice, Appen has complied with:
  - (i) the provisions of Chapter 2M of the Act as they apply to Appen; and
  - (ii) section 674 and 674A of the Act;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act; and
- (e) the potential effect the issue of New Shares under the Entitlement Offer will have on the control of Appen, and the consequences of that effect, will depend on a number of factors, including investor demand, existing shareholdings and the extent to which eligible shareholders take up their entitlements under the Entitlement Offer. However, having regard to the terms of the Entitlement Offer which is structured as a pro rata issue, the underwriting arrangements in place for the Entitlement Offer and the current level of holdings of substantial holdings (based on substantial holding notices that have been given to Appen and lodged with ASX on or prior to the date of this notice), at this time, Appen does not expect that any person will increase their percentage shareholding in Appen in a way which will have a material impact on the control of Appen and does not expect any material consequences to flow from that.

Yours sincerely



Carl Middlehurst  
Company Secretary

This announcement was authorised for release to the ASX by the Appen Board.