



ASX RELEASE | De.mem Limited (ASX:DEM)

Share Purchase Plan – Plan Documents

23 March 2021: Australian-Singaporean water and wastewater treatment company De.mem (ASX:DEM) (“De.mem” or “the Company”) announces, further to its announcement on 17 March 2021 relating to a Share Purchase Plan (**Plan**), that today, 23 March 2021, being the Opening Date of the Plan, it will issue the Plan Booklet and associated documents to Eligible Shareholders. A copy of the relevant documents, comprising Plan Booklet and Application Form, accompany this notice.

This release was authorised by the Company’s Chief Executive Officer, Mr. Andreas Kroell.

-ENDS-

For further information, please contact:

De.mem Limited

Andreas Kroell
CEO
De.mem Limited
investor@demem.com.sg

Investor Enquires

George Gabriel, CFA
Managing Director
BLETCHLEY Park Capital
+61 3 8686 9144
investors@bletchleyparkcapital.com.au

De.mem Limited (ASX:DEM) is a decentralised water and wastewater treatment business that designs, builds, owns and operates turnkey water and wastewater treatment systems for some of the world’s largest companies in the mining, electronics, chemical, oil & gas, and food & beverage industries. Its systems also provide municipalities, residential developments and hotels/resorts across the Asia Pacific with a reliable supply of clean drinking water.

De.mem’s technology to treat water and wastewater is among the most advanced globally. The Company is headquartered in Australia and has international locations in Singapore, Germany and Vietnam. It is commercialising an array of innovative proprietary technologies from its research and development partner, Nanyang Technological University (NTU) in Singapore, a world leader in membrane and water research. Technologies uniquely offered by De.mem include a revolutionary low-pressure hollow fibre nanofiltration membrane that uses less electricity and is cheaper to operate than conventional systems, as well as a new Forward Osmosis membrane deployed in de-watering applications or the concentration of liquids.

To learn more, please visit: www.demembranes.com

Forward Looking Statements

Statements contained in this release, particularly those regarding possible or assumed future performance, revenue, costs, dividends, production levels or rates, prices or potential growth of De.mem Limited, are, or may be, forward looking statements. Such statements relate to future events and expectations and, as such, involve known and unknown risks and uncertainties. Actual results and developments may differ materially from those expressed or implied by these forward-looking statements depending on a variety of factors.

For personal use only



THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY

Tuesday 23 March 2020

Highlights:

Offer to existing De.mem Limited ACN 614 756 642 (**De.mem**) shareholders to participate in a Share Purchase Plan (**SPP**)

The SPP is targeted to raise \$1,200,000, with the De.mem Board having the discretion to accept subscriptions over this amount.

Shareholders can, at their election, take up New Shares pursuant to the SPP at the subscription price of \$0.28 (28 cents). The minimum subscription is \$1,000 and investors may subscribe in multiples of \$1,000 up to the maximum subscription of \$30,000. Examples of subscription amounts and corresponding numbers of share issues are approximately:

- 3,571 shares for \$1,000 (minimum subscription)
- 7,142 shares for \$2,000
- 17,857 shares for \$5,000
- 35,714 shares for \$10,000
- 53,571 shares for \$15,000
- 71,428 shares for \$20,000
- 107,142 shares for \$30,000

The SPP is not underwritten.

De.mem plans to use the funds raised from the SPP:

- strategic acquisition opportunities;
- potential investments in Build, Own, Operate projects;
- to provide working capital; and
- for corporate costs and the costs of the issue.

The information in this document is not a recommendation to accept the offer of New Shares under the SPP and does not constitute financial advice. Any person who intends to subscribe for New Shares must conduct their own investigations, assessment and analysis of the Company and its operations and prospects and must base their investment decision solely on those investigations and that assessment analysis.

If you are in doubt about the contents of this document, or the action you should take, you should consult your financial or other professional advisor without delay who specialises in advising on the acquisition of shares and other securities before taking any action.

Dear Shareholder,

The Directors of De.mem Limited ACN 614 756 642 (De.mem or **Company**) would like to invite you to participate in De.mem's Share Purchase Plan (**SPP**).

1. **Summary of the SPP**

The SPP provides Shareholders on the Company's register at the Record Date with an opportunity to subscribe in multiples of \$1,000, between the minimum subscription of \$1,000 and the maximum subscription of \$30,000 in New Shares at the Subscription Price of \$0.28 (28 cents) per share in De.mem at an attractive discount to the market price in the period prior to the date of announcement of this SPP. The Board has structured the SPP to encourage our loyal, smaller shareholders to apply and increase their shareholding in De.mem.

Only Shareholders of De.mem with a registered address in Australia and New Zealand who are on the share register as at 7pm (Sydney time) on Tuesday 16 March 2021 are afforded the opportunity to participate in the SPP. Shareholders not registered as at this date will not receive an offer under the SPP. The rights of Shareholders eligible to participate under this SPP are not transferable.

The Company is targeting to raise \$1,200,000 under the SPP. A raising of this amount would result in the issue of up to 4,285,714 New Shares. The De.mem Board has the discretion to accept SPP applications over this amount.

The SPP is not underwritten. The Directors also reserve the discretion to accept oversubscriptions subject to all legal and regulatory requirements.

The proposed use of the funds raised under the SPP is as follows:

- strategic acquisition opportunities;
- potential investments in Build, Own, Operate projects;
- for ongoing working capital; and
- for corporate costs and the costs of the issue.

2. **Terms of the SPP**

The terms and conditions of the SPP are outlined in the enclosed document. By making an application to purchase New Shares under the SPP, you will have agreed to be bound by those terms and conditions. The right to participate in this offer under the SPP is available exclusively to persons who were registered as holders of Shares in De.mem at 7pm (Sydney time) on the record date of Tuesday 16 March 2021 and whose registered address is in Australia, New Zealand, or in any other jurisdiction where, in the opinion of the Directors of De.mem, it is lawful and reasonably practical for De.mem to offer and issue New Shares under this SPP.

Eligible Shareholders are entitled to apply for a **maximum** of \$30,000 of New Shares, at the Subscription Price of per New Share, under the SPP.

You may apply only for New Shares in \$1,000 increments. Applications must be for a minimum of \$1,000 worth of New Shares and the maximum of \$30,000 worth of New Shares, subject to clauses 5 and 6.

The Subscription Price represents a 13.77% discount to the Volume Weighted Average Market Price (**VWAP**) over the last five days on which trading of De.mem's shares on the ASX were recorded prior to the announcement of the SPP.

For information purposes, the Market Price of De.mem's shares over the last five days of trading prior to the announcement of the SPP is as follows:

Date	Market Price (closing)	Volume
12 March 2021	\$0.345	57,953
11 March 2021	\$0.32	64,840
10 March 2021	\$0.31	278,925
09 March 2021	\$0.305	118,908
08 March 2021	\$0.34	606,352

The VWAP for the last five days of trading prior to the announcement of the SPP was \$0.3247 (32.47 cents).

To enable you to properly consider the offer under the SPP, set out below is a brief price history of the trading price of De.mem's shares on the ASX over the period commencing 14 December 2020 and ending on 12 March 2021:

Period	High	Low	Weighted Average
14 December 2020 – 12 March 2021	\$0.35	\$0.23	\$0.2965

At the time of issue of the New Shares, the price of Shares trading on the ASX may be higher or lower than the Subscription Price.

Participation in the SPP is entirely at your discretion but the SPP is non-renounceable which means you cannot transfer your right to subscribe for New Shares under the SPP to anyone else.

On the basis of the Subscription Price of New Shares under the SPP, the Directors recommend the SPP to Shareholders. All of the Directors who are Eligible Shareholders intend, in respect of their own shareholdings, to apply for New Shares under the SPP.

The application period is scheduled to close at 5.00pm (Sydney time) on Tuesday 20 April 2021, although the Board of the Company may, at its discretion, close the SPP earlier or extend the closing date. Therefore, if you wish to apply for any New Shares under the SPP, you should follow the instructions outlined in the attached Application Form so payment is received at our Share Registrar by that date in cleared funds. Payment may be made by cheque, bank draft, money order or BPAY®. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "De.mem Limited".

It is proposed that the following timetable apply in respect of the SPP:

Event	Date
Record Date of the SPP (7.00pm Sydney time)	Tuesday 16 March 2021
Announcement Date	Wednesday 17 March 2021
Opening Date of the SPP	Tuesday 23 March 2021
Closing Date of the SPP	Tuesday 20 April 2021
Announce results of the SPP	Friday 23 April 2021
Issue and Allotment of New Shares under the SPP	Thursday 29 April 2021
Quotation of New Shares under the SPP	Friday 30 April 2021
Dispatch of holding statements	Friday 30 April 2021

The above timetable is indicative only. De.mem reserves the right to vary any of the key dates above, including the Closing Date and the Issue Date, without further notice.

The Plan offer is made in accordance with ASIC Legislative Instrument 2019/547 and therefore does not require a prospectus for the purposes of Chapter 6D of the *Corporations Act 2001* (Cth).

If you are an Eligible Shareholder who holds shares as a custodian, trustee or nominee within the definition of “custodian” in ASIC Legislative Instrument 2019/547 (**Custodian**), and hold Shares on behalf of one or more persons (**Beneficiaries**), this offer is made to you, and you have the discretion whether to extend this offer to the Beneficiaries on whose behalf you hold Shares. You may apply for up to a maximum amount of \$30,000 worth of Shares in respect of each Beneficiary. You may be required to submit a custodian certificate in order to participate on behalf of any beneficiaries. Further details in this regard are set out in the attached Terms and Conditions.

For further information please contact:

De.mem SPP Information Hotline: 1300 495 169

Yours sincerely



Andreas Kroell
CEO
De.mem Limited
ACN 614 756 642

Terms and Conditions of the Share Purchase Plan dated 23 March 2021

WARNING

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

Eligible Shareholders who are not residents of Australia are responsible for obtaining all necessary approvals so they may legally apply for new shares and should refer to clause 10.2 of the Terms and Conditions for further details.

Not for distribution or release in the United States or to US Persons.

1. Definitions

In this SPP, unless the context otherwise indicates:

Acceptance Slip means the acceptance slip to be returned to participate in the Share Purchase Plan.

Application Form means the application form distributed with these Terms and Conditions.

Application Amount means the total dollar amount paid by an Eligible Shareholder who applies for New Shares under the SPP

ASX means ASX Limited ACN 008 624 691.

Board means the board of directors of De.mem from time to time.

De.mem means De.mem Limited ACN 614 756 642.

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time.

Custodial or Depository Service has the meaning given by section 766E of the Corporations Act.

Custodian means a person that provides a custodial or depository service in relation to shares of a body or interests in a registered scheme and who:

- (a) holds an Australian financial services licence covering the provision of a custodial or depository service;
- (b) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;

- For personal use only
- (c) holds an Australian financial services licence covering the operation an IDPS or is a responsible entity of an IDPS-like scheme;
 - (d) is a trustee of a self-managed superannuation fund or a superannuation master trust;
or
 - (e) is a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

Custodian Certificate means the certification required to be given by a Custodian to De.mem pursuant to the Terms and Conditions.

Director means a director of **De.mem** from time to time.

Eligible Shareholders means those Shareholders who satisfy the conditions set out in clause 2.1 of these Terms and Conditions.

IDPS and **IDPS-like Scheme** have the meaning given by ASIC Legislative Instrument 2019/547 or any legislative instrument that replaces that legislative instrument.

Issue Date means the date that New Shares under the SPP are issued and allotted.

Legislative Instrument means ASIC Legislative Instrument 2019/547 dated 26 August 2019 as amended or supplemented from time to time.

Listing Rules means the official listing rules of the ASX (as amended from time to time).

Market Price means the closing price of Shares on the ASX, excluding special crossings, overnight sales and exchange traded options exercises.

New Shares means new Shares in **De.mem** to be issued pursuant to the SPP (up to a target of \$1,200,000, subject to any decision by the Directors to accept oversubscriptions).

Offer means a non-renounceable offer in a multiple of \$1,000, being no less than \$1,000 and not greater than \$30,000, worth of ordinary fully paid shares in De.mem (at the Subscription Price) to Eligible Shareholders under the SPP.

Record Date means 7.00pm (Sydney time) on Tuesday 16 March 2021.

Self-managed Superannuation Fund has the meaning given by section 17A of the *Superannuation Industry (Supervision) Act 1993 (Cth)*.

Share Registrar means Link Market Services.

Shareholders means those persons or entities that hold Shares.

Shares means fully paid ordinary shares in De.mem.

SPP means the De.mem Limited ACN 614 756 642 Share Purchase Plan approved by the Board.

Subscription Price means the subscription price of the Shares being \$0.28 (28 cents) per Share.

Terms and Conditions means the terms and conditions set out in this document.

Volume Weighted Average Market Price or **VWAP** has the meaning given in the Listing Rules.

References to “\$” means a reference to the respective amount in Australian dollars.

2. Eligibility to participate

- 2.1 Those Shareholders that will be eligible to apply for New Shares under the SPP must:
- (a) be recorded in De.mem’s register of Shareholders at 7.00pm (Sydney time) on the Record Date; and
 - (b) have a registered address in Australia, New Zealand or another jurisdiction where in the opinion of the Directors, it is lawful and reasonably practical for De.mem to issue the New Shares as set out in De.mem’s shareholder register on the Record Date.
- 2.2 The Offer does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an Offer.
- 2.3 If you are the only registered holder of a holding of De.mem Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply in aggregate for a maximum of \$30,000 worth of New Shares.
- 2.4 If you are registered with one or more persons as the joint Shareholders of a holding of Shares, that joint holding is considered to be a single registered holding for the purpose of this SPP and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, the joint holders may only apply in aggregate for a maximum of \$30,000 worth of New Shares
- 2.5 Custodians should refer to clause 6 of the Terms and Conditions regarding Custodian participation. If you do not hold Shares as a Custodian, these provisions do not apply.
- 2.6 If you hold Shares as a trustee or nominee for another person, but you are not a Custodian (for example, as an undisclosed trustee), you cannot participate for beneficiaries in the manner described in clause 6 of these Terms and Conditions. In this case, the rules for multiple single holdings (see clause 2.3 above) apply.

3. Terms of the Offer

- 3.1 The Offer will be open for a period commencing on and from 10.00am (Sydney time) on Tuesday 23 March 2021 (**Opening Date**) until, subject to the discretion of the Board, 5.00pm (Sydney time) on Tuesday 20 April 2021 (**Closing Date**).
- 3.2 The Board reserves the right, subject to all applicable laws, to close the Offer at any time prior to the Closing Date or extend the Closing Date without further notification.
- 3.3 In response to the Offer, Eligible Shareholders wishing to apply for New Shares under the SPP may apply in increments of \$1,000, between the minimum subscription amount of \$1,000 and the maximum subscription amount of \$30,000.
- 3.4 Where an Eligible Shareholder’s Application Amount would result in other than a whole number of New Shares, the number of New Shares to be issued in relation to that Offer will be rounded down to the nearest whole number.
- 3.5 All Offers for New Shares under the SPP are non-renounceable and therefore the right to participate in the SPP cannot be transferred.
- 3.6 Participation in the SPP by Eligible Shareholders is entirely optional and subject to these Terms and Conditions.

4. Applications for New Shares

4.1 Eligible Shareholders wishing to apply for New Shares under the SPP must:

- (a) If you elect to use the BPAY® option (subject to clause 4.2):
 - (1) pay the Application Amount electronically using BPAY® with payment to reach De.mem's Share Registry by no later than 5.00pm (Sydney time) on the Closing Date; and
 - (2) do not return the Acceptance Slip if you elect the BPAY® option.
- (b) If paying by cheque, bank draft or money order:
 - (1) complete the Acceptance Slip ;
 - (2) pay the Application Amount with a cheque, bank draft or money order drawn on an Australian branch of a financial institution in Australian currency, made payable to "De.mem Limited"; and
 - (3) forward the completed Acceptance Slip and payment for the Application Amount to De.mem's Share Registrar at the following address:

De.mem Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

to reach this address by no later than 5.00pm (Sydney time) on the Closing Date.

4.2 Please note that only Eligible Shareholders having an account with an Australian financial institution who participates in the BPAY® scheme have the ability to elect to use the BPAY® option.

4.3 All application money will be deposited into an account and any application money received in respect of any applications rejected by the Board under clauses 4.4 or 4.5 shall be refunded by De.mem without interest.

4.4 The Board reserves the right to reject any application for New Shares (in whole or in part) including (without limitation) if:

- (a) an Acceptance Slip is not correctly completed;
- (b) the applicant is not an Eligible Shareholder;
- (c) the issue of those New Shares would contravene any law or the Listing Rules;
- (d) the exact payment for the New Shares applied for is not received;
- (e) it is not reasonably satisfied that the issue of those New Shares will not result in any person receiving Shares with an application price totalling more than \$30,000 as a result of:
 - (1) Shares issued to the person or to a Custodian on that person's behalf (as a result of an instruction given by that person to the Custodian to apply for Shares on their behalf) under the SPP; and

- (2) any other Shares issued to the person or to a Custodian on that person's behalf (as a result of an instruction given by that person to the Custodian to apply for Shares on their behalf) under an arrangement similar to the SPP operated by De.mem in the 12 months prior to the Issue Date,

except to the extent that the person is issued with New Shares or interests as a Custodian under a custodian offer;

- (f) the applicant is a Custodian and has failed to provide De.mem with a Custodian Certificate; or
- (g) the applicant has not otherwise complied with the Terms and Conditions.

4.5 The Board reserves the right to allocate fewer, or no, New Shares than an Eligible Shareholder applies for under the SPP, including, without limitation, in the event that the SPP is oversubscribed at its sole discretion (**Scale Back**). Any Scale Back will be applied on a proportional basis. If there is a Scale Back, you may receive less than the parcel of New Shares for which you applied. If a Scale Back produces a fractional number of shares when applied to your parcel, the number of New Shares you will be issued will be rounded down to the nearest whole number of New Shares. In the event of a Scale Back, the difference between the Application Amount received by De.mem, and the number of New Shares that will be issued to you multiplied by the Subscription Price, will be refunded to you.

4.6 If there is a consolidation or re-organisation of the issued share capital of De.mem prior to the Closing Date, the maximum number of New Shares to be issued pursuant to and in accordance with the SPP shall be consolidated or re-organised (as the case may be) in the same ratio as the issued capital of De.mem.

4.7 **Minor excess Application Amounts** - Where the SPP is not withdrawn, and a Scale Back is not undertaken, if the difference between the Application Amount you have paid, and the value of your New Shares (where the value of your New Shares equals the number of New Shares to be issued to you multiplied by the Subscription Price) is less than \$0.28 (28 cents), that amount shall not be refunded to you.

5. Certification by Eligible Shareholder

5.1 By making a BPAY® payment of the Application Amount in the manner specified in clause 4.1(a) or submitting an Acceptance Slip, together with the appropriate payment of the Application Amount in the manner specified in clause 4.1(b) you certify, acknowledge, warrant and represent as true, correct and not misleading to De.mem that if you are not a Custodian, the aggregate of the application price paid by you for:

- (a) the New Shares the subject of the Acceptance Slip or the BPAY® payment;
- (b) any other Shares applied for under a similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or making the BPAY® payment;
- (c) any other Shares issued to a Custodian (as a result of an instruction given by you to the Custodian or another Custodian to apply for Shares on your behalf) under the SPP or under any similar arrangement operated by De.mem in the 12 months prior to the date of submission of the Acceptance Slip or making the BPAY® payment and which resulted in the holder holding beneficial interests in the Shares; and
- (d) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP,

does not exceed \$30,000.

6. Custodian

- 6.1 Eligible Shareholders who are Custodians may participate in the SPP on behalf of:
- (a) one or more persons that are not Custodians on whose behalf the Custodian is holding Shares; or
 - (b) a person, on whose behalf, another Custodian (**Downstream Custodian**) holds beneficial interests in Shares and the Custodian holds the Shares to which those beneficial interests relate, on behalf of the Downstream Custodian or another Custodian,

(each a **Participating Beneficiary**).
- 6.2 If you are a Custodian holding Shares on behalf of two or more persons jointly, the joint beneficiaries will be taken to be a single Participating Beneficiary for the purposes of these Terms and Conditions.
- 6.3 If you are a Custodian and hold Shares on behalf of one or more Participating Beneficiaries, you may apply for up to a maximum of \$30,000 worth of New Shares for each Participating Beneficiary subject to providing De.mem with a Custodian Certificate (included for Custodians with these Terms and Conditions), in addition to the Acceptance Slip, certifying the following:
- (a) that, as at the Record Date, either or both of the following apply:
 - (1) you hold Shares on behalf of one or more Participating Beneficiaries that are not Custodians; or
 - (2) a Downstream Custodian holds beneficial interests in Shares on behalf of one or more Participating Beneficiaries, and you hold the Shares on behalf of the Downstream Custodian or another Custodian,

and each Participating Beneficiary has subsequently instructed the following person to apply for New Shares on their behalf pursuant to the SPP:
 - (1) where paragraph 6.3(a)(1) applies, you as the Custodian; and
 - (2) where paragraph 6.3(a)(2) applies, the Downstream Custodian.
 - (b) the number of Participating Beneficiaries;
 - (c) the name and address of each Participating Beneficiary for whom the Custodian applies for New Shares;
 - (d) in respect of each Participating Beneficiary:
 - (1) where paragraph 6.3(a)(1) applies, the number of Shares that you hold on behalf of the Participating Beneficiary; and
 - (2) where paragraph 6.3(a)(2) applies, the number of Shares to which the beneficial interests relate;
 - (e) in respect of each Participating Beneficiary:
 - (1) where paragraph 6.3(a)(1) applies, the number or dollar amount of New Shares the Participating Beneficiary has instructed you to apply for on their behalf; and

- (2) where paragraph 6.3(a)(2) applies, the number or dollar amount of New Shares the Participating Beneficiary has instructed the Downstream Custodian to apply for on their behalf;
 - (f) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$30,000:
 - (1) the New Shares applied for by you as Custodian on their behalf under the SPP; and
 - (2) any other Shares issued to you as Custodian in the 12 months prior to the date of submission of the Acceptance Slip as a result of an instruction given by them to you as Custodian or to a Downstream Custodian to apply for Shares under an arrangement similar to the SPP operated by De.mem;
 - (g) that a copy of the written offer document was given to each Participating Beneficiary; and
 - (h) where paragraph 6.3(a)(2) applies, the name and address of each Custodian who holds beneficial interests in Shares held by the Custodian in relation to each Participating Beneficiary.
- 6.4 Custodians should have received a Custodian Certificate with these Terms and Conditions. If you are a Custodian and you did not receive a Custodian Certificate or would like further information on how to apply, you should contact the SPP Information Hotline on 1300 495 169.

7. Issue of Shares

- 7.1 De.mem is prohibited from issuing any New Shares to any Eligible Shareholder unless the Eligible Shareholder has provided the certification set out in clause 5, and if a Custodian, has provided a Custodian Certificate, at the time of applying for the New Shares.
- 7.2 The Directors of De.mem reserve the right to issue to Eligible Shareholders such number of New Shares under the SPP as is permitted under the Listing Rules without Shareholder approval. In the event that the SPP is oversubscribed, the Board reserves the right to allocate fewer, or no, New Shares than an Eligible Shareholder applies for under the SPP at its sole discretion.
- 7.3 De.mem intends to issue the New Shares under the SPP on or about Thursday 29 April 2021 (**Issue Date**). De.mem reserves the right to vary the Issue Date without further notice in the event that the Closing Date is varied pursuant to clauses 3.2 or 11.1.
- 7.4 In respect of application monies received from an Eligible Shareholder, De.mem will, prior to the Issue Date, determine the maximum number of New Shares rounded down to the nearest whole number which may be acquired by any Eligible Shareholder.
- 7.5 The allocation of New Shares will be determined by the Board at its sole discretion.
- 7.6 The Directors reserve the right to accept oversubscriptions as they deem appropriate but not exceeding the threshold of \$30,000 per holder under the Legislative Instrument and not exceeding the threshold of 30% of the Shares on issue imposed under Listing Rule 7.2 Exception 5.
- 7.7 De.mem will apply to ASX for quotation of the New Shares issued under the SPP within the period prescribed in the Listing Rules.

8. Subscription Price

- 8.1 The price of the New Shares will be the Subscription Price.
- 8.2 Compared with the Volume Weighted Average Market Price (over the last 5 days on which trading in Shares were recorded immediately prior to the announcement of the SPP on Wednesday 17 March 2021), the Subscription Price represents a 13.77% discount to the Volume Weighted Average Market Price over that period.
- 8.3 The New Shares are a speculative investment and the Market Price of the Shares may change between the Opening Date and the Issue Date. This means that the Subscription Price you pay for the New Shares may exceed the Market Price of the Shares at the Issue Date. De.mem does not make any assurance as to the Market Price of Shares and there can be no certainty that Shares in De.mem will trade at or above the Subscription Price following the Issue Date. Shareholders should seek their own financial advice in relation to this Offer and participation in the SPP.
- 8.4 No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Shareholders in respect of an application for, and an issue of, New Shares under the SPP.
- 8.5 De.mem may pay brokerage and other commissions in respect of any subscriptions procured in respect of the SPP, as determined by the Board in its discretion.
- 8.6 The service provider who will contact shareholders and inform them about the SPP will charge a % fee on SPP applications from investors they contacted, plus a fixed fee on a per call basis.

9. Rights attaching to New Shares

- 9.1 All New Shares issued under the SPP will be issued on the same terms as other Shares quoted on ASX and once issued, will rank pari pasu with existing Shares. De.mem will apply for the New Shares to be quoted on ASX. It is anticipated that New Shares issued under the SPP will be quoted on ASX on, or shortly after, the Issue Date. Holding statements for the New Shares issued under the SPP will be sent to Eligible Shareholders who have participated in the SPP. If you trade any New Shares before you receive your holding statement, then you do so at your own risk.

10. Non-residents

- 10.1 The right to participate in this Offer under the SPP is available exclusively to persons who were registered as holders of Shares at 7.00pm (Sydney time) on the Record Date and whose registered address was in Australia or New Zealand or in another jurisdiction where, in the opinion of the Board, it is lawful and reasonably practical to extend the Offer according to the laws of that jurisdiction.
- 10.2 Eligible Shareholders who are not residents of Australia should consult their professional advisers as to whether any formalities need to be observed (either by them or De.mem) to enable them to apply for New Shares. It is the responsibility of such Eligible Shareholders to obtain all necessary approvals so they may legally apply for New Shares. The return of a completed Acceptance Slip and accompanying Application Amount, or the forwarding of payment of the Application Amount using BPAY® from a non-resident Eligible Shareholder will be taken by the Company to constitute a representation and warranty by that Eligible Shareholder that all relevant approvals have been obtained and that De.mem may legally offer the New Shares to that Eligible Shareholder.

11. General

- 11.1 The Board may change or terminate the SPP at any time prior to the Issue Date. If the Board does so, it will advise the ASX. Any omission to give notice of changes to, or termination of, the SPP, or the non-receipt of any such notice, will not invalidate the change or termination.
- 11.2 If the SPP is withdrawn, all Application Amounts received by De.mem will be refunded. No interest will be paid on any refunded Application Amounts.
- 11.3 In addition to any rights of the Board to reject applications as set out in these Terms and Conditions, the Board also reserves the right to allocate fewer, or no, New Shares than an Eligible Shareholder applies for under the SPP if the Board believes that the allotment of those New Shares would contravene any of the Listing Rules or the requirements of the Legislative Instrument. In any such case, excess Application Amounts will be returned to the relevant applicant(s). No interest will be paid on Application Amounts so returned.
- 11.4 De.mem may settle in any manner it deems appropriate, any disputes or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any applicant or application for New Shares. The decision of De.mem will be conclusive and binding on all persons to whom the determination relates.
- 11.5 De.mem reserves the right to waive compliance with any provision of the SPP Terms and Conditions.
- 11.6 The Offer of New Shares under the SPP is in accordance with the Legislative Instrument which grants relief from the requirement to prepare a disclosure document for this Offer and in accordance with the Listing Rules.
- 11.7 In New Zealand, the Offer of New Shares under the SPP is in accordance with the *Financial Markets Conduct Act 2013* (NZ), the *Financial Markets Conduct Regulations 2014* (NZ) and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016* (NZ).
- 11.8 The contents of this document have not been reviewed by any regulatory authority in any jurisdiction. By filling out the Acceptance Slip to apply for New Shares, you are providing personal information about yourself to De.mem. De.mem, and its share registry on its behalf, collect, hold and use that personal information in order to process your application, service your needs as a Shareholder, to provide facilities and services that you request and to carry out appropriate administration. Your personal information may also be used from time to time to inform you about other products and services offered by De.mem, as well as its related body corporates, which De.mem considers may be of interest to you. If you do not want your personal information to be used for this purpose please contact De.mem. You may request access to your personal information held by (or on behalf of) De.mem by contacting De.mem or its share registry, Link Market Services.
- 11.9 These Terms and Conditions of the SPP are governed by the laws in force in Queensland.

SRN/HIN:
Entitlement Number:
Record Date: 16 March 2021
Offer Opens: 23 March 2021
Issue Price per Share: A\$0.28

Offer Closes 5:00pm (Sydney time):	20 April 2021
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SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under this offer?

- Carefully read the SPP Terms and Conditions accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions Booklet and further important instructions on the reverse of this form.
 - Option 1: Paying by BPAY®.
 - Option 2: Paying by Cheque, Bank Draft or Money Order.
- Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5:00pm (Sydney time) on 20 April 2021. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application Payment.

If you make a payment by BPAY® and De.mem Limited receives an amount which is not between A\$1,000 and A\$30,000. De.mem Limited will round down the number of Shares applied for to the maximum number of Shares you can apply for. Your payment must be for a minimum of A\$1,000.

	Billers Code: 340497
	Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au

® Registered to BPAY Pty Ltd ABN 69 079 137 518

Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- Enter your cheque, bank draft or money order details. The amount of your Application Payment should be in multiples of \$1,000. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "De.mem Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to your application amount De.mem Limited will round down the number of Shares that you are applying for equal to your payment. Your payment must be for a minimum of A\$1,000 and maximum of A\$30,000.
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.

Please detach and enclose with payment

SRN/HIN:
Entitlement Number:



A I/We wish to purchase a parcel of Shares to the value (in multiples of \$1,000) of

B Make your cheque, bank draft or money order payable to "De.mem Limited" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/> .00

C Telephone Number – Business Hours Telephone Number – After Hours Contact Name

<input type="text"/>	<input type="text"/>	<input type="text"/>
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IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of “custodian” in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 you must complete and submit an additional Schedule that contains additional certifications and details that must be provided (“the Schedule”) before your Application will be received. The Schedule can be obtained by contacting the De.mem Limited SPP Offer Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
 - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
 - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$30,000.
7. De.mem Limited reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as De.mem Limited may scaleback applications in its discretion.

How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

De.mem Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (Sydney time) on 20 April 2021. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. De.mem Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact the De.mem Limited SPP Offer Information Line on 1300 495 169 if calling within Australia or +61 1300 495 169 if calling from outside of Australia.