



Adslot Ltd.  
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ASX Announcement

20 June 2023

### 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 the "**Company**") who are eligible to participate in the fully underwritten pro rata non-renounceable entitlement offer of 1 New Share for every 2.8 existing shares in Adslot, accompanied by 1 attaching new option (Entitlement Offer), as announced by the Company on 9 June 2023 and 13 June 2023.

If you would like more information or have any questions in relation to the Entitlement Offer, please refer to the Prospectus and Supplementary Prospectus which can be accessed on the Company's website at [www.adslot.com](http://www.adslot.com). Further information is also available from the Share Registry (Computershare) on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8:30am and 5:00pm (Melbourne time) Monday to Friday during the period from and including the date on which the Entitlement Offer opens (Tuesday 20 June 2023) until and including the date on which it closes on Thursday 29 June 2023 (within Australia). Alternatively, contact your stockbroker, accountant, solicitor or other professional adviser to determine whether it meets your objectives, financial situation and needs.

This announcement was authorised for release by the Company Secretary, Mark Licciardo.

- END -

For further enquiries, please contact:

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Adslot Limited  
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Interim Chief Financial Officer  
Adslot Limited  
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# 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.

## Future performance

This Announcement contains certain references to forecasts, estimates, assumptions and other forward-looking statements and statements regarding the intent, belief or current expectations of The Company. The words "likely", "expect", "aim", "should", "could", "may", "anticipate", "predict", "believe", "plan" and other similar expressions are intended to identify forward-looking statements. Forward-looking statements, opinions and estimates provided in this Announcement are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. This Announcement contains such statements, which are subject to risk factors associated with an investment in The Company. The Company believes that these statements are reasonable, but they may be affected by a range of variables which could cause actual results or trends to differ materially. Forward-looking statements involve known and unknown risks, uncertainties and assumptions and other important factors that could cause actual results, performance or achievements of The Company to be materially different from future results, performances or achievements expressed or implied by such statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Announcement.

# Adslot.

Adslot Limited  
ABN 70 001 287 510

## For all enquiries:

### Phone:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

### Web:

[www.computersharecas.com.au/ads](http://www.computersharecas.com.au/ads)

ADS

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SRN/HIN: SRN WITHHELD

## NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Dear Shareholder

20 June 2023

### Adslot Ltd (ASX: ADS)

### A\$3.15 million NON RENOUNCEABLE ENTITLEMENT OFFER

On 9 June 2023, Adslot Ltd (**Adslot**) announced a capital raising comprising of an institutional placement to raise A\$1.1 million at the issue price of A\$0.004 per share (**Placement**) and a fully underwritten non renounceable entitlement offer to subscribe for 1 new ordinary share in the capital of Adslot (**New Share**) for every 2.8 existing ordinary shares at an offer price of A\$0.004 per New Share (**Entitlement Offer**) to raise approximately A\$3.15 million. Every 1 New Share issued under the Placement and the Entitlement Offer will be accompanied, at a nil issue price, by 1 attaching option with an exercise price of \$0.006 and an expiry date of 31 December 2024 (**New Option**).

The proceeds from the Entitlement Offer will be used to fund continued investment in product development, provide activation resources, engage in continued sales efforts in key markets and otherwise provide working capital, and to pay the costs of the Placement and the Entitlement Offer. Some of the proceeds may also be used to fund a minimum holding buy back of unmarketable parcels of ordinary shares. Further details are set out in the Prospectus relating to the Entitlement Offer published on ASX on 9 June 2023 (as supplemented by a supplementary prospectus issued on 13 June 2023), which also are available on Adslot's website: <https://www.adslot.com/investor-relations/asx-announcements/>. Adslot does not intend to seek quotation of the New Options.

The Entitlement Offer is an offer to eligible shareholders (as described below) (**Eligible Shareholders**) to participate in an issue of **New Shares** with attaching New Options at the Offer Price (as defined below) and offer ratio referred to below. The Entitlement Offer is being made by Adslot under a prospectus issued in accordance with section 713 of the *Corporations Act 2001* (Cth) (**Corporations Act**)).

As an Eligible Shareholder, you are able to subscribe for 1 New Share for every 2.8 existing Adslot ordinary shares that you held on the Record Date of 7.00pm (Melbourne time) on Friday, 16 June 2023 (**Entitlement**). The offer price is A\$0.004 per New Share (**Offer Price**). Your personalised Entitlement and Acceptance Form includes the number of New Shares and attaching New Options that you are able to subscribe for based on your Entitlement. Fractional entitlements have been rounded up to the nearest whole number of shares and options.

In addition, if all of the New Shares and New Options are not taken up by Eligible Shareholders under the Entitlement Offer, Eligible Shareholders who subscribe for their Entitlement in full can apply to take up additional New Shares and New Options in excess of their Entitlement, up to a maximum of 50% of their Entitlement (**Shortfall Offer**). Applications under the Shortfall Offer will only be considered to the extent there is a shortfall under the Entitlement Offer. Allocations of New Shares and New Options to applicants in the Shortfall Offer will be determined by Adslot in its sole discretion and will be subject to the terms set out in the Prospectus.

**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 Prospectus and your personalised Entitlement and Acceptance Form.**

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

1. **ONLINE** The Prospectus and your personalised Entitlement and Acceptance Form are available to view online at [www.computersharecas.com.au/ads](http://www.computersharecas.com.au/ads). 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 Prospectus and your personalised Entitlement and Acceptance Form by contacting the Offer Information Line on 1300 850 505 (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 Prospectus and your personalised Entitlement and Acceptance Form via post. You are encouraged to access the Prospectus 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 Thursday 29 June 2023. Payment must be received before this time.**

You should read the Prospectus 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 Friday, 16 June 2023 (**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 and attaching New Options under the Shortfall Offer), you are encouraged to make payment by BPAY where possible. Payment must be received before 5.00pm (Melbourne time) on Thursday, 29 June 2023. You can access your personalised payment instructions online at [www.computersharecas.com.au/ads](http://www.computersharecas.com.au/ads).

##### **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 Thursday, 29 June 2023. You can access your personalised payment instructions online at [www.computersharecas.com.au/ads](http://www.computersharecas.com.au/ads). 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 original Prospectus	9 June 2023
Lodgement of supplementary Prospectus and Appendix 3B	13 June 2023
'Ex' date	15 June 2023
Record Date for entitlement to participate in Entitlement Offer	16 June 2023
The Prospectus is dispatched to Eligible Shareholders and announced to ASX	20 June 2023
Opening Date for the Entitlement Offer	20 June 2023
Last day to extend the Entitlement Offer	26 June 2023
Closing Date for lodgement of Entitlement and Acceptance Forms and payment	5.00pm on 29 June 2023
Deferred settlement trading commences	30 June 2023
Announcement of results of the Entitlement Offer	6 July 2023
Allotment of New Shares and New Options under the Entitlement Offer	6 July 2023

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 and New Options. 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 and New Options. 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 [www.computersharecas.com.au/ads](http://www.computersharecas.com.au/ads) or call the Offer Information Line: 1300 850 505 (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 Thursday, 29 June 2023. Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser.

Sincerely

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

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#### 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.