

# 4DMedical Limited ACN 161 684 831

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## Share Purchase Plan Offer Booklet

February 2025

**Not for release to US wire services or distribution in the United States.**

This is an important document and should be read carefully and in its entirety. The Share Purchase Plan does not take into account the individual investment objectives, financial situation or particular needs of any Eligible Shareholder. If you are in any doubt about the action you should take or the contents of this document, please seek independent financial advice from your broker, accountant, solicitor or other professional adviser without delay. The contents of this document have not been reviewed by any regulatory authority. An investment in 4DX shares should be considered as a speculative investment.

## Important notice

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This Share Purchase Plan Offer Booklet (**SPP Booklet** or **Booklet**) contains important information. You should read it carefully and in its entirety.

As announced to ASX on Friday, 21 February 2025, each Eligible Shareholder has the opportunity to participate in the Share Purchase Plan offer (**SPP**) by applying for up to \$30,000 worth of fully paid ordinary shares in 4DMedical Limited ACN 161 684 831 (ASX: 4DX) (**4DX** or **Company**) (**New Shares**) without incurring brokerage or transaction costs.

New Shares issued under the SPP are expected to be issued on Tuesday, 25 March 2025 (**Allotment Date**) and will rank equally with existing fully paid ordinary shares in 4DX (**4DX Shares**) and carry the same voting rights and other entitlements. The New Shares are expected to commence quotation on ASX on Wednesday, 26 March 2025.

Further details of the SPP are set out in the remainder of this document.

### Disclaimer

In particular, if you participate in the SPP, you are accepting the risk that the market price of 4DX Shares may change between the date on which you make your application and the Allotment Date. 4DX recommends that you seek independent advice from your financial or other professional advisers regarding your participation in the SPP.

### SPP

The offer of New Shares under the SPP is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (Australia), which grants relief from the requirement to issue a disclosure document for the SPP. This Booklet is not a prospectus under Chapter 6D of the *Corporations Act 2001* (Cth) (**Corporations Act**).

If you have any questions in relation to how to participate in the SPP, please contact the Company's share registry, MUFG Corporate Markets (formerly known as Link Market Services Limited) during the SPP offer period on 1800 817 266 (within Australia) or +61 1800 817 266 (outside Australia) between 8.30am and 5.00pm (AEDT) Monday to Friday.

This Booklet does not constitute or provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs. If you are in any doubt about whether to participate in the SPP, you should seek advice from your financial, taxation or other professional adviser before participating.

This Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, any New Shares in the United States or in any jurisdiction in which such an offer would be illegal. The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 or the securities laws of any U.S. state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act, and the securities laws of any state or other jurisdiction in the United States.

### New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of 4DX with registered addresses in New Zealand to whom the offer of the New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand).

This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Booklet is not a product disclosure

statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### **Options**

Participants in the SPP are entitled to apply for New Options and Piggyback Options. The offer of New Options and Piggyback Options is being made under the Prospectus.

# 1. Letter from CEO

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25 February 2025

Dear Shareholder

## Invitation to participate in Share Purchase Plan

4DMedical Limited is pleased to present to Eligible Shareholders the opportunity to increase their investment in 4DX through an offer of fully paid ordinary shares under this SPP.

The SPP allows you to apply to purchase shares on the same terms as the Company's recent share placement to professional, institutional and sophisticated investors as announced on Friday, 21 February 2025 (**Placement**).

Applicants under the SPP (**Applicants**) should be aware that funds raised under the SPP may need to be supplemented by additional capital to be raised via equity or debt to meet 4DX's current and future funding requirements.

## SPP

The SPP is offered exclusively to all shareholders who were recorded on 4DX's share register at 7:00pm (AEDT) on Thursday, 20 February 2025 with an address on the share register in Australia and New Zealand and are not acting for the account or benefit of a person in the United States (each an **Eligible Shareholder**). The SPP is fully underwritten by Bell Potter Securities Limited (**Underwriter**) for the amount of \$7 million.

The SPP provides Eligible Shareholders with an opportunity to buy a parcel of shares in 4DX with no brokerage or transaction costs, irrespective of their existing shareholdings, up to a maximum of \$30,000.

The offer price of the New Shares (**Offer Price**) will be the lower of:

- \$0.425, being the same as the issue price under the Placement; and
- the price that is a 2.5% discount to the volume weighted average price of the 4DX Shares traded on the ASX during the 5 trading days leading up to, and including, the Closing Date of the SPP (being Tuesday, 18 March 2025), rounded to the nearest half cent.

The minimum Application amount for New Shares is \$1,000 and thereafter in increments of \$1,000 up to a maximum Application amount of \$30,000.

4DX is seeking to raise \$7 million under the SPP. In the event that the SPP is oversubscribed, the Company may, after consultation with the Underwriter, increase the maximum amount to be raised under the SPP or scale-back the number of New Shares that will be allotted to individual Applicants under the SPP and in the manner it sees fit in its absolute discretion. Without limiting such discretion, to the extent it is necessary to scale the number of New Shares that will be issued to Eligible Shareholders under the SPP, 4DX intends to do so having regard to the pro rata holdings of Eligible Shareholders (ie as at the Record Date, being 7.00pm (AEDT) Thursday, 20 February 2025) who apply for New Shares.

Participation in the SPP is optional and the right to participate is not transferrable. The offer to participate in the SPP closes at 5:00pm (AEDT) on Tuesday, 18 March 2025. Full details on the SPP and how to participate are contained in the attached documents.

If you wish to participate in the SPP, Eligible Shareholders can either participate as follows:

- **Online** – Eligible Shareholders can make an application online through the SPP offer website at <https://events.miraql.com/4dx-offer> and receive personalised BPAY® payment details. You

will need to provide your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode and follow the instructions to apply for New Shares; or

- **Paper** – Eligible Shareholders can also contact the Company’s share registry, MUFG Corporate Markets (formerly known as Link Market Services Limited) during the SPP offer period on 1800 817 266 (within Australia) or +61 1800 817 266 (outside Australia) between 8.30am and 5.00pm (AEDT) from Monday to Friday during the SPP offer period to request a copy of the SPP Booklet and their personalised application form (**Application Form**).

Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders (including Custodians and nominees) who hold 4DX Shares on behalf of persons in the United States or elsewhere outside Australia and New Zealand, or are acting for the account or benefit of such persons, are not eligible to participate in the SPP on behalf of those persons.

If you have any questions in relation to how to participate in the SPP, please contact the Company’s share registry, MUFG Corporate Markets (formerly known as Link Market Services Limited) during the SPP offer period on 1800 817 266 (within Australia) or +61 1800 817 266 (outside Australia) between 8.30am and 5.00pm (AEDT) Monday to Friday.

### **SPP Options Offer**

Applicants under the SPP will also be invited to apply for 1 free attaching option to acquire 1 4DX Share and 1 Piggyback Option (defined below) for every 1 New Share subscribed for in the SPP (**New Option**), with each New Option having an exercise price of \$0.55 and expiring on the earlier of 28 February 2026 and the date being 30 days from the date on which the Company announces receipt of U.S. Food and Drug Administration clearance for its ventilation and perfusion technology, CT:VQ (if at all) (**FDA Announcement**). Each New Option gives the holder a right to receive 1 4DX Share and 1 Piggyback Option upon exercise and payment of the exercise price.

Upon the valid exercise of each New Option, the holder will receive 1 piggyback option (**Piggyback Option**), with each Piggyback Option having an exercise price of \$0.75 and expiring on the earlier of 29 February 2028 and the date being 2 years from the date of the FDA Announcement. Each Piggyback Option gives the holder the right to receive 1 4DX Share upon exercise of 1 Piggyback Option and payment of the exercise price. Subject to meeting the relevant conditions for quotation of securities, the Company intends to apply for official quotation of the New Options and the Piggyback Options.

The offer of New Options and Piggyback Options (**SPP Options Offer**) will be offered under a separate options offer prospectus (**Options Prospectus**), which is expected to be lodged with the Australian Securities and Investments Commission (**ASIC**) and ASX on Tuesday, 25 March 2025.

The SPP Options Offer is conditional on Shareholder approval at the Company’s Extraordinary General Meeting, which is expected to be held on Thursday, 1 May 2025 (**EGM**). A separate Notice of Meeting will be dispatched to Shareholders in connection with the EGM, and I encourage all Shareholders to carefully read the Notice of Meeting and vote at the EGM.

If Shareholder approval for the SPP Options Offer is not obtained, the offer and issue of Shares under the SPP and this SPP Booklet may proceed, however the issue of New Options and Piggyback Options under the SPP Option Offer and the Prospectus may not occur. In these circumstances, SPP participants may receive New Shares under the SPP but not New Options and Piggyback Options under the SPP Option Offer.

4DX appreciates your continued support of our company.

Yours sincerely



**Andreas Fouras**  
**Managing Director and Chief Executive Officer**

## 2. Key dates

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Event	Date*
Record Date	7.00pm (AEDT) Thursday, 20 February 2025
Announcement of Placement and SPP	Friday, 21 February 2025
Cleansing notice lodged	Tuesday, 25 February 2025
SPP offer opening date, SPP Booklet made available and invitation letter sent to Eligible Shareholders	Tuesday, 25 February 2025
SPP offer closing date ( <b>Closing Date</b> )	Tuesday, 18 March 2025
Announcement of results of SPP	Tuesday, 25 March 2025
Allotment Date for New Shares issued under SPP	Tuesday, 25 March 2025
Lodgement of Options Prospectus in relation to New Options and Piggyback Options	Tuesday, 25 March 2025
New Shares issued under SPP commence trading on ASX	Wednesday, 26 March 2025
Opening date for offer of New Options and Piggyback Options	Tuesday, 1 April 2025
Notice of extraordinary general meeting ( <b>EGM</b> ) lodged	Tuesday, 1 April 2025
EGM held to approve issue of New Options and Piggyback Options	Thursday, 1 May 2025
Issue of New Options and Piggyback Options (subject to obtaining shareholder approval at the EGM)	Friday, 2 May 2025

\* The Company reserves the right, subject to the ASX Listing Rules and consent of the Underwriter, to change the SPP Closing Date or the proposed allotment date or any other date included in the table above (other than the Record Date), at any time by making an announcement to the ASX. The Company also reserves the right to terminate the SPP at any time prior to the issue of Shares pursuant to the SPP. If the Company terminates the SPP, it will refund application monies without interest.

### 3. Summary of SPP

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#### What is the Share Purchase Plan?

The SPP provides Eligible Shareholders with an opportunity to purchase additional fully paid ordinary shares in 4DX, without brokerage or transaction costs.

All New Shares issued under the SPP will rank equally with existing ordinary shares in 4DX, including with respect to voting rights and other entitlements.

#### Am I an Eligible Shareholder?

You are an Eligible Shareholder if, at 7:00pm (AEDT) on Thursday, 20 February 2025 (**Record Date**), you were registered as a holder of 4DX Shares with an address on the share register in Australia or New Zealand.

#### What is the Offer Price of the New Shares?

The Offer Price will be the lower of:

- \$0.425, being the same as the issue price under the Placement; and
- the price that is a 2.5% discount to the volume weighted average price of the 4DX Shares traded on the ASX during the 5 trading days leading up to, and including, the Closing Date of the SPP (being Tuesday, 18 March 2025), rounded to the nearest half cent.

The market price or value of 4DX Shares is subject to market volatility. This means that there is a risk that the price or value of 4DX Shares may be higher or lower, at any time, than the Offer Price of the New Shares you receive. The market price may change between the date of this SPP Booklet and the date when New Shares are issued or allotted to you under the SPP. You agree to pay the Offer Price per New Share for the number of New Shares that are allocated to you under the SPP in accordance with the terms and conditions of the SPP.

#### How many New Shares can I apply for under the SPP?

Each Eligible Shareholder is entitled to apply for a parcel of New Shares for a minimum Application amount of \$1,000 and thereafter in increments of \$1,000 up to a maximum Application amount of \$30,000. The \$30,000 limit applies regardless of the number of 4DX Shares that the Eligible Shareholder owns as at the Record Date.

If 4DX receives an application for New Shares (**Application**) for an amount that does not equal one of the amounts specified above, 4DX may either:

- reject the Application and refund in full the Application monies (without interest) to the Eligible Shareholder; or
- apply the dollar amount of the payment to the highest designated parcel that is less than the amount of the payment and refund the excess Application monies (greater than \$2.00 and without interest) to the Eligible Shareholder.

If an Eligible Shareholder holds 4DX Shares in more than one capacity (e.g. as both a joint holder and a sole holder), then the maximum amount that Eligible Shareholder can apply for under the SPP in all capacities is an aggregate of \$30,000.

By applying for New Shares under the SPP, you will have agreed to be bound by the terms and conditions of the SPP set out in the attached terms and conditions and the Application Form.

The Company will also issue the Options Prospectus in respect of the offer of the New Options and Piggyback Options to Eligible Shareholders who apply for New Shares under the SPP. To apply for

the New Options and Piggyback Options, please refer to the Options Prospectus which is expected to be lodged with the Australian Securities and Investments Commission (**ASIC**) and ASX on Tuesday, 25 March 2025.

### **Can I transfer my rights under the SPP?**

The offer made under the SPP is non-renounceable and therefore you cannot transfer your right to apply for New Shares under the SPP to another person.

### **How do I apply for New Shares under the SPP?**

If you wish to participate in the SPP, Eligible Shareholders can either participate as follows:

- **Online** – Eligible Shareholders can make an application online through the SPP offer website at <https://events.miraqle.com/4dx-offer> and receive personalised BPAY® payment details. You will need to provide your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode and follow the instructions to apply for New Shares; or
- **Paper** – Eligible Shareholders can contact the Company's share registry, MUFG Corporate Markets (formerly known as Link Market Services Limited) during the SPP offer period on 1800 817 266 (within Australia) or +61 1800 817 266 (outside Australia) between 8.30am and 5.00pm (AEDT) from Monday to Friday during the SPP offer period to request a copy of the SPP Booklet and their personalised Application Form.

To participate in the SPP, you must ensure that your Application monies submitted by BPAY® is received before 5.00pm (AEDT) on Tuesday, 18 March 2025 in accordance with the instructions set out on the Application Form and in the SPP Booklet.

The minimum Application amount for New Shares is \$1,000 and thereafter in increments of \$1,000 up to a maximum Application amount of \$30,000.

In order to pay by BPAY®, you must have an Australian bank account enabled for this purpose. BPAY® customers must use the customer reference number shown on the Application Form which is required to identify your individual holding. When making a BPAY® payment, you are not required to return your Application Form.

An Application cannot be withdrawn or revoked once payment has been received.

### **How much is 4DX seeking to raise?**

4DX is seeking to raise \$7 million under the SPP (before costs). In the event that the SPP is oversubscribed, the Company may, after consultation with the Underwriter, increase the maximum amount to be raised under the SPP or scale-back the number of New Shares that will be allotted to individual Applicants under the SPP and in the manner it sees fit in its absolute discretion.

No Eligible Shareholder will be entitled to apply for more than \$30,000 worth of New Shares under the SPP.

### **Will I receive the full amount that I apply for?**

4DX has a discretion as to the amount raised under the SPP, and this includes reserving the right to scale back the size of the SPP offer.

If the total value of Applications received under the SPP is greater than the prescribed limits under the ASX Listing Rules, the Company may, after consultation with the Underwriter, scale back the number of New Shares that will be allotted under the SPP and you may be allocated fewer New Shares than the number for which you applied. In such a case, you will receive a proportionate refund of your Application monies (greater than \$2.00 and without interest).



Without limiting such discretion, to the extent it is necessary to scale the number of New Shares that will be issued to Eligible Shareholders under the SPP, 4DX intends to do so having regard to the pro rata holdings of Eligible Shareholders (ie as at the Record Date, being 7.00pm (AEDT) Thursday, 20 February 2025) who apply for New Shares.

4DX will make an announcement to the ASX on the outcome of the SPP on or around Tuesday, 18 March 2025, including regarding the final size of the SPP and any scale back applied to Applications received under the SPP. New Shares will be issued to successful applicants on or around Tuesday, 25 March 2025.

### **How long does the SPP remain open?**

The SPP opens on Tuesday, 25 February 2025 and is expected to close at 5:00pm (AEDT) on Tuesday, 18 March 2025.

If you wish to participate, you should ensure that your BPAY® payment is received by 4DX's share registry, MUFG Corporate Markets (formerly known as Link Market Services Limited), by no later than 5:00pm (AEDT) on Tuesday, 18 March 2025.

### **Is participation in the SPP mandatory?**

Participation in the SPP is voluntary. Before participating in the SPP and applying for New Shares, 4DX recommends that you seek independent advice from your financial or other professional advisers.

### **Is the SPP underwritten?**

Yes. The SPP is fully underwritten by Bell Potter Securities Limited (ACN 006 390 772) (AFSL 243480) (**Underwriter**). The Underwriter and the Company have entered into an underwriting agreement dated 21 February 2025 (**UWA**) which sets out on the basis on which the Underwriter has agreed to underwrite the SPP up to a total of \$7 million (**Underwritten Amount**).

A summary of the terms of the UWA including termination events under the UWA and the fees payable to the Underwriter is set out in the investor presentation released on the Company's ASX announcement platform on 21 February 2025.

If applications under the SPP are received for an aggregate amount less than \$7 million and there is a shortfall in the subscription of Shares under the SPP, the Underwriter will subscribe for such shortfall, subject to the terms and conditions of the UWA.

To the maximum extent permitted by law, the Underwriter and its related bodies corporate and affiliates, and their respective officers, directors, employees, agents and advisers (**Underwriter Parties**): (i) disclaim all responsibility and liability (including, without limitation, any liability arising from fault, negligence or negligent misstatement) for any loss (including consequential or contingent loss or damage) arising from this SPP Booklet or reliance on anything contained in or omitted from it or otherwise arising in connection with this SPP Booklet; (ii) disclaim any obligations or undertaking to release any updates or revision to the information in this SPP Booklet to reflect any change in expectations or assumptions; and (iii) do not make any representation or warranty, express or implied, as to the accuracy, reliability, completeness of the information in this SPP Booklet or that this SPP Booklet contains all material information about the Company, the SPP, the Offers or that a prospective investor or purchaser may require in evaluating a possible investment in the Company or acquisition of shares in the Company, or likelihood of fulfilment of any forward-looking statement or any event or results expressed or implied in any forward-looking statement.

The Underwriter Parties take no responsibility for the SPP and make no recommendations as to whether any person should participate in the SPP nor do they make any representations or warranties (express or implied) concerning the SPP, and they disclaim (and by accepting this SPP Booklet you disclaim) any fiduciary relationship between them and the recipients of this SPP Booklet, or any duty to the recipients of this SPP Booklet or participants in the SPP, the Offers or any other person. The Underwriter Parties have not authorised, permitted or caused the issue,

submission, dispatch or provision of this SPP Booklet and, for the avoidance of doubt, and except for references to their name, none of the Underwriter Parties makes or purports to make any statement in this SPP Booklet and there is no statement in this SPP Booklet which is based on any statement by any of them. The Underwriter Parties may rely on information provided by or on behalf of institutional investors in connection with managing and conducting the SPP and without having independently verified that information and the Underwriter Parties do not assume any responsibility for the accuracy or completeness of that information. The Underwriter Parties may have interests in the securities of the Company, including by providing corporate advisory services to the Company. Further, the Underwriter Parties may act as market maker or buy or sell those securities or associated derivatives as principal or agent. The Underwriter will receive fees for acting in its capacity as Underwriter to the SPP.

### **Further assistance**

If you have any questions in relation to the SPP, please contact your financial or other professional advisers.

If you have any questions in relation to how to participate in the SPP, please contact the Company's share registry, MUFG Corporate Markets (formerly known as Link Market Services Limited) during the SPP offer period on 1800 817 266 (within Australia) or +61 1800 817 266 (outside Australia) between 8.30am and 5.00pm (AEDT) Monday to Friday.

## 4. SPP terms and conditions

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### Purpose

The purpose of the SPP is to offer existing shareholders of 4DMedical Limited ACN 161 684 831 the opportunity to acquire additional fully paid ordinary shares in 4DX up to a maximum value of \$30,000, without the need to pay brokerage or transaction costs and without the need for 4DX to issue a prospectus.

This document sets out the terms and conditions of the offer under the SPP.

### Shareholder eligibility to participate

Participation in the SPP is only open to each person registered as a holder of ordinary shares in 4DX at 7:00pm (AEDT) on the Record Date (being Thursday, 20 February 2025) who is an Eligible Shareholder.

Due to foreign securities laws, it is not practical for shareholders who are resident in countries other than Australia or New Zealand to participate in the SPP.

Participation in the SPP is optional and is subject to these terms and conditions. Offers made under the SPP are non-renounceable meaning that Eligible Shareholders may not transfer their rights to New Shares offered under the SPP.

Joint shareholders are taken to be a single registered holding for the purpose of the 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, those joint holders may only apply for an aggregate maximum parcel of New Shares (ie up to the value of \$30,000) between any joint or individual holdings.

If an Eligible Shareholder is a "Custodian" (as defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (Australia)) (**Custodian**) and is the registered holder of 4DX Shares on behalf of one or more persons who have a registered address in either Australia or New Zealand and is not acting for the account or benefit of a person in the United States (each an **Eligible Beneficiary**), the offer is made to that Eligible Shareholder and it has the discretion whether to extend the offer to the Eligible Beneficiaries. Custodians must complete and submit a certificate that certifies the matters required by paragraph 8(3) of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (Australia) (**Custodian Certificate**) when making an Application on behalf of Eligible Beneficiaries. To request a Custodian Certificate please email [capitalmarkets@mpms.mufg.com](mailto:capitalmarkets@mpms.mufg.com). Applications received from Custodians must be accompanied by a duly completed and signed Custodian Certificate. Applications that are not accompanied by a duly completed Custodian Certificate will be rejected.

If an Eligible Shareholder holds 4DX Shares as a trustee or nominee for another person, but is not a Custodian, that Eligible Shareholder cannot participate for the beneficiaries of that trust in the manner described above. In this case, the rules for multiple single holders apply.

By electing to participate in the SPP, an Eligible Shareholder is deemed to have certified that the aggregated maximum amount subscribed for under the SPP does not exceed \$30,000. Furthermore, Eligible Shareholders are deemed to have confirmed, in relation to all New Shares applied for by them under the SPP, that they do not make an Application for any other person in circumstances which might involve any breach of securities law of any jurisdiction other than Australia and New Zealand and have agreed to be bound by 4DX's constitution in respect of all the New Shares issued to them under the SPP.

## Offer Price

The Offer Price will be the lower of:

- \$0.425, being the same as the issue price under the Placement; and
- the price that is a 2.5% discount to the volume weighted average price of the 4DX Shares traded on the ASX during the 5 trading days leading up to, and including, the Closing Date of the SPP (being Tuesday, 18 March 2025), rounded to the nearest half cent.

The market price or value of 4DX Shares is subject to market volatility. This means that there is a risk that the price or value of Shares may be higher or lower, at any time, than the Offer Price of the New Shares you receive. The market price may change between the date of this SPP Booklet and the date when New Shares are issued or allotted to you under the SPP. You agree to pay the Offer Price per New Share for the number of New Shares that are allocated to you under the SPP in accordance with the terms and conditions of the SPP.

## Application and notices

Before taking any action, you should carefully read this SPP Booklet.

Each Eligible Shareholder is entitled to apply for a parcel of New Shares for a minimum Application amount of \$1,000 and thereafter in increments of \$1,000 up to a maximum Application amount of \$30,000. The \$30,000 limit applies regardless of the number of 4DX Shares that the Eligible Shareholder owns as at the Record Date.

If you wish to participate in the SPP, Eligible Shareholders should do one of the following:

- **Pay by BPAY®** – You can make a payment by BPAY®. To do this, you must use the Reference Number show on the Application Form or obtaining by making an Application via the SPP offer website at <https://events.miraqle.com/4dx-offer>. If you make your payment with BPAY® you do not need to return your Application Form. You will not be able to withdraw or revoke your Application or BPAY® payment once you have submitted it or made it or change the amount of the parcel you have applied for.
- **New Zealand Shareholders** – If you are an Eligible Shareholder in New Zealand who does not have an Australian bank account or cannot pay via BPAY®, you should contact the Company's share registry, MUFG Corporate Markets (formerly known as Link Market Services Limited) during the SPP offer period on 1800 817 266 (within Australia) or +61 1800 817 266 (outside Australia) between 8.30am and 5.00pm (AEDT) Monday to Friday during the SPP offer period to request a copy of the SPP Booklet and their personalised Application Form.

Applications for New Shares under the SPP offer will not be accepted unless received by 4DX's share registry, MUFG Corporate Markets (formerly known as Link Market Services Limited), by no later than 5:00pm (AEDT) on Tuesday, 18 March 2025.

Any Applications for less than \$1,000 will be returned (without interest).

Oversubscriptions or refunds (greater than \$2.00) will be returned without interest by direct credit to the shareholder's bank account recorded on their shareholding or by cheque to the shareholder's registered address on 4DX's share register.

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application or payment once it has been accepted, except as allowed by law.

## Acknowledgements

By returning a completed Application Form and providing payment or making a payment by BPAY®, you:

- (a) are deemed to have accepted the SPP offer and you irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (b) warrant that all details and statements in your Application are true and complete and not misleading;
- (c) agree that your Application will be irrevocable and unconditional (that is, it cannot be withdrawn);
- (d) agree that your Application is only effective when received by 4DX's share registry, and not when it is posted;
- (e) warrant that you are an Eligible Shareholder and eligible to lawfully participate in the SPP and apply for the New Shares, in each case in accordance with these terms and conditions as well as any applicable laws;
- (f) acknowledge that no interest will be paid on any Application monies held pending the issue of New Shares or subsequently refunded to you for any reason;
- (g) acknowledge that 4DX and its officers and agents are not liable for any consequence of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (h) agree to pay the Offer Price per New Share up to the maximum value of your BPAY® payment;
- (i) acknowledge and agree that:
  - (i) you are not in the United States and are not acting for the account or benefit of a person in the United States;
  - (ii) the New Shares have not been, and will not be, registered under the *United States Securities Act of 1933*, as amended (**US Securities Act**) or the securities laws of any state or other jurisdiction of the United States, and accordingly, the New Shares may not be offered, sold or otherwise transferred without registration under the US Securities Act unless the New Shares are offered, sold or otherwise transferred in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act, and the securities laws of any state or other jurisdiction in the United States;
  - (iii) you have not, and will not, send this Booklet or any materials relating to the SPP to any person in the United States or to any person located in any other country outside Australia and New Zealand;
  - (iv) if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in the regular way for transactions on the ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
  - (v) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is a resident in Australia or New Zealand, and you have not sent this Booklet, or any materials relating to the SPP, to any person in the United States or elsewhere outside Australia and New Zealand;

- (j) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:
- (i) you are not applying for New Shares for which Application monies of more than \$30,000 are payable under the SPP (including by instructing a Custodian to acquire New Shares on your behalf under the SPP);
  - (ii) the total Application monies payable for the following does not exceed \$30,000:
    - (A) the New Shares the subject of the Application;
    - (B) any other 4DX Shares issued to you under a SPP or any similar arrangement in the 12 months before the Application;
    - (C) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
    - (D) any other 4DX Shares issued to a Custodian in the 12 months before the Application as a result of an instruction given by you to the Custodian to apply for 4DX Shares on your behalf under an arrangement similar to the SPP,

even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
- (k) if you are a Custodian and are applying for New Shares on behalf of an Eligible Beneficiary on whose behalf you hold 4DX Shares, acknowledge and agree that:
- (i) you are a Custodian (as that term is defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (Australia));
  - (ii) you held 4DX Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the SPP and that the Eligible Beneficiary has been given a copy of this Booklet;
  - (iii) you are not applying for New Shares on behalf of any Eligible Beneficiary for which Application monies of more than \$30,000 are payable under the SPP;
  - (iv) your Application will not be accepted unless you duly complete and submit a Custodian Certificate; and
  - (v) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (l) accept the risk associated with any refund that may be dispatched to you by cheque to your address shown on 4DX's share register;
- (m) agree to be bound by the constitution of 4DX (as it may be amended from time to time in the future);
- (n) acknowledge that none of 4DX, its officers, advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (o) acknowledge that an investment in 4DX is speculative and involves many risks (many of which are outside the control of 4DX) and that any such investment may result in the loss of some or all your invested capital;
- (p) acknowledge that 4DX may at any time irrevocably determine that your Application is valid, in accordance with the terms and conditions of the SPP;

- (q) authorised 4DX and its officers and agents to do anything on your behalf necessary or desirable for New Shares to be issued to you in accordance with the terms of this SPP offer; and
- (r) authorise 4DX, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.

#### **Discretion to scale back or increase the size of the offer**

4DX may, in consultation with the Underwriter, scale back the size of the SPP to the extent and in the manner it sees fit. If the total value of Applications received under the SPP is greater than the prescribed limits under the ASX Listing Rules, 4DX may scale back the number of New Shares that will be allotted under the SPP.

Applications will be scaled back at the discretion of 4DX, having regard to the pro rata shareholdings of Eligible Shareholders as at the Record Date.

Accordingly, if 4DX undertakes a scale back you may not receive the full amount or any of the New Shares for which you have applied. If this is the case, the difference between the Application monies received, and the number of New Shares issued to you multiplied by the Offer Price, will be refunded to you (greater than \$2.00 and without interest) by cheque forwarded to your address on 4DX's share register. If the scale back produces a fractional number of New Shares when applied to a parcel of New Shares, the number of New Shares allocated will be rounded down to the nearest whole number of New Shares.

4DX will make an announcement to the ASX on the outcome of the SPP on or around Tuesday, 25 March 2025, including regarding the final size of the SPP and any scale back applied to Applications received under the SPP. New Shares will be issued to successful applicants on or around Tuesday, 25 March 2025.

#### **New Shares issued under the SPP**

New Shares issued under the SPP will rank equally in all respects with all other 4DX Shares from the Allotment Date.

#### **Modification and termination of the SPP**

4DX may modify or terminate the SPP at any time.

4DX will notify ASX of any modification to, or termination of the SPP. The omission to give notice of any modification to, or termination of, the SPP or the failure of ASX to receive such notice will not invalidate that modification or termination.

#### **Dispute resolution**

4DX may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application, and the decision of 4DX will be conclusive and binding on all participants and other persons to whom the determination relates.

4DX reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of 4DX under these terms and conditions may be exercised by the directors of 4DX or any delegate of the directors of 4DX in their sole and absolute discretion.

#### **Privacy**

By applying for New Shares under the SPP, you acknowledge that you will be providing personal information to 4DX and its share registry. 4DX and its share registry may collect personal information to process your application for New Shares, implement the SPP and administer your

shareholding. The personal information held by the share registry is also used to facilitate payments and to make corporate communications (including financial results, annual reports and other information to be communicated to holders of 4DX Shares) and to ensure compliance with legal and regulatory requirements, including Australian taxation and company laws.

Chapter 2C of the Corporations Act requires information about you as securityholder (including your name, address and details of the securities you hold) to be included in 4DX's public register (which is maintained by the share registry). This information must continue to be held in the public register even if you cease to be a shareholder. This information may be disclosed to stock brokers, third party service providers, professional advisers, to related entities of 4DX and its agents and contractors and to ASX and other regulatory authorities and in any case, where disclosure is otherwise required or allowed by law. In some cases, your personal information may be given to persons outside of Australia. A copy of 4DX's privacy policy may be found at <https://findi.co/privacy-policy/>.

### **ASIC relief**

This offer of New Shares under the SPP is made in accordance with the relief granted under *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (Australia) (**Instrument 2019/547**). This ASIC instrument grants relief from the requirement to prepare a prospectus for the offer of New Shares under the SPP.

The Company satisfies the conditions of Instrument 2019/547 for the issue of New Shares under the SPP, however the Company is unable to rely on Instrument 2019/547 for the SPP Options Offer because the New Options and Piggyback Options to be issued under the SPP Option Offer are a new class of securities not currently quoted on the ASX. Accordingly, the Company is undertaking the SPP Option Offer under the Options Prospectus.

### **Contact details**

If Eligible Shareholders have any questions regarding the SPP or how to deal with this offer, they should contact their professional advisers or stockbrokers.

If Eligible Shareholders have any questions in relation to how to participate in the SPP, they may contact the Company's share registry, MUFG Corporate Markets (formerly known as Link Market Services Limited) during the SPP offer period on 1800 817 266 (within Australia) or +61 1800 817 266 (outside Australia) between 8.30am and 5.00pm (AEDT) Monday to Friday.