



16 April 2024

SomnoMed Limited ACN 003 255 221 (ASX:SOM) – Dispatch of Replacement Prospectus and Retail Entitlement Offer documents

On Tuesday, 9 April 2024, SomnoMed Limited (**SomnoMed** or **Company**) announced a fully underwritten accelerated non-renounceable pro rata entitlement offer (**Entitlement Offer**) to eligible shareholders to subscribe for 1 new fully paid ordinary share in the Company (**New Share**) for every 1.01 existing fully paid ordinary shares in the Company at an offer price of \$0.21 per New Share. The retail component of the Entitlement Offer is available to shareholders whose address is in Australia and New Zealand as recorded with the Company's share registry as at 7.00pm (Sydney, Australia time) on Thursday, 11 April 2024 (**Eligible Retail Shareholders**).

SomnoMed advises that it will today complete dispatch of its replacement prospectus and accompanying personalised entitlement and acceptance form to Eligible Retail Shareholders. A copy of the replacement prospectus was also lodged with ASX on Tuesday, 16 April 2024. For the avoidance of any doubt, the Entitlement Offer is being made to you under the replacement prospectus lodged with ASX on Tuesday, 16 April 2024.

Shareholders who are not Eligible Retail Shareholders are not eligible to participate in the retail component of the Entitlement Offer (**Ineligible Retail Shareholders**). SomnoMed will today dispatch letters to Eligible Retail Shareholders and Ineligible Retail Shareholders, copies of which are attached.

Shareholder enquiries

For further information regarding the Entitlement Offer, please do not hesitate to contact the Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) at any time from 8.30am to 5.00pm (Sydney time) Monday to Friday.

Terry Flitcroft
Company Secretary
SomnoMed Limited

Authorised for release to the ASX by Terry Flitcroft, Company Secretary

About SomnoMed

SomnoMed is a public company providing treatment solutions for sleep-related breathing disorders including obstructive sleep apnea, snoring and bruxism. SomnoMed was commercialised on the basis of extensive clinical research. Supporting independent clinical research, continuous innovation and instituting medical manufacturing standards has resulted in SomnoDent® becoming the state-of-the-art and clinically proven medical oral appliance therapy for more than 860,000 patients in 28 countries. For further information, visit SomnoMed at <http://www.somnomed.com.au>

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The New Shares to be offered and sold in the Entitlement Offer have not been, and will not be, registered under the United States Securities Act of 1933 (the **U.S. Securities Act**), or the securities laws of any state or other jurisdiction of the United States.

Accordingly, the New Shares may not be offered or sold to persons in the United States, unless they have been registered under the U.S. Securities Act, or are offered and sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

Forward-looking statements including projections, guidance on future earnings and estimates 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 that are subject to risk factors associated with an investment in SomnoMed.



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

Tuesday, 16 April 2024

Dear Shareholder,

SomnoMed Limited – Retail Entitlement Offer

On 9 April 2024, SomnoMed Limited (ABN 35 003 255 221) (**SomnoMed** or the **Company**) announced that it would be undertaking a 1 for 1.01 pro-rata accelerated non-renounceable entitlement offer of new fully paid ordinary shares in the capital of the Company (**New Shares**) (**Entitlement Offer**) at an offer price of \$0.21 per New Share to raise approximately \$22.6 million. We are writing to you as shareholder who we believe is eligible to participate in the retail component of the Entitlement Offer (**Retail Entitlement Offer**). The Offer is being made under a Prospectus which was lodged with ASIC and released to ASX on 9 April 2024.

You should read the Prospectus as it contains important information on the Offer, including the Retail Entitlement Offer. The Prospectus can be accessed under SOM's announcements on the ASX's website <https://www.asx.com.au/markets/company/som> and via the Company's website <https://somnomed.com/au/about-us/investors-partners/>.

The Prospectus and an electronic copy of your personalised Entitlement and Acceptance Form can be accessed at: <https://www.investorserve.com.au/>. To access the online system, you will need to provide your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode.

Entitlement and Application for Additional New Shares

The number of New Shares for which you are entitled to apply for under the Retail Entitlement Offer (**Entitlement**) is shown on your Personalised Entitlement and Acceptance Form.

In addition to your Entitlement, if you take up and pay for your Entitlement in full, you also have the option to subscribe for additional New Shares above your Entitlement (**Additional New Shares**). You may apply for any number of Additional New Shares you wish.

Any New Shares not taken up in full pursuant to the Retail Entitlement Offer (**Shortfall Shares**) will first be made available to eligible retail shareholders who took up and paid for their full Entitlement and applied for Additional New Shares (**Oversubscription Facility**). Allocations of Additional New Shares are at the discretion of the Company. To the extent that there is greater demand than there is a shortfall, eligible retail shareholders who have applied for Additional New Shares will have their applications scaled back by the Independent Board Committee of the Company on a pro rata basis or to the extent considered necessary to prevent the issue of securities being made contrary to the law or ASX Listing Rules.

If there are Shortfall Shares left after allocating Additional New Shares to eligible retail shareholders, those shares will be acquired by TDM Growth Partners Pty Ltd (**TDM**) and any other institutional and non-institutional shareholders pursuant to its sub-underwriting agreement. You should refer to the Prospectus for further details, including the control implications if TDM takes up any Shortfall Shares.

Applications

To apply for New Shares under the Retail Entitlement Offer (including any Additional New Shares under the Oversubscription Facility), please follow the instructions provided in your personalised Entitlement and Acceptance Form.

To participate, you must submit your Entitlement and Acceptance Form and make payment before the Retail Entitlement Offer closes at 5:00pm (Sydney time) Wednesday, 1 May 2024.

If you are unable to access <https://www.investorserve.com.au/> or have any issue in making your application, please contact the Company's share registry on 1300 737 760 (in Australia) or +61 2 9290 9600 (outside Australia) from 8.30am to 5.00pm (Sydney time) Monday to Friday.

Actions you may take

There are a number of actions you may take:

- accept your full Entitlement;
- accept your full Entitlement and apply for Additional New Shares under the Oversubscription Facility;
- accept part of your Entitlement; or
- do nothing, if you do not wish to accept all or part of your Entitlement.

Key dates for the Retail Entitlement Offer

Key Dates in relation to the Retail Entitlement Offer are as follows:

Event	Date
Record Date for the Retail Entitlement Offer	Thursday, 11 April 2024 (7:00pm Sydney time)
Despatch of Prospectus and Entitlement and Acceptance Forms	Tuesday, 16 April 2024
Retail Entitlement Offer opens	Tuesday, 16 April 2024
Retail Entitlement Offer closes	Wednesday, 1 May 2024 (5:00pm Sydney time)
Announce results of Retail Entitlement Offer	Friday, 3 May 2024
Settlement of New Shares issued under the Retail Entitlement Offer	Tuesday, 7 May 2024
Allotment of New Shares issued under the Retail Entitlement Offer	Wednesday, 8 May 2024
Trading on ASX of New Shares issued under the Retail Entitlement Offer	Thursday, 9 May 2024
Despatch of holding statements for New Shares to retail holders	Friday, 10 May 2024

You should read the entire Prospectus carefully and seek professional advice before deciding whether to invest in the Retail Entitlement Offer.

If you have any queries concerning the Retail Entitlement Offer, please contact your stockbroker, accountant or other professional adviser or the Offer Information Line on 1300 737 760 (in Australia) or +61 2 9290 9600 (outside Australia) from 8.30am to 5.00pm (Sydney time) Monday to Friday.

Yours faithfully,

Terry Flitcroft
Company Secretary

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Dear Shareholder

SomnoMed Limited Entitlement Offer – Notification to ineligible shareholders

On Tuesday, 9 April 2024, SomnoMed Limited ACN 003 255 221 (ASX:SOM) (**Company**) announced a fully underwritten pro rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) to eligible shareholders to subscribe for 1 new fully paid ordinary share in the Company (**New Share**) for every 1.01 existing fully paid ordinary shares in the Company (**Existing Shares**) held as at 7.00 pm (Sydney, Australia time) on the record date (being, Thursday, 11 April 2024) (**Record Date**) (**Entitlement**) at an offer price of \$0.21 per New Share (**Offer Price**) (**Entitlement Offer**).

The Entitlement Offer includes an institutional component (**Institutional Entitlement Offer**) and an offer to Eligible Retail Shareholders (as defined below) to participate on the same terms (**Retail Entitlement Offer**). On Wednesday, 10 April 2024, the Company announced that it had successfully completed and raised approximately \$5.8 million under the Institutional Entitlement Offer.

The Retail Entitlement Offer is non-renounceable, and Entitlements that are not taken up by Eligible Retail Shareholders, together with the Entitlements of Ineligible Retail Shareholders (as defined below), will lapse.

The prospectus in relation to the Entitlement Offer was lodged with the Australian Securities Exchange (**ASX**) on 9 April 2024 and is available on the ASX website at www.asx.com.au.

This letter has been sent to you to inform you about the Retail Entitlement Offer and to explain why you will not be able to subscribe for New Shares under the Retail Entitlement Offer. This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares. **You are not required to do anything in response to this letter.**

Details of the Retail Entitlement Offer

The Retail Entitlement Offer is being made to Eligible Retail Shareholders on the basis of 1 New Share for every 1.01 Existing Shares held as at 7.00 pm (Sydney, Australia time) on the Record Date, being Thursday, 11 April 2024.

Eligibility criteria

The Company has determined, pursuant to section 9A(3) of the Corporations Act and Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers to the Company's shareholders in all countries in connection with the Retail Entitlement Offer. This is because of the relatively small number of Company shareholders in jurisdictions outside of Australia and New Zealand, the number and value of Existing Shares that Company shareholders hold and the cost of complying with the applicable regulations in jurisdictions outside of Australia and New Zealand.

Unfortunately, according to our records you do not satisfy the criteria for an Eligible Retail Shareholder meaning you are an Ineligible Retail Shareholder. Accordingly, in compliance with section 9A(3) of the Corporations Act and ASX Listing Rule 7.7.1(b), the Company wishes to inform you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for New Shares under the Retail Entitlement Offer.

Shareholders who are eligible to participate in the Retail Entitlement Offer (**Eligible Retail Shareholders**) are those shareholders of the Company who:

- a) are registered as a holder of Existing Shares as at the Record Date, being 7.00pm (Sydney time) on Thursday, 11 April 2024.
- b) have a registered address in Australia or New Zealand or are, in the opinion of the Company, otherwise eligible under all applicable securities laws to receive an offer of New Shares under the Entitlement Offer;

- c) are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such shareholders hold securities in the Company for the account or benefit of such persons in the United States);
- d) were not invited to participate, (other than as nominee in respect of other underlying holdings) in the Institutional Entitlement Offer and were not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer.

Shareholders who are not Eligible Retail Shareholders are **Ineligible Retail Shareholders** and are consequently unable to participate in the Retail Entitlement Offer. The Company may (at its absolute discretion) extend the Retail Entitlement Offer to certain institutional shareholders in foreign jurisdictions who did not participate in the Institutional Entitlement Offer (subject to compliance with applicable laws).

Non-renounceable offer

As the Retail Entitlement Offer is non-renounceable, Entitlements in respect of the New Shares you would have been entitled to if you were an Eligible Retail Shareholder will lapse and you will not receive any payment or value for your Entitlements in respect of any New Shares that would have been offered to you if you had been eligible.

New Shares equivalent to the number of New Shares you would have been entitled to if you were an Eligible Retail Shareholder will be allocated to Wilsons Corporate Finance Limited (in its capacity as underwriter to the Entitlement Offer) (**Underwriter**) or to persons from whom the Underwrite has procured subscriptions for New Shares (including any sub-underwriters), pursuant to the underwriting arrangements between Company and the Underwriter.

Further information

If you have any questions in relation to any of the above matters, please contact the Entitlement Offer Information Line on 1300 737 760 (local call from within Australia) or +61 2 9290 9600 (from outside Australia) from 8.30am to 5.00pm (Sydney, Australia time) Monday to Friday.

On behalf of the Board and management of the Company, thank you for your continued interest in the Company.

Yours sincerely



Terry Flitcroft
Company Secretary
SomnoMed Limited

This letter is not a prospectus or offering document under Australian law or under any other law. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia and New Zealand. This letter is for information purposes only and does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any New Shares in the Company. This notice does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither the Entitlements nor the New Shares have been or will 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 taken up by, and the New Shares may not be offered or sold in the United States or to any person acting for the account or benefit of a person in the United States unless they are registered under the Securities Act or unless they are offered or sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable U.S. state securities laws. The New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold outside the United States in "offshore transactions" (as defined in Regulation S under the Securities Act) in reliance on Regulation S under the Securities Act.

The provision of this document is not, and should not be considered as, financial product 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. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional advisor.

The eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and Wilsons Corporate Finance Limited ("**Wilsons**"). The Company and Wilsons, and each of their respective affiliates and related bodies corporate and each of their respective directors, officers, partners, employees, advisers and agents, disclaim any liability in respect of any determination as to eligibility, to the maximum extent permitted by law.