

19 May 2021

**NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001 (Cth) –
RENOUNCEABLE PRO-RATA RIGHTS ISSUE CLEANSING NOTICE**

Tymlez Group Limited ACN 622 817 421 (ASX:TYM) (**the Company**) today announced that it is undertaking a renounceable pro-rata rights issue (**Entitlement Offer**) of up to approximately 584,073,742 fully paid ordinary shares (**New Shares**) at an issue price of A\$0.01 per New Share (**Issue Price**) to raise up to approximately A\$5,840,737 (before costs of the Entitlement Offer).

The Entitlement Offer is being made to all shareholders of the Company named on its register of members at 7pm (AEST) on 28 May 2021 (**Eligible Shareholders**).

The Entitlement Offer will be made on the basis of two (2) New Shares for every one (1) ordinary share held by Shareholders as at 7pm (AEST) on 28 May 2021.

Further details regarding the Entitlement Offer are set out in the ASX announcement and the Offer Document released today.

This notice is given under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (“**Corporations Act**”) (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) (**ASIC Instrument 2016/84**). Where applicable, references in this notice to the Corporations Act are to those sections as modified by ASIC Instrument 2016/84.

For the purpose of section 708AA(7) of the Corporations Act, the Company advises that:

- (a) the Company will offer the New Shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is given under section 708AA(2)(f) of the Corporations Act (as notionally modified by ASIC Instrument 2016/84);
- (c) as at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - (ii) section 674 of the Corporations Act; and
- (d) as at the date of this notice, there is no excluded information within the meaning of sections 708AA(8) and 708AA(9) of the Corporations Act that is required to be set out in this notice under section 708AA(7) of the Corporations Act;
- (e) the potential effect of the Entitlement will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including Eligible

Shareholders' interest in taking up their entitlements under the Entitlement Offer and any shortfall shares, as well as the level of demand of sophisticated and professional investors participating in the shortfall offer. As the Entitlement Offer is a pro-rata issue, subject to the factors set out in paragraph (f) below, the Company does not expect that the Entitlement Offer will have any material effect or consequence on the control of the Company; and

- (f) while it is not possible for the directors to predict the outcome of the factors set out in paragraph (e) above, a non-exhaustive list setting out the potential effect on the control of the Company is as follows:
- (i) if all Eligible Shareholders take up their entitlements for New Shares in full, all Eligible Shareholders will hold the same percentage interest in the Company as before the Entitlement Offer;
 - (ii) in the event that there is a shortfall, the Eligible Shareholders who do not take up their entitlements under the Entitlement Offer, will be diluted by the issue of the New Shares under the Entitlement Offer and the shortfall offer;
 - (iii) so far as the Company is aware and based on substantial holder notices that have been given to the Company and lodged with ASX before the date of this announcement, Tyhold 2 B.V. currently holds a relevant interest in 22.4% of the voting shares in the Company. If Tyhold 2 B.V. takes up its entitlement in full under the Entitlement Offer (and all other Eligible Shareholders also take up their entitlement in full), it will continue to hold a relevant interest in 22.4% of the voting shares in the Company. However, if and to the extent that Tyhold 2 B.V. does not take up any of its entitlement under the Entitlement Offer, its percentage of relevant interest in the voting shares in the Company will be diluted; and
 - (iv) any remaining New Shares not taken up under the Entitlement Offer (**Shortfall Shares**) will be placed:
 - (A) to one or more of the Eligible Shareholders, and sophisticated and professional investors, who subscribe for those remaining New Shares under the shortfall offer; and
 - (B) in such proportions,
(Shortfall Offer Participants) as may be determined by the directors of the Company (in consultation with the Lead Manager, Sequoia Corporate Finance Pty Ltd) in accordance with the allocation policy set out in the Offer Document. Although the issue of the Shortfall Shares may increase the voting power of the Shortfall Offer Participants who may be allocated Shortfall Shares, it is not expected to have a material effect on the control of the Company.

Yours sincerely,

Justyn Stedwell
Company Secretary
For and on behalf of
Tymlez Group Limited

Authorised by the Board of Directors.

TYMLEZ GROUP LIMITED

ACN 622 817 421

Suite 1.03, 2 Queen St Melbourne VIC 3000

03 8395 5446