

MinterEllison.

1 July 2024

Markets Announcements Office
Australian Securities Exchange
Exchange Centre
20 Bridge Street
Sydney, NSW, 2000

Dear Sir/Madam

Off-market bid by Allegra Innovations Pty Ltd to acquire all ordinary shares in Allegra Medical Technologies Limited (ASX:AMT) (Offer)

We act for Allegra Innovations Pty Ltd (ACN 670 616 127) (**AI**).

In accordance with section 647(3)(b) of the *Corporations Act 2001* (Cth) (**Act**), we enclose for lodgement a copy of AI's Second Supplementary Bidder's Statement dated 1 July 2024 in relation to the Bidder's off-market takeover bid for all the ordinary shares in Allegra Medical Technologies Limited (ACN 066 281 132).

Yours faithfully

MinterEllison



Contact: Dino Permadi
Dino.permadi@minterellison.com
Partner: Benjamin Smith
OUR REF: 1484735

Allegra Innovations Pty Ltd (ACN 670 616 127)

Second Supplementary Bidder's Statement in relation to the AI Offer

1. INTRODUCTION

This document is the second supplementary bidder's statement (**Second Supplementary Bidder's Statement**) given by Allegra Innovations Pty Ltd (ACN 670 616 127) (**AI**) under section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**).

This Second Supplementary Bidder's Statement relates to and supplements AI's Bidder's Statement (**Bidder's Statement**) dated 19 June 2024 as supplemented by AI's First Supplementary Bidder's Statement dated 21 June 2024 (**First Supplementary Bidder's Statement**) (together, the **Prior Bidder's Statements**) in respect of AI's offer to acquire all of the ordinary shares of Allegra Medical Technologies Limited (ACN 066 281 132) (**AMT**), and should be read with those documents.

Unless the context otherwise requires, terms defined in the Prior Bidder's Statements have the same meaning in this Second Supplementary Bidder's Statement. To the extent there is any inconsistency between the Prior Bidder's Statements and this Second Supplementary Bidder's Statement, this Second Supplementary Bidder's Statement will prevail.

A copy of this Second Supplementary Bidder's Statement was lodged with ASIC, the ASX and sent to AMT on 1 July 2024. Neither ASIC, the ASX, AMT, nor any of their respective officers takes any responsibility as to the contents of this Second Supplementary Bidder's Statement.

This Second Supplementary Bidder's Statement has been prepared to make reference to reasons why AMT Shareholders may not wish to accept the Offer and provide further disclosures regarding the funding arrangement AI has in place to fund acceptances of the Offer.

2. ADDITION OF PARAGRAPH 1A

After paragraph 1.6 on page 13 of the Bidder's Statement, insert paragraph 1A as follows:

1A *Reasons why you may not wish to accept the Offer*

1A.1 *You may consider an AMT Share is worth more than \$0.004 which is the Offer Consideration; and*

1A.2 *You may consider that AMT will be able to continue to trade despite its current financial difficulties, and that you could ultimately get greater value for your AMT Shares at some future date due to AMT selling its assets and/or continuing to trade.*

3. AMENDMENTS TO PARAGRAPH 3.5 and 3.6

Paragraphs 3.5 and 3.6 on page 16 of the Bidder's Statement are deleted and replaced as follows:

3.5 *Sources of cash consideration*

*AI will provide the Offer Consideration through its existing cash resources of \$150,000 held on deposit (which are allocated to fund the Offer Consideration and transaction expenses) as well as the funding arrangements set out below, which in aggregate will meet the amount outlined in section 3.4 being \$478,444 (**Maximum Cash Consideration**) and AI's transaction costs associated with the Offer.*

AI loan funding

Robinwood, which is the parent company of AI, has agreed to provide funding to AI to enable AI to fund acceptances of the Offer and any transaction costs associated with the Offer.

AI and Robinwood have entered into an intercompany loan agreement dated 6 June 2024 (**Robinwood Loan Agreement**) under which Robinwood agrees to provide a loan of up to \$850,000 to AI on an unsecured basis, and repayable on or before the date which is 24 months after the first draw down under the Robinwood Loan Agreement.

The ability of AI to drawdown under the Robinwood Loan Agreement is subject to certain conditions precedent (which AI considers to be in line with facilities of this nature), including, without limitation, that Robinwood receive the following from AI in form and substance reasonably satisfactory to Robinwood:

- (a) Each document which Robinwood and AI agree is a transaction document for the purposes of the Robinwood Loan Agreement, and any agreement or instrument created under them (**Transaction Document**), being duly executed and otherwise being enforceable;
- (b) Confirmation that the representations and warranties set out in the above documents are correct and not misleading as at the date of the drawdown, being the date identified in the drawdown notice;
- (c) Confirmation that there is no event of default or potential event of default continuing at the date of drawdown, being the date identified in the drawdown notice; and
- (d) A compliant drawdown notice being issued.

As at the date of this Bidder's Statement, AI is not aware of any reason why the conditions precedent noted above will not be satisfied in time to allow the proceeds to be able to be drawn down to fund the Offer Consideration. It is not a condition precedent to drawdown under the Robinwood Loan Agreement that the Offers be declared unconditional.

The events of default mentioned in subsection (c) above include, without limitation:

- (a) AI does not pay any money due for payment by it under a Transaction Document to which it is a party in accordance with its terms and conditions;
- (b) AI does not comply with any obligation under a Transaction Document to which it is a party and, if that default is capable of remedy, it is not remedied within 10 Business Days after its occurrence;
- (c) A representation, warranty, or statement made or deemed to be made by AI under a Transaction Document is untrue or misleading;
- (d) A Transaction Document is void, voidable or otherwise unenforceable by Robinwood or is claimed to be so by AI; or
- (e) An insolvency event occurs in relation to AI.

As at the date of this Bidder's Statement, AI is not aware of the occurrence of any event of default noted above or any circumstance that would reasonably likely lead to any event of default under the Robinwood Loan Agreement.

There are no other termination provisions in the Robinwood Loan Agreement.

As at the date of this Bidder's Statement, Robinwood has access to unconditional uncommitted funds available to it from another related entity (and not otherwise allocated, committed, intended or expected to be used for any purposes) in excess of the amount to fund AI under the Robinwood Loan Agreement. In aggregate, funding to be provided under the Robinwood Loan Agreement together with AI's cash reserves exceeds the Maximum Cash Consideration.

3.6 Payment of cash consideration

On the basis of the arrangements described in this Section 3, AI considers that it has a reasonable basis to form, and holds, the view that AI will be able to pay the Maximum Cash Consideration required for the acquisition of the AMT Shares in sufficient time to enable AI to discharge its obligations to AMT Shareholders who have accepted the Offer.

The Offer is not subject to any financing conditions.

4. FURTHER INFORMATION

AI encourages you to read the Prior Bidder's Statements, together with this Second Supplementary Bidder's Statement, carefully before accepting the AI Offer.

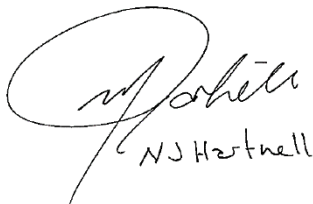
If you have any questions or would like another copy of the Bidder's Statement and the Acceptance Form, please contact Automic Group at 1300 288 664 or + 61 2 9698 5414 from outside Australia, or email them at hello@automicgroup.com.au.

5. CONSENTS

Automic Group has given, and has not at the date of this Second Supplementary Bidder's Statement withdrawn, its written consent to being named in this Second Supplementary Bidder's Statement.

6. APPROVAL

This Second Supplementary Bidder's Statement has been approved by a resolution passed by the sole director of AI under section 645(2)(a)(i) of the Corporations Act.



N.J. Hartnell

This Second Supplementary Bidder's Statement is dated 1 July 2024.