



16 May 2018

ASX Announcement

Share Purchase Plan Offer Documents

engage:BDR Limited (ASX: **EN1**) (the **Company**) previously announced its intention to offer shareholders the opportunity to participate in the Company's share purchase plan to subscribe for additional shares in the Company (**SPP**). The Company is now pleased to make that offer to eligible shareholders on the terms and conditions contained in the SPP offer documents attached to this announcement.

Under the SPP, each eligible shareholder of the Company as at 7.00 pm (Melbourne time) on Wednesday 2 May 2018 will have an opportunity to subscribe for up to A\$15,000 of new ordinary shares in the Company at an issue price of A\$0.16, subject to scale back in the Company's absolute discretion. The terms and conditions of the SPP offer are contained in the SPP offer documents attached to this announcement.

SPP offer documents will be despatched to all eligible shareholders. The SPP offer aims to raise approximately A\$2 million and is not underwritten.

The SPP offer has opened and is scheduled to close on Tuesday 29 May 2018 at 5.00 pm.

On behalf of engage:BDR:

Ted Dhanik
Co-Founder and Executive Chairman
engage:BDR Limited

For further information please contact engage:BDR Limited (ASX:EN1 and EN10)

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ACN 621 160 585

SHARE PURCHASE PLAN 2018 OFFER DOCUMENT

This Offer of ordinary fully paid shares in the Company (“**Shares**”) is made on the terms and conditions of the Share Purchase Plan (“**SPP**”) set out in this Offer Document and the accompanying Application Form. The closing date for this Offer is 5pm AEST on Tuesday 29 May 2018.

It is important to ensure that you read this Offer Document and accompanying Application Form in full. You should seek independent legal and/or financial advice if you are in any doubt about the terms of this Offer or whether to accept this Offer.

KEY OFFER DETAILS	
Issue price of shares offered under this SPP:	16 cents (\$0.16) per Share
Minimum application amount:	\$2,000 (12,500 shares)
Maximum application amount: [^]	\$15,000 (93,750 shares)
Applications can be made for parcels of Shares valued (at the issue price) at: [*]	A. \$2,000 (12,500 shares) B. \$4,000 (25,000 shares) C. \$6,000 (37,500 shares) D. \$8,000 (50,000 shares) E. \$10,000 (62,500 shares) F. \$12,500 (78,125 shares) G. \$15,000 (93,750 shares)
Maximum amount to be raised: [*]	\$2,000,000 (12,500,000 shares)
Proposed use of funds:	Funds raised by this Offer will be used for the following: <ul style="list-style-type: none"> • conduct due diligence on the proposed acquisition of AdCel Inc, as announced to ASX on 3 May 2018; • The cash component of the proposed acquisition price; and • Working capital requirements.
Offer Date:	15 May 2018, being the date of this Offer Document.
Eligibility:	To be eligible under the Offer, the applicant’s address in the Company’s register of members must be in Australia and New Zealand. The applicant must have been registered as a shareholder on the Record Date.
Record Date (for determining recipients of this Offer): ⁺	7.00pm AEST on Wednesday 2 May 2018, being the day before the date on which this Share Purchase Plan was announced to ASX.
Closing Date: ⁺	5.00pm AEST on Tuesday 29 May 2018 Late applications will not be accepted unless the Company in consultation with the Lead Manager otherwise agrees.
Anticipated issue of new Shares: ⁺	Monday 4 June 2018
Anticipated dispatch of holding statements and (if applicable) refunds: ⁺	Tuesday 5 June 2018
Anticipated commencement of trading of new Shares: ⁺	Tuesday 5 June 2018

[^] Custodians (within the meaning of ASIC CO 09/425) may apply for up to \$15,000 (93,750 shares) on behalf each distinct beneficiary represented, by returning their completed Application Form and Custodian Schedule (“Custodian Schedule”) which can be obtained from the Company or its Share Registrar. Further details are provided below.

* If the total number of Shares applied for exceeds 12,500,000, the Company’s Board may scale back (reduce) the applications received or accept applications over and above the Maximum Amount proposed to be raised at its discretion. In the event that a scale back is applied, preference will be given to eligible applicants on a first come, first served basis. Eligible Shareholders must ensure they apply for Shares prior to the Closing Date. The Company will refund to the applicant the difference between the application monies received by the Company and application monies payable for the number of Shares actually issued to the applicant. Refunds will be paid to the applicant by cheque. No interest shall be paid on refunded application monies.

+ The above dates are indicative only. The Company reserves the right to change any date without notice including by postponing the closing date or closing this Offer early, or to withdraw or cancel this Offer.

If you wish to participate in this Share Purchase Plan you must apply for Shares using the personalised Application Form accompanying this Offer Document. If you are a Custodian and wish to apply on behalf of distinct beneficiaries, you must complete and return the personalised Application Form and Custodian Schedule which can be obtained from the Company or its Share Registrar. If any of your details on the Application Form are incorrect, please contact the Company’s Share Registrar urgently.

Certain capitalised terms used in this Offer Document have the meaning set out in the Glossary on page 6.

In order for shareholders to understand the reasons behind the Company undertaking the previously announced share placement and this SPP the Company provides the following information.

About engage:BDR

The Company announced on 3 May 2018 that it has signed a binding Term Sheet to acquire all of the shares in USA based digital media and advertising company AdCel Inc. (“**AdCel**”),

The acquisition is subject only to formal due diligence which is expected to be completed within 30 days and has already commenced.

Key aspects of the proposed acquisition are set out below:

About AdCel Inc.

AdCel was originally established to solve a problem for App publishers, which was the need to aggregate a large number of Apps under one umbrella for the purpose of effectively selling advertising onto those Apps. Apps are programmes designed to run on mobile devices such as phones, tablets and more recently watches. Many Apps are designed to feature ads, which is one of the principal ways in which App publishers make money out of their Apps.

Many App publishers operate numerous Apps that deliver a wide range of information, games and other services. One of the difficulties experienced by App publishers, is that it is generally very difficult for an individual App publisher to earn significant revenue from their particular App. AdCel enables that ad inventory to be aggregated thereby delivering a larger more attractive audience to advertisers and enabling those App publishers to capture advertising revenue across numerous small apps that would not otherwise be available to them.

The AdCel platform is designed to solve this problem and to service multiple ad formats including banner ads, images, video ads, interstitial and native ad types. It does this through a proprietary machine learning programme (artificial intelligence or AI) that optimises ad network monetisation in real time. The AdCel technology is unique in terms of the way it monetises the App advertising inventory through its yield management algorithm and this enables AdCel to out perform many of its competitors.

The AdCel platform is currently integrated with over 40 demand partners (advertising buyers) and has over 6,000 exclusive Apps utilising the AdCel technology, which sits directly on the mobile device. Existing customers of Adcel include many of the worlds largest tech companies, including Google, Facebook, Twitter and Amazon. Further details on the AdCel business can be viewed at the company’s website at <https://adcel.co>

AdCel's existing head office is in Los Angeles and the Company has a significant research and development office in the Ukraine, which is known for its high technical competency specifically in engineering for advertising technology. This development office will also be used to carry out technology development work for engage:BDR's other businesses at significantly lower cost than is possible in more developed western countries.

Benefits of the proposed acquisition to engage:BDR

As previously announced to the market engage:BDR has now integrated 86 clients onto its proprietary programmatic platform, with a further 15 clients expected to be integrated onto the platform by the end June 2018.

By acquiring AdCel, engage:BDR will almost immediately be able to increase its current integrations to 126 and add over 6,000 exclusive new apps to its publisher supply portfolio. AdCel also has a pipeline of additional integrations which will add to the engage:BDR existing and growing integration pipeline.

Adcel's 2018 standalone revenues are expected to exceed AUD \$2 million in the 2018 calendar year and the Company is almost break even (based on AdCels unaudited financial information provided to the Company). The acquisition of AdCel by engage:BDR will enable engage:BDR's current publisher suppliers to also buy access to Adcel's current 40+ buyers.

In addition, Adcel's 6000+ exclusive App inventory will also be able to sold to engage:BDR's current integrated buyers. This will effectively create a multiplier effect on engage:BDR's revenue as it will significantly increase the number of publishers onto which the Company can sell inventory and at the same time allow AdCel clients to be sold onto engage:BDR's sites.

engage:BDR believes that this could potentially result in additional incremental revenue to the Company of approximately AUD \$5 million+ over the first 12 months following completion of the acquisition of AdCel and result in engage:BDR's revenues approaching AUD \$30 million in the first full year post completion of the acquisition and integration of the AdCel clients onto the engage:BDR platform.

On completion of the acquisition engage:BDR also expects to be able to achieve significant economies of scale and cost savings by removing some duplication between the two businesses in terms of personnel, offices and general administration.

Terms of deal

The key terms of the acquisition are as follows:

- Payment of USD \$1.0 million in cash payable on completion
- The issue of approximately 21,179,309 fully paid ordinary shares in engage:BDR Limited at a deemed issue price of AUD \$0.22 cents per share (USD \$3.5 million) . The shares to be issued as the purchase consideration are proposed to be issued in accordance with the Company's 15% placement capacity under Listing Rule 7.1.
- 35% of these shares to be escrowed for 6 months and 65% escrowed for 12 months

Associated Capital Raising

The Company also announced on 3 May 2018 that in order to meet the agreed cash component of the proposed purchase price of AdCel and for working capital, the Company, through its Lead Manager Sanlam Private Wealth, had completed a share placement to a range of institutions and high net worth individuals of 12,500,000 fully paid ordinary shares to raise AUD \$2 million at a price of \$0.16 cents per share. These shares were also issued in accordance with the Company's 15% placement capacity under ASX Listing Rule 7.1.

The Company also announced that it proposed to immediately undertake this share purchase plan (SPP) for existing eligible shareholders at the same price to raise up to a maximum of a further \$2.0 million. The record date for the SPP was Wednesday 2 May 2018 being the day before the proposed acquisition, share placement and SPP were announced to the ASX.

The proposed issue of fully paid ordinary shares under the SPP does not require shareholder approval

IMPORTANT INFORMATION

Participation in the Share Purchase Plan is entirely optional and is subject to the terms and conditions specified in this letter. The Company intends to raise up to \$2,000,000 at an issue price of 16 cents (\$0.16) per Share. This price represents a 9.43% discount to the volume weighted average price of the Company's shares sold on the ASX for the last five days on which the Company's shares were traded prior to 3 May 2018, being the day this Offer was announced.

Fractional entitlements to Shares will be rounded up and amounts payable rounded to the nearest whole dollar.

Each offer made under this Share Purchase Plan to eligible Shareholders is made on the same terms and conditions.

Price Risk

Applicants should specifically consider the risk of movement in market value of the Company's Shares. The market price of the Company's Shares may change between the Offer Date and the date when the Shares are issued to applicants under this Share Purchase Plan, with the effect that the price or value of the Shares which applicants receive under this Share Purchase Plan may be more or less than the price paid for the Shares.

The closing price of the Company's shares on the last trading day before this document was finalised, being 1 May 2018, was \$0.19. The trading price may rise or fall after the Offer Date, after the date upon which the Shares are applied for, before the Shares are issued, or before the Shares can be traded. There is no certainty that applicants will be able to sell their Shares for more than or at the same price as they paid for them, or at all. Information about the prices at which the Company's trade on ASX can be obtained from the ASX website (www.asx.com.au) under using the code "EN1". Closing prices can also be found in daily newspapers.

No account has been taken of the particular objectives, financial situation or needs of recipients of this Offer Document. Because of this, recipients of this Offer Document should have regard to their own objectives, financial situation and needs.

Recipients of this Offer Document should make their own independent investigation and assessment of the Company, its business, assets and liabilities, prospects and profits and losses, and the risks associated with investing in the Company. Independent expert advice should be sought before any decision is made to apply for Shares under this Share Purchase Plan, or acquire additional Shares or other securities in the Company.

The Offer under this Share Purchase Plan is non-renounceable, meaning that a Shareholder cannot transfer the right to participate in the Offer to another person or entity. Participation in this Offer is not compulsory.

This Share Purchase Plan offer is made pursuant to ASIC CO 09/425. Accordingly, the Company is exempted from the requirements contained in Parts 6D.2 and 6D.3 of the Corporations Act. The Company will not be issuing a prospectus in relation to the Shares offered under the Share Purchase Plan and is not required to seek the approval of shareholders in relation to the Offer of Shares under this Share Purchase Plan.

Directors and officers of the Company (and their associates) who hold Shares as at the Record Date may participate in this Offer, subject to the terms and conditions set out in this Offer Document and the Application Form.

The Company reserves the right to vary the terms and conditions of this Share Purchase Plan without notice. The Company also reserves the right to waive strict compliance with the terms and conditions of this Share Purchase Plan, including but not only by accepting applications received after 5pm AEST on the Closing Date.

The Company also reserves the right to terminate this Share Purchase Plan at any time. In the event of termination of this Share Purchase Plan, or rejection of any application for any reason, all monies received will be refunded to the Applicant by cheque without interest.

The Company's rights and powers may be exercised by the Directors of the Company or any delegate of the Directors.

The Company reserves the right to instruct the Company's Lead Manager to place any shortfall if the full \$2,000,000 is not applied for by existing eligible shareholders.

This Share Purchase Plan, Offer, and terms and conditions (including the Application Form) are governed by the laws applying in the State of Victoria. By applying for Shares applicants agree to submit to the exclusive jurisdiction of the Courts of that State and the courts of appeal from those Courts.

SHARES OFFERED

The Shares offered under this Share Purchase Plan are fully paid ordinary shares in the capital of the Company. The Shares issued under this Share Purchase Plan will rank equally with, and have the same terms as the Company's other Shares.

The Company will not be obliged to issue Shares and the applicant will not be entitled to receive or be issued Shares until the Board resolves to issue the Shares. After the Shares are issued, the Company will promptly make an application to the ASX for the Shares to be admitted to quotation. The anticipated Timetable for issuing Shares and sending holding statements to successful applicants is set out on page 1 of this Offer Document. It is the responsibility of applicants to determine their allocation prior to trading in Shares. Applicants trading Shares before they receive their holding statements will do so at their own risk.

APPLYING FOR SHARES UNDER THE SPP

To apply for Shares under the Share Purchase Plan, please utilise the payment options detailed below:

- Make your payment via BPAY®¹ for one of the designated subscription amounts set out on the application form using the personalised customer reference number set out on the application form. There is no requirement to return the application form if you are paying by electronic means. You may only make a payment by BPAY if you are the holder of an account with an Australian Financial Institution. If applying by BPAY, you need to ensure your payment is received by the Share Registry by no later than 5pm AEST on the Closing Date. Applicants should be aware that their own financial institution may implement early cut off times with regards to electronic payments and therefore should take this into consideration when making payment; or
- Complete the enclosed application form and return it, together with a cheque made payable to "engage:BDR Limited" and cross "Not Negotiable" in the amount equal to the designated subscription amounts selected, to the Share Registry's address below:

engage:BDR Limited
c/- Computershare Investor Services Pty Limited
GPO Box 505
Melbourne Victoria 3001
Australia

By completing and returning the Application Form accompanying this Offer Document or making a payment for Shares offered under this Share Purchase Plan by BPAY, the applicant agrees to be bound by the Constitution of the Company and by the terms and conditions set out in this Offer Document and the Application Form. It is the applicant's responsibility to ensure any application and application monies are received at the address specified on the Application Form before the close of this Offer being 5pm AEST on the Closing Date. Note, your bank may impose cut off times for processing payments, and/or may impose daily limits – it is important that you make your payment in time and according to any limits so that payment for the full amount of Shares you wish to apply for is received on time and in full. Late applications or of application monies received after the specified time will not be accepted, unless the Company in consultation with the Leader Manger otherwise agrees. Neither the Company nor the Company's Share Registry accepts any liability for lost, delayed or misdelivered application forms or application monies.

Applications should only be made in one of the designated amounts set out in the Application Form.

The Company reserves the right to reject an application received, and/or may refuse to issue Shares under this Share Purchase Plan, if the Company believes that acceptance of the application or issue of the Shares may be contrary to any applicable law, the terms of ASIC CO 09/425 (or any replacement class order), the Listing Rules of ASX, or the terms and conditions of this Share Purchase Plan.

The Company may amend or complete any application received if such amendment would assist or permit the Company to issue and/or the applicant to receive Shares under this Share Purchase Plan, provided no amendment shall result in the number of Shares to be issued exceeding the number of Shares which may be issued at the Offer price represented by the application monies received. If a cheque or other form of payment of application monies is not honoured, the Company may at its sole discretion issue Shares in response to the application and recover the application monies as a debt due or reject the application.

¹ ® Registered to Bpay Pty Ltd ABN 69 079 137 518

MAXIMUM APPLICATIONS

Each eligible Shareholder who is not a Custodian may only apply for up to \$15,000 of Shares. If a registered holder of Shares receives more than one offer under this Share Purchase Plan (for example, due to multiple registered holdings, including joint holdings), it may only apply for up to \$15,000 of shares in total.

Accordingly, applicants must provide the Company with certification to the effect that the total of the application for Shares subject of the Application Form and any other Shares applied for by the applicant under a share purchase plan or similar arrangement in the 12 months prior to the application (including any Shares which the applicant has instructed a Custodian to acquire on their behalf under a share purchase plan including this Share Purchase Plan or similar arrangement) does not exceed \$15,000. Joint holders are counted as a single shareholder for the purposes of determining entitlements. A joint holder who receives more than one offer under the Share Purchase Plan due to multiple registered holdings (including both sole and joint holdings) may only apply for up to \$15,000 of shares in total.

Applications counted in determining whether the \$15,000 limit would be exceeded include application made through a Custodian or other nominee. The Application Form includes a statement that the acceptance by the Company of the application will not result in the applicant acquiring Shares under this Offer (or under any other Share Purchase Plan of the Company or similar arrangement) with an application price totalling more than \$15,000 in the prior 12 month period. The statement also applies to applications made by BPAY.

CUSTODIANS

A registered shareholder who is a Custodian holding Shares on behalf of two or more beneficial holders as at the Record Date may acquire multiple parcels with an application price totalling up to \$15,000 (93,750 Shares) on behalf of distinct beneficiaries, subject to compliance with the procedures and certification requirements set out in ASIC CO 09/425. In addition, where requested by the Company, Custodians must provide evidence satisfactory to the Company of distinct holdings when accepting the Offer under this Share Purchase Plan. Custodians must establish that the issue of Shares applied for on behalf of a beneficiary will not result in the beneficiary acquiring Shares under this Offer (or under any other Share Purchase Plan of the Company or similar arrangement) with an application price totalling more than \$15,000 in the 12 month period prior to an application under this Share Purchase Plan.

Custodians must obtain a separate Custodian Schedule from the Company or the Company's Share Registry if they wish to accept multiple parcels on behalf of distinct beneficiaries. The lodgement of the personalised Application Form which accompanies this Offer may be treated by the Company as an acceptance by the holder named on the form and not as being made on behalf of distinct beneficiaries.

When requesting a Custodian Schedule from the Company or the Company's Share Registry, Custodians must allow time for the dispatch, completion and return of the form. Requests should be made in writing via email at custodians@computershare.com.au. Requests made on or after the fifth business day before the Closing Date may not result in the separate Application Form being received in sufficient time to allow for lodgement before 5pm AEST on the Closing Date.

If you are unsure whether you are a Custodian for the purposes of this Offer, you should obtain independent legal advice.

EXCLUDED APPLICANTS

A Shareholder who alone or with its associates would obtain an interest in more than 20% of the issued voting shares of the Company may be ineligible to accept an offer under this Share Purchase Plan. The Company reserves the right to refuse an application if the applicant (alone or with its associates) would obtain an interest in more than 20% of the issued voting shares of the Company. The Company may amend any application received such that the applicant's interest alone or with its associates is no more than 20% of the issued voting shares of the Company. In the event that an application is adjusted, the Company will refund to the applicant by cheque without interest the difference between the application monies received by the Company and application monies payable for the number of Shares actually issued to the applicant.

Only shareholders whose address in the Company's register of members is in Australia and New Zealand may apply. Regardless of their address in the register, applicant's resident in countries outside Australia and New Zealand should consult their professional advisers as to whether any governmental or other consent are required or whether formalities need to be observed to enable them to apply for and accept Shares.

Only applicants registered as a shareholder in the Company's register of members at 7.00pm AEST on the Record Date may apply.

Accordingly, this document does not constitute an offer of Shares in any place in which, or to any person to whom, it would not be lawful to make such an offer. Return of an Application Form or payment of application monies will be taken by the Company to constitute a representation by the applicant that there has been no breach of such requirements.

SCALE BACK

Although engage:BDR intends to raise \$2,000,000 under the SPP, engage:BDR has the discretion to determine the aggregate amount of funds to be raised through the SPP. Accordingly, the aggregate amount of funds to be raised through the SPP may be more than \$2,000,000. engage:BDR will scale back applications if it receives applications of more than the aggregate amount of funds it determines to be raised. A "scale back" is a reduction in the number of New Shares issued (compared to the number applied for). engage:BDR will undertake a scale back in the event that it receives applications under the SPP for more New Shares than it wishes to issue. engage:BDR intends to raise \$2,000,000 under the SPP (subject to engage:BDR's discretion to accept oversubscriptions and to scale back applications).

If applications are scaled back, engage:BDR will refund to applicants the difference between the New Shares issued to that applicant and the parcel that applicant applied for (calculated at the issue price of \$0.16), without interest payable to the applicant.

If a scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be issued will be rounded down to the nearest whole number of New Shares.

EXPENSES OF THE OFFER

All expenses connected with the Offer are being borne by the Company. Total expenses of the Offer are estimated to be in the order of \$120,000. The Company will pay fees equal to 6% of the issue price (including GST) of new shares issued. The estimate of fees of \$120,000 assumes the full amount of \$2,000,000 is raised under the SPP.

ENQUIRIES

You should seek independent legal and/or financial advice if you are in any doubt about the terms of this Offer or whether to accept this Offer.

If you have any questions about this Offer or how to accept this Offer, please contact your stockbroker or professional adviser, or the Shareholder Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

GLOSSARY

ASIC CO 09/425	ASIC Class Order 09/425 which was issued by the Australian Securities and Investments Commission on 15 June 2009, as amended.
ASX	means ASX Limited (ACN 008 624 691) and the prescribed financial market known as the Australian Securities Exchange.
Application Form	means the personalised application and acceptance form which accompanies this Offer Document.
Company	means engage:BDR Limited (ACN 621 160 585)
Corporations Act	means the Corporations Act 2001 (Cth).
Custodian	means a Custodian (within the meaning of ASIC Class Order 09/425).
Custodian Schedule	means a separate schedule which can be requested, completed and submitted by a Custodian.
Director	means a Director of the Company.
Listing Rules	means the Listing Rules of ASX.
Offer	means the offer of fully paid ordinary shares to eligible Shareholders made in this Share Purchase Plan offer document.
Offer Document	means this Share Purchase Plan offer document.
Record Date	means 7pm AEST on 2 May 2018.
Share	means an ordinary fully paid share in the capital of the Company and “ Shares ” has a corresponding meaning.
Shareholder	means a person who holds Shares.
Share Purchase Plan or SPP	means the Share Purchase Plan dated 15 May 2018 described in this Offer Document.
Share Registrar	means Computershare Investor Services Pty Limited (ABN 48 078 279 277).

For all enquiries:

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

Web:
 www.investorcentre.com/contact

EN1

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:



See overleaf for details of the Offer and how to make your payment

Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (AEST) on Tuesday 29 May 2018**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of engage BDR Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for engage BDR Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed \$15,000.

engage BDR Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by engage BDR Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. engage BDR Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where engage BDR Limited does not notify you of that event.

Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**engage BDR Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

engage BDR Limited Share Purchase Plan Application Form
Payment must be received by 5:00pm (AEST) on Tuesday 29 May 2018

© Registered to BPAY Pty Limited ABN 69 079 137 518

Turn over for details of the Offer →


Share Purchase Plan Application Form

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I ND

STEP 1

Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details: Record date: **7:00pm (AEST) on Wednesday, 2 May 2018**

Minimum value available to purchase: **\$2,000**

Maximum value available to purchase: **\$15,000**

STEP 2

Make Your Payment



Bill Code: 284281
Ref No: 1234 5678 9123 4567 89

Pay by Mail:



Make your cheque, bank draft or money order payable to "**engage BDR Limited**" and cross "**Not Negotiable**".

Return your cheque with the below payment slip to:

Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Contact your financial institution to make your payment from your cheque or savings account.

Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (AEST) on Tuesday 29 May 2018. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor engage BDR Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (AEST) on Tuesday 29 May 2018. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor engage BDR Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

Purchase Details for engage BDR Limited (choose one option)

- \$2,000 (12,500 shares) OR \$4,000 (25,000 shares) OR \$6,000 (37,500 shares)
- \$8,000 (50,000 shares) OR \$10,000 (62,500 shares) OR \$12,500 (78,125 shares)
- \$15,000 (93,750 shares)



Entitlement No: 12345678

Payment must be received by 5:00pm (AEST) on Tuesday 29 May 2018

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Contact Details

Contact Name _____ **Daytime Telephone** _____

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$

123456789123456789+0000000001-3051+14