

ASX Announcement

14 September 2020

Small Holdings Share Sale Facility & Minimum Holding Buy Back

LogiCamms Limited (ASX:LCM) (LogiCamms or the Company) is pleased to advise that it is offering eligible shareholders the opportunity to sell their small shareholdings through a small holdings share sale facility (**Facility**) or a minimum holding buy back (**Buy Back**).

The Facility and Buy Back will allow small shareholders to sell their shares without incurring any brokerage or handling costs.

The Facility and Buy Back is available to shareholders whose registered address is in Australia or New Zealand and who, at 7:00 pm (AEST) on 11 September 2020 (**Record Date**), were holders of fully paid ordinary shares in LogiCamms (**Shares**) valued at less than \$500 (Small Holding). Based on a price of \$0.15 per Share, being the closing price of Shares on the ASX on the Record Date, a Small Holding is any holding of 3,334 Shares or less.

While the Company values each of its shareholders, it incurs significant administrative and share registry fees in respect of Small Holdings.

The attached letter outlining the procedures for the Facility and Buy Back will be mailed to eligible shareholders on 16 September 2020.

LogiCamms will explore options to sell Shares with a view to maximising the price received for selling shareholders, having regard to prevailing market conditions. In particular, LogiCamms will determine whether the price received would be maximised by an off-market or on-market sale under the Facility or a sale to the Company under a Buy Back, or some other means.

Each shareholder of a Small Holding has the right to opt-out of the Facility and Buy Back by returning a Share Retention Form to the Company by no later than 5:00 pm (AEST) on 29 October 2020 (**Closing Date**). Eligible shareholders should note that the Company will be entitled to sell their Shares following the Closing Date if they do not take any of the actions outlined in the attached letter.

Key Dates

Event	Date
Record Date	7:00 pm (AEST) on 11 September 2020
Letters sent to holders of Small Holdings	16 September 2020

Event	Date
Closing date for receipt of Share Retention Forms	5:00 pm (AEST) on 29 October 2020
Payment date	From 3 November 2020

The Company may modify these dates, or suspend or terminate the Facility and Buy Back. Any modification, suspension or termination will be notified to shareholders by way of market announcement.

Authorised by the Board of Directors of LogiCamms Limited.

- ends -

Further Information

Andrew Ritter

Company Secretary

andrew.ritter@logicamms.com



16 September 2020

Dear Shareholder

Notice of Small Holdings Share Sale Facility and Minimum Holding Buy Back

LogiCamms Limited (ASX: LCM) (**LogiCamms** or the **Company**) is pleased to offer eligible shareholders the opportunity to sell their small shareholding through a small holdings share sale facility (**Facility**) or minimum holding buy back (**Buy Back**).

The Facility and Buy Back will allow you to sell your shares without incurring any brokerage or handling costs.

The Facility and Buy Back is available to shareholders whose registered address is in Australia or New Zealand and who, at 7:00 pm (AEST) on 11 September 2020 (**Record Date**), were holders of fully paid ordinary shares in LogiCamms (**Shares**) valued at less than \$500 (**Small Holding**). Based on a price of \$0.15 per Share, being the closing price of Shares on the ASX on the Record Date, a Small Holding is any holding of 3,334 Shares or less.

Our records show that you are the holder of a Small Holding at the Record Date, and accordingly you are eligible to sell your Shares as contemplated in this booklet. In accordance with Schedule 4 of the Company's constitution and ASX Listing Rule 15.13, LogiCamms may notify shareholders who hold a Small Holding that it intends to sell their Shares unless they correctly complete and return the Share Retention Form by 5:00 pm (AEST) on 29 October 2020 (**Closing Date**).

If you wish to sell your Shares, you do not need to take any action

If you do not take any action, LogiCamms intends to either sell your Shares through the Facility or buy back your Shares under the Buy Back after the Closing Date. Sale proceeds will be paid in the same manner that you have elected to receive dividends by either direct credit or cheque. Payment is expected to be made on or around 3 November 2020.

LogiCamms will explore options to sell Shares with a view to maximising the price received for selling shareholders, having regard to prevailing market conditions. In particular, LogiCamms will determine whether the price received would be maximised by an off-market or on-market sale under the Facility or a sale to the Company under a Buy Back, or some other means.

If you wish to retain your Shares

If you wish to retain your existing holding of Shares, then you must either:

- *return the Share Retention Form* – complete and return the enclosed Share Retention Form to the Company's share registry, Computershare Investor Services Pty Ltd (**Computershare**), by 5:00 pm (AEST) on the Closing Date; or
- *purchase additional Shares* – purchase additional Shares so that your shareholding becomes a marketable parcel valued at \$500 or more. The additional Shares purchased must be held in the same holding as your current Shares (in particular, under the same name and address as shown on the Share Retention Form) and must be registered by 5:00 pm (AEST) on the Closing Date; and/or
- *consolidate your holdings* – consolidate your shareholdings into a marketable parcel valued at \$500 or more by the Closing Date. You should contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) to arrange the consolidation if you are an issuer sponsored shareholder. If one of the holdings you wish to consolidate is a CHESSE broker sponsored holding, you should contact the sponsoring broker for that holding to arrange the consolidation.

If you implement one (or more) of the options outlined above, LogiCamms will not to sell your Shares through the Facility or buy back your Shares under the Buy Back.

What price will you receive for your Shares?

All shareholders who choose to sell their Small Holding as contemplated in this booklet will receive the same price per Share (**Sale Price**).

If LogiCamms sells the Shares under the Facility, the Sale Price will be the volume weighted average price (**VWAP**) of all shares sold through the Facility. LogiCamms may appoint a broker to sell the Shares through the Facility on-market or off-market.

If LogiCamms sells Shares under the Buy Back, the Sale Price will be equal to the 10 day VWAP of Shares traded on ASX up to the Closing Date.

If LogiCamms decides to proceed with the sale of your shares under the Buy Back, your Shares will be transferred to LogiCamms and will be immediately cancelled in accordance with the *Corporations Act 2001* (Cth).

Important information

LogiCamms makes no recommendation and does not give any advice to you regarding whether to participate in the Facility. You may wish to elect to maintain your existing shareholding, in which case you should complete and return the Share Retention Form (or take one of the other steps outlined in this booklet).

Please refer to the attached terms and conditions for details of the Facility.

If you are in any doubt as to whether to sell your Shares or if you require further information regarding the possible tax implications of participating in the Facility and Buy Back, please contact your legal, financial or taxation adviser.

If you require further information, please contact Andrew Ritter, Company Secretary on andrew.ritter@logicamms.com.

Yours sincerely



Phil Campbell
Chairman
LogiCamms Limited

LogiCamms Limited

Small Holdings Share Sale Facility and Minimum Holding Buy Back– Terms and Conditions

1. What is the Facility and Buy Back?

The small holdings share sale facility (**Facility**) allows LogiCamms Limited (**LogiCamms** or the **Company**) to sell fully paid ordinary shares in LogiCamms (**Shares**) on behalf of shareholders who hold less than a marketable parcel of Shares (that is, shares valued at less than \$500) as at 7:00 pm (AEST) on 11 September 2020 (**Record Date**) (**Small Holding**).

In the alternative, the Company may buy back Small Holdings through a minimum holding buy back (**Buy Back**) conducted in accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**).

While the Company values each of its shareholders, it currently has approximately 800 shareholders which meet the Small Holding criteria which incurs significant administrative and share registry fees.

In addition, the Facility and Buy Back offer eligible shareholders (who may otherwise find it difficult or expensive to sell their Shares) the opportunity to dispose of their Shares without incurring any brokerage or handling costs.

LogiCamms will conduct the Facility and Buy Back in accordance with Schedule 4 of its constitution, the Corporations Act and the ASX listing rules.

2. What do I need to do to sell my Shares?

If you wish to sell your Shares, you do not need to take any action or respond to this correspondence.

3. What if I want to retain my Shares?

If you wish to retain your existing holding of Shares, then you must either:

- *return the Share Retention Form* – complete and return the enclosed Share Retention Form to the Company's share registry, Computershare Investor Services Pty Ltd (**Computershare**), by 5:00 pm (AEST) on 29 October 2020 (**Closing Date**);
- *purchase additional Shares* – purchase additional Shares so that your shareholding becomes a marketable parcel valued at \$500 or more. The additional Shares purchased must be held in the same holding as your current Shares (in particular, under the same name and address as shown on the Share Retention Form) and must be registered by 5:00 pm (AEST) on the Closing Date;
- *consolidate your holdings* – consolidate your shareholdings into a marketable parcel by the Closing Date. You should contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) to arrange the consolidation if you are an issuer sponsored shareholder. If one of the holdings you wish to consolidate is a CHES broker sponsored holding, you should contact the sponsoring broker for that holding to arrange the consolidation.

If you do not do any of the above, LogiCamms is irrevocably authorised, without further notice, to do all things, including to accept an offer to buy back your Shares as part of the Buy Back, engage any third party (including a broker) to sell your Shares on-market or off-market and execute all documents, including to effect any holding adjustment, transfer or other transmission or transaction in relation to your Small Holding.

4. **Can I sell part of my shareholding?**

No, you cannot sell part only of your Small Holding through the Facility or Buy Back. You are only entitled to sell that number of Shares comprising your Small Holding.

If you want to sell only some of your Shares outside of the Facility or Buy Back, you should contact your broker. You may be subject to fees which will not be met by LogiCamms.

5. **When will the sale take place?**

The sale is expected to take place as soon as practicable after the Closing Date.

If LogiCamms considers that selling the Shares may not be prudent or appropriate in light of prevailing market conditions, or may give rise to an excessive concentration of sales, the Closing Date may be extended as required.

6. **What price will my Shares be sold for?**

LogiCamms will explore options to sell your Shares with a view to maximising the price received, having regard to prevailing market conditions.

In particular, LogiCamms will determine whether the price received would be maximised by a sale by a broker on-market under the Facility, an off-market sale of Shares or a sale to the Company under the Buy Back, or some other means.

Although you cannot specify the process by which, or price at which, your Shares will be sold, LogiCamms will take reasonable steps that are aimed at ensuring that any Shares sold under the Facility or bought back by the Company will be at the best price reasonably obtainable at the time.

If LogiCamms decides to proceed with the sale of Shares under the Buy Back, you appoint LogiCamms to act as your attorney to accept on your behalf an offer to buy back your Shares from LogiCamms. LogiCamms will then buy back your Shares and immediately cancel them as required under the Corporations Act.

All shareholders whose Shares are sold under the Facility or through the Buy Back (**Selling Shareholders**) receive the same price per Share (**Sale Price**):

- if LogiCamms sells the Shares under the Facility, the Sale Price will be the volume weighted average price of all Shares sold through the Facility; and
- if LogiCamms buys back the Shares under the Buy Back, the Sale Price will be equal to the 10 day VWAP of Shares traded on ASX up to the Closing Date.

The Sale Price will be calculated by dividing the total sale proceeds of all Shares sold under the Facility or bought back by the Company through the Buy Back by the total number of Shares sold or bought back.

The Sale Price may not be challenged in the absence of manifest error.

The sale proceeds to which you are entitled will be calculated by multiplying the Sale Price by the number of Shares you held as at the Closing Date, rounded to the nearest cent. As the price payable is an average, it may be more or less than the actual price at

which your Shares were sold or bought back.

Shareholders should be aware that the price of Shares may change from time to time and the Sale Price may be different to the price quoted by public sources and may not be the highest price obtainable on the day on which individual Shares are sold.

Information on the price of Shares can be obtained at www.asx.com.au by searching LogiCamms' ASX code, "LCM".

You will receive a transaction confirmation statement notifying you of the number of your Shares sold through the Facility or bought back by the Company and the total sale proceeds you are eligible to receive.

7. When will I receive the proceeds from the sale?

You should receive your proceeds soon after the Shares are sold or bought back, which is expected to be around 3 November 2020.

You will be paid your proceeds in the same manner that you have elected to receive dividends by either direct credit or cheque.

8. What are the costs associated with the Facility?

Selling Shareholders will not incur any brokerage or transaction costs. If the Shares are sold under the Facility, the purchaser will pay all brokerage and other applicable transaction costs. If the Shares are bought back by the Company through the Buy Back, the Company will pay all brokerage and other applicable transaction costs.

Any tax consequences arising from the sale of Shares are the responsibility of Selling Shareholders. You should consult your professional adviser for appropriate tax advice.

9. How will my personal information be used?

Personal information may be collected on the Share Retention Form by LogiCamms, a broker appointed by LogiCamms and Computershare for the purpose of the administration of, and the sale or purchase of Shares through, the Facility or the Buy Back. That information may be used by each of them and may be disclosed by each of them to each other, to their respective related or associated bodies corporate, to external service companies such as mail service providers, for those purposes, or as otherwise required or permitted by law.

Please contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) to correct inaccurate or out of date information.

10. What happens if there is a takeover bid?


In accordance with LogiCamms' constitution, the Facility and Buy Back will become unavailable following the announcement of a takeover bid for LogiCamms, however it may be recommenced after the close of any takeover.

Return your Form to the Company's share registry:

✉ **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

For all enquiries:

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



LCM
MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Share Retention Form

 **If you wish to retain your shares, your form must be received by 5:00 pm (AEST) on 29 October 2020**

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.

Step 1: Shareholding Details

Use this form if you wish to retain your shares in LogiCamms Limited. If you have recently bought or sold shares your shareholding may differ from that shown. If you have already sold all your shares in LogiCamms Limited, do not complete or return this form. If you have more than one shareholding on LogiCamms Limited's register and you do not wish to sell your shares under the small holdings share sale facility (**Facility**) or a minimum holding buy back (**Buy Back**), you should consider consolidating them. For further advice on how to do this, contact Computershare Investor Services Pty Limited (CIS) on the number above.

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 shareholding, please contact your Controlling Participant to notify a change of address.

Step 2: Signing Instructions

Individual: Where the shareholding is in one name, the shareholder must sign.

Joint Shareholding: Where the shareholding is in more than one name, all of the shareholders must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the shareholding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the shareholding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: Where the shareholding is in the name of a deceased estate, all executors must sign; and a certified copy or original, of the required documentation must accompany this form. Details of the documentation required can be found by searching "deceased estates" on our website www.computershare.com or by calling Computershare Investor Services Pty Limited on 1300 850 505 or +61 3 9415 4000. If the shareholding is in more than one name the surviving shareholder may sign the form and return it together with a certified copy of the death certificate of the other joint shareholder.

Step 3: Contact Details

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

Turn over to complete the form →



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Share Retention Form

For your security keep your SRN/
HIN confidential.

STEP 1 Shareholding Details

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001



Change of address. If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Shares held as at 7:00 pm (AEST) on 11
September 2020:

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STEP 2 Signature of Shareholder(s) *This section must be completed.*

By signing and returning this form, in accordance with the requirements set out in 'Step 2: Signing Instructions' overleaf, I/we confirm that I/we understand that my/our **SHARES WILL NOT BE SOLD** under the Facility or Buy Back.

Individual or Shareholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Shareholder 2

Director

Shareholder 3

Director/Company Secretary
(cross out titles as applicable)

STEP 3 Contact Details

Contact Name _____ Contact Daytime Telephone _____ Date / /

Email Address _____

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>.