



7 September 2023

SomnoMed Limited ACN 003 255 221 (ASX:SOM) – Dispatch of Retail Entitlement Offer Booklet

On Thursday, 31 August 2023, SomnoMed Limited ACN 003 255 221 (ASX: SOM) (**SomnoMed** or **Company**) announced a fully underwritten institutional placement and an 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 3.82 existing fully paid ordinary shares in the Company held as at 7.00 pm (Sydney, Australia time) on the record date (being, Monday, 4 September 2023) at an offer price of \$0.60 per New Share.

SomnoMed advises that it has today completed dispatch of its Retail Entitlement Offer Booklet to eligible SomnoMed shareholders together with a personalised Entitlement and Acceptance Form.

A letter to eligible shareholders is 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, Australia 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 commercialized 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 810,000 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 Retail 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

Thursday, 7 September 2023

Dear Shareholder,

SomnoMed Limited – Retail Entitlement Offer

On 31 August 2023, SomnoMed Limited (ABN 35 003 255 221) (**SomnoMed** or the **Company**) announced that it would be undertaking an institutional placement and a 1 for 3.82 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 \$0.60 per New Share to raise approximately \$15.5 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**). You should read the Retail Entitlement Offer Information Booklet as it contains important information on the Retail Entitlement Offer.

The Retail Entitlement Offer Information Booklet 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. The Retail Entitlement Offer Booklet can also be accessed via the Company's website <https://www.somnomed.com.au>.

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**) pursuant to its sub-underwriting agreement. You should refer to the Retail Entitlement Offer Information Booklet 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 (AEST) Thursday, 21 September 2023.

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).

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: [Note – suggest deleting – they can refer to this in the booklet and the only date that matters is the closing date]

Event	Date
Record Date for the Retail Entitlement Offer	Monday, 4 September 2023 (7:00pm Sydney time)
Despatch of Retail Entitlement Offer Information Booklet and Entitlement and Acceptance Forms	Thursday, 7 September 23 2023
Retail Entitlement Offer opens	Thursday, 7 September 2023 (Sydney time)
Retail Entitlement Offer closes	Thursday, 21 September 2023 (5:00pm Sydney time)
Announce results of Retail Entitlement Offer	Monday, 25 September 2023
Settlement of New Shares issued under the Retail Entitlement Offer	Wednesday, 27 September 2023
Allotment of New Shares issued under the Retail Entitlement Offer	Thursday, 28 September 2023
Trading on ASX of New Shares issued under the Retail Entitlement Offer	Friday, 29 September 2023
Despatch of holding statements for New Shares to retail holders	Monday, 2 October 2023

You should read the entire Retail Entitlement Offer Information Booklet 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).

Yours faithfully,

Terry Flitcroft
Company Secretary