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## **SECURITY PURCHASE PLAN**

**VISIONEERING TECHNOLOGIES, INC.  
ARBN 616 156 248**

**This is an important document.**

If you have any doubts as to what you should do,  
please consult your stockbroker, solicitor, accountant  
or other professional adviser.

## OFFER AT A GLANCE

### Key dates:

Record Date <i>Date for determining Eligible Holders</i>	7.00pm on Tuesday, 14 August 2018
Opening Date <i>Offer under SPP opens</i>	Wednesday, 22 August 2018
Closing Date <i>Offer under SPP closes</i>	Wednesday, 5 September 2018
Allotment Date <i>SPP CDIs are issued</i>	Wednesday, 12 September 2018
Despatch Date <i>Confirmation of transaction despatched to holders of CDIs</i>	Friday, 14 September 2018

*Note: The dates listed in this booklet are indicative only and Visioneering retains the right to vary them without advance notice.*

### Key offer details:

Issue Price	A\$0.18 per CDI
Maximum application amount	A\$14,999.94 (83,333 CDIs)
Minimum application amount	A\$1,800.00 (10,000 CDIs)

### Important notice:

This document has been prepared for publication in Australia and New Zealand and may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933, as amended (**US Securities Act**), or any state securities laws, and until so registered, may not be offered or sold in the United States (**US**) except pursuant to an exemption from the registration requirements of the US Securities Act and applicable state securities laws. Hedging transactions involving the securities described in this document may not be conducted unless in compliance with the US Securities Act.

The SPP is being made available to investors in reliance on the exemption from registration contained in Regulation S of the US Securities Act for offers of securities which are made outside the US. This means that the CDIs issued in the SPP are subject to restrictions under Regulation S.

In order to comply with the requirements of Regulation S, investors may not re-sell any SPP

CDIs (or underlying securities) into the US to a US person or for the account or benefit of a US Person for a period of one year after the date of issue of the securities unless the re-sale of the securities is registered under the US Securities Act or an exemption from registration is available.

Accordingly, in order to enforce the above transfer restrictions whilst ensuring that holders can still trade their CDIs on ASX, the CDIs will bear a "FOR US" designation on ASX. As a result of the imposition of the "FOR US" designation, all securityholders of Visioneering will be restricted from selling their CDIs on ASX to US persons.

The SPP offer is not a recommendation to acquire CDIs. This document does not constitute financial product advice and does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Holder. Eligible Holders wanting to participate in the SPP should obtain independent advice in relation to the taxation and other consequences of an investment under the SPP before making a decision as to whether to participate in the SPP. A cooling-off regime does not apply in relation to the acquisition of CDIs under the SPP.



22 August 2018

Dear holders of CHESS Depository Interests

**Offer of CHESS Depository Interests under Security Purchase Plan**

On behalf of the Board of Visioneering Technologies, Inc. (**Visioneering**), I am pleased to offer you the opportunity to participate in the Visioneering Security Purchase Plan (**SPP**) which was announced on 15 August 2018. The SPP forms part of a capital raising that also includes an A\$8.86 million placement to sophisticated and professional investors (**Placement**).

The SPP provides eligible holders of CDIs the opportunity to invest up to approximately A\$15,000 in CHESS Depository Interests (**CDIs**) representing new fully paid shares of Class A common stock in Visioneering without paying any brokerage, commissions or other transaction costs.

The offer price of the CDIs under the SPP is A\$0.18 per CDI (**Issue Price**), the same as the issue price under the Placement.

The SPP will be capped at A\$3.0 million and Visioneering may scale back applications if this amount is exceeded. Should this happen, you may be allocated fewer CDIs than you applied for and the difference will be refunded to you. The SPP is not underwritten.

As announced to the market on 15 August 2018, the funds raised under the SPP will be used for the same purposes as the Placement proceeds.

**Who is eligible to participate?**

Participation in the SPP is optional. To be eligible to participate in the SPP, you must have been a registered holder of CDIs at 7.00pm (Australian Eastern Standard time) on Tuesday, 14 August 2018, and have your registered address in Australia or New Zealand.

Persons who hold CDIs on behalf of persons residing outside Australia or New Zealand, who are in the United States, or who act for the account or benefit of a person in the United States, are not entitled to participate in the SPP.

**How to apply**

To apply for CDIs under the SPP, please follow the instructions in this booklet. The offer period for the SPP closes at **5.00pm (Australian Eastern Standard time) on 5 September 2018**.

**It is important that you carefully read and consider all of the SPP materials enclosed with this letter (including the SPP booklet, SPP rules and Application Form) before making any decision to participate in the SPP.**

If you have any questions regarding the SPP, please call Computershare Investor Services Pty Limited between 8.30am and 5.00pm (Australian Eastern Standard time) Monday to Friday on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

We welcome your participation in the SPP and, on behalf of the board of Visioneering, I thank you for your ongoing support.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Fred M. Schwarzer'.

**Mr Fred Schwarzer  
Chairman**

## **FREQUENTLY ASKED QUESTIONS**

### **1 What is the Visioneering Security Purchase Plan?**

The Visioneering Security Purchase Plan (**SPP**) provides Eligible Holders (defined below) an opportunity to purchase up to A\$15,000 worth of CDIs (**CDIs**), representing new fully-paid shares of Class A common stock in Visioneering, without paying brokerage or other transaction costs, at the Issue Price described in section 6 below.

The SPP is governed by the SPP Rules (set out later in this booklet) which contain the terms and conditions of the SPP, as well as some important definitions used throughout this booklet. CDIs issued under the SPP will be listed and will rank equally in every respect with existing CDIs quoted on the ASX, with the same voting rights, distribution rights and other entitlements from the issue date.

### **2 Why is Visioneering issuing new CDIs under the SPP?**

Visioneering is issuing new CDIs under both the SPP and the Placement in order to raise funds to be applied towards:

- continued development of sales and marketing in the US;
- commercial launch into geographies outside of the US;
- building inventory to meet growing sales;
- new product development (toric and multifocal toric lenses); and
- general working capital requirements.

### **3 Am I an Eligible Holder?**

All holders of CDIs as at the Record Date with a Registered Address in Australia or New Zealand (and in the case of New Zealand holders of CDIs, who still hold CDIs as at the date the SPP opens) (**Eligible Holders**) are eligible to participate in the SPP. Persons who hold CDIs on behalf of persons residing outside Australia or New Zealand, who are in the United States, or who act for the account or benefit of a person in the United States, are not entitled to participate in the SPP on behalf of those persons.

### **4 How will Custodians, trustees and nominees be treated under the SPP?**

Please refer to section 3 of the SPP Rules for information on eligibility for Custodian, trustee or nominee holders of CDIs and their underlying beneficial owners.

### **5 Do I have to participate in the SPP?**

Participation in the SPP is optional. If you do not wish to participate, then you are not required to take any further action.

This offer under the SPP is non-renounceable, which means that you cannot transfer your right under this offer to purchase CDIs to anyone else.

**6 What is the Issue Price?**

The Issue Price will be A\$0.18 per CDI, which is the same price at which CDIs were offered under the Placement. This represents a 15.6% discount to the volume weighted average market price of the CDIs over the last five trading days on which trading in CDIs were recorded prior to the announcement of the SPP.

**7 How much can I invest and how many CDIs will I receive?**

Eligible Holders may subscribe for a parcel of CDIs under the SPP with one of the application amounts set out in the table below. The total number of CDIs you will receive under each available parcel is as follows (assuming no Scale Back):

<b>Application amount (A\$)</b>	<b>Number of CDIs</b>
\$1,800	10,000
\$3,600	20,000
\$7,200	40,000
\$10,800	60,000
\$14,999.94	83,333

**8 What costs are associated with the SPP?**

No brokerage, commissions or other transaction costs are payable by Eligible Holders in relation to the application for, and the issue of, CDIs under the SPP.

**9 What risks are associated with investing under the SPP?**

You should note that if you apply to participate in the SPP, you are accepting the risk that the market price for Visioneering's CDIs may change. It is possible that between the time you make your application and up to or after the date your CDIs are issued, you may be able to buy CDIs at a lower price than the Issue Price.

**10 What do I do if I receive more than one Application Form?**

Eligible Holders who receive more than one Application Form under the SPP or who are able to participate in the SPP as an underlying beneficial owner of an eligible custodian (e.g. where an Eligible Holder holds CDIs in more than one capacity), may apply on different Application Forms for CDIs, however the total aggregate amount that is applied for must not exceed A\$14,999.94.

**11 How do I apply?**

Option 1: Pay by BPAY®

To make payment by BPAY®, you must use the unique Reference Number printed on your Application Form. If you make your payment by BPAY®, you do not need to return your Application Form, but you will be taken to have given the representations set out on your Application Form. Once payment is submitted, you will not be able to withdraw, revoke or amend your application or BPAY® payment.

You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. You may also have your own limit on the amount that you can pay via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit.

Option 2: Pay by cheque, bank draft or money order

You can complete the Application Form enclosed with this booklet and return it together with a cheque, bank draft or money order in payment for the CDIs in the enclosed reply paid envelope to:

If by post:

Visioneering Technologies, Inc.  
c/- Computershare Investor  
Services  
Pty Limited  
GPO Box 505  
Melbourne VIC 3001  
Australia

Payments must be made in Australian dollars.

Cheques, bank drafts or money orders should be made payable to "Visioneering Technologies, Inc" and crossed "Not Negotiable".

All payments and applications must be received no later than 5.00pm (Australian Eastern Standard time) on 5 September 2018.

**12 What transfer restrictions will apply to CDIs issued under the SPP?**

The SPP is being made available to Eligible Holders in reliance on the exemption from registration contained in Regulation S of the US Securities Act for offers which are made outside the United States.

You will not be able to sell the CDIs issued to you under the SPP into the United States or to a US person for a period of one year after the date of allotment unless the re-sale of the securities is registered under the US Securities Act or an exemption is available.

**13 How will the transfer restrictions on CDIs issued under the SPP be enforced?**

All CDIs will bear a "FOR US" designation on ASX. This designation effectively automatically prevents any CDIs from being sold on ASX to US persons.

You will still be able to freely transfer your CDIs on ASX to any person other than a US person.

**14 Is the SPP underwritten?**

The SPP is not underwritten.

**15 Who do I contact with further questions?**

If you have any other queries in relation to the SPP, please call Computershare Investor Services Pty Limited between 8.30am and 5.00pm (Australian Eastern Standard time) Monday to Friday on 1300 850 505 if calling from within Australia or +61 3 9415 4000 if calling from outside Australia.

**Applications must be received before 5.00pm (Australian Eastern Standard time) on 5 September 2018.**

## SPP RULES

### 1 DEFINITIONS AND INTERPRETATIONS

1.1 When used in this booklet (including these SPP Rules), except to the extent that the context otherwise requires:

**Act** means the *Corporations Act 2001* (Cth);

**Application** means an application for CDIs under the SPP made in accordance with clause 4;

**Application Form** means a personalised application form pursuant to which Eligible Holders may apply for CDIs under the SPP;

**ASIC** means the Australian Securities and Investments Commission;

**ASX** means Australian Securities Exchange or ASX Limited, as applicable;

**BPAY®** means the electronic payment facility by that name;

**CDI** means a CHESS Depository Interest, being a unit of beneficial ownership of shares of Common Stock (with each CDI being equivalent to one share of Common Stock);

**CDI Register** means the register of all holders of CDIs in Visioneering maintained by the CDI Registry;

**CDI Registry** means Computershare Investor Services Pty Limited;

**CHESS** means the Clearing House Electronic Subregister System;

**Closing Date** means 5 September 2018;

**Common Stock** means fully paid shares of Class A common stock in Visioneering;

**Custodian** means has the meaning given in ASIC Class Order [CO 09/425];

**Custodian Certificate** has the meaning given in clause 3.8;

**Eligible Holder** means a holder of CDIs in Visioneering as at the Record Date with a Registered Address in Australia or in New Zealand (and in the case of a New Zealand holder of CDIs, who still holds CDIs as at the date the SPP opens);

**Issue Price** means the issue price set out in clause 6.1;

**Organisational Documents** mean, collectively, Visioneering's certificate of incorporation, bylaws or other similar organizational documents relating to the creation and governance of Visioneering;

**Visioneering** means Visioneering Technologies, Inc.;

**Registered Address** means the address of an Eligible Holder as shown in the CDI Register;

**Scale Back** means that Visioneering may in its absolute discretion issue to applicants less than the number of CDIs they have applied for;

**SPP** means this security purchase plan; and

**SPP Rules** means these rules and includes the Application Form.

1.2 Words importing the singular include the plural and vice versa, words importing any gender include other genders and 'person' includes a corporation.

1.3 A reference to dollars or \$ is a reference to Australian dollars.

## **2 OFFER TIMETABLE**

2.1 This offer is dated and taken to be made on 22 August 2018.

2.2 This offer opens on 22 August 2018 (**Opening Date**).

2.3 Subject to clauses 3.2 and 3.3, only those holders of CDIs recorded in the CDI Register as at 7.00pm (Australian Eastern Standard time) on Tuesday, 14 August 2018 (**Record Date**) with a Registered Address in Australia or in New Zealand will be eligible to participate in the SPP.

2.4 This offer closes at 5.00pm (Australian Eastern Standard time) on 5 September 2018 or such other time and date as determined by Visioneering and announced in writing to holders of CDIs (**Closing Date**). All Application Forms and payment for the CDIs must be received by the CDI Registry before the Closing Date.

2.5 It is intended that CDIs will be issued on or about 12 September 2018 (**Allotment Date**) and confirmations will be sent to those holders who participated in the SPP by 14 September 2018.

2.6 Visioneering has the discretion to change, at any time, any of these dates, regardless of whether the offer has opened or Applications have been received.

## **3 PARTICIPATION IN THE PLAN**

3.1 Participation in the SPP is subject to these SPP Rules. The offer made under this SPP is made only to Eligible Holders.

3.2 Any holder of CDIs with a Registered Address in New Zealand, who are registered as a holder of CDIs on the Record Date but who do not hold CDIs on the Opening Date will not be eligible to participate in the SPP.

3.3 Holders of CDIs who hold CDIs on behalf of persons residing outside Australia or New Zealand, who are in the United States, or who act for the account or benefit of a person in the United States are not entitled to participate in the SPP on behalf of those persons.

3.4 This offer is non-renounceable, which means Eligible Holders are not permitted to transfer their rights under this offer to any other person.

3.5 Visioneering may accept or reject an Application in its absolute discretion. Reasons why Visioneering may reject an Application include (but are not limited to) the following:

- (a) Visioneering considers that the Application (whether alone or in conjunction with other Applications) does not comply, or it is not reasonably satisfied that the Application (whether alone or in conjunction with other Applications) complies, with the requirements of ASIC Class Order [CO 09/425] (as amended, replaced or supplemented) or any other requirements in the ASX Listing Rules or the Act;



- (b) a cheque is dishonoured, or the cheque, bank draft or money order provided with the Application is not made out for the amount corresponding to the value of the parcel of the CDIs applied for;
- (c) a BPAY® payment is incomplete or invalid;
- (d) an Application Form is incomplete, incorrect or otherwise determined by Visioneering to be invalid;
- (e) an Application is received after the Closing Date;
- (f) an Application is made by a Custodian and does not include the required Custodian Certificate; or
- (g) Visioneering believes that a person not eligible to participate in the offer under the SPP has made the Application.

Where Visioneering rejects an Application, Visioneering will promptly return to the Eligible Holder any relevant Application money provided by the Eligible Holder to Visioneering (without interest).

3.6 Eligible Holders may subscribe for one of five parcels of CDIs up to \$14,999.94:

Option	Parcel	Number of CDIs
1	\$1,800	10,000
2	\$3,600	20,000
3	\$7,200	40,000
4	\$10,800	60,000
5	\$14,999.94	83,333

If Visioneering receives an amount that does not equal one of the amounts specified above, Visioneering may either:

- (a) reject the Application and refund in full the Application money (without interest) to the Eligible Holder; or
- (b) apply the dollar amount of the payment to the highest designated parcel that is less than the amount of the payment and refund the excess Application money (without interest) to the Eligible Holder (except that any excess amount of \$2.00 or less will be retained by Visioneering and not refunded).

3.7 Eligible Holders that receive more than one Application Form under the SPP (for example, if the Eligible Holder has more than one holding but under separate accounts) may apply on different Application Forms but may not make an Application which will result in the Eligible Holder applying for more than \$14,999.94 worth of CDIs under the SPP.

3.8 If an Eligible Holder is a Custodian and is expressly noted on the CDI Register as holding CDIs in Visioneering on behalf of a person (the **Participating Beneficiary**), the Custodian may apply for up to \$14,999.94 in CDIs on behalf of each Participating Beneficiary, subject to providing a notice in writing to Visioneering certifying the following (a **Custodian Certificate**):

- (a) either or both of the following:
  - (i) that the Custodian holds CDIs on behalf of one or more Participating Beneficiaries that are not Custodians; and/or

- (ii) that another Custodian (the **Downstream Custodian**) holds beneficial interests in CDIs on behalf of one or more Participating Beneficiaries, and the Custodian holds the CDIs to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,

on the date of the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:

- (iii) where paragraph (a)(i) applies – the Custodian; and
  - (iv) where paragraph (a)(ii) applies – the Downstream Custodian,
- to apply for CDIs on their behalf under the SPP;
- (b) the number of Participating Beneficiaries;
  - (c) the name and address of each Participating Beneficiary;
  - (d) in respect of each Participating Beneficiary:
    - (i) where paragraph (a)(i) applies – the number of CDIs that the Custodian holds on their behalf;
    - (ii) where paragraph (a)(ii) applies – the number of CDIs to which the beneficial interests relate;
  - (e) in respect of each Participating Beneficiary:
    - (i) where paragraph (a)(i) applies – the number or dollar amount of CDIs which they instructed the Custodian to apply for on their behalf; and
    - (ii) where paragraph (a)(ii) applies – the number or dollar amount of CDIs they instructed the Downstream Custodian to apply for on their behalf;
  - (f) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$15,000:
    - (i) the CDIs applied for by the Custodian on their behalf under the SPP in accordance with the instructions referred to in paragraph (e) above; and
    - (ii) any other CDIs issued to the Custodian in the 12 months before the Application as a result of an instruction given by them to the Custodian or to the Downstream Custodian to apply for CDIs on their behalf under an arrangement similar to the SPP;
  - (g) that a copy of the written offer document was given to each Participating Beneficiary; and
  - (h) where paragraph (a)(ii) above applies – the name and address of each Custodian who holds beneficial interests in the CDIs held by the Custodian in relation to each Participating Beneficiary.

3.9 Custodians wishing to participate on behalf of beneficiaries should contact the CDI Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) to request a Custodian Certificate.

- 3.10 A person that holds CDIs as a trustee or nominee for another person, but is not a Custodian (as defined in ASIC Class Order [CO 09/425]) cannot participate for beneficiaries in the manner described in clause 3.8. In this case, the rules in clause 3.7 apply.
- 3.11 Eligible Holders that are joint holder of CDIs in Visioneering will be taken to be a single registered holder of CDIs for the purposes of determining whether they are an Eligible Holder and an Application, and certification as part of the Application Form, by one joint holder will be effective in respect of the other joint holders.

#### **4 APPLICATION TO PARTICIPATE**

- 4.1 To participate in the SPP, an Eligible Holder must either:
- (a) complete an Application Form and return it to the CDI Registry together with payment by cheque, bank draft or money order; or
  - (b) make payment by BPAY®.

All Applications and payment must be received by the CDI Registry by 5.00pm (Australian Eastern Standard time) on the Closing Date.

- 4.2 Applications and payments may not be withdrawn once received by Visioneering.

#### **5 OPERATION OF THE PLAN**

- 5.1 By submitting an Application, an Eligible Holder certifies, represents and warrants that:
- (a) in relation to all CDIs applied for by the Eligible Holder under the SPP, the Eligible Holder does not make the Application for any other person in circumstances which might involve any breach of securities laws of any jurisdiction;
  - (b) it understands and agrees that the offer and sale to it of the CDIs under the SPP has not been and will not be registered under the US Securities Act of 1933, as amended (**US Securities Act**), or any state securities laws, but rather the issue of the CDIs under the SPP will be made in reliance on an exemption from registration contained in Regulation S under the US Securities Act for offers and sales made outside of the US. Therefore, the Eligible Holder agrees that (i) it may not and will not offer, sell, pledge, transfer or otherwise dispose of any CDIs in the United States or for the account or benefit of a US person (as defined in Regulation S of the US Securities Act) (**US Person**) unless and until the CDIs are registered under the US Securities Act (which the Eligible Holder acknowledges that Visioneering has no obligation to do) or offered, sold, pledged, transferred or otherwise disposed of in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act or the laws of any state or other jurisdiction in the United States; and (ii) it may not and will not engage in any hedging transactions involving CDIs unless in compliance with the US Securities Act;
  - (c) at the time it submits its Application and at the time of allotment of the CDIs, the Eligible Holder is and will be (i) outside the United States; and (ii) not a US Person and is not and will not be acquiring the CDIs on behalf of or for the account of or benefit of, a US Person;
  - (d) it understands that, in order to ensure that US Persons do not purchase any CDIs issued under the SPP, the CDIs will have the status of Foreign Ownership Restriction (FOR) securities under the ASX Settlement Operating

Rules and will bear a "FOR US" designation on ASX, which will inform the market of the prohibition on US Persons acquiring CDIs;

- (e) it agrees to be bound by Visioneering's Organisational Documents in respect of all the CDIs issued to the Eligible Holder under the SPP;
- (f) the total price of all CDIs purchased (or applied for) by the Eligible Holder, or which the Eligible Holder has instructed a Custodian to acquire on its behalf, under this offer and/or any similar offer made by Visioneering in the 12 months prior to the date of submission of the Application Form, does not exceed \$15,000; and
- (g) Visioneering is not liable for any exercise of its discretions referred to in the SPP Rules.

5.2 Each Eligible Holder that makes an Application:

- (a) authorises Visioneering to correct any minor errors in its Application Form and to complete the Application Form by inserting any missing minor detail;
- (b) acknowledges that Visioneering may determine that an Application Form is valid, in accordance with the SPP Rules, even if the Application Form is incomplete, contains errors or is otherwise defective.

## **6 ISSUE PRICE**

- 6.1 The Issue Price will be \$0.18 per CDI. This represents a 15.6% discount to the volume weighted average market price of the CDIs over the last five trading days on which trades in CDIs were recorded prior to the announcement of the SPP on 15 August 2018.
- 6.2 Each Eligible Holder acknowledges the risk that the market price of CDIs may increase or decrease between the date of the offer and the date of issue, which may mean that the Issue Price paid for the CDIs under the SPP may exceed or be less than the market price for the CDIs on the date of issue.
- 6.3 Visioneering recommends that you monitor the price of Visioneering's CDIs, which can be found on the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: VTI).

## **7 RIGHTS ATTACHING TO CDIs ISSUED UNDER SPP**

- 7.1 CDIs issued under the SPP will rank equally in all respects with existing CDIs quoted on the ASX.
- 7.2 Visioneering will apply for the CDIs issued under the SPP to be quoted on ASX.

## **8 COST OF PARTICIPATION**

- 8.1 Subject to Rule 8.2, no brokerage, commission or other transaction costs will be payable by an Eligible Holder in respect of the application for, and the issue of, CDIs under the SPP.
- 8.2 In the event of a change in legislation or regulation so that, at the date of any issue of CDIs, stamp duty or any other tax or duty is payable in respect thereof, the amount of such stamp duty or other tax or duty shall be paid by the Eligible Holder to whom the CDIs are issued and, in respect of each such CDI, included in the calculation of the Issue Price.

## **9 NON-PARTICIPATION**

- 9.1 Participation in the SPP is voluntary. It shall be a matter for each Eligible Holder to determine whether or not they make an Application for CDIs under the SPP.

## **10 SCALE BACK**

- 10.1 If applications under the SPP exceed A\$3.0 million, Visioneering may undertake a Scale Back at its absolute discretion and in the manner it sees fit. If the Scale Back produces a fractional number of CDIs when applied to a parcel of CDIs, the number of CDIs allocated will be rounded up to the nearest whole number of CDIs.
- 10.2 If Visioneering undertakes a Scale Back, the difference between the Application monies received, and the number of CDIs issued to you multiplied by the Issue Price, will be refunded to you (without interest) in accordance with Rule 11.

## **11 REFUNDS**

- 11.1 If you are entitled to a refund of all or any of your Application monies (and the refund amount is greater than \$2.00), the refund will be paid, without interest, as soon as practicable:
- (a) by direct debit to your nominated bank account (as recorded by the CDI Registry) or by cheque sent to your Registered Address; or
  - (b) by returning the Eligible Holder's Application Form and cheque, bank draft or money order, if not processed to your Registered Address.

## **12 CLASS ORDER COMPLIANCE**

The offer of CDIs under the SPP is made in accordance with:

- (a) ASIC Class Order [CO 09/425] which grants relief to provide prospectus disclosure in relation to a share purchase plan; and
- (b) ASIC Class Order [CO 14/827] which grants relief for offers for the issue of CHESS Depository Interests.

## **13 WAIVER, VARIATION, SUSPENSION AND WITHDRAWAL**

- 13.1 Visioneering may determine appropriate procedures for administration and implementation of the SPP consistent with the SPP Rules and to settle any difficulty which may arise generally or in a particular case, in relation to the SPP, as Visioneering thinks fit. Any such determination will bind all Eligible Holders and other persons to whom the determination relates.
- 13.2 Visioneering may in its absolute discretion:
- (a) waive compliance with any provisions of the SPP Rules;
  - (b) amend or vary the SPP and/or the SPP Rules; or
  - (c) suspend or withdraw the offer at any time.
- 13.3 Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Holders, even where Visioneering does not give notice of the event.
- 13.4 Visioneering and its officers and employees will not be responsible or liable whatsoever for any act or omission (including for negligence) arising from or in connection with operation of the SPP.

**14 TAXATION**

- 14.1 Visioneering makes no representations or warranties in respect of, and accepts no responsibility for, the liability of Eligible Holders to pay, any tax (including income tax and withholding tax) in respect of any issue of CDIs, payment or other transaction pursuant to this SPP.

**15 UNDERWRITING**

- 15.1 The SPP will not be underwritten.

**16 GOVERNING LAW**

- 16.1 These SPP Rules are governed by the laws of New South Wales, Australia.
- 16.2 Any dispute arising out of or in connection with these SPP Rules, or the offer of CDIs, will be determined by the courts in New South Wales. By accepting the SPP offer, Eligible Holders agree to submit to the exclusive jurisdiction of the courts in New South Wales.



Visioneering Technologies, Inc  
ARBN 616 156 248

### For all enquiries:


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

**Web:**  
 [www.investorcentre.com/contact](http://www.investorcentre.com/contact)



VTI  
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

## Security Purchase Plan Application Form

 **Your payment must be received by 5:00pm (AEST) Wednesday, 5 September 2018**

This is an important document that requires your immediate attention.

It can only be used in relation to the holding 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 Bylaws and Certificate of Incorporation of Visioneering Technologies, Inc. and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Visioneering Technologies, Inc. CHESS Depository Interests (CDIs) on the terms of the Security Purchase Plan (SPP).

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

- the new CDIs the subject of the payment slip overleaf; and
- any other securities 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 \$14,999.94.

Visioneering Technologies, Inc. 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 Visioneering Technologies, Inc. will be conclusive and binding on all eligible holders and other persons to whom the determination relates. Visioneering Technologies, Inc. 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 holders even where Visioneering Technologies, Inc. does not notify you of that event.

### Step 1: Registration Name & SPP Offer Details

Details of the holding and the SPP Offer are shown overleaf.

Please check the details provided and update your address via [www.investorcentre.com](http://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 Offer.

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 "**Visioneering Technologies, Inc.**" 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.

Visioneering Technologies, Inc. Security Purchase Plan Application Form  
Payment must be received by 5:00pm (AEST) Wednesday, 5 September 2018

© Registered to BPAY Pty Limited ABN 69 079 137 518


**Turn over for details of the Offer →**

# Security Purchase Plan Application Form

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## STEP 1 Registration Name & SPP Offer Details

 For your security keep your SRN/  
HIN confidential.

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

Entitlement No: 12345678

SPP Offer Details: Record date: **7.00pm on Tuesday, 14 August 2018**  
Minimum value available to purchase: **\$1,800**  
Maximum value available to purchase: **\$14,999.94**

## STEP 2 Make Your Payment



Bill Code: 288175  
Ref No: 1234 5678 9123 4567 89

### Pay by Mail:



Make your cheque, bank draft or money order payable to "**Visioneering Technologies, Inc.**" 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 CDIs 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) Wednesday, 5 September 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 Visioneering Technologies, Inc. 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) Wednesday, 5 September 2018. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for holders in Australia. Other eligible holders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Visioneering Technologies, Inc. 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](mailto: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](mailto:privacy@computershare.com.au) or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

## Purchase Details for Visioneering Technologies, Inc. (choose one option)

\$1,800 worth of securities OR  \$3,600 worth of securities OR  \$7,200 worth of securities  
 \$10,800 worth of securities OR  \$14,999.94 worth of securities



Entitlement No: 12345678

Payment must be received by 5:00pm (AEST) Wednesday, 5 September 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+000000001-3051+14