



Wiseway Group Limited
ABN 26 624 909 682

WISWAY GROUP LIMITED

(ACN 624 909 682)

SUPPLEMENTARY PROSPECTUS

30 May 2022

IMPORTANT INFORMATION

This supplementary prospectus (**Supplementary Prospectus**) is issued by Wiseway Group Limited (ACN 624 909 682) (**Company**). This Supplementary Prospectus supplements, and is intended to be read together with, the prospectus for a partially underwritten 4 to 25 entitlement offer (**Offer**) issued by the Company dated 17 May 2022 (**Prospectus**).

This Supplementary Prospectus is dated 30 May 2022 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. Neither ASIC, ASX Limited (**ASX**) nor their respective officers take responsibility for the contents of this Supplementary Prospectus.

Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus, copies of which can be downloaded from the website of the Company at <https://www.wiseway.com.au/investor>. A paper copy of the Supplementary Prospectus is available upon request.

This is an important document and should be read in its entirety. If you do not understand it you should consult with your professional advisers without delay.

The Directors consider that the changes in this Supplementary Prospectus are not materially adverse from the point of view of an investor. Accordingly, no action needs to be taken if you have already subscribed for New Shares under the Prospectus.

1. PURPOSE OF THIS DOCUMENT

The purpose of this Supplementary Prospectus is to introduce a Shortfall Facility with respect to the Offer.

2. SHORTFALL FACILITY

The Company is pleased to offer Eligible Shareholders the opportunity to further increase their holding in the Company by applying for additional New Shares, in excess of their pro-rata Entitlement.

Eligible Shareholders who take up their Entitlement in full can now also apply for additional New Shares under the Shortfall Facility.

Any New Shares not taken up by the Closing Date, being 5.00pm (Sydney time) on 3 June 2022, may be made available to those Eligible Shareholders who took up their full Entitlement and applied for additional New Shares under the Shortfall Facility at the same Offer Price (**Eligible Shortfall Facility Participants**).

An Eligible Shortfall Facility Participant can apply for additional New Shares under the Shortfall Facility in excess of their Entitlement at the Offer Price. Applications under the Shortfall Facility will be capped at 300% (i.e. three times) of their Entitlement under the Offer (**Shortfall Cap**).

In exercising any discretion regarding the allocation of New Shares under the Shortfall Facility, the Board will not do so in a manner which is likely to exacerbate a potential unacceptable control effect on the Company. In particular, an Eligible Shareholder will not be issued any additional New Shares under the Shortfall Facility if the issue of such additional New Shares would cause the Company or that Eligible Shareholder to breach any applicable law or the ASX Listing Rules, including but not limited to section 606 of the Corporations Act and ASX Listing Rule 10.11.

There is no guarantee that those Eligible Shortfall Facility Participants will receive the number of New Shares applied for under the Shortfall Facility, or any. If Eligible Shortfall Facility Participants apply for more New Shares than are available under the Shortfall Facility, the Directors propose that New Shares available under the Shortfall Facility be allocated to Eligible Shortfall Facility Participants on a pro-rata basis.

If you apply for additional New Shares under the Shortfall Facility and your application is successful (in whole or in part) your New Shares will be issued at the same time that other New Shares are issued under the Offer. There is no guarantee you will receive any New Shares under the Shortfall Facility.

3. HOW TO APPLY FOR THE SHORTFALL FACILITY

3.1. If you wish to take up all of your Entitlement and participate in the Shortfall Facility

If you wish to take up all of your Entitlement and participate in the Shortfall Facility, please pay your Application Monies for the relevant number of New Shares via BPAY® by following the instructions set out on the personalised Entitlement and Acceptance Form previously dispatched on 24 March 2022.

Please ensure that your Application Monies are received by the Company's Share Registry by no later than 5.00pm (Sydney time) on the Closing Date, being 3 June 2022.

If you take up and pay for all your Entitlement and any additional New Shares under the Shortfall Facility before the Closing Date, it is expected that you will be issued New Shares on 10 June 2022. The Company's decision on the number of New Shares to be issued to you will be final.

The Company also reserves the right (in its absolute discretion) to reduce the number of New Shares issued to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if the Company believes their claimed Entitlements to be overstated or exceeding the Shortfall Cap or if they or their nominees fail to provide information to substantiate their claims to the Company's satisfaction (see Section **Error! Reference source not found.** of the Prospectus).

3.2. Payment by BPAY®

You can pay by BPAY® only.

Payments by way of cash or cheque will not be accepted. Receipts for payment will not be issued.

The Company will treat you as applying for as many New Shares as your payment will pay for in full.

Any Application Monies (greater than \$1.00) received for more than your final allocation of New Shares will be refunded as soon as practicable after the Closing Date. No interest will be paid to applicants on any Application Monies received or refunded.

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form dispatched to you on 24 May 2022. You can only make payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

Please make sure you use the specific biller code and your unique reference number on your personalised Entitlement and Acceptance Form, which was dispatched on 24 May 2022. If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the reference number specific to that holding. If you do not use the correct reference number specific to that holding your application will not be recognised as valid.

Please note that should you choose to pay by BPAY®:

- you do not need to submit your personalised Entitlement and Acceptance Form but are taken to make the declarations, representations and warranties on that Entitlement and Acceptance Form and in Section 3.5 of the Prospectus; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

It is your responsibility to ensure that your BPAY® payment is received by the Company's Share Registry by no later than 5.00pm (Sydney time) on the Closing Date, being 3 June 2022. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make your payment.

Personalised Entitlement and Acceptance Forms and Application Monies will not be accepted at the Company's registered office or other offices of the Company's Share Registry.

4. UNDERWRITING

Any Entitlements not taken up pursuant to the Offer or the Shortfall Facility will be partially underwritten by the Underwriters pursuant to the terms of the Underwriting Agreement (refer to section 7.7 of the Prospectus for details of the terms of the Underwriting Agreement). Any remaining Entitlements will lapse.

5. CONSENTS

The Company confirms that, as at the date of this Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus has not withdrawn that consent.

6. DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each director has consented to the lodgement of this Supplementary Prospectus with ASIC.



Florence Tong
Executive Chair and Managing Director
Wiseway Group Limited.