



21 December 2018

Dear Shareholder

## Share Purchase Plan

**Vivid Technology Limited (ASX: VIV) (Vivid Technology or the Company)** is pleased to offer existing shareholders the opportunity to participate in a Share Purchase Plan (**SPP** or **Offer**). The SPP follows a placement of shares by Vivid Technology to professional and sophisticated investors, as announced to ASX on 6 December 2018 and 19 December 2018 (**Placement**).

Under the SPP, each eligible shareholder will be entitled to apply for up to A\$15,000 of new shares at an issue price of \$0.03 per new share (being the same price as the issue price under the Placement). The issue price represents an 8% discount to the volume weighted average price of Vivid Technology's shares quoted on the ASX during the five trading days immediately prior to the date of the announcement of the SPP.

Shareholders who are recorded on the share register as at 7.00 pm (AEDT) on 5 December 2018 with a registered address in either Australia or New Zealand will be eligible to participate in the SPP.

The net proceeds of the SPP will be used, together with the proceeds of the Placement, for general working capital purposes to allow the Company to maintain and capitalise on its current work in hand and forward order book, both domestically and internationally. Further details are set out in the Company's ASX announcements dated 6 December 2018 and 19 December 2018.

Eligible shareholders are able to purchase up to \$15,000 of new shares without incurring brokerage or transaction costs. Applications for new shares can only be made in \$1,000 increments and must be for a minimum of \$1,000 and a maximum of \$15,000.

All new shares issued under the SPP will rank equally with existing ordinary shares in the Company.

The SPP is expected to close on 24 January 2019 and is not subject to shareholder approval.

I encourage you to read the attached SPP Terms and Conditions carefully. If you are unsure about whether to participate, please contact your professional adviser. If you require further information, please contact the Company's registry provider, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am to 5.00pm (Melbourne time) Monday to Friday.

On behalf of the Board, I invite you to consider this opportunity to increase your investment in the Company and thank you for your continued support.

Yours sincerely

Samuel Marks

Managing Director

## VIVID TECHNOLOGY LIMITED - SHARE PURCHASE PLAN

### TERMS AND CONDITIONS

These are the Board approved Terms and Conditions of the Share Purchase Plan (the Offer or the Plan) of Vivid Technology Limited ACN 120 710 625 (Vivid Technology).

#### 1. Participation in the Plan

Shareholders who are entered in the register of members at 7.00pm (Melbourne time) on 5 December 2018 (Record Date) and who have a registered address in Australia or New Zealand (Eligible Shareholders) may participate in the Plan. Eligible Shareholders may apply for a minimum of \$1,000 worth of shares (being 33,334 shares) and applications must be made in increments of \$1,000, up to a maximum of \$15,000 worth of shares (being 500,000 shares). The following rules apply to participation by Eligible Shareholders in the Plan:

- a) Single holders - If you are the registered holder of shares, but you receive more than one offer under the Plan (for example, due to multiple registered holdings), you may only apply for up to a maximum amount of \$15,000 of shares.
- b) Joint holders - If you are recorded with one or more persons as the joint holder of a holding of shares, that joint holding is considered to be a single registered holding for the purpose of the Plan. Joint holders are only entitled to participate in the Plan in respect of that single holding. If the same joint holders receive more than one offer under the Plan due to multiple registered holdings with the same joint holders, the joint holders may only apply for up to one maximum amount of \$15,000 of shares.
- c) Custodians, trustees and nominees - If you are an Eligible Shareholder who holds shares as a "custodian" (as that term is defined in ASIC Class Order 09/425) or in any specific relief granted to Vivid Technology in relation to this Offer (Custodian) and hold shares on behalf of one or more persons ("beneficiaries"), this Offer is made to you and you have the discretion whether to extend this Offer to the beneficiaries on whose behalf you hold shares. If you apply for shares on behalf of a beneficiary, Vivid Technology will not issue shares to you unless you certify the following in writing to Vivid Technology:
  1. that you hold the shares on behalf of one or more persons (each a "participating beneficiary") on the Record Date who have subsequently instructed you to apply for Shares on their behalf under the Plan;
  2. the number of participating beneficiaries;
  3. the name and address of each participating beneficiary;
  4. the number of shares that you hold on behalf of each participating beneficiary;
  5. the number and dollar amount of shares which each participating beneficiary has instructed you to apply for on their behalf;
  6. there are no participating beneficiaries in respect of which the total of the aggregate application price for the following exceeds \$15,000:
    - (i) the shares applied for by you on behalf of a participating beneficiary under the Plan; and
    - (ii) any shares issued to you in the 12 months before the application as a result of an instruction given by a participating beneficiary to you to apply for shares on their behalf under an arrangement similar to the Plan;
  7. that a copy of the Plan offer document was given to each beneficiary; and
  8. where you hold shares on behalf of a beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.





Custodians should request a Custodian Certificate when making an application on behalf of participating beneficiaries. To request a Custodian Certificate, and if you would like further information on how to apply, you should contact our Share Registry, Computershare Investor Services ("Share Registry") on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am to 5.00pm (Melbourne time) Monday to Friday.

- d) Participation - Participation in the Plan is entirely optional and the offer of shares under the Plan is not a recommendation. You should seek independent advice if you are unsure whether you should participate in the Plan. The offer of shares under the Plan is non-renounceable which means that Eligible Shareholders cannot transfer their entitlement to purchase shares under the Plan to another person. The application form specifies a minimum and maximum value of shares for which applications may be made and application may not be made for a value of shares less than the minimum or greater than the maximum. If an Eligible Shareholder applies for (i) a value of shares greater than is provided for in the application form, the maximum number of shares under the Plan will be issued and the excess amount paid will be refunded without interest or (ii) a value of shares less than is provided for in the application form, no shares will be issued under the Plan and any amount paid will be refunded without interest.
- e) Listing Rules Limit - If total applications exceed the maximum amount permitted by the ASX Listing Rules to be raised under the Plan, applications will be scaled back in such manner as is determined at the absolute discretion of the Directors.

## 2. Application form

Unless payment is made by using the BPAY® facility, applications to participate in the Plan must be made on the enclosed application form and must be received by the Share Registry (with the correct payment by cheque, bank draft or money order no later than 5:00pm (AEDT) Thursday, 24 January 2019. Vivid Technology reserves the right to return any payment and not allot any shares if an application form and/or payment is received after that time. By returning the enclosed application form or by making a BPAY® payment, you agree to be bound by these Terms and Conditions and certify that the aggregate of the application price paid by you for the shares the subject of the application form or BPAY® payment, and any other shares applied for by you, or which you have instructed a Custodian to acquire on your behalf, under the Plan or under any similar arrangement operated by Vivid Technology in the 12 months prior to the date of issue under the Plan, does not exceed \$15,000. Applications and payments under the Plan may not be withdrawn once they have been received. No interest will be incurred or paid on application monies under any circumstances.

By returning the application form or making a BPAY® payment:

- you certify to Vivid Technology that you are an Eligible Shareholder;
- you authorise Vivid Technology (and its officers and agents) to correct any error in, or omission from, your application form, and to complete an incomplete application form;
- you accept the risks associated with any refund that may be sent to your address or to your nominated bank account as shown on Vivid Technology's share register;
- you acknowledge that Vivid Technology may at any time determine that your application form is valid, even if the application form is invalid;
- you irrevocably and unconditionally agree to these Terms and Conditions; and
- you acknowledge that Vivid Technology is not liable for any exercise of its discretions referred to in these Terms and Conditions.



### 3. Payments by BPAY®

If payment is made using the BPAY® facility (Australian bank accounts only), there is no requirement for the application form to be returned. Payment must be received by no later than 5:00pm (AEDT) Thursday, 24 January 2019. Eligible Shareholders must ensure that funds submitted through BPAY® are received by this time as their own financial institutions may implement earlier cut off times with regards to electronic payment.

Applicants should be aware that their own financial institution may implement earlier cut off times for electronic payments and should take this into consideration when making payment of application monies via BPAY®. You may also have your own limit on the amount that can be paid by BPAY®. It is your responsibility to ensure that the amount you wish to pay via BPAY® does not exceed your limit and is received by the Share Registry prior to the close of the offer. If you have multiple holdings you will have multiple customer reference numbers. To ensure you receive your shares in respect of that holding, you must use the customer reference number shown on each personalised application form when paying for any new shares that you wish to apply for in respect of that holding. Shareholders who have multiple holdings must ensure they comply with the requirements in condition 1. Applications can only be made for Shares within the range specified on the application form. Please do not forward cash. Receipts for payment will not be issued. Application forms returned by fax will not be accepted. Application monies will only be accepted if your cheque or money order is drawn, or your BPAY® payment is made, in Australian currency. Cheques must be drawn on an Australian financial institution. Application money will not bear interest as against Vivid Technology under any circumstances.

By making an application for shares under the Plan using BPAY®, each shareholder warrants and represents to Vivid Technology that the total of the application price for (i) the shares applied for under the Plan, (ii) any other shares in Vivid Technology applied for under a share purchase plan or any shares issued under a similar arrangement in the past 12 months, and (iii) any shares in Vivid Technology which the shareholder has instructed a Custodian, trustee or nominee to acquire on their behalf under the Plan or a share purchase plan or other similar arrangement in the past 12 months before the application is made, does not exceed \$15,000.

### 4. Issue Price

The issue price under the Plan will be \$0.03 per new share.

Vivid Technology's market price may vary at any time during the offer period and Vivid Technology's shares may trade at a price that is lower than the issue price.

### 5. Shares to be issued

Shares issued under the Plan will rank equally in all respects with existing fully paid ordinary shares. Promptly after issue, application will be made by for shares issued under the Plan to be listed for quotation on the official list of the Australian Securities Exchange. Transaction Confirmation Statements will be despatched to the Issuer Sponsored and CHESS participants for shares issued under the Plan. No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Shareholders for their application for, or issue of, shares under the Plan. This offer of securities under the Plan is made in accordance with ASIC Class Order 09/425, which grants relief from the requirement to prepare a prospectus for the offer of shares under the Plan.



## 6. Variations, waivers and resolution of disputes

The Plan is governed by the law in force in Victoria and Vivid Technology reserves the right to:

- a) vary the closing date and share issue date for the Plan;
- b) waive compliance with any of these Terms and Conditions;
- c) refuse to allot shares where it believes there has been a breach of these Terms and Conditions;
- d) amend or vary these Terms or Conditions or suspend or terminate the Plan at any time;
- e) scale back applications;
- f) rounding up or down for fractions of Shares under application; and
- g) settle in any manner it thinks fit any disputes or anomalies which may arise in connection with the Plan. Any determinations by Vivid Technology will be binding on all Eligible Shareholders and other persons to whom the determination relates,

provided in each case that any of the foregoing actions is in accordance with the ASX Listing Rules, the Corporations Act and all applicable laws. Vivid Technology's rights may be exercised by the Board or any delegate thereof.

## 7. Applications and notices

Applications and notices given to Vivid Technology for the Plan must be in writing and in such form as Vivid Technology may from time to time require. Such applications and notices will be effective on receipt by Vivid Technology subject to (a) these Terms and Conditions and (b), in the case of applications, acceptance by Vivid Technology before the closing date.

## 8. Scale back

Under the ASX Listing Rules, the maximum number of shares that can be issued under the Plan is 159,527,543 shares, being 30% of the 531,758,478 shares currently on issue. The maximum that can be raised under the Plan at a price of \$0.03 per share is therefore approximately \$4.78 million. The Board reserves absolute discretion regarding the final amount raised under the Plan. In accordance with the Company's ASX announcement dated 19 December 2018, the Board proposes to cap the total amount to be raised under the Plan to \$0.635 million. However, if applications under the Plan exceed this amount, the Board reserves the right to increase the total amount raised under the Plan, subject to the 30% limit described above. If valid applications are received for a number of shares which exceeds this amount, the Board may, in its absolute discretion, scale-back applications. If Vivid Technology rejects or scales-back an application or purported application, Vivid Technology will promptly return to the shareholder the relevant application monies, without interest.

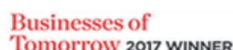
## 9. Questions

If you have any questions, please contact Vivid Technology's Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am to 5.00pm (AEDT) Monday to Friday. For details regarding how your personal shareholder information is used, please refer to the enclosed application form.

## 10. Other Important Information

This document is not an offer of securities in any place outside of Australia and New Zealand and does not take into account your individual investment objectives, financial situation or particular needs. You may want to obtain independent financial and taxation advice before making an investment decision.

– ENDS –





**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)




VIV  
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 (AEDT) Thursday, 24 January 2019**

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 Vivid Technology Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Vivid Technology 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.

Vivid Technology 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 Vivid Technology Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Vivid Technology 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 Vivid Technology Limited does not notify you of that event.

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### 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](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

Note that shares may be purchased in increments of \$1,000 subject to purchase of the minimum value and not exceeding the maximum value. Note that the amount applied for 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 "**Vivid Technology 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.

Vivid Technology Limited Share Purchase Plan Application Form  
Payment must be received by 5:00pm (AEDT) Thursday, 24 January 2019

© 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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## 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: **Wednesday, 5 December 2018**


Minimum value available to purchase: **\$1,000**

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

## STEP 2 Make Your Payment

 Biller Code: 294215  
Ref No: 1234 5678 9123 4567 89

### Pay by Mail:

 Make your cheque, bank draft or money order payable to "**Vivid Technology 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 (AEDT) Thursday, 24 January 2019. 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 Vivid Technology 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 (AEDT) Thursday, 24 January 2019. 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 Vivid Technology 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](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 Vivid Technology Limited

You may apply for securities in \$1,000 increments from a minimum of \$1,000 up to a maximum of \$15,000.

A\$



Entitlement No: 12345678

Payment must be received by 5:00pm (AEDT) Thursday, 24 January 2019

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
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/>

123456789123456789+0000000001-3051+14