

# Retail Offer Booklet

**1 for 1.82 accelerated non-renounceable pro rata entitlement offer of New Shares at A\$0.038 (3.8 cents) per New Share to raise approximately A\$10.0 million (before costs).**

**Lumos Diagnostics Holdings Limited**  
(ACN 630 476 970)

The Retail Entitlement Offer closes at 5.00pm (AEST) on Wednesday 2 October 2024 (unless extended or withdrawn).

**The Retail Entitlement Offer is lead managed and underwritten by Bell Potter Securities Limited up to a maximum aggregate amount of \$6,050,000.**

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## **IMPORTANT NOTICES:**

If you are an Eligible Retail Shareholder, this is an important document that requires your immediate attention. This document and the accompanying personalised Entitlement and Acceptance Form should be read in their entirety.

This Retail Offer Booklet is not a prospectus under the Corporations Act and has not been lodged with the ASIC. This Retail Offer Booklet does not purport to contain all the information that a prospective investor may require in connection with any potential investment in the Company. Each recipient must make its own independent assessment of the Company before acquiring any Shares in the Company.

You should consult your stockbroker, solicitor, accountant or other professional adviser if you have any questions.

**This Retail Offer Booklet may not be released to US wire services or distributed or released in the United States.**

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## IMPORTANT NOTICES

This Retail Offer Booklet is dated 11 September 2024.

Capitalised terms in this section have the meaning given to them in this Retail Offer Booklet. This Retail Offer Booklet has been issued by Lumos Diagnostics Holdings Limited (ACN 630 476 970) (**Company**).

The Retail Entitlement Offer is made in accordance with section 708AA of the Corporations Act (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73). This Retail Offer Booklet does not contain all of the information which an investor may require to make an informed investment decision, nor does it contain all the information which would be required to be disclosed in a prospectus. The information in this Retail Offer Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Retail Offer Booklet should be read in its entirety before you decide to participate in the Retail Entitlement Offer. This Retail Offer Booklet is not a prospectus or other disclosure document under the Corporations Act and has not been lodged with ASIC.

By paying for your New Shares through BPAY® (or in the case of Eligible Retail Shareholders in New Zealand, by electronic funds transfer) in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Retail Offer Booklet and you have acted in accordance with and agree to the terms of the Retail Entitlement Offer detailed in this Retail Offer Booklet.

Neither the Lead Manager, any of their related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives or agents (together, the **Lead Manager Parties**) have authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this Retail Offer Booklet and there is no statement in this Retail Offer Booklet which is based on any statement made by the Lead Manager Parties. To the maximum extent permitted by law, the Lead Manager Parties expressly disclaim all liabilities in respect of, and make no representations or warranties regarding, and take no responsibility for, any part of this Retail Offer Booklet other than references to their names and make no representation or warranty as to the currency, accuracy, reliability or completeness of this Retail Offer Booklet. The Lead Manager does not guarantee any return or any particular rate of return on the New Shares offered under the Entitlement Offer, the performance of the Company generally, the repayment of capital from the Company or any particular tax treatment.

### International offering restrictions

This Retail Offer Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

No action has been taken to register or qualify the Entitlement Offer or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia.

This Retail Offer Booklet may not be distributed, and no offer of New Shares may be made, outside Australia except, subject to the restrictions in section 5.16(a), New Zealand.

None of the information in this Retail Offer Booklet or the Entitlement and Acceptance Form that will accompany this Retail Offer Booklet when it is despatched to Eligible Retail Shareholders (as set out in the 'Offer key dates' section of this Retail Offer Booklet) constitutes an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this Retail Offer Booklet (or any part of it), the accompanying ASX announcement nor the Entitlement and

Acceptance Form when that is available, may be released or distributed directly or indirectly, to any person in the United States.

This Retail Offer Booklet has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This Retail Offer Booklet 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 Retail Offer Booklet have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

The offer of New Shares and the distribution of this Retail Offer Booklet outside Australia is restricted by law. If you come into possession of the information in this Retail Offer Booklet, you should observe such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws. See section 5.16 for further information.

### Definitions, currency and time

Defined terms used in this Retail Offer Booklet are contained in section 6.1. All references to time are to the Australian Eastern Standard Time (**AEST**), unless otherwise indicated.

### Foreign exchange

All references to 'A\$' or '\$' are to Australian dollars, unless otherwise noted.

### Taxation

The taxation consequences of any investment in New Shares will depend upon your particular circumstances. Potential investors must make their own enquiries concerning the taxation consequences of an investment in the Company. Applicants should consult their tax adviser for advice applicable to their individual needs and circumstances. The Company considers that it is not appropriate to give advice regarding the tax consequences of the Entitlement Offer for each individual Shareholder and recommends that you consult your professional tax adviser.

The Company, to the maximum extent permitted by law, disclaims all liability with regard to taxation advice.

### Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's shareholding in the Company.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to the Company (directly or through the Share Registry). The Company collects, holds and will use that information to assess your Application. The Company collects your personal information to process and administer your shareholding in the Company and to provide related services to you. The Company may disclose your personal information for purposes related to your shareholding in the Company, including to the Share Registry, the Company's related bodies corporate, agents, contractors and third-party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that the Company holds about you. To make a request for access to your personal information held by (or on behalf of) the Company, please contact the Company through the Share Registry.

### No representations

No person is authorised to give any information or to make any representation in connection with the Retail Entitlement Offer which is not contained in this Retail Offer Booklet. Any information or representation in connection with the Retail Entitlement Offer not contained in the Retail Offer Booklet may

not be relied upon as having been authorised by the Company or any of its officers. Except as required by law, and only to the extent so required, none of the Company, its related bodies corporate or any of its respective directors, officers, employees, agents, advisers or representatives, or any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Retail Offer Booklet.

#### **Past performance**

Investors should note that the Company's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) the Company's future performance including the Company's future financial position or share price performance.

#### **Future performance and forward-looking statements**

This Retail Offer Booklet contains certain statements that constitute "forward-looking statements". These statements can be identified by the use of terminology such as "will", "anticipate", "believe", "expect", "project", "continue", "assume", "forecast", "estimate", "likely", "intend", "outlook", "should", "could", "may", "target", "plan" or comparable terminology. Indications of, and guidance on, future earnings, financial position, dividends and distributions and performance are also forward-looking statements, as are statements regarding the Company's intent, belief or current expectations with respect to the timetable, conduct and outcome of the Entitlement Offer and the use of proceeds thereafter, statements about the plans, objectives and strategies of the Company, statements about the industry and markets in which the Company operates, statements about the future performance of the Company's business and its financial condition, and forecasted economic indicators.

Such forward-looking statements are provided as a general guide only, should not be relied on as an indication or guarantee of future performance, and involve known and unknown risks, including (without limitation) uncertainties and other factors, many of which are beyond the control of the Company, its officers, employees, agents and advisors, that may cause the Company's actual results and performance to be materially different from any future results or performance expressed or implied in such statements. Forward-looking statements may also assume the success of the Company's business strategies. The success of any of these strategies is subject to uncertainties and contingencies beyond the Company's control, and no assurance can be given that any of the strategies will be effective or that the anticipated benefits from the strategies will be realised in the period for which the forward-looking statements may have been prepared or otherwise.

There can be no assurance that actual outcomes will not differ materially from the forward-looking statements in this Retail Offer Booklet. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecasted and their differences may be material. Refer to slides 41 to 43 of the Investor Presentation for a non-exhaustive summary of key risk factors.

Neither the Company or any other person gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will occur.

To the maximum extent permitted by law, the Company, the Lead Manager and their respective advisors, affiliates, related bodies corporate, directors, officers, partners, employees and agents disclaim any responsibility and undertake no obligation for the accuracy or completeness of any forward-looking statements whether as a result of new information, future events or results or otherwise. The Company and the Lead Manager Parties disclaim any responsibility to update or revise any forward-looking statement to reflect any change in the Company's financial condition, status or affairs or any change

in the events, conditions or circumstances on which a statement is based, except as required by Australian law.

#### **Risks**

An investment in New Shares is subject to investment and other known and unknown risks, some of which are beyond the control of the Company. The Company does not guarantee any particular rate of return or the performance of the Company, nor does it guarantee or make any statement on any particular tax treatment.

Shareholders should refer to slides 41 to 43 of the Investor Presentation for a summary of key risk factors that may affect the Company and an investment in New Shares.

#### **Trading of New Shares**

The Company and the Lead Manager Parties will have no responsibility and disclaim all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by the Company or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

If you are in any doubt, as to these matters you should first consult with your stockbroker, solicitor, accountant or other professional adviser.

## Chairman's letter

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11 September 2024

Dear Shareholder,

### Lumos Diagnostics Holdings Limited – Accelerated Pro-Rata Non-Renounceable Entitlement Offer

On 4 September 2024, Lumos Diagnostics Holdings Limited (**Lumos** or the **Company**) announced that it is undertaking a capital raising of up to approximately A\$10.0 million (before costs) through the issue of new fully paid ordinary shares (**New Shares**) at an offer price of A\$0.038 (3.8 cents) per New Share (**Offer Price**), by way of a pro rata accelerated non-renounceable entitlement offer, whereby Eligible Shareholders will be invited to subscribe for 1 New Share for every 1.82 Existing Shares held on the record date (**Entitlement Offer**).

The Entitlement Offer comprises an institutional component (**Institutional Entitlement Offer**) and a retail component (**Retail Entitlement Offer**).

The Offer Price of A\$0.038 (3.8 cents) per New Share represents:

- a 17.4% discount to the Company's closing price of A\$0.046 on Tuesday, 3 September 2024 (being the last trading day before the announcement of the Offer); and
- a 12.0% discount to the Company's 5-day VWAP of A\$0.0432 up to and including Tuesday, 3 September 2024.

The proceeds of the Offer will be used to complete the FebriDx CLIA waiver trial in the US, product development, sales & marketing activities and general working capital as well as pay for the costs of the Entitlement Offer.

All Directors who are Eligible Shareholders intend to participate in the Entitlement Offer.

The Entitlement Offer is lead managed by Bell Potter Securities Limited (ACN 006 390 772) (**Lead Manager**). The Retail Entitlement Offer is underwritten by the Lead Manager up to a maximum aggregate amount of A\$6,050,000, which is supported by sub-underwriting from Tenmile Ventures Pty Ltd (**Tenmile**) and Ryder Capital Limited (**Ryder Capital**). The Underwriting Agreement is on usual terms. Refer to section 5.7 and slides 45 to 48 of the Investor Presentation for further details regarding the Underwriting Agreement.

The sub-underwriters, Tenmile and Ryder Capital have also taken up their full entitlement under the Institutional Entitlement Offer.

### Retail Entitlement Offer

On behalf of the Board, I am pleased to invite Eligible Retail Shareholders to participate in the Retail Entitlement Offer. Under the Retail Entitlement Offer, Eligible Retail Shareholders are entitled to subscribe for 1 New Share for every 1.82 Existing Shares held at 7:00pm (AEST) on the Record Date of Friday, 6 September 2024 (**Entitlement**) at the Offer Price. Approximately 264.5 million New Shares will be issued under the Entitlement Offer. New Shares will rank equally with existing Shares on issue in all respects from date of quotation.

The Retail Entitlement Offer closes at 5:00pm (AEST) on Wednesday, 2 October 2024 (unless extended or withdrawn). The Institutional Entitlement Offer closed on Thursday, 5 September 2024 and has raised approximately A\$3.1 million.

### Top-Up Facility

If you take up your full Entitlement, you may also apply for additional Top-Up Shares in excess of your Entitlement at the Offer Price (**Top-Up Facility**) up to a maximum number of Top-Up Shares representing another 100% of your Entitlement (**Top-Up Cap**). The allocation of Top-Up Shares under

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the Top-Up Facility will be subject to the availability of New Shares under the Entitlement Offer, and otherwise in accordance with the terms and conditions set out in section 2.5. The Company, in consultation with the Lead Manager, reserves the right to scale back applications for Top-Up Shares at its absolute discretion.

### How to apply

Accompanying this Retail Offer Booklet is your personalised entitlement and acceptance form (**Entitlement and Acceptance Form**). It details your Entitlement and is to be completed in accordance with the instructions provided on the form and the instructions in section 3 of this Retail Offer Booklet. Your Entitlement and Acceptance Form can also be accessed from [www.computersharecas.com.au/ldxoffer](http://www.computersharecas.com.au/ldxoffer).

You will require your Security Reference Number (**SRN**) or Holder Identification Number (**HIN**) as shown on your Issuer Sponsored or CHESS statements and will need to pass the security requirements on the site.

To participate, you must ensure that you have completed your Application by paying application monies (**Application Monies**) by BPAY® in accordance with the instructions set out in section 3 and your personalised Entitlement and Acceptance Form before 5:00pm (AEST) on Wednesday, 2 October 2024.

Eligible Retail Shareholders in New Zealand should follow the instructions on your Entitlement and Acceptance Form and payment instruction form to make payment via electronic funds transfer.

If you do not wish to take up any of your Entitlement, you do not have to take any action.

The Entitlement Offer is non-renounceable and therefore your Entitlement will not be tradeable on the ASX or any other exchange, cannot be sold, and is not otherwise transferable. This means that you will not receive any value for Entitlements you do not take up and your percentage shareholding in the Company will be reduced.

Shareholders in the United States are not eligible to participate in the Retail Entitlement Offer. Similarly, Shareholders (including custodians, trustees and nominees) who hold Shares on behalf of persons in the United States or are acting for the account or benefit of persons in the United States, are not eligible to participate in the Retail Entitlement Offer on behalf of those persons.

### Further information and Application instructions

Further details of the Entitlement Offer, as well as the risks associated with investing in the Entitlement Offer, are set out in this Retail Offer Booklet (including in the ASX Announcements and the “Key Risks” section in slides 41 to 43 of the Investor Presentation), which you should read carefully and in their entirety.

For further information, please contact the Company on 03 9087 1598 (within Australia) or +61 3 9087 1598 (outside of Australia) between 9:00am and 5:00pm (AEST) during Monday to Friday, or by e-mail to [cosec@lumosdiagnostics.com](mailto:cosec@lumosdiagnostics.com).

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

Yours faithfully



Sam Lanyon  
Non-Executive Chair  
**Lumos Diagnostics Holdings Limited**

## Summary of the Entitlement Offer

<b>Entitlement Offer</b>	
<b>Ratio</b>	1 New Share for every 1.82 Existing Shares held as at the Record Date plus the Top-Up Facility for Shareholders who subscribe for their full Entitlement
<b>Offer Price</b>	\$0.038 per New Share
<b>Size (subject to rounding)</b>	Approximately 264,454,340 New Shares
<b>Renounceability</b>	The Entitlement Offer is non-renounceable and Entitlements cannot be traded, sold or transferred
<b>Gross proceeds</b>	Approximately \$10.0 million (before costs), comprising approximately \$3,103,798 under the Institutional Entitlement Offer and approximately \$6,945,467 under the Retail Entitlement Offer
<b>Post-offer position</b>	
<b>Number of Shares on issue following completion of the Entitlement Offer (subject to rounding)</b>	Approximately 745,761,239 Shares

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## Offer key dates

Activity	Date
Announcement of the Entitlement Offer	Wednesday, 4 September 2024
Institutional Entitlement Offer launch	Prior to 12.00pm (AEST) on Wednesday, 4 September 2024
Results of Institutional Entitlement Offer announced and trading halt lifted	Friday, 6 September 2024
Record Date for eligibility under the Entitlement Offer	7.00pm (AEST) on Friday, 6 September 2024
Retail Offer Booklet lodged with the ASX	Wednesday, 11 September 2024
Retail Entitlement Offer opens	Wednesday, 11 September 2024
Settlement of New Shares issued under the Institutional Entitlement Offer	Wednesday, 11 September 2024
Allotment of New Shares under the Institutional Entitlement Offer	Thursday, 12 September 2024
New Shares issued under the Institutional Entitlement Offer commence trading on ASX	Friday, 13 September 2024
Last day to extend Retail Entitlement Offer	Before 12.00pm (AEST) on 27 September 2024
Closing Date of Retail Entitlement Offer	Wednesday, 2 October 2024
Results of Retail Entitlement Offer announced	Tuesday, 8 October 2024
Settlement of New Shares issued under the Retail Entitlement Offer	Wednesday, 9 October 2024
Allotment of New Shares issued under the Retail Entitlement Offer	Before 12.00pm (AEST) on Wednesday, 9 October 2024
New Shares issued under the Retail Entitlement Offer commence trading on ASX	Thursday, 10 October 2024

*The timetable above (and each reference to it or to dates in this Retail Offer Booklet) is indicative only. The Company, in consultation with the Lead Manager, reserves the right to amend any or all of these dates and times without notice, subject to the Corporations Act, the Listing Rules and other applicable laws. Any extension of the Closing Date will have a consequential effect on the allotment date of New Shares. The commencement of quotation of the New Shares is subject to confirmation from ASX.*

*The Company also reserves the right not to proceed with the Retail Entitlement Offer in whole or in part at any time prior to allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicants. Cooling-off rights do not apply to an investment in New Shares. You cannot withdraw your Application. Eligible Retail Shareholders wishing to participate in the Retail Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Retail Entitlement Offer opens.*

## Enquiries

If you have any doubt about whether you should participate in the Retail Entitlement Offer, you should seek professional financial advice from your stockbroker, solicitor, accountant or other suitably qualified professional financial adviser before making any investment decision. For further information on the

Entitlement Offer, if you have questions on how to complete the Entitlement and Acceptance Form, or have lost your Entitlement and Acceptance Form and would like a replacement form, you may contact the Company on 03 9087 1598 (within Australia) or +61 3 9087 1598 (outside of Australia) between 9:00am and 5:00pm (AEST) during Monday to Friday, or by e-mail to [cosec@lumosdiagnostics.com](mailto:cosec@lumosdiagnostics.com).

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## 1. Summary of options available to you

If you are an Eligible Retail Shareholder, you may take one of the following actions:

- (a) take up all of your Entitlement only;
- (b) take up all of your Entitlement and also apply for additional Top-Up Shares under the Top-Up Facility up to the Top-Up Cap;
- (c) take up part of your Entitlement and allow the balance to lapse, in which case you will receive no value for the lapsed part of your Entitlement; or
- (d) do nothing, in which case your Entitlement will lapse and you will receive no value for the lapsed Entitlement.

If you are a retail Shareholder that is not an Eligible Retail Shareholder, you are an “**Ineligible Retail Shareholder**”. Ineligible Retail Shareholders are not entitled to participate in the Entitlement Offer.

Options available to you	Key considerations	For further information
<b>Option One:</b> Take up all of your Entitlement	<p>You may elect to take up your Entitlement and subscribe for New Shares at the Offer Price (see section 3 “How to Apply” for instructions on how to take up your Entitlement). The number of New Shares you are entitled to subscribe for is set out in your Entitlement and Acceptance Form. The Retail Entitlement Offer closes at 5.00pm (AEST) on Wednesday, 2 October 2024.</p> <p>The New Shares will be fully paid and rank equally in all respects with Existing Shares (including rights to dividends and distributions).</p> <p>If you take up all of your Entitlement, you may also apply for additional New Shares under the Top-Up Facility (see section 3.4 for instructions on how to apply for additional New Shares). There is no guarantee that you will be allocated any additional New Shares under the Top-Up Facility.</p>	See sections 3.3 and 3.4
<b>Option Two:</b> Take up part of your Entitlement	<p>If you only take up part of your Entitlement, the part not taken up will lapse. The New Shares not subscribed for may be acquired by the Lead Manager.</p>	See section 3.5

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Options available to you	Key considerations	For further information
	<p>You will not be entitled to apply for additional New Shares under the Top-Up Facility.</p> <p>If you do not take up your Entitlement in full, the balance not taken up will lapse and you will not receive any payment or value for that part of your Entitlement not taken up. You will have your percentage holding in the Company reduced as a result of dilution by the New Shares issued under the Entitlement Offer.</p>	
<p><b>Option Three:</b> Do nothing, in which case your Entitlement will lapse, and you will receive no value for your lapsed Entitlement</p>	<p>If you do not take up your Entitlement, you will not be allocated New Shares and your Entitlement will lapse. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable, which means it is non-transferrable and cannot be sold, traded on ASX or any other exchange, nor can it be privately transferred.</p> <p>If you do not take up your Entitlement you will not receive any payment or value for your Entitlement not taken up. You will have your percentage holding in the Company reduced as a result of dilution by the New Shares issued under the Entitlement Offer.</p>	<p>See section 3.6</p>

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## **2. Overview of the Entitlement Offer**

### **2.1 Overview**

The Company intends to raise approximately \$10.0 million (before costs) under the Entitlement Offer via an offer of approximately 264,454,340 New Shares (subject to rounding) at an Offer Price of \$0.038 per New Share. The Company will use the proceeds of the Entitlement Offer in accordance with the use of funds outlined on slides 13 and 14 of the Investor Presentation.

The Entitlement Offer comprises the Institutional Entitlement Offer and the Retail Entitlement Offer (to which this Retail Offer Booklet relates).

The Retail Entitlement Offer is underwritten by the Lead Manager up to a maximum aggregate amount of \$6,050,000. Refer to section 5.7 for further details regarding the Underwriting Agreement.

Both the Institutional Entitlement Offer and the Retail Entitlement Offer are non-renounceable. Accordingly, Entitlements do not trade on the ASX nor can they be sold, transferred or otherwise disposed of. New Shares issued under the Retail Entitlement Offer are to be issued at the same price as New Shares issued under the Institutional Entitlement Offer. In addition, Shareholders' Entitlements under the Institutional Entitlement Offer and the Retail Entitlement Offer are calculated based on the same ratio.

### **2.2 Institutional Entitlement Offer**

The Company has already raised approximately \$3.1 million under the Institutional Entitlement Offer, at the Offer Price.

New Shares are expected to be issued under the Institutional Entitlement Offer on Thursday, 12 September 2024.

### **2.3 Retail Entitlement Offer**

The Retail Entitlement Offer constitutes an offer to Eligible Retail Shareholders, who are invited to apply for 1 New Share for every 1.82 Existing Shares held on the Record Date. Shareholders who subscribe for their Entitlement in full have the opportunity to take up an offer of Top-Up Shares (up to a maximum equal to the Top-Up Cap) under the Top-Up Facility. Please refer to sections 5.1 and 5.2 regarding your eligibility to participate in the Retail Entitlement Offer.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on the ASX, nor can they be sold, transferred or otherwise disposed of.

The Retail Entitlement Offer opens on Wednesday, 11 September 2024. The Retail Offer Booklet will be made available by that date, along with a personalised Entitlement and Acceptance Form, to Eligible Retail Shareholders. The Retail Entitlement Offer is expected to close at 5.00pm (AEST) on Wednesday, 2 October 2024.

The Retail Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73*) which allows rights issues to be offered without a prospectus, provided certain conditions are satisfied.

As a result, the Retail Entitlement Offer is not being made under a prospectus and it is important for Eligible Retail Shareholders to read and understand the information on the Company and the Retail Entitlement Offer made publicly available by the Company, prior to taking up all or part of their Entitlement. In particular, please refer to the materials enclosed in section 4, the Company's interim and annual reports, other announcements made available at [www.asx.com.au](http://www.asx.com.au) and all other parts of this Retail Offer Booklet carefully before making any decisions in relation to your Entitlement.

## 2.4 Top-Up Facility

Eligible Shareholders (other than Directors and related parties of the Company) who fully subscribe for their entire Entitlement under the Retail Entitlement Offer may also apply under the Top-Up Facility for Top-Up Shares. Please note that New Shares in excess of Entitlements will only be allocated to Eligible Shareholders if and to the extent that the Company determines in its absolute discretion based on the Allocation Policy outlined in section 2.5 below.

The number of additional New Shares under the Top-Up Facility will be capped at an additional 100% of an Eligible Shareholder's Entitlement. Accordingly, the maximum number of New Shares that may be issued to an Eligible Shareholder under the Entitlement Offer and Top-Up Facility will be a total of 200% of their Entitlement.

## 2.5 Allocation Policy

The Allocation Policy is that each Eligible Shareholder that:

- (a) takes up their Entitlement in full; and
- (b) subscribes for additional New Shares under the Top-Up Facility,

will be allocated a number of additional New Shares that is the number of additional New Shares subscribed for by that Eligible Shareholder. There will be a cap of 100% of an Eligible Shareholder's Entitlement applied to applications under the Top-Up Facility and allocations may be scaled-back pro rata if the Top-Up Facility is oversubscribed.

If, following the allocation of Top-Up Shares there remains shortfall shares which have not been allocated, the shortfall shares will be issued to the Lead Manager, or to investors procured by the Lead Manager, in accordance with the terms of the Underwriting Agreement (up to the Underwritten Amount). Refer to section 5.7 and slides 45 to 48 of the Investor Presentation for a summary of the material terms of the Underwriting Agreement.

Notwithstanding any of the above:

- (a) there is no guarantee that any application in the Top-Up Facility will be successful and the Company, in consultation with the Lead Manager, reserves the right to issue any shortfall by way of the Top-Up Facility or by other means and reserves the right to satisfy applications in the Top-Up Facility at its sole and absolute discretion, including by applying the pro rata scale back mechanism in section 2.6;
- (b) the Top-Up Facility has the same closing date as the Retail Entitlement Offer (being, 2 October 2024);
- (c) the issue price of additional New Shares under the Top-Up Facility is the same as the Offer Price, being \$0.038 per additional New Share; and
- (d) the Company will not issue additional New Shares under the Top-Up Facility where to do so would result in a breach of its Constitution, the Corporations Act or the ASX Listing Rules.

## 2.6 Scale-back

If there are oversubscription applications under the Top-Up Facility, the Company reserves the right to scale back applications for additional New Shares on a pro rata basis (in its absolute discretion).

In the event of a scale-back, the difference between the Application Monies received, and the number of additional New Shares allocated to you multiplied by the Offer Price will be refunded following allotment. No interest will be paid on any Application Monies received and returned.

## 2.7 Underwritten Amount

The Retail Entitlement Offer and the Top-Up Facility are underwritten by the Lead Manager up to the Underwritten Amount of \$6,050,000. Accordingly, to the extent there remains any shortfall of New Shares not taken up by Eligible Shareholders pursuant to the Retail Entitlement Offer or Top-Up Facility (**Shortfall Shares**), these Shortfall Shares will be subscribed for by the Lead Manager (or its nominees) up to 159,210,526 Shortfall Shares. Refer to section 5.7 and slides 45 to 48 of the Investor Presentation for further details.

## 2.8 Remaining Shortfall Shares

Any New Shares which are not taken up in accordance with the Entitlement Offer or the Top-Up Facility and which are not subscribed for by the Lead Manager pursuant to the Underwriting Agreement (**Remaining Shortfall Shares**) may be placed by the Company (in consultation with the Lead Manager) to New Investors within three months of the Closing Date.

## 2.9 Ranking of New Shares

The New Shares issued under the Entitlement Offer will be fully paid and rank equally with Existing Shares. The rights attaching to the New Shares are set out in the Company's constitution and are regulated by the Corporations Act, Listing Rules and general law.

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### **3. How to apply**

#### **3.1 Your Entitlement**

Your Entitlement is calculated as 1 New Share for every 1.82 Existing Shares held on the Record Date. If you have more than one registered holding of Shares, you will have a separate Entitlement for each separate holding. A copy of your personalised Entitlement and Acceptance Form can be accessed from [www.computersharecas.com.au/ldxoffer](http://www.computersharecas.com.au/ldxoffer).

#### **3.2 Options available to you**

Eligible Retail Shareholders may:

- (a) take up their Entitlement in full only;
- (b) take up their Entitlement in full and also apply for additional Top-Up Shares under the Top-Up Facility (refer to sections 3.3 and 3.4 for further information);
- (c) take up part of their Entitlement by the Closing Date, in which case the balance of the Entitlement would lapse (refer to section 3.5 for further information); or
- (d) do nothing and allow their Entitlement to lapse (refer to section 3.6 for further information).

The Retail Entitlement Offer is an offer to Eligible Retail Shareholders only. Ineligible Retail Shareholders may not take up any of their Entitlements.

The Company reserves the right to reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date.

The expected Closing Date for acceptance of the Retail Entitlement Offer is 5.00pm (AEST) on Wednesday, 2 October 2024 (however, that date may be varied by the Company, in accordance with the Listing Rules, applicable laws and the Underwriting Agreement).

#### **3.3 Taking up all of your Entitlement**

If you wish to take up all of your Entitlement, payment must be made by following the instructions on the personalised Entitlement and Acceptance Form available at [www.computersharecas.com.au/ldxoffer](http://www.computersharecas.com.au/ldxoffer). Please read the instructions carefully. Payment can be made via the method set out in section 3.8.

Payment must be received by no later than 5.00pm (AEST) on the Closing Date.

Refund amounts, if any, will be paid in Australian dollars. You will be paid by direct credit to the nominated bank account as noted on the share register as at the Closing Date. If the Share Registry does not have your bank account details, you will receive a letter requesting for those details. To enable Eligible Retail Shareholders to receive their refund by electronic funds transfer, Eligible Retail Shareholders are encouraged to update their bank details by going online at [www.computershare.com/au](http://www.computershare.com/au) or contacting the Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8:30am and 5:00pm (AEST) during Monday to Friday.

#### **3.4 Participating in the Top-Up Facility**

If you are an Eligible Shareholder and you wish to apply for New Shares in excess of your Entitlement under the Entitlement Offer by applying for additional New Shares under the Top-Up Facility, you are required to apply for more New Shares than the number shown in your personalised Application Form. To do this, make a payment for more than your Entitlement via BPAY®. The excess will be taken to be an application for additional New Shares under the Top-Up Facility.



Any additional Shares applied for pursuant to the Top-Up Facility will be issued in accordance with the allocation policy described in section 2.5.

Payment must be received by no later than 5.00pm (AEST) on the Closing Date. Note that you are not required to submit the personalised Application Form but are taken to make the statements on that form.

### **3.5 Taking up only part of your Entitlement**

If you wish to take up only part of your Entitlement, payment must be made by following the instructions on the personalised Entitlement and Acceptance Form available at [www.computersharecas.com.au/ldxoffer](http://www.computersharecas.com.au/ldxoffer) for the number of New Shares you wish to take up and making payment using the method set out in section 3.8 below. Payment must be received by no later than 5.00pm (AEST) on the Closing Date.

### **3.6 Allowing your Entitlement to lapse**

If you do not wish to accept all or any part of your Entitlement, you do not need to take any further action and your Entitlement will lapse.

### **3.7 Payment**

Payment should be made using BPAY®. If you are unable to pay using BPAY®, you can contact the Share Registry.

Eligible Retail Shareholders in New Zealand should follow the instructions on your Entitlement and Acceptance Form and payment instruction form to make payment via electronic funds transfer.

Cash payments or payments by 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 up to your Entitlement.

Any Application Monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Retail Entitlement Offer. No interest will be paid to applicants on any Application Monies received or refunded.

### **3.8 Payment by BPAY®**

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form available at [www.computersharecas.com.au/ldxoffer](http://www.computersharecas.com.au/ldxoffer). You can only make payment via BPAY® if you are the holder of an account with any Australian financial institution that supports BPAY® Transactions.

If you are paying by BPAY®, please make sure you use the specific Biller Code and your unique Customer Reference Number (**CRN**) on your personalised Entitlement and Acceptance Form.

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 CRN specific to that holding. If you do not use the correct CRN specific to that holding your application will not be recognised as valid.

Please note that by paying by BPAY®:

- (a) you do not need to send your personalised Entitlement and Acceptance Form but are taken to make the declarations, representations and warranties referred to on that Entitlement and Acceptance Form and in section 3.9; and
- (b) 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 Share Registry by no later than 5.00pm (AEST) on the Closing Date. 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 payment. The Company shall not be responsible for any delay in the receipt of the BPAY® payment.

### 3.9 Entitlement and Acceptance Form is binding

A payment made through BPAY® or (or in the case of Eligible Retail Shareholders in New Zealand, by electronic funds transfer) constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Retail Offer Booklet and, once paid, cannot be withdrawn. The Company's decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By making a payment by BPAY® (or in the case of Eligible Retail Shareholders in New Zealand, by electronic funds transfer) you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (a) you are (or the person on whose account you are acting is) an Eligible Retail Shareholder;
- (b) you acknowledge that you have read and understand this Retail Offer Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- (c) you agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Retail Offer Booklet (and accompanying Entitlement and Acceptance Form), and the Company's constitution;
- (d) you authorise the Company to register you as the holder(s) of New Shares allotted to you;
- (e) you declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
- (f) you declare that you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
- (g) you acknowledge that once the Company receives any payment of Application Monies, you may not withdraw your application or funds provided except as allowed by law;
- (h) you agree to apply for and be issued up to the number of New Shares for which you have submitted payment of any Application Monies, at the Offer Price per New Share;
- (i) you authorise the Company, the Lead Manager, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;
- (j) you declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date and you are an Eligible Retail Shareholder;
- (k) you acknowledge that the information contained in this Retail Offer Booklet and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- (l) you acknowledge that this Retail Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;

- (m) you acknowledge the statement of risks in the Investor Presentation included in section 4, and that investments in the Company are subject to risk;
- (n) you acknowledge that none of the Company, the Lead Manager, or their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, the performance of the New Shares offered under the Entitlement Offer nor do they guarantee the repayment of capital;
- (o) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date;
- (p) you authorise the Company to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- (q) you represent and warrant (for the benefit of the Company, the Lead Manager and its respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an Ineligible Retail Shareholder and are otherwise eligible to participate in the Retail Entitlement Offer;
- (r) you acknowledge and agree that determination of eligibility of investors for the purposes of the Institutional Entitlement Offer and the Retail Entitlement Offer was determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and/or the Lead Manager, and each of the Company and the Lead Manager and its respective related bodies corporate and affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise of that discretion to the maximum extent permitted by law;
- (s) you represent and warrant that the law of any place does not prohibit you from being given this Retail Offer Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares and that you are otherwise eligible to participate in the Retail Entitlement Offer;
- (t) you are an Eligible Retail Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the Retail Entitlement Offer in respect of that person) and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Retail Entitlement Offer;
- (u) you understand and acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States. Accordingly, you understand that the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws;
- (v) you are subscribing for or purchasing the New Shares outside the United States in an “offshore transaction” (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act;
- (w) you have not and will not send any materials relating to the Retail Entitlement Offer to any person in the United States or any other country outside Australia and New Zealand or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States;
- (x) you agree that if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in transactions on ASX where neither you nor any person acting on

your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States;

- (y) you are eligible under applicable securities laws to exercise Entitlements and acquire New Shares under the Retail Entitlement Offer;
- (z) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia or New Zealand and (ii) is not in the United States; and
- (aa) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date.

### **3.10 Notice to nominees and custodians**

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders. Nominees with registered addresses in the eligible jurisdictions, irrespective of whether they participate under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Existing Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Retail Shareholder.

Nominees and custodians should note in particular that the Retail Entitlement Offer is not available to:

- (a) beneficiaries on whose behalf they hold Existing Shares who would not satisfy the criteria for an Eligible Retail Shareholder;
- (b) an Eligible Shareholder who received an offer to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not);
- (c) Shareholders who were ineligible to participate in the Institutional Entitlement Offer; or
- (d) Shareholders who are not eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

In particular, persons acting as nominees or custodians for other persons may not take up Entitlements on behalf of, or send any documents relating to the Retail Entitlement Offer to, any person in the United States, or any person acting for the account or benefit of any person in the United States or other jurisdiction outside Australia or New Zealand.

The Company is not required to determine whether or not any registered holder is acting as a nominee or custodian or the identity or residence of any beneficial owners of Shares. The Company is not able to advise on foreign laws.

For the avoidance of doubt, subject to the consent of the Lead Manager, the Company reserves the right (in its absolute sole discretion) to reduce the number of New Shares allocated to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if their claims prove to be overstated or they fail to provide information to substantiate their claims.

The Company also reserves the right to reject any acceptance of an Entitlement that it believes comes from a person who is not eligible to accept an Entitlement.

### **3.11 Withdrawal of the Entitlement Offer**

Subject to applicable law, the Company reserves the right to withdraw the Entitlement Offer at any time before the issue of New Shares, in which case the Company will refund any Application Monies already received in accordance with the Corporations Act and will do so without interest being payable to applicants.

### **3.12 Risks**

Eligible Retail Shareholders should be aware that an investment in the Company, including taking up your Entitlement, involves risks. The key risks identified by the Company are summarised in slides 41 to 43 of the Investor Presentation included in section 4, but these are not an exhaustive list of the risks associated with an investment in the Company.

### **3.13 Further enquiries**

If you have not received or you have lost your personalised Entitlement and Acceptance Form, or have any questions regarding the Retail Entitlement Offer, please contact the Company on +61 3 9087 1598 between 9:00am and 5:00pm (AEST) during Monday to Friday, or by email at [cosec@lumosdiagnostics.com](mailto:cosec@lumosdiagnostics.com) before the Closing Date. If you have any further questions, you should contact your stockbroker, solicitor, accountant or other professional adviser.

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#### **4. ASX announcements and Investor Presentation**

This Retail Offer Booklet is dated 11 September 2024. The Investor Presentation and Launch Announcement are current as at Wednesday, 4 September 2024 and the Institutional Results Announcement is current as at Friday, 6 September 2024.

This Retail Offer Booklet remains subject to change without notice. To the maximum extent permitted by law, the Company and its advisors, affiliates, related bodies corporate, directors, officers, partners, employees and agents disclaim any responsibility and undertake no obligation for the accuracy or completeness of any forward-looking statements whether as a result of new information, future events or results or otherwise. The Company disclaims any responsibility to update or revise any forward-looking statement to reflect any change in the Company's financial condition, status or affairs or any change in the events, conditions or circumstances on which a statement is based, except as required by Australian law.

There are additional ASX announcements that have been made by the Company and which may be made throughout the Entitlement Offer Period that may be relevant in your consideration of whether to take part in the Entitlement Offer. Therefore, it is prudent you check whether any future ASX announcements have been made by the Company before submitting an Application.



## ASX ANNOUNCEMENT

### Lumos Diagnostics Announces A\$10.0 million Equity Raising and Welcomes Tenmile Ventures as a New Shareholder

MELBOURNE, Australia (4 September 2024) – Lumos Diagnostics Holdings Limited (**LDX** or the **Company**) is pleased to announce that it has launched an equity raising through a pro rata accelerated non-renounceable entitlement offer (**Entitlement Offer**).

#### Key highlights

- The Entitlement Offer will comprise an accelerated non-renounceable pro rata entitlement offer to eligible LDX shareholders to raise up to approximately A\$10.0 million (before costs). The retail component of the Entitlement Offer is underwritten up to approximately A\$6.0 million.
- Funds raised under the Entitlement Offer will be applied towards completion of the FebriDx Clinical Laboratory Improvement Amendment (CLIA) waiver trial in the US, product development, sales and marketing activities and general working capital (and costs of the offer).
- Tenmile Ventures Pty Ltd (a wholly owned subsidiary of Tattarang) have acquired 45.0 million shares, which represents a 9.3% shareholding in LDX. Tenmile intend to subscribe in full for their entitlement and are acting as a sub-underwriter to the Entitlement Offer. It is anticipated that following completion of the entitlement offer, Tenmile will become the largest shareholder of LDX.
- Ryder Capital Limited, an existing long-term shareholder, also intend to subscribe in full for their entitlement and are acting as a sub-underwriter to the Entitlement Offer.
- Bell Potter Securities Limited is acting as lead manager and underwriter of the Entitlement

#### Offer. **The Entitlement Offer**

The Entitlement Offer which seeks to raise approximately A\$10.0 million (before costs) will consist of a 1-for-1.82 accelerated pro-rata non renounceable entitlement offer, including:

- an institutional entitlement offer to raise approximately A\$4.0 million (before costs) (**Institutional Entitlement Offer**); and
- a retail entitlement offer to raise approximately A\$6.0 million (before costs) (**Retail Entitlement Offer**). The Retail Entitlement Offer is underwritten up to approximately A\$6.0 million.

Under the Entitlement Offer, eligible shareholders are invited to subscribe for 1 new fully paid ordinary share in the capital of the Company (**New Share**) for every 1.82 Company Shares (**Shares**) held as at 7:00pm (Sydney, Australia time) on Friday, 6 September 2024 (**Record Date**). Fractional entitlements will be rounded down to the nearest whole Share. All New Shares in the Entitlement Offer will be issued at a price of A\$0.038 (3.8 cents) per New Share (**Offer Price**) which represents:

- a 17.4% discount to the last close price of A\$0.046 on Tuesday, 3 September 2024; and
- a 12.0% discount to the Company's 5-day VWAP of A\$0.0432 up to and including Tuesday, 3 September 2024.



Entitlements cannot be traded on the ASX or transferred. Eligible shareholders who do not take up their entitlements under the Entitlement Offer in full or in part, will not receive any value in respect to those entitlements not taken up.

The Company's Shares will remain in a trading halt until the commencement of trading on Friday, 6 September 2024 pending completion of the Institutional Entitlement Offer.

### **Underwriting**

Bell Potter Securities Limited (**Bell Potter**) are acting as lead manager to the Entitlement Offer. The Retail Entitlement Offer is underwritten by Bell Potter up to approximately A\$6.0 million, pursuant to an underwriting agreement between the Company and Bell Potter dated 4 September 2024 (**Underwriting Agreement**).

Tenmile Ventures and Ryder Capital will be acting as sub-underwriters to the retail entitlement offer for up to approximately A\$6.0 million. In addition, they have committed to take up their full entitlements of A\$1.5 million, which in total is up to approximately A\$7.5 million commitment in aggregate.

Further details with respect to the Underwriting Agreement are set out in the investor presentation in respect of the Entitlement Offer which the Company will release to ASX contemporaneously with this announcement.

### **Institutional Entitlement Offer**

Eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer, which is being conducted today, Wednesday, 4 September 2024 and tomorrow Thursday, 5 September 2024. Eligible institutional shareholders can choose to take up all, part or none of their entitlements under the Entitlement Offer.

Entitlements not taken up by institutional shareholders cannot be traded on market or transferred. Entitlements not taken up by eligible institutional shareholders, and institutional entitlements that would otherwise have been offered to ineligible institutional shareholders (if any), will be offered to eligible institutional shareholders at the Offer Price.

### **Retail Entitlement Offer**

Eligible retail shareholders with a registered address in Australia or New Zealand will be invited to participate in the Retail Entitlement Offer. The Retail Entitlement Offer will open on Wednesday, 11 September 2024 and closes at 5:00pm (Sydney, Australia time) on Wednesday, 2 October 2024 (**Retail Offer Period**), unless otherwise extended by the Company in accordance with the ASX Listing Rules.

Further details about the Retail Entitlement Offer will be set out in the retail offer booklet, which the Company expects to lodge with the ASX on Wednesday, 11 September 2024 (**Retail Offer Booklet**).

It is currently envisaged that eligible retail shareholders who have applied for their full Entitlement will be able to apply for additional Shares under a top-up offer, subject to applications being received by the closing date (**Top Up Offer**).

The Entitlement Offer and Top-Up Offer will provide eligible shareholders with the opportunity to take up new Shares proportional to their shareholding and mitigate the effect of dilution. Eligible shareholders who do not take up their entitlement under the Entitlement Offer in full or in part, will not





receive any value in respect to those entitlements not taken up.

#### **Use of proceeds received under the Entitlement Offer**

The funds raised under the Entitlement Offer (after deduction of the costs associated with the Entitlement Offer) are expected to be used to fund completion of the FebriDx CLIA waiver trial in the US, product development, sales and marketing activities and general working capital.

#### **Tenmile Ventures**

Lumos is pleased to welcome dedicated health technology investment business Tenmile Ventures Pty Ltd (**Tenmile**) (owned by Tattarang Pty Ltd (**Tattarang**), one of Australia's largest private investment groups) to its register following its block trade with Planet Innovation Holdings Limited (**Planet Innovation**).

On settlement of the block trade, Tenmile will hold 45.0 million fully paid ordinary shares in the capital of the Company (being 9.3% of the Company's issued capital) and Planet Innovation's shareholding will be reduced from 68.0 million to 23.0 million shares (being 4.8% of the Company's issued capital, prior to the issue of New Shares under the Entitlement Offer).

Commenting on the block trade, Lumos CEO & Managing Director, Doug Ward stated:

"We are honored to welcome an investor of Tenmile's calibre to Lumos. We are strongly aligned in our vision to address unmet needs in human health and look forward to working together to do this, while driving the growth of our business. We also thank Ryder Capital, a longstanding and highly engaged shareholder, for their ongoing support.

In parallel, I would like to extend gratitude to Planet Innovation for their long-term support of Lumos. We look forward to continuing our important relationship with Planet Innovation as a key supplier and long-term shareholder.

The funding under this Entitlement Offer will underpin our efforts to complete the CLIA waiver study for our FebriDx point of care diagnostic test in the US. Achieving CLIA waiver status for FebriDx is expected to enable label extension in the US - from the current, moderate-complex label - to include CLIA waived settings. This would greatly expand our market opportunity for FebriDx in the US from around 18,000 sites to approximately 270,000 sites. Recognizing the important role FebriDx can play in reducing antibiotic overprescription, we are aiming to complete the CLIA waiver study ahead of the 2025 US flu season."

Please refer to the substantial shareholder notices lodged by Tenmile and Planet Innovation for further details.

Tenmile is a dedicated health technology investment business focused on supporting and building early-stage companies through all stages of growth. Tenmile has team members in Perth and Sydney and seeks to address unmet needs in human health and support the development of a globally significant health science and technology sector in Australia. Further details in respect of Tenmile are available from its website located at: [www.tenmile.com](http://www.tenmile.com).

Tattarang is the private investment group of Andrew and Nicola Forrest. It is proudly Australian and invests across a wide variety of sectors and asset classes, including in real assets, public and private markets and is the owner of Tenmile. Further details in respect of Tattarang are available from its



website located at: [www.tattarang.com](http://www.tattarang.com).

### Offer Timetable

Activity	Date
Announcement of the Entitlement Offer	Wednesday, 4 September 2024
Institutional Entitlement Offer launch	Prior to 12.00pm (AEST) on Wednesday, 4 September 2024
Results of Institutional Entitlement Offer announced and Trading Halt lifted	Friday, 6 September 2024
Record Date for eligibility under the Entitlement Offer	7.00pm (AEST) on Friday, 6 September 2024
Retail Offer Booklet lodged with the ASX	Wednesday, 11 September 2024
Retail Entitlement Offer opens	Wednesday, 11 September 2024
Settlement of New Shares issued under the Institutional Entitlement Offer	Wednesday, 11 September 2024
Allotment of New Shares under the Institutional Entitlement Offer	Thursday, 12 September 2024
New Shares issued under the Institutional Entitlement Offer commence trading on ASX	Friday, 13 September 2024
Last day to extend Retail Entitlement Offer	Before 12.00pm (AEST) on 27 September 2024
Closing Date of Retail Entitlement Offer	Wednesday, 2 October 2024
Results of Retail Entitlement Offer announced	Tuesday, 8 October 2024
Settlement of New Shares issued under the Retail Entitlement Offer	Wednesday, 9 October 2024
Allotment of New Shares issued under the Retail Entitlement Offer	Before 12.00pm (AEST) on Wednesday, 9 October 2024
New Shares issued under the Retail Entitlement Offer commence trading on ASX	Thursday, 10 October 2024

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*The timetable above (and each reference to or to dates in this Retail Offer Booklet) is indicative only. The Company, in consultation with the Lead Manager, reserves the right to amend any or all of these dates and times without notice, subject to the Corporations Act, the Listing Rules and other applicable laws. Any extension of the Closing Date will have a consequential effect on the allotment date of New Shares. The commencement of quotation of the New Shares is subject to confirmation from ASX.*

*The Company also reserves the right not to proceed with the Retail Entitlement Offer in whole or in part at any time prior to allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicants. Cooling-off rights do not apply to an investment in New Shares. You cannot withdraw your Application. Eligible Retail Shareholders wishing to participate in the Retail Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Retail Entitlement Offer opens.*

If you have any doubt about whether you should participate in the Retail Entitlement Offer, you should seek professional financial advice from your stockbroker, solicitor, accountant or other suitably qualified professional financial adviser before making any investment decision. For further information on the Entitlement Offer, if you have questions on how to complete the Entitlement and Acceptance Form, or have lost your Entitlement and Acceptance Form and would like a replacement form, you may contact the Lumos Diagnostics Company Secretary on +61 3 9087 1598 between 9:00am and 5:00pm (AEST) during Monday to Friday, or by e-mail [cosec@lumosdiagnostics.com](mailto:cosec@lumosdiagnostics.com).

#### **Additional information**

Additional information in relation to the Entitlement Offer and the Company can be found in the investor presentation released to the ASX simultaneously with this announcement, which contains important information, including a breakdown of sources and uses of funds, key risks and foreign selling restrictions with respect to the Entitlement Offer as well as a summary of the underwriting agreement in connection with the Entitlement Offer.

Nothing contained in this announcement constitutes investment, legal, tax or other advice. Investors should seek appropriate professional advice before making any investment decision. All amounts are in Australian dollars unless otherwise indicated.

An Appendix 3B for the proposed issue of New Shares will be released in conjunction with this announcement. Further details on the fees payable to Bell Potter are set out in the Appendix 3B.

**This announcement is authorised for release by the Lumos Board of Directors.**

– ENDS –



## About Lumos Diagnostics

*Lumos Diagnostics specialises in rapid and complete point-of-care diagnostic test technology to help healthcare professionals more accurately diagnose and manage medical conditions. Lumos offers customised assay development and manufacturing services for point-of-care tests and proprietary digital reader platforms. Lumos also directly develops, manufactures, and commercialises novel Lumos-branded point-of-care tests that target infectious and inflammatory diseases.*

For more information visit [lumosdiagnostics.com](https://lumosdiagnostics.com).

## Forward-Looking Statements

*This announcement contains forward-looking statements, including references to forecasts. Forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions, and other important factors, many of which are beyond Lumos' control and speak only as of the date of this announcement. Readers are cautioned not to place undue reliance on forward-looking statements.*

### Media Contacts:

Haley Chartres – Australia

HACK Director

[haley@hck.digital](mailto:haley@hck.digital)

+61 423 139 163

### Investor Contact:

Jane Lowe

Managing Director, IR Department

[ir@lumosdiagnostics.com](mailto:ir@lumosdiagnostics.com)

+61 411 117 774

### Company Registered Office:

Lumos Diagnostics Holdings Ltd

Level 4, 100 Albert Rd

South Melbourne, VIC 3205

[info@lumosdiagnostics.com](mailto:info@lumosdiagnostics.com)

+61 3 9087 1598

### Important Notices

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# Lumos Diagnostics Holdings Limited



## Equity Capital Raise Presentation

4 September 2024

*The consolidated entity's presentation currency is US Dollars.*

*Financial information is shown in USD unless otherwise stated.*

*Entitlement Offer and Share Price information is shown in AUD, as the parent entity is an Australian entity listed on the Australian Stock Exchange.*

*Where conversions are shown, an FX rate of 1 AUD : 0.67 USD is used.*

*Not for release to US wire services or distribution in the United States.*

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You acknowledge and agree that determination of eligibility of investors for the purposes of the Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and the Lead Managers and each of the Company and the Lead Managers (and their respective related bodies corporate, affiliates, officers, directors, employees, agents and advisers) disclaim any duty or liability (including for negligence) in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law. For the avoidance of doubt, the Offer is partially underwritten.

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**Executive Summary**

**Capital Raising**

**Company Overview**

**FY24 Highlights**

**Product Update**

**Services Update**

**Other Items:**

- Pro-Forma Balance Sheet
- Key Risks
- Underwriting Agreement
- Foreign Selling Restrictions
- Glossary

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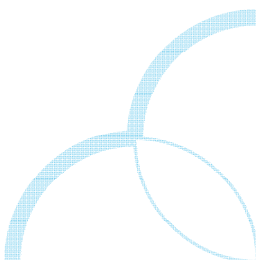
# Executive Summary



***Raising ~A\$10m via Entitlement Offer to fully fund FebriDx CLIA waiver trial anticipated to read out in the middle of 2025. A successful trial and submission in Aug/Sep 2025 would likely expand the market for FebriDx in the US by more than 15x.***

<b>Significant operational progress achieved in the last 12 months</b>	<ul style="list-style-type: none"> <li>• FY24 revenue of US\$11.1 million, up 6% over the prior year</li> <li>• Positive net operating cash flow for FY24 of US\$0.9 million</li> <li>• Closing cash as at 30 June 2024 of US\$6.5 million</li> <li>• FY24 adjusted EBITDA loss was US\$3.9 million, an improvement of US\$1.5 million, 28%, over prior year</li> </ul>
<b>Significant momentum made in commercial services business</b>	<ul style="list-style-type: none"> <li>• FY24 revenue of US\$9.9 million for Services</li> <li>• Strategic partnership with Hologic strengthened further with new transformative development and IP agreements for their on market fFN test to the total value of US\$14.7 million</li> <li>• Pipeline of other commercial services projects in health, veterinary, food safety and molecular diagnostics</li> </ul>
<b>US regulatory clearance awarded for FebiDx® and ViraDx</b>	<ul style="list-style-type: none"> <li>• FY24 revenue of US\$1.2 million for Products, up 289% over the prior year</li> <li>• FebriDx is a point-of-care test to aid to the diagnosis of acute bacterial respiratory infections</li> <li>• FebriDx cleared in the US in July 2023, and commercialization commenced in January 2024</li> <li>• The US is the largest market opportunity for FebriDx with 211 million antibiotics prescriptions p.a., with 58% related to ARI</li> <li>• ViraDx, a point-of-care test for COVID/Flu A/B EUA in the US in September 2023, with sales commencing in December</li> </ul>
<b>Capital raising, Tenmile investment, and underwritten retail Entitlement Offer</b>	<ul style="list-style-type: none"> <li>• 1 for 1.82 Accelerated Non-Renounceable Entitlement Offer to raise approximately A\$10.0 million at A\$0.038 per share.</li> <li>• The retail entitlement offer will be underwritten up to approximately A\$6.0 million. Including entitlement offer and sub-underwriting commitments from key institutional shareholders, Tenmile Ventures and Ryder Capital for up to approximately A\$7.5 million</li> <li>• On 3 September 2024, Tenmile Ventures Pty Ltd, the healthcare investment arm of Tattarang, purchased 45.0 million shares to become a 9.3% shareholder of Lumos. It is anticipated that following completion of the entitlement offer, Tenmile will be the largest shareholder of Lumos.</li> <li>• Funds raised under the Entitlement Offer are intended to be used to (amongst other things) complete the FebriDx CLIA waiver trial in the US, where a successful FDA clearance in 2024/25 significantly expands the market for FebriDx sales in the US</li> <li>• Funds also to be used for product development, sales &amp; marketing activities and provide general working capital</li> </ul>

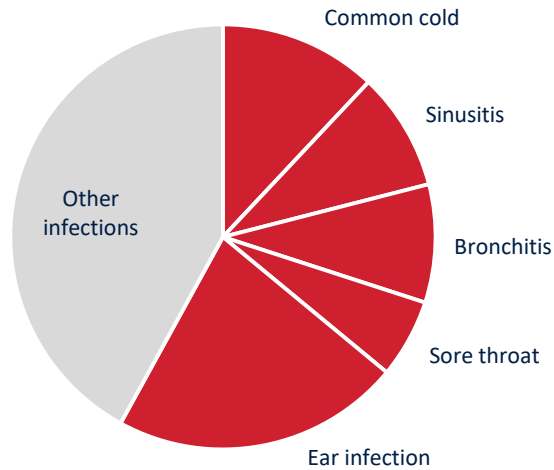
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# FebriDx addresses a major need: Antibiotic Overprescription



## ANTIBIOTICS PRESCRIBED IN THE U.S. BY TYPE



Acute respiratory infections may account for **58%** of all antibiotics prescribed <sup>4</sup>

## ANTIBIOTICS PRESCRIBED



**211M** antibiotic prescriptions issued in outpatient settings each year <sup>1</sup>

**44%** of antibiotic prescriptions are written to treat patients with ARIs <sup>2</sup>

**40%** of these are unnecessary <sup>3</sup>

## HOW WE'RE DRIVING MARKET ADOPTION

### Marketing and education

- Microbial testing prior to prescribing antibiotics not currently routine
- Assembling Medical Advisory Board of Urgent Care experts
- Program of communication through social media and KOLs

### Program of activities includes:

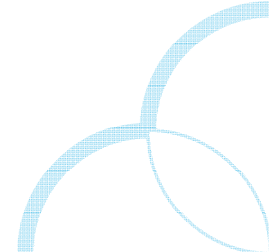
- Sales calls
- Distributor training
- Email campaigns
- Tradeshows
- Digital advertising
- PR
- Strategic partnerships
- Product education
- End user onboarding

<sup>1</sup> Outpatient Antibiotic Prescriptions—United States 2021: <https://www.cdc.gov/antibiotic-use/data/report-2021.html>

<sup>2</sup> Unnecessary Antibiotics for Acute Respiratory Tract Infections: Associations with Care Setting and Patient Demographics, 2016

<sup>3</sup> Tse, J.; Near, A. *et al*; Antibiotics 2022, 11, 1058. <https://doi.org/10.3390/antibiotics11081>.

<sup>4</sup> Centers for Disease Control and Prevention. MMWR, 2011, 60:1153-6



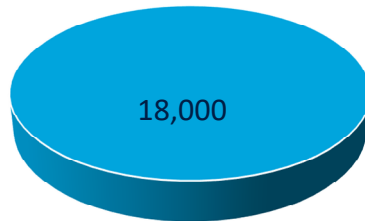
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# FebriDx Market Opportunity in the US > \$1Billion



## MODERATE COMPLEXITY LIMITATION

### Potential Customer Sites

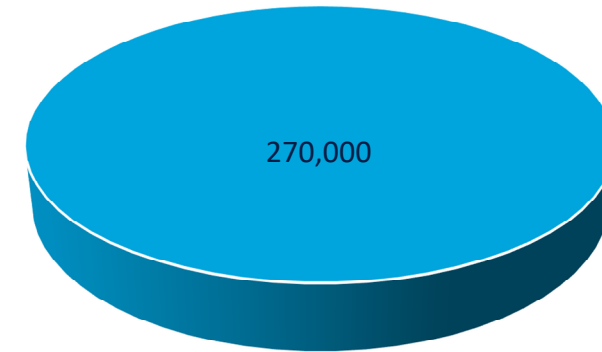


■ Moderate Complex

- 18,000<sup>2</sup> potential customer sites in US
- Acute Respiratory Infections (ARI) in US Annually: 80 million (potential FebriDx patient opportunities for use)<sup>1</sup>
- Moderate complex settings ~7% (5.6 million patient interactions)
- Assume distributor sell price to end customers of US\$21.00 (CPT codes for reimbursement is US\$29.55)
- TAM US\$118 million p.a.

## CLIA WAIVER EXPANDS ADDRESSABLE MARKET

### Potential Customer Sites



■ CLIA Waived

- 270,000<sup>2</sup> potential customer sites in US
- Acute Respiratory Infections (ARI) in US Annually: 80 million (potential FebriDx patient opportunities for use)<sup>1</sup>
- CLIA waiver enables 100% market coverage (80 million patient interactions)
- Assume distributor sell price to end customers of US\$21.00 (CPT codes for reimbursement is US\$29.55)
- TAM US\$1.7 billion p.a.



15x

<sup>1</sup> Source from 2024 Precision Business Insights Report for periods 2026-2030.

<sup>2</sup> Division of Clinical Laboratory Improvement and Quality Centers for Medicare & Medicaid Services, March 2024 (CMS CLIA Data base)

# FebriDx CLIA Waiver Study



## What is the study for...what is CLIA?

- The Clinical Laboratory Improvement Amendment (CLIA) waiver study will demonstrate that the FebriDx test is simple to perform with a low risk of erroneous results when performed by untrained users in expanded user settings.
- A CLIA waiver certificate enables facilities (e.g., physician offices, stand alone urgent care centers) to perform diagnostics without laboratory oversight.

## Why?

- A successful study will enable Lumos to market FebriDx to waived settings which expands the TAM 15X and to over \$1Billion.

## How?

- A method comparison study will be conducted comparing the performance of untrained operators to trained operators in a multi-center study across the US, consisting of physician offices (majority) and standalone urgent care clinics who will enroll around 500-900 patients.

## When?

- The study may start in Sept/Oct of 2024 and the submission is planned for May/June 2025. Based on FDA review times, the waived status designation may be expected by Sept/Oct 2025<sup>1</sup>.

## Risks?

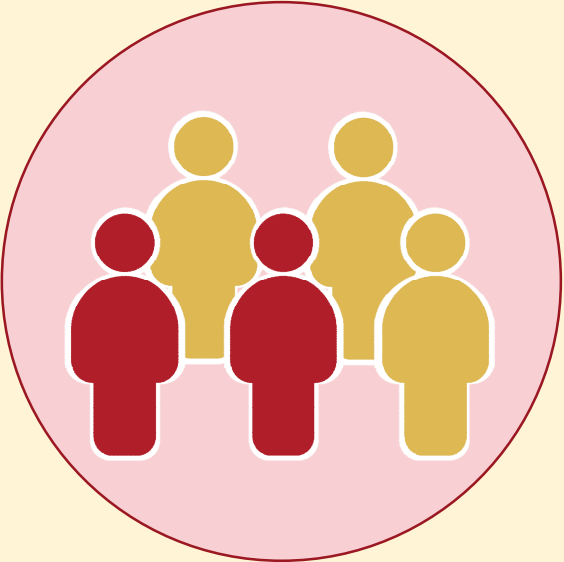
- Success Criteria: FDA criteria for obtaining CLIA waiver is very high (small number of errors).
- Timeline: low prevalence of bacterial infection in the respiratory season could result in the need to sign on additional sites to enroll or could lead to a longer than expected enrollment timeline.

<sup>1</sup>These timelines are indicative only and subject to change without notice.

# Lumos Product Roadmap | Women's Sexual Health - \$10B

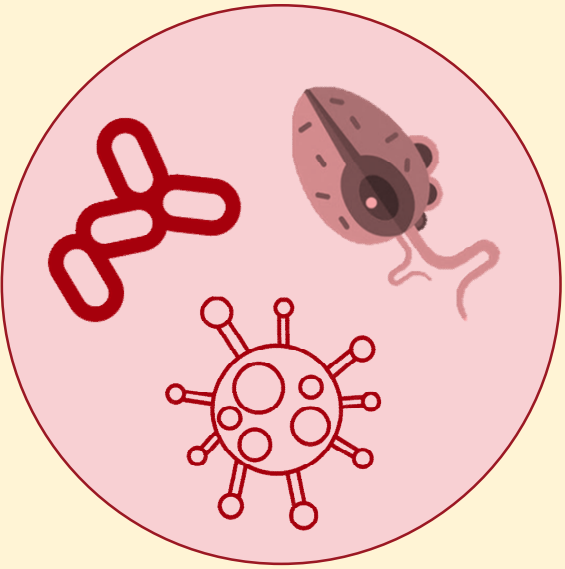


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### PREVALENCE

30-40% of women  
>10M health care visits annually



### CLINICAL NEED

Multiple infectious organisms  
Similar symptoms  
Different treatments



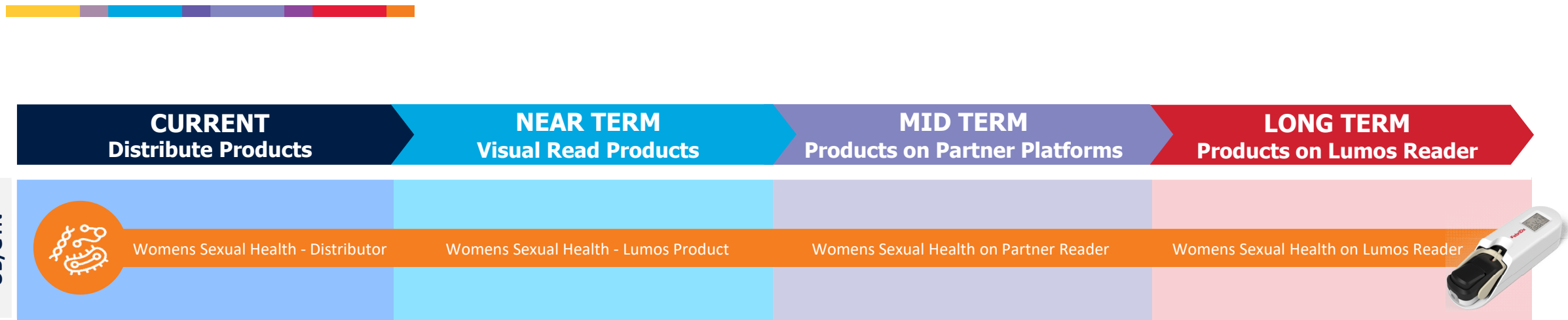
### POC DIAGNOSTIC NEED

Rapid testing on site  
Identify & treat at patient visit  
Easy to use by clinic staff

# Women's Sexual Health Products – Product “One\*” Program



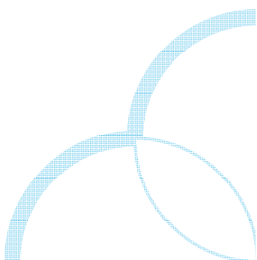
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 HOSPITAL & CENTRAL  
 OB/GYN  
 Product “One”  
 Timeline\*



Year 1		Year 2		Year 3	
Feasibility	Development	Verification			
	Obtain clinical samples	Pilot study	Clinical trial	FDA review	

\*Not actual product name.

Visual read product.



# Priority Catalysts for Growth



*There is little doubt in my mind that point-of-care diagnostic tests are going to become an ever-increasing part of our lives.*

*With its unique capabilities, technology and products, Lumos has an important and valuable role to play in that future. I look forward to making that happen.*

**Doug Ward**  
MD & Chief Executive Officer  
Lumos Diagnostics



**Monetize the Lumos cleared point-of-care test products, FebriDx and ViraDx, through sales, licenses and partnerships**



**Complete a successful CLIA waiver trial for FebriDx in the US, and achieve FDA label extension**



**Continue to build the foundation for long-term growth through strategic partnerships, and delivering on milestones relating to the Hologic fFN development agreement**



**Initiate product development on Lumos branded women's health diagnostics tests.**

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# Capital Raising



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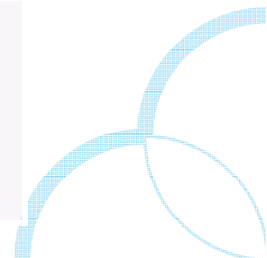


# Capital Raising Details



<b>Entitlement Offer</b>	<ul style="list-style-type: none"> <li>• A 1 for 1.82 pro-rata accelerated non-renounceable entitlement offer to eligible shareholders of LDX to raise approximately A\$10.0 million ('Entitlement Offer'), comprising;             <ul style="list-style-type: none"> <li>• An Institutional Entitlement Offer anticipated to raise approximately A\$4.0 million; Firm commitments from Tenmile and Ryder received to take up A\$1.5 million</li> <li>• A Retail Entitlement Offer anticipated to raise approximately A\$6.0 million. The Retail Entitlement Offer is underwritten up to A\$6.0 million</li> </ul> </li> <li>• The Entitlement Offer is non-renounceable &amp; entitlements will not be tradeable or otherwise transferable</li> <li>• Approximately 264.5 million new fully paid ordinary shares in LDX (New Shares) to be issued under the Offer, representing approximately 54.9% of existing ordinary shares on issue in LDX</li> </ul>
<b>Offer Price</b>	<ul style="list-style-type: none"> <li>• New Shares issued under the Offer will be issued at a price of A\$0.038 (3.8 cents) per new share ("<b>Offer Price</b>"), representing a:             <ul style="list-style-type: none"> <li>– 17.4% discount to the last close price on 3 September 2024 of A\$0.046</li> <li>– 12.0% discount to 5 trading day VWAP up to and including 3 September 2024 of A\$0.0432</li> </ul> </li> </ul>
<b>Institutional Offer</b>	<ul style="list-style-type: none"> <li>• The institutional component of the Entitlement Offer will be conducted on Wednesday, 4 September 2024 and Thursday, 5 September</li> <li>• Entitlements not taken up and those of shareholders who are ineligible to participate in the Institutional Entitlement Offer will be sold at the Offer Price</li> </ul>
<b>Retail Entitlement Offer</b>	<ul style="list-style-type: none"> <li>• The retail component of the Entitlement Offer will open on Wednesday, 11 September 2024 and will close at 5.00pm on Wednesday, 2 October 2024 (Retail Entitlement Offer)</li> <li>• Only eligible shareholders of LDX with an address on the LDX share register in Australia may participate in the Retail Entitlement Offer. Under a Top-Up Offer, Eligible shareholders who take up all of their entitlement will be able to apply for additional New Shares up to 100% in excess of their entitlement.</li> </ul>
<b>Record Date</b>	<ul style="list-style-type: none"> <li>• 7:00pm (Sydney, Australia time) on Friday, 6 September 2024</li> </ul>
<b>Use of Funds</b>	<ul style="list-style-type: none"> <li>• Funds raised under the Offer are intended to be used to complete the FebriDx CLIA waiver trial in the US, product development, sales &amp; marketing activities and provide general working capital (and costs of the offer).</li> </ul>
<b>Ranking</b>	<ul style="list-style-type: none"> <li>• The New Shares issued under the Offer will rank equally with existing LDX shares on issue on the relevant issue date</li> </ul>
<b>Lead Manager &amp; Underwriter</b>	<ul style="list-style-type: none"> <li>• Bell Potter Securities Limited</li> </ul>
<b>Sub-underwriters</b>	<ul style="list-style-type: none"> <li>• Tenmile Ventures and Ryder Capital ("<b>Sub-underwriters</b>") will be acting as sub-underwriters to the retail entitlement offer for up to approximately A\$6.0 million and taking up their full entitlement of A\$1.5 million, approximately A\$7.5 million in aggregate</li> <li>• The sub-underwriters will receive a sub-underwriting fee of approximately 31.1 million unlisted options each, with an exercise price of A\$0.07 and expiry date of around 30 September 2026, and a 1% cash fee payable on approx. A\$1.3 million of the sub-underwriting. The options will be issued under the Company's existing Placement capacity under ASX Listing Rule 7.1. Each of the Sub-underwriters will also have the right (but not the obligation) to appoint a director to the Company's board for so long as they hold at least 10% of the voting shares in the Company.</li> </ul>

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# Expected Use of funds



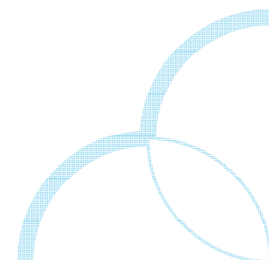
The funds raised under the Entitlement Offer provides balance sheet flexibility and drive strategic and targeted growth initiatives.

- Lumos expects to have pro-forma net cash as at 30 June 2024 of approximately US\$13.2 million<sup>1</sup>—post completion of the Entitlement Offer to raise approximately A\$10.0 million (US\$6.7 million<sup>1</sup>)
- The proceeds from the capital raise will be used to:
  - progress the FebriDx CLIA waiver trail to enable an extension to the existing label;
  - Initiate the development of additional proprietary products for sale by Lumos or licensing to strategic partners
  - Provide sales & marketing funds to progress the commercial launch of these products in the relevant jurisdictions;
  - support the development of Lumos' contract development and manufacturing business; and
  - Working capital purposes (and costs of the offer).

Sources of funds <sup>1</sup>	(US\$ million)
Proceeds of Entitlement Offer	6.7
Cash at bank (as at 30 June 2024)	6.5
<b>Total Sources</b>	<b>13.2</b>

Expected Uses of funds <sup>1</sup>	(US\$ million)
FebriDx CLIA Waiver Trial	3.5
Sales and Marketing	1.8
Product Development of Diagnostics Tests	4.2
Working Capital	3.3
Offer Costs	0.4
<b>Total Uses</b>	<b>13.2</b>

<sup>1</sup> Assumes AUD / USD exchange rate of 0.67. Note: The above represents a statement of the Company's current intentions as at the date of this Presentation. Investors should note that this may change depending on a number of factors, including the changes in the competitive environment, business performance, strategic and operational considerations, regulatory developments, and market and general economic conditions.



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# Timetable



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<b>Event<sup>1</sup></b>	<b>Sydney, Australia time</b>
Trading Halt	Wednesday, 4 September 2024
Announcement of the Offer	Wednesday, 4 September 2024
Institutional Entitlement Offer Opens	Wednesday, 4 September 2024
Announcement of results of Institutional Entitlement Offer and trading halt lifted	Friday, 6 September 2024
Record Date for Entitlement Offer	7:00pm Friday, 6 September 2024
Settlement of Institutional Entitlement Offer	Wednesday, 11 September 2024
Retail Entitlement Offer opens and Retail Offer Booklet despatched	Wednesday, 11 September 2024
Issue of New Shares under the Institutional Entitlement Offer	Thursday, 12 September 2024
Retail Entitlement Offer closes	Wednesday, 2 October 2024
Results of the Retail Entitlement Offer announced	Tuesday, 8 October 2024
Settlement of Retail Entitlement Offer	Tuesday, 8 October 2024
Allotment of Retail Entitlement Offer Securities	Wednesday, 9 October 2024
Commencement of trading of New Shares issued under the Retail Entitlement Offer	Thursday, 10 October 2024

<sup>1</sup> The above timetable is indicative only and subject to change. Subject to the requirements of the Corporations Act, the ASX Listing Rules and any other applicable laws, Lumos in consultation with the Lead Manager, reserves the right to amend this timetable and withdraw the offer at any time.

# Company Overview

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# Company Overview

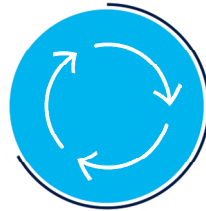


Lumos is a developer and manufacturer of connected instrumentation and rapid point-of-care tests for the diagnostics and healthcare industries



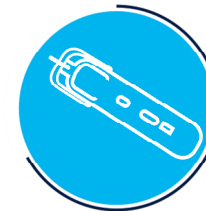
## Experienced leadership team

- Led by Doug Ward (CEO/MD) - industry veteran with over 30 years' in diagnostics
- Experienced business/technical/commercial leaders also include Barrie Lambert (CFO); Sacha Dopheide (CTO) & Paul Kase (SVP Commercial Ops)



## Comprehensive & integrated offering

- Concept design, development, clinical, regulatory, commercial production
- Proprietary reader platforms providing connected use in different clinical settings
- Development and manufacturing facility located in Carlsbad, California



## Commercialised proprietary point-of-care diagnostic products

- FebriDx US – aid in the diagnosis of bacterial v non-bacterial etiology for acute respiratory infection
- FebriDx International – aid in the diagnostics of bacterial v viral acute respiratory infection
- ViraDx – test for key respiratory infections (COVID/Flu A/B)



## Distribution

- Lumos has distribution rights for the sale of women's health and sexual health products in the US



## Transformational Hologic agreements

- Strategic relationship with US-based women's health leader Hologic – expanded in January 2024 with the signing of a Development Agreement for up to US\$4.7 million and IP Agreement for US\$10.0 million

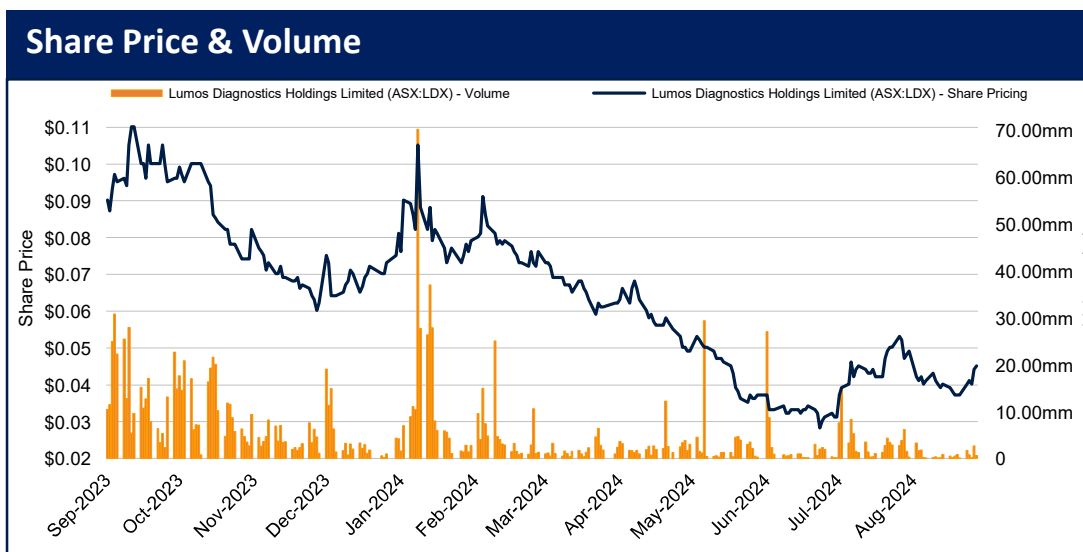
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# Company Snapshot



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Issued Capital	
Shares	481.3m
Options	81.7m
Market Capitalization (AUD)	
Share price <sup>1</sup>	A\$0.046
Market value	A\$22.1m
Pro-forma Cash (30 June 2024 – in AUD) <sup>2</sup>	A\$19.7m
Enterprise value	A\$41.8m
Substantial shareholders	
Perennial Value Management	14.6%
Tenmile Ventures	9.3%
Ryder Capital	5.3%



### Board and Management

Sam Lanyon	Non-Executive Chairman
Doug Ward	CEO & Managing Director
Bronwyn Le Grice	Non-Executive Director
Lawrence Mehren	Non-Executive Director
Catherine Robson	Non-Executive Director
Barrie Lambert	CFO

<sup>1</sup>As at 3 September 2024

<sup>2</sup> Assumes a capital raising of A\$10.0 million, excluding offer costs. USD FX rate of 0.67 used.

# Board of Directors



**Sam Lanyon**

Non-Executive  
Chair



**Bronwyn Le Grice**

Non-Executive  
Director



**Lawrence Mehren**

Non-Executive  
Director



**Catherine Robson**

Non-Executive  
Director



**Doug Ward**

Managing  
Director & CEO

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# Highly Experienced Leadership Team



**Doug Ward**  
CEO & Managing Director

Doug Ward has more than 30 years of biotech and medical technology experience at notable global healthcare companies including Roche, GE, Siemens, Bayer, Chiron and Hologic.

With a deep understanding of the life sciences ecosystem, Mr. Ward excels at setting the strategic direction for global companies. He brings experience across all company functions, including Commercial Leadership, R&D, Operations, Quality, Regulatory, Service, and Support.

Mr. Ward earned his Bachelor of Arts in Pre-medicine Studies from Ohio Wesleyan University.



**Barrie Lambert**  
Chief Financial Officer

Barrie Lambert has more than 25 years of international experience in high growth companies from the medical device research and development services and manufacturing sector, as well other sectors. Prior to joining Lumos Diagnostics, he was CFO of Planet Innovation, one of the founding shareholders of Lumos.

Mr. Lambert has a broad background in governance, strategy, finance, M&A, operations, technology and sales. He holds a BA in Accounting from the University of South Australia and an MBA from University of Sydney. He is a chartered accountant and a graduate of the Australian Institute of Company Directors.



**Sacha Dopheide, PhD**  
Chief Technology Officer

Sacha Dopheide, PhD has more than 15 years of experience in the in vitro diagnostic device industry, ranging from point-of-care devices to laboratory analyzers. She has held an executive leadership role within Lumos Diagnostics since its 2017 acquisition of Kestrel Bioscience.

Dr. Dopheide has experience managing the full range of product development for both immunoassays and their accompanying electronic readers from proof of concept through development, verification and external validation trials. She holds a BSc with First Class Honours in Biochemistry and Molecular Biology from Monash University. She received her PhD in Medicine in 2000, for which she was awarded the Victoria Fellowship for Excellence in Medical Research.



**Paul Kase**  
SVP of Commercial Operations

Paul Kase brings more than 28 years of medical sales and leadership experience in the point-of-care diagnostic testing market to Lumos Diagnostics.

Mr. Kase is a proven leader in coaching and developing best-in-class sales teams that consistently meet and exceed revenue goals. His experience also extends to overseeing customer and technical support divisions, commercial product launches, key opinion leader development, and the creation of distributor networks in the hospital and primary care markets.

Mr. Kase earned his Bachelors in Economics and English from Bucknell University.

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# Product Portfolio Approach



Be a leader in point-of-care testing for women's health and sexual health, offering a portfolio of assays for visual read out and on a suite of differentiated, automated and connected platforms.



Focus on verticals with existing markets / reimbursement / transition from Core Lab to point-of-care / and ability to secure channel access.

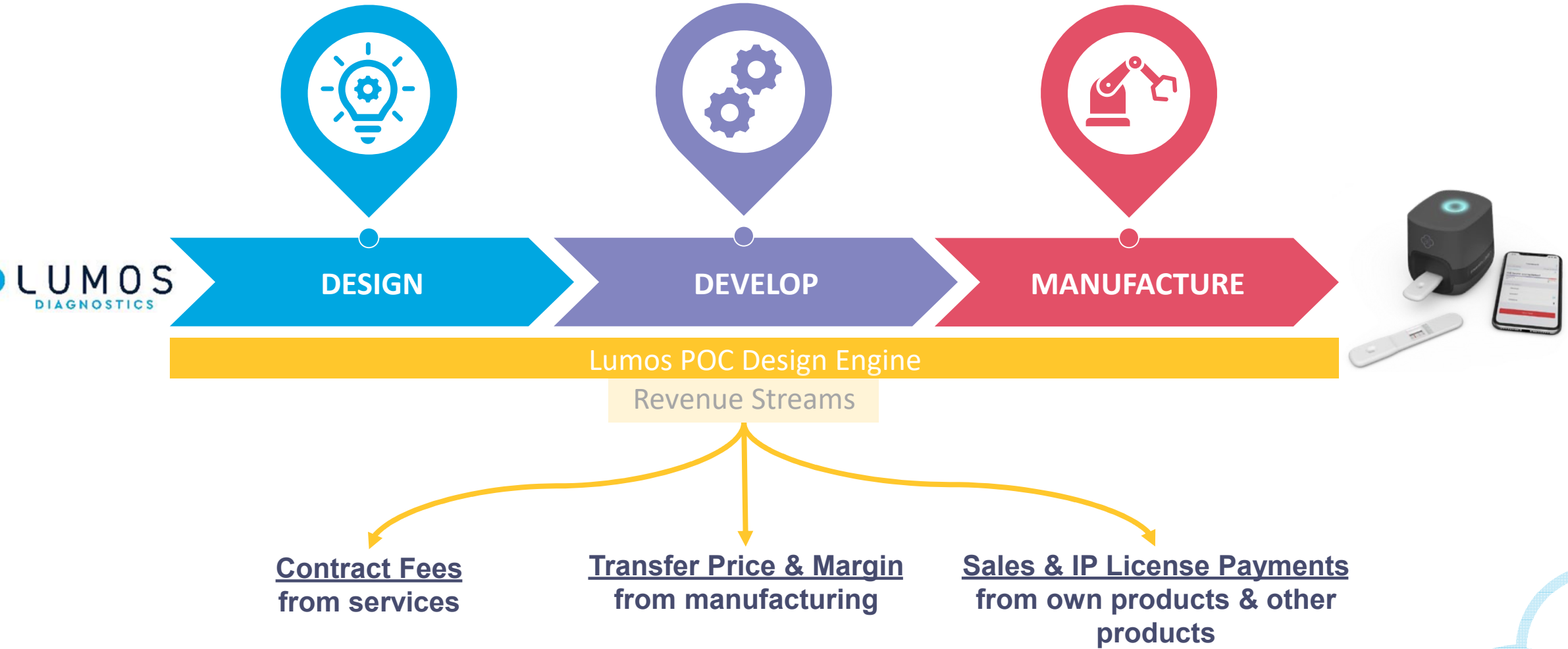


Leverage broad partnering strategy to secure content, share costs, and drive commercial success.

# Lumos Point-of-Care Diagnostic Test Development Engine



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# FY24 Highlights



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# Key Highlights from FY24



## FebriDx & ViraDx achieve US FDA clearance 1H FY24

*Commercialised and commenced early sales part way through US 2023-24 flu season*



## Hologic IP and Development Agreement

*Non-refundable IP Agreement valued at US\$10.0 million and Development Agreement of US\$4.7 million. Phase 1 completed; Phase 2 underway*



## Expanded Henry Schein FebriDx distribution agreements

*In FY24, Spain, Portugal, Netherlands & US. Post year-end expanded to Belgium, Australia/New Zealand*



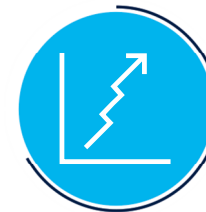
## Revenue of US\$11.1 million

*Up 6% compared to the prior year. Second half revenue up 196% on pcp*



## Positive net cash from operations of US\$0.9 million

*Cash balance at year end - \$6.5 million*



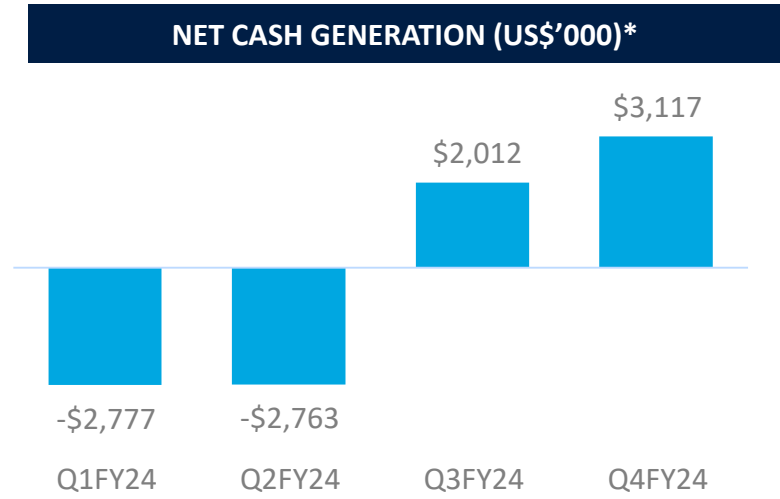
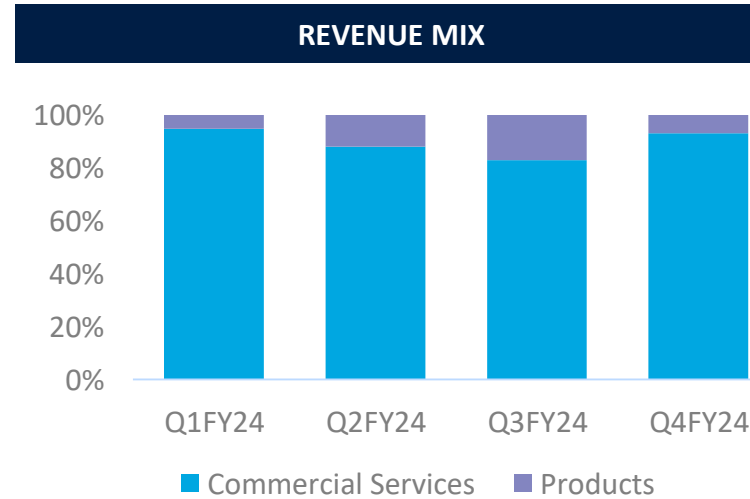
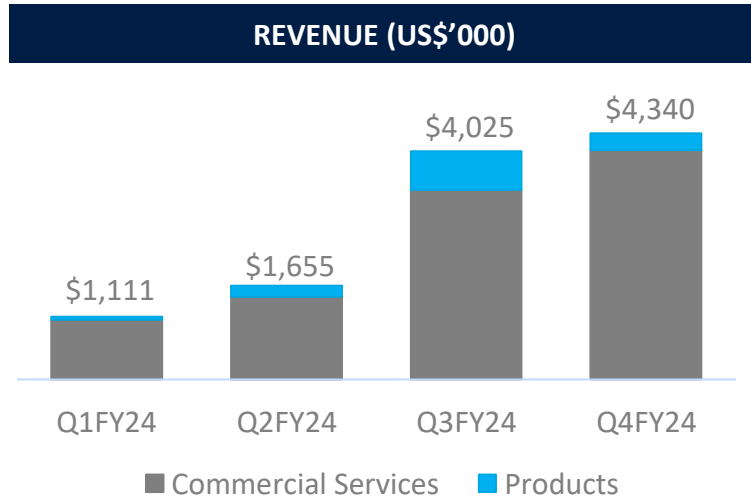
## Repaid Convertible Notes in full

*No debt on the balance sheet at 30 June 2024*

# Financials – Summary FY24 - Quarterly



(US\$ in thousands)



## COMMENTARY

- **Revenue** – FY24 revenue of US\$11.1 million, up 6% on prior year. Progressive quarterly growth across the year.
- **Services** revenue was US\$9.9 million in FY24, with a strong contribution from development services under the fFN Development Agreement and the intellectual property licensing revenue associated with the Hologic IP Agreement.
- **Products** revenue was US\$1.2 million in FY24, up 289% on the prior year. Quarterly revenue contributions were driven by timing of the launch of the products and also influenced by seasonal demand from ViraDx and FebriDx in the US.
- **Net cash generation** – final two quarters delivered positive net cash flows of US\$5.1 million combined
- **Cash balance** of US\$6.5 million at year end.

\*Net cash generation comprised of operating and investing cash flow, plus lease payments.

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# Product Update



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# FebriDx: First-of-its-Kind Point-of-Care Test



## FebriDx offers an aid for healthcare providers to improve patient care and antibiotic stewardship

- Antibiotics often prescribed for respiratory infections unnecessarily (ie. patient had no bacterial infection)<sup>1</sup>
- Can result in adverse patient reactions and contribute to antimicrobial drug resistance

## FebriDx regulatory clearances and commercial activities

- 708-subject, multicentre clinical trial published in JAMA in 2022 — 98.7% NPV for bacterial infections
- FebriDx cleared in the US<sup>2</sup>, Europe, UK, Australia and other markets
- Clearance to market FebriDx in the US awarded in July 2023, as “moderate-complex” test
- Selling and partnering opportunities for FebriDx in cleared markets
- Henry Schein<sup>3</sup> now appointed as distributor for FebriDx in UK, Spain, Portugal, Netherlands, Australia/NZ and Belgium



<sup>1</sup> Tse, J.; Near, A.M. et al; Antibiotics 2022, 11, 1058. <https://doi.org/10.3390/antibiotics11081058>

<sup>2</sup> ASX announcement 3 July 2023

<sup>3</sup> Refer to various ASX announcements

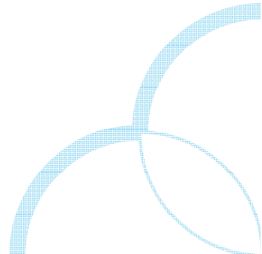
# FebriDx Update



- **Reimbursement amount: PLA code update<sup>1</sup>**
  - Positive momentum - CMA Panel presentation in June was well received, final decision expected Sept 2024
- **Partnerships<sup>1</sup>**
  - 25 FebriDx partnerships in FY24: regional distributors and end-user customers
  - Immediate impact witnessed in university student health market
- **FebriDx customer resources delivered**
  - Validation panels
  - Proficiency sample protocol (API)
- **Clinical trial outcome**
  - To extend the label in the US for FebriDx from the current moderately-complex to include CLIA waived settings would greatly expand market in the US



<sup>1</sup>ASX announcement 1 August 2024



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# Henry Schein Distribution Agreements



- **FebriDx** is a rapid point-of-care respiratory test which delivers results after 10 minutes from a fingerstick blood sample.
- **Henry Schein** is the world's largest provider of health care solutions to office-based dental and medical practitioners.
- In February 2024<sup>1</sup>, Lumos signed an agreement with Henry Schein, Inc. (Nasdaq: HSIC) to distribute FebriDx® in the United States.
  - Customer adoption has commenced and is ramping
- New Henry Schein distribution agreements were executed for Australia and New Zealand<sup>2</sup> on 4 July 2024, and an expansion agreement to sell into Belgium<sup>3</sup> was enacted on 9 July 2024.
  - Ready to commence sales immediately into Australia/New Zealand for the current flu season.



<sup>1</sup>ASX announcement 12 February 2024.

<sup>2</sup> ASX announcement 4 July 2024.

<sup>3</sup> ASX announcement 9 July 2024.

# ViraDx™ – Point-of-Care test for key respiratory infections



## ViraDx highly relevant POC test for post-pandemic environment:

- SARS-CoV-2 pandemic increased consumer and healthcare point-of-care testing
- ViraDx is a 3-in-1 test for COVID-19/Flu A/Flu B

## ViraDx regulatory and commercial update:

- **Distribution<sup>1</sup>**
  - 19 ViraDx partnerships FY25
  - 3 new distribution agreements in Q4 FY24
- **Infection rates**
  - US summer: elevated acute respiratory infections (Covid)
  - Purchase orders have already provided a robust start to FY25
- **Stocking orders**
  - Full season v half season (due to timing of EUA) in FY24
  - Current partnerships can be leveraged
  - September/October timeframe for stocking orders



<sup>1</sup>ASX announcement 1 August 2024

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# Services Update

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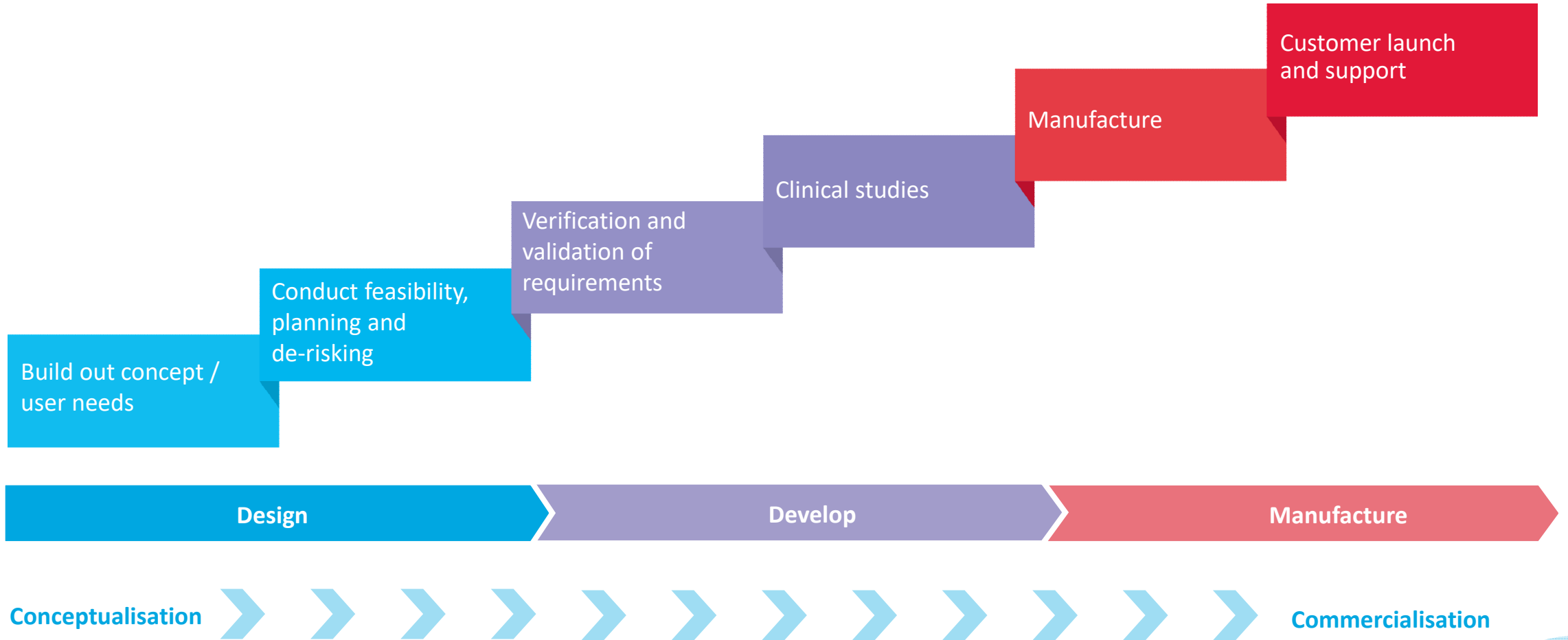
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# How we add value to Partners

We work with partners through the whole diagnostic product development cycle, then provide support once their products are in market

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# Hologic - Strategic Partnership

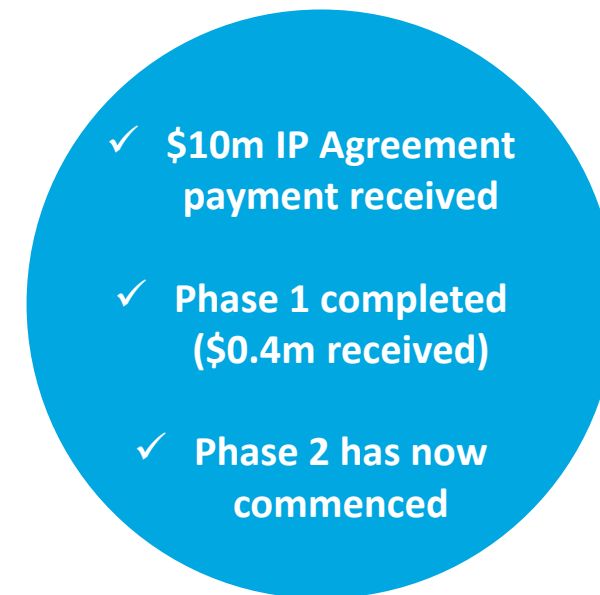


Hologic is a recognized global leader in women's health based in Massachusetts, US

- NASDAQ: HOLX, Market Capitalization ~US\$18 billion
- FY2023 revenue of US\$4.0 billion with net income of US\$0.5 billion (diagnostic products account for ~50% of Hologic's revenue)

Historic relationship with Lumos <> Hologic – working together at multiple levels

- Multiple services contracts signed during FY2023
- Two new agreements signed for the development of an improved version of one of Hologic's leading in-market women's health products, including adapting it for use on Lumos' proprietary reader platform<sup>1</sup>
- The **IP Agreement** for US\$10.0 million provides Hologic with an exclusive license in the field of fetal fibronectin to the Lumos proprietary reader and POC technologies that will be incorporated into the next generation product<sup>1</sup>
- **Development Agreement** valued at up to US\$4.7M in payments over an 18-24 month period, dependent on the achievement of specified milestones, outlined below<sup>1</sup>:
  - **Phase 1: Product Definition and Planning** - define the parameters for the product and establish a project plan US\$0.4 million - completed;
  - **Phase 2: Assay Feasibility** - conduct work to demonstrate the assay is able to detect the biomarkers US\$0.6 million – in progress; and
  - **Phase 3: System Prototype Delivery** – deliver a working prototype of the system - US\$3.7 million – not commenced



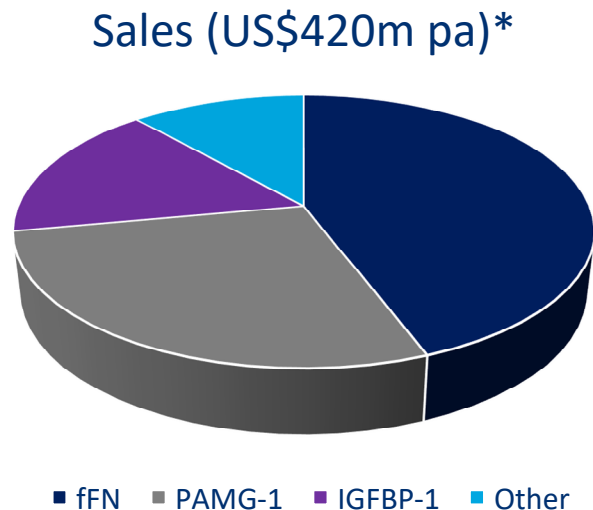
<sup>1</sup>ASX announcements 11 January 2024, 15 January 2024, 16 January 2024, 6 May 2024, 4 June 2024, 19 June 2024

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# Fetal Fibronectin (fFN) background

A biomarker indicating a heightened risk of pre-term delivery when present in cervicovaginal secretions

fFN is the largest segment in the pre-term diagnostic test kit market



Note: \*Global Market Insights,  
[www.gminsights.com](http://www.gminsights.com)

- **Background**

- fFN is protein found at the maternal-fetal interface. As delivery approaches, fFN is increasingly detectable
- Detection of fFN (in pregnancy weeks 22 – 35) can indicate that a woman is at higher risk of preterm delivery
- Positive fFN result indicates an increased risk of delivery in the next 14 days

- **Metrics**

- US annual pre-term birth TAM: Approx. 2.5m tests
- US reimbursement rate fFN, CPT Code 82731: US\$64.41/test

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# Hologic - fFN product development overview

## Current test: Rapid fFN TLIQ



## Next generation test concept (mock-up)



### Benefits of the new technology

- Latest state-of-the-art technology, with reader platform
- Connectivity for improved digital patient record management
- Developed and manufactured to latest GMP quality standards

# Hologic – the opportunity ahead

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**Verification and validation**



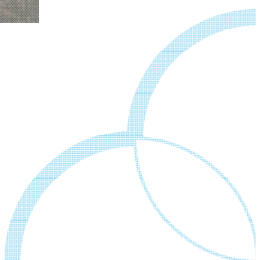
**Clinical study**



**Manufacturing**



**Second test development and IP**





# Other Items

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# Summary Pro-Forma Balance Sheet

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# Summary Pro-forma Balance Sheet



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US\$ million	30-Jun-24 (Audited) <sup>3</sup> (US\$ million)	Impact of equity raising <sup>1,2</sup> (US\$ million)	30-Jun-24 Pro-forma (US\$ million)
Cash and cash equivalents	6.5	6.3	12.8
Other current assets	3.0		3.0
Total Current Assets	9.5	6.3	15.8
Total Non-Current Assets	17.3		17.3
Total Assets	26.8	6.3	33.1
Total Current Liabilities	12.6		12.6
Total Non-Current Liabilities	7.1		7.1
Total Liabilities	19.7		19.7
Equity	7.1	6.3	13.4

<sup>1</sup> Assumes AUD / USD exchange rate of 0.67.

<sup>2</sup> Illustrates impact of Entitlement Offer to raise approximately A\$10.0m (US\$6.7 million), after costs.

<sup>3</sup> Refer to the Appendix 4E and Annual Report for FY2024.

# Key Risks

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# Key risks



This section discloses some of the key risks attaching to an investment in Lumos. The Company is subject to risks that are specific to the Company and the Company's business activities, as well as general risks. Before investing or increasing your investment in Lumos, you should consider whether this investment is suitable for you having regard to publicly available information and your personal circumstances and following consultation with your professional advisors. The risks in this section are not and should not be considered to be or relied on as, an exhaustive list of the risks relevant to an investment in Lumos. The risks are general in nature and regard has not been had to the investment objectives, financial situation, tax position or particular needs of any investor.

## ***Regulatory Approvals and Responsibilities***

For each country in which Lumos wishes to distribute its Products, Lumos may be required to obtain manufacturing permissions, product clearances or approvals prior to marketing the product and is required to maintain an up to date product registration with appropriate governmental authorities and regulatory bodies, for example, by the FDA in the United States.

Unsuccessful applications for or the revocation of these approvals, accreditations, registrations or listings (or a failure to obtain additional required clearances of this nature) would likely materially impact Lumos' ability to fulfil its contracts and produce or distribute its own products or services, which would have a negative impact on Lumos' financial performance, position and prospects.

## ***Underwriting risk***

The Company has entered into an underwriting agreement with the Lead Manager who have agreed to underwrite the Retail Entitlement Offer up to approximately A\$6.0 million, subject to certain terms and conditions. If certain conditions are not satisfied or certain events occur, the Lead Manager may terminate the Underwriting Agreement. There is a risk that the Underwriting Agreement may terminate before the Retail Entitlement Offer has settled. If the Underwriting Agreement is terminated and the Retail Entitlement Offer does not proceed or does not raise the funds required for the Company to meet its stated objectives, the Company would be required to find alternative financing to meet its objectives. In those circumstances, there is no guarantee that alternative funding could be sourced in the quantum and at the price sought.

## ***Successful commercialisation***

Lumos' operating and financial performance is dependent on its ability to develop and successfully commercialise its product portfolio. Lumos will need to manage and optimally develop its business model and global presence to support the commercialisation of its existing and future product portfolio. Should Lumos not be materially successful in one or more of these areas, there is risk of a loss of commercial opportunities essential for the achievement of the long-term strategy which may lead to the inability to realise, or the inability to retain, value.

## ***Competition***

Lumos operates in a competitive market against a number of other diagnostic technology companies, with the market being further disrupted by new technologies and products. Many of Lumos' existing competitors have significantly more resources and greater market access than Lumos. These competitors may use aggressive marketing campaigns, new product formats, product improvements, acquisitions or price discounting to secure market share which could impact on Lumos' revenue and margins.

Lumos' competitors or new market entrants may develop or market devices and products that are more effective than Lumos' products and new therapies or diagnostic devices could be developed that replace or reduce the need for Lumos' products. Lumos may also fail to anticipate or adequately respond to changing opportunities, technology, or standards, or more broadly to customer requirements, as quickly as Lumos' competitors.

Lumos' commercial success is dependent on the continued advancement of existing products and the generation and acceptance of new products that utilise Lumos' technology through its investment in research and development. Developing new products is expensive and often involves an extended period of time to achieve a return on investment, if a return is achieved at all.

# Key risks cont.



## ***Reliance on Distributors***

The success of Lumos' Products business relies on its ability to attract, retain, support and motivate distributors. The loss of, or any significant decrease in business from these distributors may negatively impact Lumos' financial performance.

If product distributors or end customers do not continue to purchase Lumos' products, terminate the existing contracts or do not increase their usage over time, the growth in Lumos' revenue may slow or decline, which will have an adverse impact on Lumos' operating and financial performance.

## ***Reliance on suppliers***

Lumos is reliant on some third-party suppliers for the development and manufacture of outsourced commercial services customer products and the manufacture of some components within Lumos' own product portfolio, including some specific single source parts. Many of these suppliers are located outside of the United States, whilst the raw materials Lumos requires may be in high demand globally. A number of single source parts may be difficult to replace with alternative parts and may require significant development, time and effort to remediate. Any disruption to third party businesses or supply chains or in the supply of single source parts that Lumos relies on for its development and manufacturing activities could have a material impact on the availability of Lumos' products for distribution.

## ***Early termination of customer contracts***

A number of Lumos' direct contracts with Commercial Services clients allow for termination based on a specified notice period. While Lumos has established relationships with many of these clients, should a customer decide to terminate its contract with Lumos for convenience (i.e., by providing the requisite prior notice), Lumos may suffer a loss of the customer revenue associated with that contract, and would need to sign up additional clients to replace that revenue.

## ***Reliance on key personnel***

Lumos relies heavily on the existing senior leadership team who have intimate knowledge of the business and its products. If a member of Lumos' senior leadership team were to resign or leave the business there is no certainty that Lumos could attract a suitable replacement, or how long it may take to do so.

Lumos' internal policies governing recruitment, succession planning and incentive programs to assist recruitment and staff retention may not be sufficient to retain key personnel or to attract new personnel in a timely manner. Lumos has included non-competition and non-solicitation clauses in certain employee's contracts where the applicable jurisdictions permit such restrictive covenants, however these may not always be enforceable, and the movement of any key personnel to a competitor may negatively impact Lumos' competitive advantage.

## ***Intellectual Property***

The value of Lumos' own Products depends in part on its success in obtaining and maintaining issued patents, trademarks and other intellectual property rights and protecting Lumos' proprietary technology. If Lumos' intellectual property and proprietary technology are not adequately protected, competitors may be able to use the technologies and replicate Lumos' Products or Commercial Services offering and consequently erode or negate any competitive advantage Lumos may have, which could harm Lumos' commercial position and viability.

The issue of a patent is not conclusive as to its validity or its enforceability and it may not provide Lumos with adequate proprietary protection or competitive advantages against competitors with similar products. The granting of a patent does not guarantee that competitors will not develop competing intellectual property that misappropriates, circumvents or works around the patent. Lumos' competitors may have applied for or obtained, or may in the future apply for and obtain, patents that will prevent, limit or otherwise interfere with Lumos' ability to make, use and sell its products.

# Key risks cont.



## ***Reimbursement and coverage***

Third-party payers, whether U.S. or non-U.S., or governmental or commercial, are developing increasingly sophisticated methods of controlling rising healthcare costs. These include, evaluating the cost-effectiveness and economic impact of using different procedures, products and services when making coverage and payment decisions. Payers continually review new and existing technologies and can, without notice, deny or reverse coverage or alter pre-authorisation requirements for new or existing procedures, products or services

The significant adoption of tests (including those offered by Lumos) requires either government payment or third-party reimbursement payments including governmental payers (such as the Medicare and Medicaid programs in the U.S.), managed care organisations and private health insurers, particularly for example in the U.S. and some countries in Europe. In other countries with national health services, a material cost saving may be required in order for the tests to be readily adopted.

## ***Sufficiency of funding***

Lumos' financial resources are limited and Lumos may be required to raise additional funds from time to time to finance the development of its Products and Commercial Services businesses. The ability to raise additional funding is subject to factors beyond Lumos' control and Lumos can give no assurance that it will be able to secure future funding on favourable terms, or at all.

## ***Currency movements may be unfavourable***

Lumos currently conducts the majority of its business in the United States with a majority of revenue and costs denominated in USD, with capital raisings being made predominantly in Australia in AUD. As such, unfavourable movements in the exchange rate between the Australian dollar and the U.S. dollar, or other foreign currencies in which Lumos conducts business, may cause Lumos to incur foreign currency losses.

## ***IT system failure and cyber security risks***

Any information technology system is potentially vulnerable to interruption and/or damage from a number of sources, including but not limited to computer viruses, cyber security attacks and other security breaches, power, systems, internet and data network failures, and natural disasters.

## ***Litigation risk***

In the ordinary course of its business, Lumos may be subject to the risk of litigation and other disputes with its clients, employees, consultants, lessors, regulators and other third parties. Proceedings may result in high legal costs, adverse monetary judgements and/or damage to Lumos' reputation, which ultimately is likely to have an adverse effect on Lumos' financial performance.

# Appendix – Underwriting Agreement

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# Underwriting Key Terms



The Company has entered into an underwriting agreement (**Underwriting Agreement**) with Bell Potter Securities Limited (**Lead Manager**) who has agreed to act as lead manager and bookrunner to the Offer and underwriter to the Retail Entitlement Offer up to a maximum aggregate amount of A\$6.0 million. The Company is required to pay the Lead Manager the following fees for the performance of their services under the Underwriting Agreement: a management and selling fee of 6.0% of the proceeds raised.

Further, in connection with the Underwriting Agreement, the Company will be required to issue an aggregate of approximately 62.2 million unquoted options to sub-underwriters having an exercise price of A\$0.07 (7 cents) per option and an expiration date of around 30 September 2026 utilising its existing Listing Rule 7.1 placement capacity.

The Company must also reimburse the Lead Manager for their reasonably incurred expenses, including legal costs, out-of-pocket expenses, stamp duty, transfer taxes, withholding taxes (or similar) incurred in relation to the Offer. The Underwriting Agreement contains customary representations, warranties and indemnities in favour of the Lead Manager.

The obligations of the Lead Manager under the Underwriting Agreement are conditional on the satisfaction or waiver of customary and typical conditions, including receipt by the Lead Manager of various usual reports, sign-offs and consents. If any of the condition's precedent are not satisfied or waived, the Lead Manager may terminate the Underwriting Agreement, in which case, the Lead Manager would no longer be required to underwrite the Offer.

The Lead Manager may terminate the Underwriting Agreement (and be released from its underwriting obligations) without cost or liability on the occurrence of certain unqualified termination events including (without limitation – in summary form only):

- (a) **(Certificate and New Circumstances Certificate)** a certificate or new circumstances certificate which is required to be furnished by the Company under the Underwriting Agreement is not furnished by the time specified or any statement in a certificate or new circumstances certificate is untrue, inaccurate, incomplete or misleading or deceptive in any material respect;
- (b) **(unable to issue New Shares)** the Company is prevented from issuing the New Shares within the time required by the ASX Listing Rules, applicable laws, an order of a court of competent jurisdiction or a government agency;
- (c) **(Offer Documents to comply)** the offer booklet, investor presentation, cleansing notice and related documents (collectively, Offer Documents) or any aspect of the Offer does not comply in any material respect with the *Corporations Act 2001* (Cth) (Corporations Act) or the ASX Listing Rules or any other applicable law including due to a statement in the Offer Documents which is or becomes misleading or deceptive or likely to mislead or deceive in a material respect, or omit any information that is required and any forecasts, expressions of opinion, intention or expectation expressed in the Offer Documents, are not, in all material respects, based on reasonable assumptions;
- (d) **(Supplementary disclosure):** an obligation arises on the Company to give ASX Limited (ASX) a notice in accordance with section 708AA(12) of the Corporations Act (as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*) or any adverse events or circumstances occur or become known that would, in the reasonable opinion of the Lead Manager, have required the Company to give ASX such a notice had the cleansing notice in respect of the Offer been lodged on the date the Offer is announced (Announcement Date) on the basis of information known at that time;

# Underwriting Key Terms



- e. **(withdrawal)** the Company withdraws the Offer or any part of it;
- f. **(corrective notice)** the Company becomes required to give or gives a correcting notice under subsection 708AA(10) other than as a result of a new circumstance arising;
- g. **(market fall)** the S&P/ASX 300 Index falls by 12.5% or more below the level of the S&P/ASX 300 Index on the business day before the Announcement Date, at the close of trading:
  - (i) for at least two (2) consecutive business days in the period between (and including) the Announcement Date and the business day immediately prior to the settlement date for the retail component of the Offer (Retail Offer Settlement Date);
  - (ii) on the business day immediately prior to the settlement date for the institutional component of the Offer (Institutional Offer Settlement Date); or
  - (iii) on the business day immediately prior to the Retail Offer Settlement Date;
- h. **(ASIC action):** the Australian Securities and Investments Commission (ASIC) commences any investigation or hearing, applies for certain orders or make certain applications in respect of the Offer or Offer Documents or gives notice of intention to prosecute the Company or its directors which is not withdrawn within 2 business days after it is made, or where it is made less than 2 business days before the Institutional Offer Settlement Date or Retail Offer Settlement Date, it is not withdrawn before such date;
- i. **(regulatory action)** there is an application to a government agency (including, without limitation, the Takeovers Panel) for an order, declaration (including, in relation to the Takeovers Panel, of unacceptable circumstances) or other remedy, or a government agency commences any investigation or hearing or announces or notifies its intention to do so, in each case in connection with the Offer (or any part of it) or any agreement entered into in respect of the Offer (or any part of it);
- j. **(legal proceedings)** the commencement of material legal proceedings against the Company, any other related body corporate or controlled entity of the Company (each, a **Group Member** and collectively, the **Group**) or against any director of the Company or any other Group Member in that capacity, or there is a materially adverse development from the perspective of the Company, any other Group Member or any director of the Company or any other Group Member in relation to any existing legal proceedings or any regulatory body conducts any new material inquiry or public action against a Group Member or makes, or communicates any intention to make, any materially adverse finding, ruling, order or determination against a Group Member;
- k. **(change of control)** a transaction is announced, whether by the Company or by another person, which, if implemented, would result in a person and their associates acquiring voting power in the Company of 50% or more and which in the opinion of the Lead Manager has reasonable prospects of success;
- l. **(listing)** ASX announces that the Company will be removed from the official list or that any Company shares will be delisted or suspended from quotation by ASX;
- m. **(offences by directors)** a director of the Company is charged with an indictable offence, any government agency commences any public action against a director of the Company or announces that it intends to take any such action or any director of the Company is disqualified from managing a corporation under the Corporations Act;
- n. **(insolvency)** the Company or a Group Member is insolvent or there is an act or omission which may result in the Company or a Group Member becoming Insolvent;

# Underwriting Key Terms



- o. **(adverse change)** there is a material adverse effect, or an event occurs which is likely to give rise to a material adverse effect;
- p. **(capital structure)** the Company alters its capital structure or constitution without the prior written consent of the Lead Manager;
- q. **(ASX approval)** unconditional approval (or conditional approval, provided such condition would not, in the reasonable opinion of the Lead Manager, have a material adverse effect on the success or settlement of either component of the Offer) by the ASX for official quotation of the New Shares is refused or not granted or withdrawn by the relevant allotment date (or ASX makes an official statement that such quotation will not be granted); or
- r. **(Timetable)** any event specified in the timetable is delayed for more than 2 business days without the prior written consent of the Lead Manager.

The Lead Manager may also terminate the Underwriting Agreement (and be released from its underwriting obligations) without cost or liability on the occurrence of certain materiality qualified termination events where the Lead Manager holds the reasonable opinion that the event has, or is likely to have, a material adverse effect including (without limitation) on the success of, the ability of the Lead Manager to market or settle, or the value of Company shares or willingness of investors to subscribe under, the Offer (or the performance on the secondary market of such shares); or has given or could reasonably be expected to give rise to a contravention by, or a liability of, the Lead Manager, under any law or regulation, including (without limitation – in summary form only):

- (a) **(disclosures in Public Information)** the Company's public information includes a statement which is or becomes misleading or deceptive or likely to mislead or deceive or any forecasts, expressions of opinion, intention or expectation which are not based on reasonable assumptions;
- (b) **(disclosures)** any information supplied by or on behalf of the Company to the Lead Manager is or becomes misleading or deceptive, including by way of omission;
- (c) **(hostilities)** hostilities not presently existing commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of the United States, Australia, Russia, Ukraine, New Zealand, the United Kingdom, North Korea, South Korea, the People's Republic of China, Japan, Singapore, Iran, Israel or a member state of the European Union or the declaration by any of these countries of a national emergency or war or a major terrorist act is perpetrated anywhere in the world;
- (d) **(change of law)** there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State of Australia, or any Federal or State authority of Australia adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of the Underwriting Agreement), any of which does or is likely to prohibit or regulate the Offer, capital issues or stock markets or adversely affects the Group or investors in it;
- (e) **(compliance with regulatory requirements)** a contravention by the Company or a Group Member of the Corporations Act, the Company's constitution, the ASX Listing Rules or any other applicable law;
- (f) **(Material financing arrangements)** any Group Member breaches or defaults under any provision, undertaking, covenant or ratio of any material financing arrangement or an event of default, potential event of default or review event which gives a lender or financier the right to accelerate or require repayment of the debt or financing or other similar event occurs under or in respect of any material financing arrangement;

# Underwriting Key Terms



- g. **(breach)** the Company fails to perform or observe any of its obligations under the Underwriting Agreement or a representation or warranty is or becomes untrue;
- h. **(market or trading disruption) there is:**
  - (i) a suspension or material limitation in trading in securities generally or any adverse change or disruption to the existing financial markets, political or economic conditions of Australia, Japan, Hong Kong, Singapore, the People's Republic of China, the United Kingdom, the United States of America, Germany, France, Spain, Italy, or the international financial markets or any change in national or international political, financial or economic conditions;
  - (ii) a general moratorium on commercial banking activities is declared by the relevant central banking authority in any of the countries referred to in the sub-paragraph immediately above; or
  - (iii) any adverse change or disruption to the existing financial markets, political or economic conditions of Australia, Japan, Hong Kong, Singapore, the People's Republic of China, the United Kingdom, the United States of America, Germany, France, Spain, Italy or the international financial markets or any change in national or international political, financial or economic conditions;
- i. **(change in management)** a change in the Chief Executive Officer or the Chief Financial Officer of the Company or in the board of directors of the Company is announced or occurs without the Lead Manager's prior written consent;
- j. **(adverse change)** there is an adverse change, or an event occurs which is likely to give rise to an adverse impact of an amount equal to or greater than 10% of the assets, liabilities, revenue, profits, operations or prospects of the Group when compared to what the assets, liabilities, revenue, profits, operations or prospects of the Group would have been if not for that adverse change or event; or
- k. **(new circumstances)** in the reasonable opinion of the Lead Manager, a new circumstance arises that would have been required to be disclosed in the Offer Documents had it arisen before the Offer Documents were lodged with ASX; and

The Lead Manager may appoint sub-underwriters at its discretion (at its sole cost and expense).

# Appendix – Foreign Selling Restrictions

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# International Offer Restrictions



## *Hong Kong*

- **WARNING:** This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and neither the New Shares nor the Options may be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance). No advertisement, invitation or document relating to the New Shares or the Options has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to such securities that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares or Options may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities. The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

## *Singapore*

- This document and any other materials relating to the New Shares or the Options have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of such securities, may not be issued, circulated or distributed, nor may such securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA. This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore. Any offer is not made to you with a view to the New Shares or the Options being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire such securities. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

## *United States*

- This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

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# Glossary

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# Glossary



- **ASIC** means the Australian Securities and Investments Commission.
- **ASX** means ASX Limited ACN 008 624 691 or the financial market known as the 'Australian Securities Exchange' operated by it, as the context requires.
- **ASX Listing Rules** means the official listing rules of the ASX as amended or waived.
- **CLIA** means the Clinical Laboratory Improvement Amendments of 1988 (CLIA) regulations which include federal standards applicable to all U.S. facilities or sites that test human specimens for health assessment or to diagnose, prevent, or treat disease.
- **Company** or **Lumos** means Lumos Diagnostics Holdings Limited ACN 630 476 970.
- **CPT Codes** means Current Procedural Terminology, being a medical code set that is used to report medical, surgical, and diagnostic procedures and services.
- **CRP** means C-reactive protein.
- **Eligible Institutional Shareholder** means a shareholder who is an Institutional Investor and who the Company determines may receive an offer under the Institutional Entitlement Offer.
- **Eligible Retail Shareholder** means a person who: was registered as the holder of Shares as at 7.00pm (Sydney time) on the Record Date; has a registered address in Australia; is not in the U.S. nor acting for the account or benefit of a person in the U.S. or elsewhere outside Australia; and does not hold Shares on behalf of another person who resides outside Australia (unless they hold Shares in another eligible capacity).
- **FDA** means the U.S. Food and Drug Administration.
- **FDCA** means the Federal Food, Drug, and Cosmetic Act.
- **FebriDx** means Lumos' point-of-care diagnostic test that is able to rapidly identify patients with a microbial infection and, if positive, determine if that infection is caused by a virus or bacteria.
- **Institutional Entitlement Offer** means the offer of New Shares to Eligible Institutional Shareholders.
- **IVD** means in vitro diagnostics.
- **MDSAP** means Medical Device Single Audit Program.
- **MxA** means Myxovirus resistance protein A.
- **New Shares** means the new Shares offered under the Entitlement Offer.
- **Offer Booklet** means the offer booklet in respect of the Offer announced to the ASX on or about the date of this Presentation.
- **Option** means the right of the holder to be issued one New Share on payment of the applicable exercise price.
- **OTC** mean over the counter.
- **POC** means point of care.
- **Retail Entitlement Offer** means the the offer of New Shares to Eligible Retail Shareholders.
- **Share** means a fully paid ordinary share in the capital of the Company.
- **TGA** means the Therapeutic Goods Administration.
- **Top Up Facility** means the facility under which Eligible Retail Shareholders may apply for additional New Shares if there is a shortfall under the Retail Entitlement Offer.
- **U.S.** means the United States of America.



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## ASX ANNOUNCEMENT

### Lumos Successfully Completes Institutional Component of Entitlement Offer

**MELBOURNE, Australia (6 September 2024)** – Lumos Diagnostics Holdings Limited (ASX: **LDX**) (**Lumos** or the **Company**) is pleased to announce the successful completion of the institutional component of its recently announced A\$10.0 million equity raising, via a 1 for 1.82 pro rata accelerated non-renounceable entitlement offer (**Entitlement Offer**), with a total of approximately A\$3.1 million from institutional and sophisticated investors. The funds were raised through the institutional component of the Entitlement Offer (**Institutional Entitlement Offer**), which opened on Wednesday, 4 September 2024 and closed on Thursday, 5 September 2024.

The retail component of the Entitlement Offer (**Retail Entitlement Offer**) will raise approximately A\$6.9 million (before costs). The Retail Entitlement Offer is expected to open on Wednesday, 11 September 2024 and close at 5.00pm (AEST) on Wednesday, 2 October 2024.

Shares in Lumos (**Shares**) are expected to recommence trading on an ex-entitlement basis from market open today. The Retail Entitlement Offer is underwritten by the Lead Manager, Bell Potter, with sub-underwriting from Tenmile and Ryder Capital up to approximately A\$6.0 million.

#### **Completion of the Institutional Entitlement Offer**

The Institutional Entitlement Offer to raise approximately A\$3.1 million via the issue of approximately 81.7 million new shares was well supported by eligible institutional shareholders.

New shares will be issued at a fixed price of A\$0.038 (3.8 cents) per share and will rank equally with existing shares from allotment. New shares issued under the Institutional Entitlement Offer are expected to settle on Wednesday, 11 September 2024. Commencement of normal trading on the ASX of these new Shares is expected to occur on Thursday, 12 September 2024.

The Company intends to use the proceeds of the Entitlement Offer to fund completion of the FebriDx CLIA waiver trial in the US, product development, sales and marketing activities, working capital purposes and for the costs of the Entitlement Offer.

#### **Commencement of Retail Entitlement Offer**

The Retail Entitlement Offer to raise approximately \$6.9 million via the issue of approximately 182.8 million new shares is expected to open on Wednesday, 11 September 2024 and close at 5.00pm (AEST) on Wednesday, 2 October 2024. Eligible Retail Shareholders (defined below) who hold shares in Lumos as at 7:00pm (AEST) on the record date of Friday, 6 September 2024 will be invited to participate in the Retail Entitlement Offer at the same offer price and offer ratio as the participants in the Institutional Entitlement Offer, being \$0.038 (3.8 cents) per share and an offer ratio of 1 for 1.82.

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Eligible Retail Shareholders wishing to participate in the Retail Entitlement Offer should carefully read the Retail Offer Booklet and accompanying personalised entitlement form, which are expected to be dispatched to Eligible Retail Shareholders on Wednesday, 11 September 2024. The Retail Offer Booklet will provide details of how to participate in the Retail Entitlement Offer. A copy of the Retail Offer Booklet is expected to be lodged with ASX on Wednesday, 11 September 2024.

Shareholders who are eligible to participate in the Entitlement Offer (**Eligible Retail Shareholders**) are shareholders who:

- are registered as a holder of Shares in the Company as at 7.00pm (AEST) on the Record Date; and
- have a registered address on the Company's share register that is in Australia;
- is not in the US nor acting for the account or benefit of a person in the US or else outside Australia;
- does not hold Shares on behalf of another person who resides outside Australia (unless they hold Shares in another eligible capacity); and
- were not invited to participate in the Institutional Entitlement Offer or treated as an ineligible institutional shareholder for that purpose.

Any Retail Shareholders who are not Eligible Retail Shareholders are **Ineligible Retail Shareholders**. The Company reserves the right to determine whether a Shareholder is an Eligible Retail Shareholder or an Ineligible Retail Shareholder.

#### Key dates for the Entitlement Offer

Event	Date
Record Date for the Retail Entitlement Offer	7:00pm (AEST) on Friday, 6 September 2024
Retail Offer Booklet lodged with the ASX	Wednesday, 11 September 2024
Retail Entitlement Offer opens	Wednesday, 11 September 2024
Settlement of the Institutional Entitlement Offer	Wednesday, 11 September 2024
Allotment of New Shares issued under the Institutional Entitlement Offer	Thursday, 12 September 2024
Commencement of trading of New Shares issued under the Institutional Entitlement Offer	Friday, 13 September 2024
Retail Entitlement Offer closes	5:00pm (AEST) on Wednesday, 2 October 2024
Results of Retail Entitlement Offer announced	Tuesday, 8 October 2024
Settlement of New Shares under the Retail Entitlement Offer	Wednesday, 9 October 2024
Allotment of New Shares issued under the Retail Entitlement Offer	Before 12.00pm (AEST) on Wednesday, 9 October 2024
Commencement of trading of New Shares under the Retail Entitlement Offer	Thursday, 10 October 2024

*The timetable above (and each reference to or to dates in this Announcement) is indicative only. The Company, in consultation with the Lead Manager, reserves the right to amend any or all of these dates and times without notice, subject to the Corporations Act,*

*the Listing Rules and other applicable laws. Any extension of the Closing Date will have a consequential effect on the allotment date of new Shares. The commencement of quotation of the new Shares is subject to confirmation from ASX.*

*The Company also reserves the right not to proceed with the Retail Entitlement Offer in whole or in part at any time prior to allotment and issue of the new Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicants. Cooling-off rights do not apply to an investment in New Shares. You cannot withdraw your Application. Eligible Retail Shareholders wishing to participate in the Retail Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Retail Entitlement Offer opens.*

**This announcement is authorised for release by the Lumos Disclosure Committee.**

**###**

### **About Lumos Diagnostics**

*Lumos Diagnostics specialises in rapid and complete point-of-care (POC) diagnostic test technology to help healthcare professionals more accurately diagnose and manage medical conditions. Lumos offers customised assay development and manufacturing services for POC tests and proprietary digital reader platforms. Lumos also directly develops, manufactures, and commercialises novel Lumos-branded POC tests that target infectious and inflammatory diseases.*

*For more information visit [lumosdiagnostics.com](https://lumosdiagnostics.com).*

#### **Media Contacts:**

Haley Chartres – Australia

HACK Director

[haley@hck.digital](mailto:haley@hck.digital)

+61 423 139 163

#### **Investor Contact:**

Jane Lowe

Managing Director, IR Department

[ir@lumosdiagnostics.com](mailto:ir@lumosdiagnostics.com)

+61 411 117 774

#### **Company Registered Office:**

Lumos Diagnostics Holdings Ltd

Level 4, 100 Albert Rd

South Melbourne, VIC 3205

[info@lumosdiagnostics.com](mailto:info@lumosdiagnostics.com)

+61 3 9087 1598

#### **Important Notices**

This announcement is issued by Lumos Diagnostics Holdings Limited. This announcement is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation, solicitation, advice or recommendation to subscribe for, retain or purchase any entitlements or securities in Lumos Diagnostics Holdings Limited in any jurisdiction. This letter does not constitute financial product advice and does not and will not form any part of any contract for the acquisition of Lumos Diagnostics Holdings Limited ordinary shares.

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## 5. Additional Information

### 5.1 Eligibility of Retail Shareholders

The Retail Entitlement Offer is being offered to all Eligible Retail Shareholders only.

Eligible Retail Shareholders are Shareholders on the Record Date who:

- (a) are registered as holders of Existing Shares;
- (b) have a registered address in Australia or New Zealand as noted on the Company's share register;
- (c) are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States (to the extent such person holds Existing Shares for the account or benefit of such person in the United States);
- (d) were not invited to participate in the Institutional Entitlement Offer and were not treated as an Eligible Shareholder under the Institutional Entitlement Offer (other than as nominee or custodian, in each case in respect of other underlying holdings); and
- (e) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

By making a payment by BPAY® (or in the case of Eligible Retail Shareholders in New Zealand, by electronic funds transfer) you will be taken to have represented and warranted that you satisfy each of the criteria listed above to be an Eligible Retail Shareholder. Nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

### 5.2 Ineligible Shareholders

All Shareholders who do not satisfy the criteria to be Eligible Shareholders, are Ineligible Shareholders. Ineligible Shareholders are not entitled to participate in the Entitlement Offer, unless the Company otherwise determines.

The restrictions upon eligibility to participate in the Entitlement Offer arise because the Company has determined, pursuant to Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act, that it would be unreasonable to extend the Entitlement Offer to Ineligible Shareholders. This decision has been made after taking into account the number of non-residents in Australia and New Zealand on the Company's share register, the relatively small number and value of New Shares to which those Shareholders would otherwise be entitled and the potential costs of complying with legal and regulatory requirements in the jurisdictions in which the Ineligible Shareholders are located in relation to the Entitlement Offer.

The Company (in consultation with the Lead Manager), in its absolute discretion, may extend the Entitlement Offer to any Shareholder if it is satisfied that the Entitlement Offer may be made to the Shareholder in compliance with all applicable laws. The Company (in consultation with the Lead Manager), in its absolute discretion, reserves the right to determine whether a Shareholder is an Eligible Shareholder or an Ineligible Shareholder. To the maximum extent permitted by law, the Company and the Lead Manager disclaim all liability in respect of such determination.

The price at which the Entitlements of Ineligible Shareholders will be sold is the Offer Price. Accordingly, Ineligible Shareholders will not receive any payment or value as a result of the issue of any of those New Shares they would have been entitled to subscribe for had they been eligible to participate in the Entitlement Offer.

### 5.3 Allotment, trading and quotation

The Company will apply, for quotation of the New Shares on ASX in accordance with Listing Rule requirements. If ASX does not grant quotation of the New Shares, the Company will repay all Application Monies (without interest).

Trading of New Shares will, subject to ASX approval, occur shortly after allotment. It is expected that allotment of the New Shares under the Retail Entitlement Offer will take place on Wednesday, 9 October 2024. Application Monies will be held by the Company on trust for Applicants until the New Shares are allotted. No interest will be paid on Application Monies.

Subject to approval being granted, it is expected that the New Shares allotted under the Retail Entitlement Offer will commence trading on a normal basis on Thursday, 10 October 2024.

It is the responsibility of Applicants to determine the number of New Shares allotted and issued to them prior to trading in the New Shares. The sale by an Applicant of New Shares prior to receiving their holding statement is at the Applicant's own risk. The Company and the Lead Manager disclaim all liability whether in negligence or otherwise (to the maximum extent permitted by law) to persons who trade New Shares before receiving their holding statements, whether on the basis of confirmation of the allocation provided by the Company or the Share Registry or otherwise.

### 5.4 Reconciliation

In any entitlement offer, investors may believe that they own more existing shares on the record date than they ultimately do. This may result in a need for reconciliation to ensure all Eligible Shareholders have the opportunity to receive their full Entitlement.

The Company may need to issue a small quantity of additional New Shares to ensure all Eligible Shareholders have the opportunity to receive their appropriate allocation of New Shares. The price at which these New Shares would be issued, if required, is the same as the Offer Price.

The Company also reserves the right to reduce the Entitlement or the number of New Shares allocated to Eligible Shareholders or persons claiming to be Eligible Shareholders, if their Entitlement claims prove to be overstated, if they or their nominees/custodians fail to provide information requested to substantiate their Entitlement claims, or if they are not Eligible Shareholders.

### 5.5 Continuous disclosure

The Company is a "disclosing entity" under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules, including the preparation of annual reports and half yearly reports.

The Company is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the stock markets conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of Shares. That information is available to the public from ASX and can be accessed at [www.asx.com.au/markets/company/LDX](http://www.asx.com.au/markets/company/LDX). Some documents are required to be lodged with ASIC in relation to the Company. These documents may be obtained from, or inspected at, an ASIC office.

### 5.6 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application once it has been made.

## 5.7 Underwriting of the Entitlement Offer

The Company and the Lead Manager have entered into an Underwriting Agreement pursuant to which the Lead Manager has agreed to lead manage the Entitlement Offer and to underwrite the Retail Entitlement Offer up to a maximum aggregate amount of \$6,050,000 (**Underwritten Amount**).

A summary of the key terms of the Underwriting Agreement is provided on slides 45 to 48 of the Investor Presentation contained in section 4.

The Underwriting Agreement contains certain customary:

- (a) conditions precedent that must be satisfied or waived before the Lead Manager is obliged under the Underwriting Agreement to, among other things, underwrite the Retail Entitlement Offer up to the Underwritten Amount;
- (b) representations and warranties relating to the Offer and the Company's operations, in favour of the Lead Manager; and
- (c) undertakings in favour of the Lead Manager including in relation to the conduct of the Offer and business of the Company.

The Underwriting Agreement is subject to generally customary termination events, with the key termination events summarised on slides 45 to 47 of the Investor Presentation.

The Retail Entitlement Offer is partially sub-underwritten by Tenmile and Ryder Capital up to a maximum of \$6,050,000.

The Lead Manager and Sub-Underwriters will receive:

- (a) in respect of the Entitlement Offer, the Lead Manager will receive a selling/management fee of 6% (plus GST) of the gross proceeds of the Entitlement Offer; and
- (b) a total of 62,196,034 unquoted options to Sub-Underwriters to the Retail Entitlement Offer, Tenmile and Ryder Capital (in proportions of approximately 50% each), having an exercise price of \$0.07 per option and expiring 30 September 2026.

The Lead Manager will also be reimbursed by the Company for certain expenses incurred in relation to the Entitlement Offer. The Company has also agreed to indemnify the Lead Manager and certain affiliated parties from any losses suffered by those parties in connection with the Entitlement Offer.

## 5.8 Rounding of Entitlements

Where fractions arise in the calculation of an Entitlement, they will be rounded down to the nearest whole number of New Shares.

## 5.9 Capital structure

The proposed capital structure of the Company following the issue of the New Shares in connection with the Entitlement Offer will be as follows:

Event	Shares	Options
As at the date of this Retail Offer Booklet	481,306,899	81,679,195
On completion of the Entitlement Offer (subject to rounding of Entitlements)	745,761,239	143,875,229

### 5.10 Effect on control

The Company expects that the Entitlement Offer will not have any material effect on control of the Company.

The holdings of Eligible Retail Shareholders who do not participate in the Retail Entitlement Offer and Ineligible Shareholders will be diluted as a result of the New Shares issued under the Entitlement Offer.

See the following section 5.11 for additional information.

### 5.11 Impact of underwriting and sub-underwriting

The Lead Manager has agreed to underwrite the Retail Entitlement Offer up to a maximum amount of 159,210,526 New Shares.

The Lead Manager has entered into sub-underwriting arrangements with Tenmile and Ryder Capital, pursuant to which Tenmile agreed to sub-underwrite the Retail Entitlement Offer up to a maximum amount of 78,947,368 New Shares, and Ryder Capital agreed to sub-underwrite the Retail Entitlement Offer up to a maximum amount of 80,263,158 New Shares. Accordingly, the Lead Manager's underwriting commitments are fully sub-underwritten.

A summary of the potential changes to Tenmile and Ryder Capital's voting power as a result of the Entitlement Offer are set out below:

	Total Shares on issue	Tenmile		Ryder Capital	
		Shares	Voting power	Shares	Voting power
Shortfall of 0%	745,761,239	69,725,274	9.35%	39,668,433	5.32%
Shortfall of 25%	722,196,320	80,789,745	11.19%	50,732,904	7.02%
Shortfall of 50%	722,196,320	103,636,676	14.35%	73,579,835	10.19%
Shortfall of 75%	722,196,320	126,483,606	17.51%	96,426,765	13.35%
Shortfall of 100%	722,196,320	148,672,642	20.59%	119,931,591	16.61%

Notwithstanding the above, neither Tenmile nor any other Shareholder will have a voting power in the Company in excess of 20% as a consequence of the Entitlement Offer, and any allocation of sub-underwritten shares to Tenmile would be scaled back in the very unlikely event that it would cause Tenmile's voting power to exceed 20%.

### 5.12 Not financial product or investment

This Retail Offer Booklet and the accompanying Entitlement and Acceptance Form is for information purposes only, is not a prospectus, disclosure document or other offering document under the Corporations Act or any other law and has not been lodged with ASIC. It is also not a financial product or investment advice or a recommendation to acquire New Shares and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. The Retail Offer Booklet should not be considered comprehensive and the Company is not licensed to provide financial product advice in respect of the New Shares. The information contained in this Retail Offer Booklet does not purport to contain all the information that you may require to evaluate a possible application for New Shares, nor does it purport to contain all the information which would be required in a prospectus prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with the Company's other periodic statements and continuous disclosure announcements lodged with ASX. Before making an investment decision, you should consider the appropriateness of the information in this Retail Offer Booklet having regard to your own objectives, financial situation and needs and seek legal and taxation advice appropriate to your jurisdiction. If you have any



questions about whether you should participate in the Entitlement Offer, you should seek professional financial advice before making any investment decision.

#### **5.13 Withdrawal of the Entitlement Offer**

The Company reserves the right to withdraw all or part of the Entitlement Offer and this Retail Offer Booklet at any time, subject to applicable laws, in which case the Company will refund Application Monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest. In circumstances where allotment under the Institutional Entitlement Offer has occurred, the Company may only be able to withdraw the Entitlement Offer with respect to New Shares to be issued under the Retail Entitlement Offer.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to the Company will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to the Company.

#### **5.14 Privacy**

As a Shareholder, the Company and the Share Registry have already collected certain personal information from you. If you apply for New Shares, the Company and the Share Registry may update that personal information or collect additional personal information. Such information may be used to assess your acceptance of the New Shares, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration.

To do that, the Company and the Share Registry may disclose your personal information for purposes related to your shareholdings to their agents, contractors or third party service providers to whom they outsource services, in order to assess your Application for New Shares, the Company share register for ongoing administration of that register, printers and mailing houses for the purposes of preparation of the distribution of Shareholder information and for handling of mail, or as otherwise under the *Privacy Act 1988* (Cth).

#### **5.15 Taxation**

The taxation consequences of any investment in New Shares will depend upon your particular circumstances. Potential investors must make their own enquiries concerning the taxation consequences of an investment in the Company. Applicants should consult their tax adviser for advice applicable to their individual needs and circumstances. The Company considers that it is not appropriate to give advice regarding the tax consequences of the Entitlement Offer for each individual Shareholder and recommends that you consult your professional tax adviser. The Company, to the maximum extent permitted by law, disclaims all liability with regard to taxation advice.

#### **5.16 Foreign jurisdictions**

This Retail Offer Booklet does not constitute an offer of New Shares in any jurisdiction in which it would be unlawful. In particular, this Retail Offer Booklet may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia and New Zealand. The distribution of this Retail Offer Booklet (including an electronic copy) outside Australia and New Zealand may be restricted by law. If you come into possession of the Retail Offer Booklet, you should observe such restrictions and should seek your own advice on such restrictions. No action has been taken to register or qualify the Retail Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia and New Zealand.

##### **(a) New Zealand**

The New Shares are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This Retail Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Retail Offer Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

(b) **United States**

This Retail Offer Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

**5.17 Governing Law**

This Retail Offer Booklet, the Retail Entitlement Offer and the contracts formed on acceptance of the Entitlement and Acceptance Forms are governed by the laws applicable in Western Australia, Australia. Each Applicant for New Shares submits to the exclusive jurisdiction of the courts of Western Australia, Australia.

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## 6. Definitions and interpretation

### 6.1 Defined terms

In this Retail Offer Booklet, the following definitions apply unless the context otherwise requires:

**Applicant** means an Eligible Retail Shareholder who has submitted a valid Application.

**Application** means the arranging for payment of the relevant Application Monies in accordance with the instructions in this Retail Offer Booklet and the Entitlement and Acceptance Form.

**Application Monies** means the aggregate amount payable for the New Shares applied for.

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

**ASX** means ASX Limited (ACN 008 624 691) or, where the context requires, the securities exchange operated by it on which Shares are quoted.

**Closing Date** means the day the Retail Entitlement Offer closes, expected to be 5.00pm (AEST) on Wednesday, 2 October 2024.

**Company** means Lumos Diagnostics Holdings Limited (ACN 630 476 970).

**Corporations Act** means the *Corporations Act 2001* (Cth) (as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73*).

**Eligible Retail Shareholder** has the meaning given in section 5.1.

**Eligible Shareholders** a Shareholder eligible to participate in the Entitlement Offer (whether under the Institutional Entitlement Offer or the Retail Entitlement Offer).

**Entitlement** means the right to subscribe for 1 New Share for every 1.82 Existing Shares held by Eligible Shareholders on the Record Date, pursuant to the Entitlement Offer.

**Entitlement and Acceptance Form** means the entitlement and acceptance form accompanying this Retail Offer Booklet for Eligible Retail Shareholders.

**Entitlement Offer** means the Institutional Entitlement Offer and the Retail Entitlement Offer.

**Entitlement Offer Period** means the period commencing on the opening date of the Entitlement Offer, as specified in the 'Offer Key Dates' and ending on the Retail Closing Date.

**Existing Shares** means the Shares already on issue on the Record Date.

**Ineligible Retail Shareholder** means a Shareholder who is not an Eligible Retail Shareholder.

**Ineligible Shareholder** has the meaning given in section 5.2.

**Institutional Entitlement Offer** means the accelerated institutional component of the Entitlement Offer.

**Institutional Results Announcement** means the ASX announcement released to ASX on Friday, 6 September 2024 announcing the results of the Institutional Entitlement Offer, which is set out in section 4.

**Investor Presentation** means the presentation released to ASX on Wednesday, 4 September 2024, which is set out in section 4.

**Launch Announcement** means the ASX announcement released to ASX on Wednesday, 4 September 2024 in connection with the Entitlement, which is set out in section 4.

**Lead Manager** means Bell Potter Securities Limited (ACN 006 390 772).

**Listing Rules** means the official listing rules of ASX.

**New Investors** means such other select investors having a registered address located in Australia, New Zealand, Hong Kong or Singapore (or such other jurisdiction which the Company elects (at its sole discretion)) who are invited to apply by the Company or Lead Manager for the Remaining Shortfall Shares.

**New Shares** means Shares to be allotted and issued under the Entitlement Offer.

**Offer Price** means \$0.038 per New Share.

**Record Date** means 7.00pm (AEST) on Friday, 6 September 2024.

**Remaining Shortfall Shares** means any Shortfall Shares not taken up under the Retail Entitlement Offer and the Top-Up Facility and not otherwise subscribed for by the Lead Manager in accordance with the Underwriting Agreement (if any).

**Retail Entitlement Offer** means retail component of the Entitlement Offer to which this Retail Offer Booklet relates.

**Retail Offer Booklet** means this document.

**Ryder Capital** means Ryder Capital Limited (ACN 606 695 854).

**Share** means a fully paid ordinary share in the capital of the Company.

**Share Registry** means Computershare Investor Services Pty Limited.

**Shareholder** means a holder of Shares.

**Shortfall Shares** means the number of New Shares in accordance with the Retail Entitlement Offer and Top-Up Facility for which valid applications have not been received by 5.00pm (AEST) on the Closing Date.

**Sub-Underwriters** means Tenmile and Ryder Capital.

**Tenmile** means Tenmile Ventures Pty Ltd (ACN 657 117 130).

**Top-Up Cap** means the number of Top-Up Shares representing another 100% of an Eligible Shareholder's Entitlement at the Offer Price per Top-Up Share.

**Top-Up Facility** means the mechanism by which Eligible Retail Shareholders can apply for Top-Up Shares.

**Top-Up Shares** means the New Shares applied for by Eligible Shareholders under the Top-Up Facility.

**Underwriting Agreement** means the underwriting agreement between the Company and the Lead Manager dated 4 September 2024.

**Underwritten Amount** has the meaning given in Section 5.7.

**US Securities Act** means the US Securities Act of 1933.

## 6.2 Interpretation

In this Retail Offer Booklet, the following rules of interpretation apply unless the context otherwise requires:

- (a) the singular includes the plural and the plural includes the singular;

- (b) other parts of speech and grammatical forms of a word or phrase defined in this Retail Offer Booklet have a corresponding meaning;
- (c) a reference to a section or a paragraph is a reference to a section or a paragraph of this Retail Offer Booklet;
- (d) a reference to “dollars” or “\$” is to Australian currency; and
- (e) words and phrases not specifically defined in this Retail Offer Booklet have the meaning given to them in the Corporations Act and a reference to a statutory provision is to the Corporations Act unless otherwise specified.

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## 7. Corporate information

### Directors and Management

<b>Name</b>	<b>Position</b>
Samuel Lanyon	Non-Executive Chair
Doug Ward	Managing Director and Chief Executive Officer
Lawrence Mehren	Non-Executive Director and Deputy Chair
Bronwyn Le Grice	Non-Executive Director
Catherine Robson	Non-Executive Director

### Company Secretary

Tracy Weimar

### Registered Office

Lumos Diagnostics Holdings Limited  
Level 4, 96-100 Albert Road  
South Melbourne VIC 3205

Phone: +61 3 9087 1598  
Email: [cosec@lumosdiagnostics.com](mailto:cosec@lumosdiagnostics.com)  
Website: [m  
https://lumosdiagnostics.com](https://lumosdiagnostics.com)

### Share Registry

Computershare Investor Services Pty Limited  
GPO Box 2975  
Yarra Falls, 452 Johnston Street  
Abbotsford, Victoria 3067

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

**ASX Code:** LDX

### Legal Adviser

Hamilton Locke  
Level 39, 152-158 St Georges Terrace  
Perth WA 6000

### Lead Manager and Underwriter

Bell Potter Securities Limited  
ACN 006 390 772  
Level 29, 101 Collins Street  
Melbourne VIC 3000