



## NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

22 June 2017

Dear Shareholder

### Entitlement Offer – Notification to Nominees

Vivid Technology Limited (Vivid) announced on 9 June 2017 that it intends to raise up to approximately \$5 million (before costs) through an equity raising at 4.5 cents per share comprising:

- a placement of fully paid ordinary shares to certain institutional and sophisticated investors to raise \$3 million (**Placement**); and
- 1 for 10 pro-rata non-renounceable entitlement offer of fully paid ordinary shares to existing eligible shareholders to raise up to approximately \$1.9 million (**Entitlement Offer**), with the first \$1.5 million underwritten.

The Entitlement Offer comprises an offer to shareholders who have a registered address in Australia, Hong Kong, Singapore or New Zealand (or certain other jurisdictions with the express consent of Vivid where Vivid has determined it is lawful and practical to make an offer), on the basis of 1 new share for every 10 existing Vivid ordinary shares held at 7.00pm (Melbourne time) on 21 June 2017.

For further information in relation to the Entitlement Offer, please see Vivid's ASX announcement and investor presentation in relation to the Entitlement Offer, each of which were given to ASX and are available on ASX's website: [www.asx.com.au](http://www.asx.com.au).

The Entitlement Offer is partially underwritten by Fielding Hill Capital Pty Ltd for the first \$1.5 million.

Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up their entitlements will not receive any value in respect of those entitlements that they do not take up. Shareholders who are not eligible to receive entitlements will not receive any value in respect of the entitlements they would have received had they been eligible.

The Entitlement Offer is being made by Vivid in accordance with section 708AA of the Corporations Act 2001 (Cth) (**Corporations Act**) (as modified by ASIC Legislative Instrument 2016/84), meaning that the Entitlement Offer does not require disclosure under Part 6D.2 of the Corporations Act and no prospectus needs to be prepared. As a nominee, trustee or custodian for shareholders in Vivid (hereafter, **nominee**) you will shortly receive a copy of the Entitlement Offer Booklet, together with a personalised Entitlement and Acceptance Form, as released to ASX on 22 June 2017 (**Offer Documents**).

The Entitlement Offer is only being extended to nominees with a registered address in Australia, Hong Kong, Singapore or New Zealand who were registered as the holder of Vivid shares at 7:00pm

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(Melbourne time) on 21 June (**Record Date**) and who held those shares on behalf of underlying beneficial holders, except to the extent that those underlying beneficial holders are Excluded Underlying Shareholders (defined below) (**Eligible Underlying Shareholder**). The Entitlement Offer is not being extended to any shareholder with a registered address outside Australia, Hong Kong, Singapore and New Zealand (except, with the express consent of Vivid, to shareholders in certain other jurisdictions where Vivid has determined it is lawful and practical to make the Entitlement Offer. See section 4.4, "Foreign Shareholders", of the Entitlement Offer Booklet for further information).

**Excluded Underlying Shareholders** are beneficial holders who:

- are not registered as the holder of Vivid shares at 7:00pm (Melbourne time) on the Record Date;
- have a registered address outside of Australia, Singapore or New Zealand, unless Vivid otherwise consents and determines that it is lawful and practical to make the Entitlement Offer;
- are in the United States, or are acting for the account or benefit of a person in the United States; or
- are not eligible or permitted under any applicable securities laws to receive an offer under the Entitlement Offer.

Nominees must not apply for New Shares under the Entitlement Offer on behalf of Excluded Underlying Shareholders, and must not send the Entitlement Offer Booklet to any Excluded Underlying Shareholders.

The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 as amended (the **U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered and sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws.

You must not send any documents in relation to the Entitlement Offer, including the Entitlement Offer Booklet and the investor presentation lodged with ASX on 9 June 2017 in relation to the Entitlement Offer (collectively, the **Information Materials**) to any of your clients (or any other person) resident in countries other than Australia, New Zealand and Singapore, or submit an application or otherwise accept the Entitlement Offer on behalf of an Excluded Underlying Shareholder (except, with the express consent of Vivid, to shareholders in certain other jurisdictions where Vivid has determined it is lawful and practical to make the Entitlement Offer).. Failure to comply with restrictions contained in this letter may result in violations of applicable securities laws. See section 4.4, "Foreign Shareholders", of the Entitlement Offer Booklet for further information.

Any application made on, or otherwise in accordance with, the respective personalised Entitlement and Acceptance Forms by you on behalf of Eligible Underlying Shareholders for which you act as nominee (that is, Entitlement Offer applications), must only be for Eligible Underlying Shareholders as set out above and must be in accordance with the terms and conditions of the Entitlement Offer Booklet.

Yours faithfully

Robert Smith  
Company Secretary

**NOTE:** The information in this letter is general information only, does not constitute a securities recommendation or financial product advice, and has been prepared without taking account of the investment objectives, financial situation or needs of any particular investor. You should read the Entitlement Offer Booklet (as lodged by Vivid with ASX on 22 June 2017) and the other Information Materials, which refers to risk factors, and consider whether

any investment is appropriate having regard to your (or your client's) objectives, financial situation or needs before acting on the information.

Copies of the Information Materials are, or will be, available from ASX's website and from Vivid's Share Registry. Nominees acting on behalf of Eligible Underlying Shareholders who want to acquire New Shares should complete, or otherwise apply in accordance with, the personalised Entitlement and Acceptance Form that accompanies the Entitlement Offer Booklet and should consider the Information Materials and publicly available information about Vivid in deciding whether or not to acquire the New Shares.

This letter does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or to any person acting for the account or benefit of any person in the United States, or in any other jurisdiction in which such an offer or solicitation would be illegal. No action has been or will be taken to register, qualify or otherwise permit an offering of the New Shares to registered shareholders in any jurisdiction outside Australia, Hong Kong, New Zealand and Singapore (except, with the express consent of Vivid, to shareholders in certain other jurisdictions where Vivid has determined it is lawful and practical to make the Entitlement Offer). This letter may not be distributed or released in the United States.

### **IMPORTANT NOTICE TO NOMINEES**

Because of legal restrictions, you must not send copies of this letter or any material relating to the Entitlement Offer to any of your clients (or any other person) in the United States, or any other jurisdiction outside of Australia, Singapore and New Zealand (except to persons in certain jurisdictions with the express consent of Vivid to whom Vivid has determined it is lawful and practical to make the Entitlement Offer) and on whose behalf you are the registered owner of shares. Failure to comply with these restrictions may result in violations of applicable securities laws.

You should seek independent tax advice in relation to Entitlement Offer and your participation.

Fielding Hill Capital Pty Ltd has not authorised or caused the issue of this document or made or authorised the making of any statement that is included in this document or any statement on which a statement in this document is based. To the maximum extent permitted by law, the Underwriter and its respective related bodies corporate and affiliates and its respective directors, officers, employees, advisers and representatives expressly disclaim and take no responsibility for any statements in or omissions from this document.