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15 December 2021

NZX / ASX Code: EBO

EBOS ANNOUNCES OPENING OF RETAIL OFFER

EBOS Group Limited (**EBOS**) is pleased to announce the opening today of its non-underwritten retail offer to eligible existing shareholders to raise up to NZ\$105 million (A\$100 million¹), with the ability to accept oversubscriptions at EBOS' discretion (**Retail Offer**). The Retail Offer is part of EBOS' equity raising announced on 9 December 2021, pursuant to which EBOS also undertook a fully underwritten approximately NZ\$674 million / A\$642 million² placement of new shares (**Placement**) to partly fund the acquisition of LifeHealthcare. The completion of the Placement was announced on 10 December 2021.

Under the Retail Offer, each person who was recorded in EBOS' share register as being a registered holder of EBOS ordinary shares and having an address in New Zealand or Australia as at 7:00pm (NZDT) / 5:00pm (AEDT) on the record date of 8 December 2021 (**Eligible Shareholders**) can subscribe for up to NZ\$50,000 / A\$47,500, respectively, of new fully paid ordinary shares free of any brokerage, commission and transaction costs.

The maximum application size has been selected with the objective of enabling as many Eligible Shareholders as possible to apply for their pro rata share of the equity raising via the Retail Offer.

New shares to be issued under the Retail Offer will be issued at the lower of the price under the Placement (NZ\$34.50) and the five-day VWAP of EBOS shares up to, and including, close of the Retail Offer³.

New shares to be issued under the Retail Offer will rank equally with existing EBOS ordinary shares on issue and will be quoted on the NZX and ASX from the date of Retail Offer allotment.

If the Retail Offer is oversubscribed, applications will be scaled on a pro rata basis having regard to the applicants' existing shareholdings (or, in the case of an application made by a custodian, the relevant beneficial owner(s) named in the schedule submitted) at 7:00pm NZDT / 5:00pm AEDT on Wednesday, 8 December 2021.

A Retail Offer Document (together with an application form for Australian Eligible Shareholders who have elected to receive postal copies, as required by Australian law), will be sent or made available to Australian Eligible Shareholders today. An Entitlement Letter will be sent to New Zealand Eligible Shareholders today via their preferred method of shareholder communications.

¹ Assumes an AUD NZD exchange rate of 1.0499 as at 8 December 2021.

² Assumes an AUD NZD exchange rate of 1.0499 as at 8 December 2021.

³ The A\$ price will be determined with reference to the AUD NZD exchange rate as reported by the Reserve Bank of Australia as at 4pm AEDT on the date of close of the Retail Offer. Further details of the Retail Offer will be contained in the Retail Offer Document, which has been sent to Eligible Shareholder today. The proposed target Retail Offer size has been included to provide investors with some visibility on the expected amount to be raised and level of shares to be issued under the Retail Offer (but may be more or less). This target amount is considered appropriate to provide the opportunity for the vast majority of shareholders to achieve a pro rata allocation (based on the proposed total size of the capital raising) having regard to an analysis of EBOS' share register, and precedent participation rates in other NZX and ASX share purchase plans/retail offers. EBOS may decide to accept applications (in whole or in part) that result in the Retail Offer raising more than NZ\$105 million (A\$100 million), in its absolute discretion.

The Retail Offer Document will also be available to all Eligible Shareholders at www.shareoffer.co.nz/EBOS. Eligible Shareholders are encouraged to visit that website and apply online before the closing date at 7:00pm (NZDT) / 5:00pm (AEDT) on Monday, 17 January 2022.

Key dates relating to the Retail Offer are set out in the Appendix to this announcement. A copy of the Retail Offer Document also accompanies this announcement.

This release was authorised for lodgement with NZX and ASX by the Chief Executive Officer.

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ABOUT EBOS GROUP

EBOS Group Limited NZBN 9429031998840 (NZX/ASX Code: EBO) is the largest and most diversified Australasian marketer, wholesaler and distributor of healthcare, medical and pharmaceutical products. It is also a leading Australasian animal care brand owner, product marketer and distributor.

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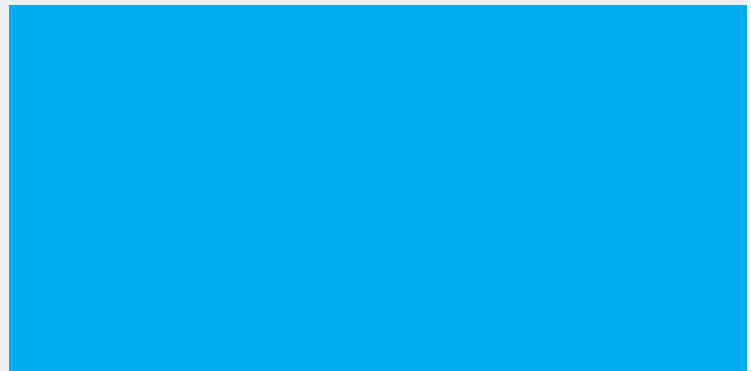
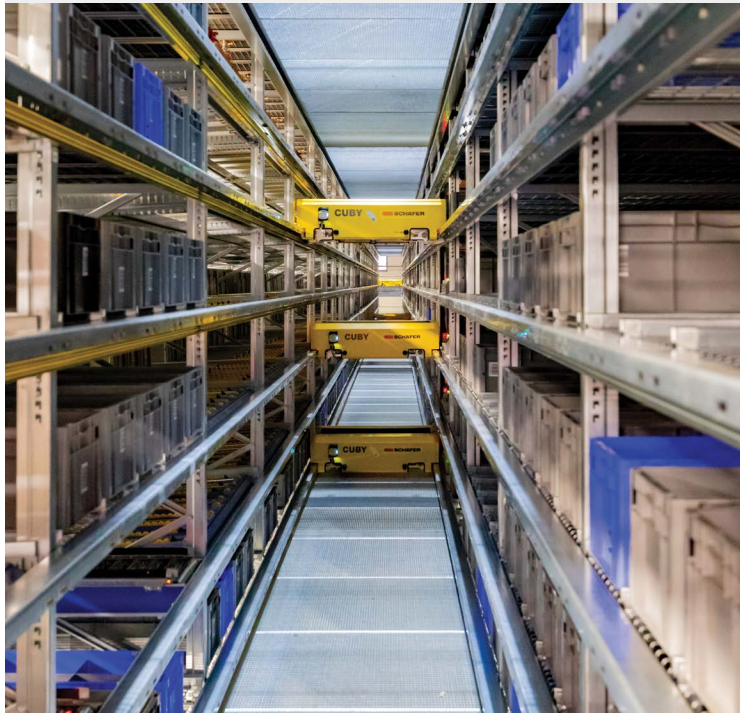
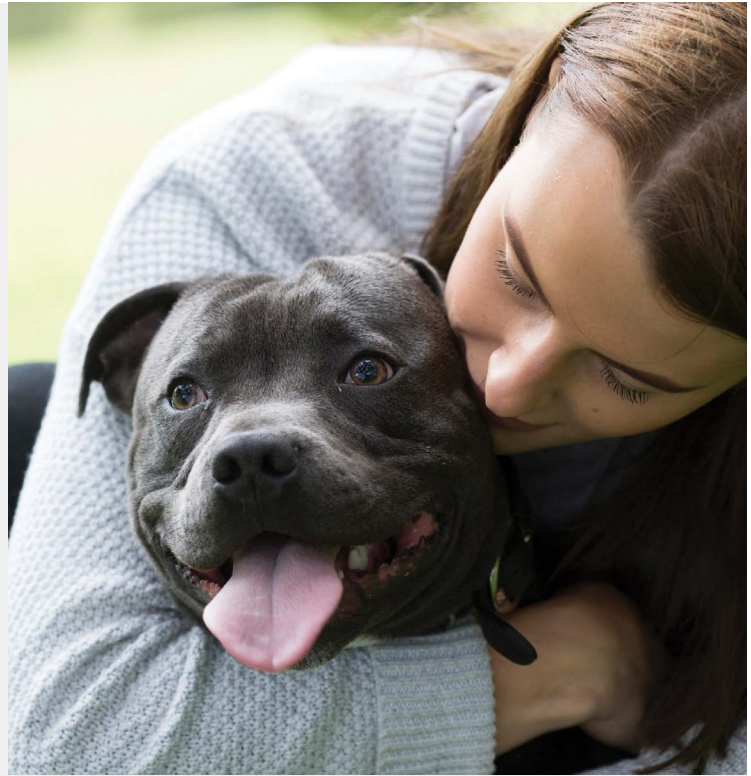
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United States (to the extent such persons hold EBOS shares and are acting for the account or benefit of a person in the United States) except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and the applicable securities laws of any state or other jurisdiction of the United States.

You must not send copies of this announcement or any other material relating to the Retail Offer to any person in the United States or elsewhere outside Australia and New Zealand.

APPENDIX - KEY DATES

Description	Date
Record date (for identifying shareholders eligible to participate in the Retail Offer)	7:00pm (NZDT) / 5:00pm (AEDT) Wednesday, 8 December 2021
Retail Offer opens and Retail Offer Document is dispatched	Wednesday, 15 December 2021
Retail Offer closes	7:00pm (NZDT) / 5:00pm (AEDT) Monday, 17 January 2022
Retail Offer Issue Price announced	Tuesday, 18 January 2022
Retail Offer allotment date	Monday, 24 January 2022
Commencement of normal trading of new shares issued under the Retail Offer on NZX Main Board	Monday, 24 January 2022
Commencement of normal trading of new shares issued under the Retail Offer on ASX	Tuesday, 25 January 2022
Despatch of holding statements	Friday, 28 January 2022



RETAIL OFFER

OFFER DOCUMENT

EBOS Group Limited
15 December 2021

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This is an important document. You should read the whole document before deciding whether to subscribe for Shares in EBOS Group Limited. If you have any doubts as to what you should do, you should consult your financial, legal, tax and other professional advisors.



Key Information

Eligibility	You may participate in this retail offer (via a share purchase plan) (Retail Offer) if you are a shareholder of EBOS Group Limited (EBOS) as at 7:00pm NZDT / 5:00pm AEDT on Wednesday, 8 December 2021 with a registered address in New Zealand or Australia. You may not participate if you are outside New Zealand or Australia or acting for the account or benefit of a person in the United States. Similarly, if you hold Shares on behalf of a person who resides outside New Zealand or Australia, you may not participate in respect of that person.
Transferability	The offer made under this Retail Offer is personal to you. It cannot be transferred to another person.
Equal participation	Each Eligible Shareholder has the right to apply for the maximum amount of Shares applicable in the jurisdiction in which that Eligible Shareholder resides on the same terms and conditions as each other Eligible Shareholder.
Application amount	If you wish to participate in this Retail Offer, you apply for a dollar amount of Shares, not for a certain number of Shares. Eligible Shareholders can apply for Shares up to a maximum amount of NZ\$50,000 / A\$47,500.
Issue Price of Shares	The Shares will be issued at the lower of the price paid by investors in EBOS' recent Placement, being NZ\$34.50 per Share, and the five day volume weighted average price of EBOS Shares traded on the NZX Main Board during the five trading days up to, and including, the Closing Date. If you apply in A\$, see clause 3 of the Terms and Conditions for further details regarding the A\$ Price.
How to apply	<p>You are encouraged to and can apply online at: www.shareoffer.co.nz/EBOS. If you received a hard copy of this Offer Document, Applications can also be made by filling out the application form accompanying this physical Offer Document and submitting it per the instructions on the application form. You should read the instructions in the Application carefully.</p> <p>If you are a Custodian, you also need to complete and return a Custodian Schedule. To determine whether you are a Custodian, and how to obtain a Custodian Schedule, refer to clause 4 of the Terms and Conditions. You need to contact the Share Registrar to obtain a copy and instructions.</p>
When to apply	Applications and payment must be received by the Share Registrar by 7:00pm NZDT / 5:00pm AEDT on Monday, 17 January 2022 to be accepted (unless the Closing Date is extended). See clause 3 of the Terms and Conditions for more information about applications.
Receiving your Shares	You will receive your Shares on or about Monday, 24 January 2022, unless the Closing Date is extended.
Retail Offer size and scaling	EBOS is seeking to raise NZ\$105 million (A\$100 million) under this Retail Offer, and may accept oversubscriptions at its discretion. EBOS may scale back the number of Shares to be allotted under this Retail Offer to each Applicant having regard to the shareholders' holding of Shares at the Record Date (see clause 3 of the Terms and Conditions for more information about scaling). The Retail Offer has been structured to maximise the number of Eligible Shareholders able to apply for at least a pro rata allocation of Shares, where possible.

Defined words and expressions used in this document are capitalised – see Glossary for their definition.

Contents

Important information	5
Letter from the Chair	7
Questions and answers	9
Terms and conditions	11
Glossary	16
Directory	18

Key dates*

Date	Event	Summary
Wednesday, 8 December 2021	Record Date	The date on which Eligible Shareholders are determined.
Wednesday, 15 December 2021	Retail Offer Opening Date	Retail Offer opens for Applications.
Monday, 17 January 2022	Retail Offer Closing Date	The Retail Offer closes at 7:00pm NZDT / 5:00pm AEDT, unless extended. Applications and payment must be received by the Share Registrar by this time.
Tuesday, 18 January 2022	Issue Price	Issue Price Announced.
	Announce results of Retail Offer	Announcement to be made to NZX and ASX.
Monday, 24 January 2022	Settlement and Allotment Date	Settlement of the Retail Offer and Shares allotted. Trading is expected to commence on the NZX Main Board.
Tuesday, 25 January 2022	Commencement of trading on ASX	Trading is expected to commence on the ASX.
Friday, 28 January 2022	Despatch Date	Transaction confirmation despatched to participating shareholders.

* EBOS reserves the right to alter the key dates (subject to the NZX Listing Rules, the ASX Listing Rules and applicable laws).

Important information

General information

This document has been prepared by EBOS in connection with an offer of new ordinary Shares by way of a share purchase plan (**Retail Offer**).

In New Zealand, the Retail Offer is made to Eligible Shareholders under the exclusion in clause 19 of Schedule 1 of the Financial Markets Conduct Act 2013. In Australia, the Retail Offer is made to Eligible Shareholders in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC Instrument**), ASIC relief granted to EBOS on 8 December 2021 and an ASX waiver granted to EBOS on 8 December 2021.

This document is not a product disclosure statement or prospectus or other disclosure document and does not contain all of the information which may be required in order to make an informed investment decision about the Retail Offer or EBOS.

Additional Information

EBOS is subject to continuous disclosure obligations under the NZX Listing Rules and ASX Listing Rules. Market releases by EBOS, including its most recent financial statements, are available at www.nzx.com and www.asx.com.au under code EBO.

EBOS may, during the Retail Offer, make additional releases to NZX and ASX. No release by EBOS to NZX or ASX will permit an applicant to withdraw any previously submitted application without EBOS's consent, whether or not there has been any permissible variation of the Retail Offer.

The market price for the Shares may change between the date this Retail Offer opens, the date you apply for Shares under the Retail Offer, and the date on which the Shares are allotted to you. Accordingly, the price paid for Shares under the Retail Offer may be higher or lower than the price at which Shares are trading on the NZX Main Board or the ASX at the time Shares are issued under the Retail Offer. The market price of new Shares following allotment may be higher or lower than the Issue Price. Your Application will be irrevocable and unconditional (it cannot be withdrawn or cancelled) even if the market price of the Shares changes after you submit your Application.

Offering Restrictions

This document is intended for use only in connection with the Retail Offer to Eligible Shareholders with a registered address in New Zealand or Australia. This document does 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 offer or invitation. No action has been taken to permit a public offering of the Shares in any jurisdiction outside New Zealand and Australia. The distribution of this document (including an electronic version) in a jurisdiction outside New Zealand and Australia may be restricted by law and persons who come into possession of it (including nominees, trustees or Custodians) should observe any such restrictions.

No person may subscribe for, purchase, offer, sell, distribute or deliver the Shares, or be in possession of, or distribute to any other person, any offering material or any documents in connection with the Shares, in any jurisdiction other than in compliance with all applicable laws and regulations. Without limiting the foregoing, this document may not be sent to or distributed in the United States.

This document does not constitute an offer to sell, or the solicitation of an offer to buy, any Shares in the United States. The Shares to be offered and sold under the Retail Offer 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, and may not be offered or sold in the United States except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable U.S. state securities laws.

EBOS will not issue Shares to an Applicant under the Retail Offer if those Shares, either alone or in conjunction with the issue of Shares under other Applications received by EBOS, would contravene the NZX Listing Rules, ASX Listing Rules or applicable laws.

Changes to the Offer

Subject to the NZX Listing Rules, the ASX Listing Rules and applicable laws, EBOS reserves the right to alter the dates set out in this document. EBOS reserves the right to withdraw the Retail Offer and the issue of new Shares at any time before the Allotment Date at its absolute discretion.

No Guarantee

No person named in this document (nor any other person) guarantees the Shares to be issued pursuant to the Retail Offer or warrants the future performance of EBOS or any return on any investment made pursuant to this document.

Decision to Participate in the Offer

The information in this document does not constitute a recommendation to acquire Shares or financial product advice. This document has been prepared without taking into account the investment objectives, financial, or taxation situation or particular needs of any Applicant or investor. You should seek professional advice from your stockbroker, solicitor, accountant or other independent and qualified professional advisers when deciding whether or not to participate in the Retail Offer.

Privacy

Any personal information you provide in your Application or Custodian Schedule will be held by EBOS and/or the Share Registrar at the address set out in the Directory. This information will be used for the purposes of administering your investment in EBOS. This information will only be disclosed to third parties with your consent or if otherwise required by law. Under the Privacy Act 2020 (NZ) or the

Important information continued

Privacy Act 1988 (Cth) (as applicable), you have the right to access and correct any personal information held about you.

Enquiries

For enquiries about the Retail Offer, please contact EBOS's Share Registrar (refer to page 18 for contact details).

Defined Terms

Capitalised terms used in this document have the specific meaning given to them in the Glossary at the back of this document. Words importing the plural include the singular and vice versa.

Letter from the Chair



Dear Shareholder,

Purpose of the Retail Offer

On 9 December 2021, EBOS announced its plans to acquire LifeHealthcare, a leading medical devices distribution business, for A\$1,167 million¹ (the **Acquisition**) and an equity raise to partly fund the Acquisition. The equity

raise comprises a placement of approximately NZ\$674 million (A\$642 million) in new fully paid ordinary Shares, which was completed on 15 December 2021 (**Placement**) and a non-underwritten retail offer by way of a share purchase plan (**Retail Offer**) to raise up to NZ\$105 million (A\$100 million), with the ability to accept oversubscriptions at EBOS' discretion (together, the **Equity Raise**).

LifeHealthcare is one of the largest independent distributors of third party medical devices, consumables and capital equipment, and inhouse manufactured allograft material in Australia, New Zealand and South East Asia. LifeHealthcare comprises two primary divisions: Australia and New Zealand (**ANZ**) Distribution & Allografts and Asia Distribution. For the 12 months ended 30 June 2021, LifeHealthcare generated A\$326 million in pro forma revenue² and A\$92 million in pro forma EBITDA³. EBOS anticipates LifeHealthcare will generate between A\$110 million – A\$114 million EBITDA in calendar year 2022⁴.

The Acquisition is consistent with EBOS' strategy of investing for growth. The strategic rationale for the Acquisition is as follows:

- Substantially accelerates EBOS' medical devices strategy and creates scale
- Enhances and diversifies EBOS' existing medical devices portfolio while facilitating entry into new therapeutic areas and introducing new original equipment manufacturer (**OEM**) relationships
- Provides EBOS' medical devices business with sufficient breadth and depth to service OEMs across the entire Asia Pacific region
- Expands and diversifies EBOS' earnings by division and geography and increases exposure to the high growth medical devices sector

- Establishes a measured entry into South East Asia for EBOS
- Creates a platform for EBOS to capitalise on additional future growth opportunities
- Expected to deliver low double digit EPS accretion in CY22 on a pro forma basis⁵

The Acquisition is subject to closing conditions including obtaining warranty & indemnity insurance and certain original equipment manufacturer and key counterparty consents in relation to change of control of LifeHealthcare, as well as regulatory approvals from the Australian Foreign Investment Review Board and the New Zealand Commerce Commission and the finalisation of certain restructuring steps in respect of Transmedic, and is expected to complete before 30 June 2022⁶. EBOS also has a termination right if a material adverse effect occurs prior to closing.

Further details of the Acquisition are available in the investor presentation available on www.shareoffer.co.nz/EBOS and on EBOS' website.

Retail Offer overview

As noted above, EBOS is seeking to raise up to NZ\$105 million (A\$100 million) through the Retail Offer, with the ability to accept oversubscriptions at its discretion. Shares will be issued under the Retail Offer at the lower of NZ\$34.50 (being the price investors paid in the Placement) and the volume weighted average price of EBOS Shares over the five business day period prior to, and including, the closing date for the Retail Offer, being 17 January 2022.⁷ The new Shares are expected to be allotted on or around Monday, 24 January 2022. They will rank equally with existing EBOS Shares on issue at that date and will be eligible for the dividend which will be declared by EBOS at its half year results in February 2022.

Participation in the Retail Offer is optional, and each Eligible Shareholder, being a person who was recorded in EBOS' share register as at 7:00pm NZDT / 5:00pm AEDT on 8 December 2021 (**Record Date**) as being a registered holder of Shares with an address in New Zealand or Australia (**Eligible Shareholders**) has the option to apply to invest as much or as little as they want, up to the cap of NZ\$50,000 for New Zealand holders and A\$47,500 for Australian holders (to allow for NZ\$ / A\$ exchange rate movements up to the closing date of the Retail Offer). If the Retail Offer is oversubscribed, applications will be scaled having regard to existing shareholdings at the Record Date. The Retail Offer provides an opportunity for Eligible Shareholders to acquire additional EBOS Shares at a price

¹ Representing an enterprise value of approximately A\$1,275 million on a 100% consolidated basis excluding lease liabilities, subject to customary purchase price adjustments.

² On a 100% consolidated basis. Pro forma financials include financials from acquired business for FY21.

³ On a 100% consolidated basis. Pro forma financials include financials from acquired business for FY21.

⁴ On 100% consolidated basis.

⁵ See section 7 of the Investor Presentation for the key risks that may impact LifeHealthcare's ability to achieve the CY22 forecast. EPS accretion includes LifeHealthcare for a full 12 months and is before amortisation of identifiable intangibles recognised as a result of the Acquisition. Excludes any impact of shares that may be issued under the Retail Offer.

⁶ If the Acquisition does not complete as a result of a failure to satisfy conditions (or otherwise), EBOS will need to consider alternative uses for the proceeds of the Placement, or ways to return the proceeds to shareholders if suitable alternatives cannot be identified.

⁷ Shares applied for held by ASX shareholders will be issued at the A\$ Price.

Letter from the Chair continued

not exceeding the price investors paid for EBOS Shares in the Placement.

The Retail Offer has been designed so that most Eligible Shareholders have the potential to preserve their current relative shareholding, if they choose to participate⁸.

If you decide to participate in the Retail Offer, please complete the online application at www.shareoffer.co.nz/EBOS or complete the physical application form, if provided (and if you are a Custodian, your Custodian Schedule) accompanying this document by 7:00pm NZDT / 5:00pm AEDT on Monday, 17 January 2022. Online applications are strongly encouraged.

Further information

Details of the Retail Offer, including the terms and conditions of how Eligible Shareholders can participate, are contained in this Offer Document and the application form. Further information relating to the Retail Offer can also be found in EBOS's recent announcements, particularly the investor presentation and other materials released on Thursday, 9 December 2021, which can be accessed online at www.nzx.com and www.asx.com.au under the ticker code EBO. We encourage you to read this Offer Document and to seek investment advice from a suitably qualified professional adviser before you consider investing.

Reflecting the Board's commitment, I can confirm that all EBOS Directors that are eligible intend to participate in the Retail Offer.

In the Placement, EBOS prioritized allocating Shares to existing shareholders, pro rata to their current shareholdings, and over 88% of the Shares issued were allocated to such shareholders.

If you have any questions about the Retail Offer, please call EBOS's share registrar, Computershare, on 0800 650 034 (toll free within New Zealand) or +61 3 9415 5000 (from Australia) from 8:30am to 5:00pm NZDT Monday to Friday (excluding public holidays) or contact your financial adviser or other professional adviser.

On behalf of the Board, I would like to thank you for your continued support of EBOS and welcome your participation in the Retail Offer.

A handwritten signature in blue ink, appearing to read "EM Coutts".

Elizabeth Coutts
Chair, EBOS Group Limited

⁸ The proposed target Retail Offer size has been set at NZ\$105 million (A\$100 million), and has been included to provide investors with some visibility on the expected amount to be raised and level of shares to be issued under the Retail Offer (but may be more or less). This target amount is considered appropriate to provide the opportunity for the vast majority of shareholders to achieve a pro rata allocation (based on the proposed total size of the capital raising) having regard to an analysis of EBOS' share register, and precedent participation rates in other NZX and ASX share purchase plans/retail offers. Any scale back of the Retail Offer will be conducted pro rata based on the holdings of subscribers on the record date for the Retail Offer. The new shares issued will have the same rights and will rank equally with existing shares on issue. EBOS may decide to accept applications (in whole or in part) that result in the Retail Offer raising more than NZ\$105 million (A\$100 million), in its absolute discretion.

Questions and answers

Defined words and expressions used in this Retail Offer are capitalised - see the glossary for their definition. These questions and answers are a summary only and you should refer to the terms and conditions for further information.

1. What is the Retail Offer?

The Retail Offer allows Eligible Shareholders to purchase Shares in EBOS (via a share purchase plan) without incurring brokerage or other transaction costs. You are eligible to participate in the Retail Offer if you are a shareholder of EBOS and:

- (a) you were registered as a holder of fully paid Shares at the relevant time on the Record Date, which is 7:00pm NZDT / 5:00pm AEDT on 8 December 2021; and
- (b) your registered address is in New Zealand or Australia; and
- (c) you do not hold the Shares on behalf of another person who resides outside of New Zealand or Australia.

In particular, shareholders in the United States are not eligible to participate in the Retail Offer. Similarly, shareholders (including trustees, Custodians 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 Offer on behalf of those persons.

2. What is the price of the Shares and how many can I purchase?

The Issue Price will be the lower of:

- NZ\$34.50, being the price paid by investors in the Placement (representing a discount of 5.5% to the closing price of EBOS Shares on the NZX Main Board of NZ\$36.50 on 8 December 2021); and
- the five day volume weighted average price of EBOS shares traded on NZX Main Board during the five trading days up to, and including, the Closing Date.

The Issue Price determined above is a New Zealand dollar amount. Please refer to clause 3 of the Terms and Conditions for further details on how the A\$ Price will be set. The market price of the Shares may change between the Opening Date, the date you apply for Shares under the Retail Offer, and the Allotment Date. The risks associated with this potential market fluctuation are described in question 7 below.

You may apply for a maximum amount of NZ\$50,000 / A\$47,500 of new Shares under the Retail Offer, subject to scaling.

If you wish to participate in the Retail Offer, you should complete an Application in accordance with the instructions set out in question 8 below and make payment for the exact dollar amount applied for in your Application. If you are a Custodian, you will need to complete and lodge a Custodian

Schedule. To determine whether you are a Custodian, and how to obtain a Custodian Schedule, refer to clause 4 of the Terms and Conditions.

EBOS is inviting Applications for up to NZ\$105 million (A\$100 million) of Shares in aggregate, with the ability for EBOS to accept oversubscriptions at its discretion.

EBOS reserves the right to, at its absolute discretion, scale any Application for Shares under the Retail Offer. EBOS may scale back all Applications on a proportionate basis having regard to the number of EBOS Shares held by the Applicant (or, in the case of an application made by a Custodian, the relevant beneficial owner(s) named in the schedule submitted with the Application) on the Record Date. If your Application is scaled back by EBOS, your Application monies will be greater than the amount of new Shares you will be allotted at the Issue Price and a refund without interest will be issued in accordance with clause 6 of the Terms and Conditions.

Any fractional Shares allocated under the Retail Offer will be rounded down to the nearest whole Share and EBOS will retain any difference less than NZ\$5 due to rounding.

All Shares issued under the Retail Offer will be ordinary shares of EBOS. Shareholders who subscribe under the Retail Offer will be eligible to participate in any future dividends to be declared by EBOS.

3. I participated in the Placement. Can I also apply in the retail offer?

Yes. Eligible Shareholders that participated in the Placement are also entitled to apply for up to NZ\$50,000 / A\$47,500 of new Shares under the Retail Offer, subject to scaling and the rules applying to trustees or Custodians discussed below.

4. What rights will the Shares have?

Shares under the Retail Offer will rank equally with existing Shares quoted on the NZX Main Board and ASX, with the same voting rights, dividend rights and other entitlements.

5. What if I own Shares through a trustee or custodian or own Shares in more than one capacity?

If you own Shares through a trustee or Custodian (and are otherwise eligible to participate in the Retail Offer), then subject to certain certification requirements and other conditions, you may instruct the trustee or Custodian to purchase Shares on your behalf, up to the NZ\$50,000 / A\$47,500 limit. If you own Shares through a trustee or Custodian and also own Shares in your own name, then you may either purchase Shares yourself or instruct your trustee or Custodian to purchase Shares on your behalf. You may not do both.

If you receive more than one copy of this document, or if you hold Shares in more than one capacity (e.g. because you are both a sole and joint holder of Shares), the maximum amount you may apply to invest under the Retail Offer in all capacities, and in aggregate, is NZ\$50,000 / A\$47,500. You may not

Questions and answers continued

purchase some Shares on your own behalf and some Shares as a joint holder. By applying to purchase Shares under the Retail Offer, you represent that you have not exceeded this NZ\$50,000 / A\$47,500 limit.

If you are an Eligible Shareholder and hold Shares as Custodian, you may apply for up to NZ\$50,000 / A\$47,500 of new Shares for each beneficiary for whom you, directly or indirectly, act as Custodian provided that you complete, and submit a certificate (Custodian Schedule) certifying each of the matters set out in clause 4.4 of the Terms and Conditions of this Retail Offer.

Each trustee and Custodian must not participate in the Retail Offer on behalf of, and must not distribute this Offer Document or any other document relating to the Retail Offer to, any person in the United States.

6. Is this offer transferable to another person?

No. This Retail Offer is personal to you and non-renounceable, so if you elect not to purchase any Shares under the Retail Offer you may not transfer your right to purchase Shares under the Retail Offer to anyone else.

7. What are the risks of investing in the Retail Offer and what if I choose not to participate in the Retail Offer?

The market price for the Shares may change between the Opening Date, the date you apply for Shares under the Retail Offer, and the Allotment Date. Accordingly, the price paid under the Retail Offer may be higher or lower than the price at which the Shares are trading on the NZX Main Board and ASX at the time the Shares are issued to you under the Retail Offer.

The Share price is quoted on the NZX website: www.nzx.com and ASX website: www.asx.com.au.

While EBOS has attempted to make the Retail Offer as fair as possible for Eligible Shareholders by providing for the individual application cap to be NZ\$50,000 / A\$47,500 of Shares, and by providing that any scaling will be having regard to individual shareholdings at the Record Date, the Retail Offer is not in accordance with your proportionate shareholding. Even if you participate in the Retail Offer, your proportionate shareholding in EBOS may change. Large shareholders may not be able to obtain sufficient Shares to maintain their percentage shareholding, while smaller shareholders may be able to increase their percentage shareholding.

If you do not subscribe for any Shares under the Retail Offer (in which case no action is required on your part), and other shareholders do subscribe for Shares, then your percentage shareholding in EBOS will be reduced.

8. How do I apply for Shares under the Retail Offer?

If you wish to participate in the Retail Offer, you can do so online at www.shareoffer.co.nz/EBOS or by filling out the application form accompanying this Offer Document, if provided (and submitted it per the instructions on the application form).

By applying to purchase Shares under the Retail Offer, you represent that you have not exceeded the NZ\$50,000 / A\$47,500 limit.

If the exact amount of money is not tendered, EBOS reserves the right not to accept all or part of your payment. In those circumstances, EBOS will refund all or part of your payment without interest.

If an Application is rejected, all of the amounts paid will be refunded to the relevant Applicant. If Applications are scaled back, the Applicant will receive the number of Shares at the Issue Price accepted by EBOS following scaling and a refund of the balance of the relevant payment amount. All refunds will be made without interest. Any amount less than NZ\$5 due to scaling or rounding will be retained by EBOS. Refunds will be issued within five business days following the Allotment Date (see clause 6 of the Terms and Conditions for more information).

You will not be able to withdraw or revoke your Application once you have sent it in.

9. How long is the Retail Offer open and when will I receive my Shares?

The Retail Offer opens on 15 December 2021 and is expected to close at 7:00pm NZDT / 5:00pm AEDT on 17 January 2022, unless extended. If you want to participate, you should ensure you apply with an Application and make payment by 7:00pm NZDT / 5:00pm AEDT on 17 January 2022.

You will receive Shares issued to you under the Retail Offer on the Allotment Date, which is currently expected to be on or around 24 January 2022. Confirmation of the number of Shares issued to you under the Retail Offer will be sent on the Despatch Date, currently expected to be on or around 28 January 2022.

Terms and conditions

If you apply to participate in the Retail Offer by completing the Application (and, if applicable, a Custodian Schedule), you are accepting the risk that the market price of Shares may change between the Opening Date, the date you apply for Shares under the Retail Offer, and the Allotment Date. This means that it is possible that up to or after the Allotment Date, you may be able to buy Shares on the NZX Main Board or the ASX at a lower price than the Issue Price.

We encourage you to seek your own financial, legal, tax and their professional advice regarding your participation in the Retail Offer.

Consistent with the representations, warranties and acknowledgements contained in these Terms and Conditions and in the Application, you may not submit any completed Applications for any person outside Australia or New Zealand. Failure to comply with these restrictions may result in a violation of applicable securities laws.

1. Offer timetable

Record Date	Eligible Shareholders registered at 7:00pm NZDT / 5:00pm AEDT on 8 December 2021 may participate in the Retail Offer.
Opening Date	The Retail Offer opens on 15 December 2021. This document has been mailed to Eligible Shareholders (who have elected to receive communications in that way) on 15 December 2021, with an accompanying application form. Online Applications are strongly encouraged.
Closing Date	The Retail Offer closes at 7:00pm NZDT / 5:00pm AEDT on 17 January 2022, unless extended. Applications and payment in accordance with the instructions provided must be received by the Share Registrar by this time. Applications may, at EBOS's option, not be processed or held to be valid if they have not been received by this time.
Announcement of Results Date	The completion and results of the Retail Offer will be announced to NZX and ASX on 24 January 2022.
Settlement Date	Settlement of the Retail Offer on 24 January 2022.
Allotment Date	The Shares are proposed to be allotted on or around 24 January 2022, unless the Closing Date is extended.
Commencement of trading	EBOS expects the Shares will commence trading on the NZX Main Board on 24 January 2022 and ASX on 25 January 2022.
Despatch Date	EBOS expects that a transaction confirmation will be despatched to you on or around 28 January 2022.

EBOS has a discretion to change, at any time, any of the Closing Date, the Allotment Date and the Despatch Date (notwithstanding that the Retail Offer has opened, or Applications have been received) by lodging a revised timetable with NZX and ASX.

Terms and conditions continued

2. Eligible Shareholders

- 2.1. You may participate in the Retail Offer if you are an Eligible Shareholder. An Eligible Shareholder is a person who, at 7:00pm NZDT / 5:00pm AEDT on the Record Date, was recorded on EBOS' share register as being a registered holder of Shares in EBOS and having an address in New Zealand or Australia, unless that person holds Shares on behalf of another person who resides outside New Zealand or Australia. Joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and the certification on the Application is taken to have been given by all of them.
- 2.2. If you are an Eligible Shareholder, your rights under this Retail Offer are personal to you and non-renounceable, so you may not transfer them.
- 2.3. EBOS accepts no liability where an Eligible Shareholder does not receive any document relating to the Retail Offer in time.
- 2.4. Shareholders who are in the United States or are elsewhere outside of New Zealand or Australia are not entitled to participate in the Retail Offer. Similarly, Shareholders who hold Shares on behalf of persons who are in the United States, or on behalf of persons who reside elsewhere outside New Zealand or Australia, are not entitled to participate in the Retail Offer on behalf of those persons.

3. Issue Price and number of Shares

- 3.1. The Issue Price for Shares under the Retail Offer is the lower of:
 - (a) NZ\$34.50, being the price payable by investors in the Placement (representing a discount of 5.5% to the closing price of EBOS Shares on the NZX Main Board of NZ\$36.50 on 8 December 2021); and
 - (b) the five day volume weighted average price of EBOS Shares traded on NZX Main Board during the five trading days up to, and including, the Closing Date.
- 3.2. The Issue Price and the A\$ Price will be fixed as at 6:00pm NZDT / 4:00pm AEDT on the Closing Date of 17 January 2022 and EBOS expects to announce the Issue Price to NZX and ASX on 18 January 2022.
- 3.3. Eligible Shareholders may elect to purchase an amount of Shares up to a maximum amount of NZ\$50,000 / A\$47,500, subject to scaling, by completing an Application. Any fractional Shares allocated under the Retail Offer will be rounded down to the nearest whole number of Shares.
- 3.4. The Issue Price is a New Zealand dollar amount. The market price of the Shares may change between the Opening Date, the date you apply for Shares under the Retail Offer, and the Allotment Date.

- 3.5. Eligible Shareholders may only make a single application for Shares under the Retail Offer. This applies to all Eligible Shareholders, including those who receive more than one offer under the Retail Offer (for example, because they hold Shares in more than one capacity) and including whether the Eligible Shareholder is applying through a Custodian or on his or her own behalf. Accordingly, if you own Shares through a trustee or Custodian and also own Shares in your own name, then you may either purchase Shares yourself or instruct your trustee or Custodian to purchase Shares on your behalf. You may not do both.
- 3.6. EBOS is inviting Applications for up to NZ\$105 million (A\$100 million) of Shares. EBOS reserves the right to accept oversubscriptions to the extent it is able to do so. EBOS reserves the right to scale back Applications having regard to the number of EBOS Shares held by the Applicant (or, in the case of an application made by a Custodian, the relevant beneficial owner(s) named in the schedule submitted) on the Record Date.

4. Custodians

- 4.1. Under the Retail Offer, a Custodian is any Eligible Shareholder:
 - (a) in the case of any Eligible Shareholder having a registered address in New Zealand, that:
 - (i) is a trustee corporation or a nominee company and holds Shares in EBOS by reason only of acting for another person in the ordinary course of business of that trustee corporation or nominee company; or
 - (ii) holds Shares in EBOS by reason only of being a bare trustee of a trust to which the Shares are subject.
 - (b) in the case of any Eligible Shareholder having a registered address in Australia, provides a custodial or depository service in relation to Shares of EBOS and who:
 - (i) holds an Australian financial services licence covering the provision of a custodial or depository service;
 - (ii) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
 - (iii) holds an Australian financial services licence covering the operation of an IDPS (as defined in ASIC Class Order [CO 13/763]) or is a responsible entity of an IDPS-like scheme (as defined in ASIC Class Order [CO 13/762]);
 - (iv) is a trustee of a self-managed superannuation fund or a superannuation master trust; or
 - (v) is a registered holder of Shares and is noted on the register of members of EBOS as holding the Shares on account of another person.

Terms and conditions continued

- 4.2. Custodians may apply to purchase Shares for an amount greater than NZ\$50,000 / A\$47,500, provided that the Custodian only applies for no more Shares than collectively have an aggregate application price of NZ\$50,000 / A\$47,500 for each beneficial owner for whom the Custodian acts as a Custodian. Each beneficial owner may only direct the Custodian to apply on behalf of that beneficial owner for a single Share parcel.
- 4.3. Custodians must confirm to EBOS that they are holding Shares as a Custodian for one or more beneficial owners and certify the matters described in clause 4.4 below by providing a Custodian Schedule. To request a Custodian Schedule, or if you would like further information on how to apply for Shares as a Custodian, you should contact EBOS' Share Registrar at any time from 8:30am to 5:00pm NZDT / 6:30am to 3:00pm AEDT (Monday to Friday) prior to the Closing Date at EBOS@computershare.co.nz.
- 4.4. If a Custodian applies to purchase Shares on behalf of one or more beneficial owners, the Custodian must certify to EBOS in writing the following matters in the form and manner set out in the Custodian Schedule (available on request from the Share Registrar) that satisfies the requirements under the ASIC Instrument:
- that the Custodian holds Shares on behalf of:
 - one or more other persons (who would be Eligible Shareholders if they held Shares directly) that are not Custodians; and/or
 - another Custodian (**Downstream Custodian**) that holds beneficial interests in Shares on behalf of one or more other persons (who would be Eligible Shareholders if they held Shares directly) to which those interests relate, 7:00pm NZDT / 5:00pm AEDT on the Record Date, each, a "**Participating Beneficiary**", who have subsequently instructed the Custodian, and/or the Downstream Custodian, to apply for Shares under the Retail Offer on their behalf;
 - the number of Participating Beneficiaries and their names and addresses;
 - the number of Shares that the Custodian holds on behalf of each Participating Beneficiary;
 - the dollar amount of Shares that each Participating Beneficiary has instructed the Custodian, either directly or indirectly through a Downstream Custodian, to apply for on their behalf;
 - that there are no Participating Beneficiaries in respect of which the total of the Application price for the following exceeds NZ\$50,000 / A\$47,500:
 - new Shares applied for on their behalf under the Retail Offer; and
 - in respect of Participating Beneficiaries with a registered address in Australia, any other Shares issued to the Custodian (as a result of an instruction given to the Custodian or a Downstream Custodian) for that Participating Beneficiary under any arrangement similar to the Retail Offer in the 12 months prior to the Application for new Shares under the Retail Offer;
 - that a copy of this document was given to each Participating Beneficiary;
 - where the Custodian holds Shares on behalf of a Participating Beneficiary indirectly, through one or more Downstream Custodians, the name and address of each Downstream Custodian; and
 - that the beneficial owner on whose behalf the Custodian is submitting an Application is not making an application as an Eligible Shareholder for Shares under the Retail Offer, and no other Custodian is submitting an Application under the Retail Offer for that beneficial owner.
- 4.5. A Custodian must not participate in the Retail Offer on behalf of, or distribute this Offer Document or any other document relating to the Retail Offer to, any person in the United States.

5. Completing an Application and paying for Shares

- 5.1. If you are an Eligible Shareholder and you wish to participate in the Retail Offer, you must complete an Application at www.shareoffer.co.nz/EBOS or by completing the application form (accompanying this Offer Document, where posted) and make payment in accordance with the instructions provided (including using the unique identifier, when making payment, noted in the Application). If you are a Custodian, you must also complete a Custodian Schedule which may be obtained from EBOS's Share Registrar as noted in clause 4.3 above.
- 5.2. Eligible Shareholders must make payment for the exact dollar amount applied for on their Application.
- 5.3. To be valid, your Application (and, if applicable, Custodian Schedule) and payment must be received by Computershare Investor Services Limited by 7:00pm NZDT / 5:00pm AEDT on the Closing Date.

6. EBOS' discretion to accept or reject Applications

- 6.1. EBOS has discretion to accept or reject your Application to purchase Shares under the Retail Offer, including (without limitation) if:
- your Application or Custodian Schedule (if applicable) is incorrectly completed or incomplete or otherwise determined by EBOS to be invalid;
 - your payment is dishonoured or has not been completed correctly;

Terms and conditions continued

- (c) your payment is not in New Zealand or Australian dollars for the exact dollar amount of Shares that you have specified in your Application;
 - (d) it appears that you are applying to buy more than NZ\$50,000 / A\$47,500 (in aggregate) of Shares (except if you are a Custodian applying on behalf of more than one beneficial owners in accordance with clause 4.2);
 - (e) your Custodian Schedule (if applicable) or payment is received after the Closing Date. While EBOS has discretion to accept late Applications, Custodian Schedules (if applicable) and payments, there is no assurance that it will do so. Late Applications, Custodian Schedules (if applicable) and payments, if not processed, will be returned to you at your registered address. No interest will be paid on any application money returned to you;
 - (f) EBOS believes that you are not an Eligible Shareholder or Custodian; or
 - (g) EBOS considers that your Application does not comply with these Terms and Conditions.
- 6.2. EBOS reserves the right to scale back at its absolute discretion any Application for Shares under the Retail Offer. EBOS may scale back Applications having regard to the number of EBOS Shares held by the Applicant (or, in the case of an application made by a Custodian, the relevant beneficial owner(s) named in the schedule submitted) on the Record Date.
- 6.3. If an Application is rejected, all of the relevant amounts will be refunded to the Applicant. If Applications are scaled back, the Applicant will receive the number of Shares at the Issue Price in respect of which the Application is accepted and a refund of the balance of the relevant application payment. All refunds will be made without interest.
- 6.4. Any difference less than NZ\$5 due to scaling or rounding will be retained by EBOS and not refunded.
- 6.5. Refunds will be made by direct credit to the bank account held by EBOS's Share Registrar. Refunds will be issued within five business days following the Allotment Date. If no bank account is held by the Share Registrar, then the refund payment will be withheld until a bank account is provided.
- 7. Significance of submitting an Application**
- 7.1. If you apply to participate in the Retail Offer by completing an Application (and, if applicable, a Custodian Schedule):
- (a) your application, on these Terms and Conditions, will be irrevocable and unconditional (i.e. it cannot be withdrawn);
 - (b) you certify to EBOS that you are an Eligible Shareholder entitled to apply for Shares under these Terms and Conditions and you agree to indemnify, among others, EBOS for any loss suffered as a result of any breach by you of the selling restrictions contained in these Terms and Conditions;
 - (c) you agree to be bound by the Constitution of EBOS;
 - (d) you certify to EBOS that you are not applying for Shares under the Retail Offer with a total Application price in excess of NZ\$50,000 / A\$47,500 from the following:
 - (i) the Shares under the Retail Offer the subject of the Application;
 - (ii) in the case of Eligible Shareholders with a registered address in Australia, any other Shares applied for by you under a similar arrangement in the 12 months before the Application; and
 - (iii) any other Shares under the Retail Offer which you have instructed a Custodian to acquire on your behalf under the Retail Offer or, in the case of Eligible Shareholders in Australia, under a similar arrangement in the 12 months before the Application;
 - (e) without limiting EBOS's discretion to accept or reject Applications in clause 6 above, you authorise EBOS (and its officers or agents) to correct any error in, or omission from, your Application (and, if applicable, your Custodian Schedule) and to complete the Application (and, if applicable, the Custodian Schedule) by the insertion of any missing details;
 - (f) you acknowledge that EBOS may at any time irrevocably determine that your Application (and, if applicable, your Custodian Schedule) is valid, in accordance with these Terms and Conditions, even if your Application (or, as applicable, your Custodian Schedule) is incomplete, contains errors or is otherwise defective;
 - (g) you acknowledge that none of EBOS, its advisers or agents has provided you with investment advice or financial product advice, and that none of them has an obligation to provide advice concerning your decision to apply for and purchase Shares under the Retail Offer;
 - (h) you acknowledge the risk that the market price for the Shares may change between the Opening Date, the date you apply for Shares under the Retail Offer, and the Allotment Date. A change in market price during this period may affect the Issue Price or value of the Shares you receive under the Retail Offer;
 - (i) you acknowledge that EBOS is not liable for any exercise of its discretions referred to in these Terms and Conditions;
 - (j) you irrevocably and unconditionally agree to these Terms and Conditions and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the Retail Offer;
 - (k) you represent that you are not in the United States and you are not acting for the account or benefit of a person in the United States (or, in the event that you do act for the account or benefit of a person in the United States, you are not participating in the Retail Offer in respect of that person);

Terms and conditions continued

- (l) you acknowledge that the Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States, except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable U.S. state securities laws;
- (m) you acknowledge that the Shares may only be offered and sold outside the United States in "offshore transactions" (as defined and in reliance on Regulation S under the U.S. Securities Act);
- (n) you represent that you have not, and you agree that you will not, send this Offer Document or any other materials relating to the Retail Offer to any person in the United States or elsewhere outside Australia and New Zealand;
- (o) you acknowledge and agree that if in the future you decide to sell or otherwise transfer the Shares, you will only do so in standard brokered transactions on the NZX Main Board or 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 the purchaser is, a person in the United States; and
- (p) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand.

7.2. If a Custodian applies to purchase Shares under the Retail Offer for a beneficial owner pursuant to clause 4.2:

- (a) the certification referred to in clause 7.1(d) will be taken to be given by the beneficial owner on whose behalf the Custodian is applying to purchase Shares; and
- (b) in addition to the matters referred to in clause 7.1, the Custodian also certifies each of the matters set out in the Custodian Schedule.

8. The Shares

- 8.1. Shares issued under the Retail Offer will rank equally in all respects with existing Shares quoted on the NZX Main Board and ASX, with the same voting rights, dividend rights and other entitlements. The Shares to be issued under the Retail Offer have been accepted for quotation on the NZX Main Board, and an Application will be made for their quotation on the ASX, and it is expected that the Shares will be quoted upon completion of the allotment procedures. However, neither NZX nor ASX accepts any responsibility for any statement in this document.
- 8.2. The issue of new Shares under the Retail Offer is undertaken in accordance with the NZX Listing Rules and ASX Listing Rules. This means that Eligible Shareholders in New Zealand will be eligible to participate in this Retail Offer, notwithstanding that their participation may exceed

the NZ\$15,000 per shareholder 12 month limit that would otherwise apply. The issue of new Shares under the Retail Offer up to a maximum amount of A\$47,500 per Eligible Shareholder (or per beneficial owner, in the case of holdings by Custodians) in Australia, is being undertaken pursuant to the ASIC Instrument, the ASIC relief granted to EBOS on 8 December 2021 and the ASX waiver granted to EBOS on 8 December 2021.

9. Financial statements

- 9.1. You may obtain free of charge the most recent annual report and financial statements of EBOS by contacting EBOS's Share Registrar, Computershare Investor Services Limited, or you may download the reports from the EBOS website: <https://investor.ebosgroup.com/>

10. Amendments to the Retail Offer and waiver of compliance

- 10.1. Notwithstanding any other term or condition of the Retail Offer and/or the Application, EBOS may, at its discretion:
- (a) make non-material modifications to the Retail Offer or these Terms and Conditions without notice (in which case Applications for Shares under the Retail Offer will remain binding on all Applicants notwithstanding such modification and irrespective of whether an Application and/or payment was received by the Share Registrar before or after such modification is made); and/or
 - (b) suspend or terminate the Retail Offer at any time prior to the issue of the Shares under the Retail Offer. If the Retail Offer is terminated, Application monies will be refunded to Applicants without interest.
- 10.2. EBOS reserves the right to waive compliance with any provision of these Terms and Conditions (either generally, or in respect of a particular Applicant or Applicants).

11. Governing law

- 11.1. These Terms and Conditions shall be governed by and construed in accordance with the laws of New Zealand and Australia (to the extent applicable).

12. Disputes

- 12.1. If any dispute arises in connection with the Retail Offer, EBOS may settle it in any manner it thinks fit. It may do so generally or in relation to any Applicant, Application or Share. EBOS's decision will be final and binding.

13. Inconsistency

- 13.1. Unless otherwise determined by the directors of EBOS, in the event of any inconsistency between the Terms and Conditions of the Retail Offer and:
- (a) the accompanying letter from the Chair and Questions and Answers, the Terms and Conditions take precedent; and
 - (b) EBOS's constitution, EBOS's constitution shall prevail.

Glossary

A\$	Australian dollars, being the lawful currency of Australia.
A\$ Price	The A\$ equivalent of the Issue Price determined using the Exchange Rate and rounded to the nearest cent, which is expected be announced by EBOS on 18 January 2022.
Acquisition	The acquisition of LifeHealthcare from funds advised by Pacific Equity Partners and other minority holders.
AEDT	Australian Eastern Daylight Time.
Allotment Date	On or around 24 January 2022, unless extended.
Applicant	An applicant for Shares in the Retail Offer.
Application	An application for Shares under the Retail Offer made either online through www.shareoffer.co.nz/EBOS or through submitting a completed application form, if provided.
ASIC	The Australian Securities and Investments Commission.
ASIC Instrument	ASIC Corporations (Share and Interest Purchase Plans) Instrument (2019/547).
ASX	ASX Limited or the market it operates (as the context requires).
ASX Listing Rules	The official listing rules of the ASX.
Board	The board of directors of EBOS.
Closing Date	17 January 2022, unless extended.
Custodian	See clause 4.1 of the Terms and Conditions for the definition of "Custodian".
Custodian Schedule	The schedule that satisfies the requirements set out in clause 4.4 of the Terms and Conditions and must be submitted by an Applicant that is a Custodian (available on request from the Share Registrar).
Despatch Date	On or around 28 January 2022, unless extended.
Downstream Custodian	See clause 4.4 of the Terms and Conditions for the definition of "Downstream Custodian".
Eligible Shareholder	A person who was recorded in EBOS's share register as being a registered holder of Shares and having a registered address in New Zealand or Australia as at 7:00pm NZDT / 5:00pm AEDT on 8 December 2021. A person who holds Shares on behalf of a person who resides outside New Zealand or Australia is not eligible to participate in the Retail Offer in respect of that person. Similarly, a person in the United States, or acting for the account or benefit of a person in the United States, is not eligible to participate in the Retail Offer.
EBOS	EBOS Group Limited, a company listed on the NZX Main Board and ASX.
Exchange Rate	The NZ\$:A\$ exchange rate published by the Reserve Bank of Australia on its website at 4:00 pm AEDT / 6:00pm NZDT on the Closing Date.

Glossary continued

Investor Presentation	The investor presentation published in connection with the Placement and the Retail Offer on 9 December 2021.
Issue Price	The price at which the Shares will be issued pursuant to the Retail Offer, being the lower of: (a) NZ\$34.50 per Share (being the price paid by investors in the Placement); and (b) the five day volume weighted average price of EBOS shares traded on NZX Main Board during the five trading days up to, and including, the Closing Date.
NZDT	New Zealand Daylight Time.
NZX	NZX Limited
NZX Listing Rules	The listing rules of NZX applying to the NZX Main Board.
NZX Main Board	The NZX Main Board equity securities market operated by NZX.
Opening Date	15 December 2021.
Participating Beneficiary	See clause 4.4 of the Terms and Conditions for the definition of "Participating Beneficiary".
Placement	The placement of Shares announced to NZX / ASX on 9 December 2021.
Record Date	7:00pm NZDT / 5:00pm AEDT on 8 December 2021.
Retail Offer	The share purchase plan detailed in this Offer Document.
Shares	Ordinary shares of EBOS Group Limited.
Share Registrar	EBOS's share registrar, Computershare Investor Services Limited.
Terms and Conditions	The terms and conditions of the Retail Offer detailed in this document.
U.S. Securities Act	The U.S. Securities Act of 1933, as amended.

Directory

EBOS Group Limited is a company incorporated with limited liability under the New Zealand Companies Act 1993, with the New Zealand company number 120844.

For investor relations queries contact: ebos@ebosgroup.com

Directors of EBOS

Liz Coutts (Chair)
Tracey Batten
Nick Dowling
Stuart McGregor
Stuart McLauchlan
Sarah Ottrey
Peter Williams

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