



**ASX Announcement**  
**ASX: LRK**

**25 October 2021**

## **SPP Offer Booklet Dispatch**

**Lark Distilling Co. Limited** (ASX: LRK) (**'Lark'** or **'the Company'**) confirms that the offer booklet (SPP Offer Booklet) in relation to the Company's recently announced Share Purchase Plan (SPP) was dispatched to eligible shareholders earlier today. As such, the SPP is now open.

### **TIMETABLE**

Item	Date
Record date for SPP	7:00pm (Sydney time), Friday 15 October
SPP offer opens and SPP offer booklet is dispatched	Monday, 25 October
SPP offer closes	Monday, 15 November
SPP issue and allotment date	Monday, 22 November
Normal trading of New Shares issued under the SPP	Tuesday, 23 November
Dispatch of holding statements in respect of New Shares issued under the SPP	Wednesday, 24 November

## ABOUT LARK

Founded in 1992 by pioneer Bill Lark, next year Lark Distilling Co. will be celebrating its 30th anniversary. This iconic milestone will be honouring the Tasmanian barley, water and climate — and the Tasmanian distilling industry as a whole. Lark Distilling Co. houses a range of spirits headlined by its single malt whiskies, including the Classic Cask 43% and Cask Strength 58% and its unique blended-malt whisky, SYMPHONY No.1. The distillery also produces a range of [Forty Spotted Gins](#) and handcrafted Tasmanian spirits and liqueurs.

In April 2021, Lark Distillery was named Australia's first carbon-neutral distillery under the Australian Government's Climate Active Program, meaning the activities associated with running Tasmania's first distillery have no net negative impact on the climate. One of the most rigorous and widely recognised carbon-neutral programs in the world, [Climate Active](#) certification is only awarded to businesses and organisations that have credibly reached a state of achieving zero net emissions.

For the second consecutive year, Lark Distilling Co. has been nominated for the International Wine and Spirit Competition (IWSC) Worldwide Whiskey Producer of the Year award to be announced in Edinburgh, Scotland on October 21, 2021.

For more information contact

<b>Analysts/Investors</b>	Melanie Leydin (Company Secretary) +613 9692 7222 <a href="mailto:mleydin@leydinfreyer.com.au">mleydin@leydinfreyer.com.au</a>
<b>Media Enquiries</b>	Jason Whalley (Head of Marketing Strategy & Portfolio) +61 459 044 142 <a href="mailto:jason@larkdistilling.com">jason@larkdistilling.com</a>

This announcement has been approved for release by the Board of Directors.

**Lark Distilling Co. Ltd**  
**ACN 104 600 544**

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Share Purchase Plan Offer Booklet

October 2021

## Lark Distilling Co. Ltd ACN 104 600 544 Share Purchase Plan

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As announced to ASX on 18 October 2021, each Eligible Shareholder has the opportunity to participate in the Share Purchase Plan offer (**SPP**) by applying for up to \$30,000 worth of fully paid ordinary shares in Lark Distilling Co. Ltd ACN 104 600 544 (ASX:LRK) (**Lark**) (**New Shares**) without incurring brokerage or transaction costs.

New Shares issued under the SPP will be issued on Monday, 22 November 2021 (**Allotment Date**) and will rank equally with existing fully paid ordinary shares in Lark (**Lark Shares**) and carry the same voting rights and other entitlements. The New Shares are expected to commence quotation on ASX on Tuesday, 23 November 2021.

Further details of the SPP are set out in the attached documents.

**This is an important document that requires your attention.**

In particular, if you participate in the SPP, you are accepting the risk that the market price of Lark Shares may change between the date on which you make your application and the Allotment Date.

Lark recommends that you seek independent advice from your financial or other professional advisors regarding your participation in the SPP.

### Key SPP dates\*

Event	Date
Record Date	7.00pm (Sydney time) Friday, 15 October 2021
Announcement Date	Monday, 18 October 2021
Dispatch of SPP Booklet to Eligible Shareholders and Opening Date	Monday, 25 October 2021
Closing Date	9.00am (Sydney time) Monday, 15 November 2021
Announcement of results of SPP	Monday, 22 November 2021
Allotment Date for New Shares	By 12.00pm (Sydney time) Monday, 22 November 2021
New Shares commence trading on ASX	Tuesday, 23 November 2021

*\*Lark reserves the right to vary any of the above indicative dates other than the Record Date.*

## Important notice

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This Booklet contains important information. You should read it carefully and in its entirety.

The offer of New Shares under the SPP is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, which grants relief from the requirement to issue a disclosure document for the SPP. This Booklet is not a prospectus under Chapter 6D of the *Corporations Act 2001* (Cth) (**Corporations Act**).

If you have any questions in relation to how to participate in the SPP, please contact Boardroom Pty Limited on (02) 9290 9600 between 8.15am and 5.30pm (Sydney time) Monday to Friday, or email any questions to the Company Secretary, at [mleydin@leydinfreyer.com.au](mailto:mleydin@leydinfreyer.com.au).

This Booklet does not constitute or provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs. If you are in any doubt about whether to participate in the SPP, you should seek advice from your financial, taxation or other professional advisor before participating.

### New Zealand

The New Shares under the SPP are not being offered or sold to the public in New Zealand other than to existing shareholders of Lark with registered addresses in New Zealand to whom the offer of New Shares under the SPP is being made in reliance on the *Financial Markets Conduct Act 2013* (New Zealand) and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016* (New Zealand).

This document has not been registered, filed or approved by any New Zealand regulatory authority. This document 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.

### United States

In particular, the New Shares referred to in this document have not been, and will not be registered under the *United States Securities Act of 1993* as amended (**US Securities Act**), and may not be offered or sold in the United States or to or for the account or benefit of 'US Persons' (as defined in Regulation S under the US Securities Act) in the absence of registration or an available exemption from registration.

25 October 2021

Dear Shareholder

### Invitation to participate in Share Purchase Plan

Lark Distilling Co. Ltd (**Lark**) is pleased to present to Eligible Shareholders the opportunity to increase their investment in Lark through an offer of fully paid ordinary shares under this Share Purchase Plan (**SPP**).

As announced on 19 October 2021, Lark has successfully raised approximately \$46.5 million from an unconditional placement of shares to professional, institutional and sophisticated investors (**Initial Placement**) and secured firm commitments for a conditional placement to certain directors of approximately \$6.4 million on the same terms as the Initial Placement, subject to obtaining shareholder approval (**Conditional Placement**) (collectively the **Placement**).

The shares issued under the Initial Placement were issued at \$5.00 per share (**Placement Price**), which represented:

- a 1.2% discount to the last traded price of Lark's shares on 15 October 2021, being the last trading day before details of Placement were announced; and
- a 1.1% premium to the 5-day volume-weighted average price of Lark's Shares traded on the ASX up to and including 15 October 2021.

The funds raised under the Placement will be used by Lark to partially fund its acquisition of Kernke Family Shene Estate Pty Ltd (**Shene Estate**) and associated transactions and the construction of its new distillery. Further details in relation to Lark's proposed acquisition of Shene Estate are contained in Lark's Investor Presentation and announcement released to ASX on 18 October 2021.

The proceeds of the SPP will be used for Lark's general working capital purposes.

### The Offer

The SPP is offered exclusively to all shareholders who were recorded on Lark's share register at 7:00pm (Sydney time) on Friday, 15 October 2021 with an address on the share register in Australia or New Zealand (each an **Eligible Shareholder**).

The SPP provides Eligible Shareholders with an opportunity to buy a parcel of shares in Lark with no brokerage or transaction costs, irrespective of their existing shareholdings, up to a maximum of \$30,000.

The offer price of the New Shares (**Offer Price**) is the lower of:

- the Placement Price; and
- the 5-day volume-weighted average price of Lark's Shares traded on the ASX up to, and including, the Closing Date (expected to be 15 November 2021), rounded down to the nearest cent.

Therefore, the maximum price that Eligible Shareholders will pay is the Placement Price.

Lark will announce the Offer Price for the SPP after the SPP closes.

The minimum application amount for New Shares is \$2,500 and the maximum application amount for New Shares is \$30,000.

Lark is seeking to raise up to \$5 million under the SPP. However, if the total value of applications received under the SPP is greater than \$5 million, Lark may increase the size of the SPP offer or may scale back the number of New Shares that will be allotted under the SPP such that you may be allocated fewer New Shares than the number for which you applied. In such a case, you will receive a proportionate refund of your application monies (without interest).

Participation in the SPP is optional and the right to participate is not transferrable. The offer to participate in the SPP closes at 9:00am (Sydney time) on Monday, 15 November 2021.

Full details on the SPP and how to participate are contained in the attached documents.

In order to apply for a parcel of New Shares, please read the attached documents carefully and follow the instructions on the enclosed personalised application form.

If you have any questions in relation to how to participate in the SPP, please contact Boardroom Pty Limited on (02) 9290 9600 between 8.15am and 5.30pm (Sydney time) Monday to Friday, or email any questions to the Company Secretary, at [mleydin@leydinfreyer.com.au](mailto:mleydin@leydinfreyer.com.au).

Lark appreciates your continued support of our company.

Yours sincerely



**David Dearie**  
**Chairman**

## Frequently asked questions

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### What is the Share Purchase Plan?

The Share Purchase Plan (or **SPP**) provides Eligible Shareholders with an opportunity to purchase additional fully paid ordinary shares in Lark (**New Shares**) without brokerage or transaction costs.

All New Shares issued under the SPP will rank equally with existing ordinary shares in Lark (**Lark Shares**), including with respect to voting rights and other entitlements.

### Am I an Eligible Shareholder?

You are an Eligible Shareholder if, at 7:00pm (Sydney time) on Friday, 15 October 2021 (**Record Date**), you were registered as a holder of Lark Shares with an address on the share register in Australia or New Zealand.

### What is the Offer Price of the New Shares?

The offer price of the New Shares (**Offer Price**) is the lower of:

- the Placement Price; and
- the 5-day volume-weighted average price of Lark's Shares traded on the ASX up to, and including, the Closing Date (expected to be 15 November 2021), rounded down to the nearest cent.

Therefore, the maximum price that Eligible Shareholders will pay is the Placement Price.

Lark will announce the Offer Price for the SPP after the SPP closes.

The market price of Lark Shares may rise or fall between the date of this offer and the date on which the New Shares are allotted under the SPP.

The Offer Price may therefore be higher, equal to or lower than the price at which Lark Shares are trading on the ASX at the time the New Shares are allotted under the SPP.

### How many New Shares can I apply for under the SPP?

Each Eligible Shareholder is entitled to apply for a parcel of New Shares valued at either \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 regardless of the number of Lark Shares that the Eligible Shareholder owns as at the Record Date.

If the Offer Price cannot be divided into your nominated parcel, to give a whole number of New Shares, there will be a rounding down of the number of New Shares.

If Lark receives an application for New Shares (**Application**) for an amount that does not equal one of the amounts specified above, Lark may either:

- reject the Application and refund in full the Application money (without interest) to the Eligible Shareholder; or
- apply the dollar amount of the payment to the highest designated parcel that is less than the amount of the payment and refund the excess Application money (greater than \$2.00 and without interest) to the Eligible Shareholder.

If an Eligible Shareholder holds Lark Shares in more than one capacity (eg as both a joint holder and a sole holder), then the maximum amount that Eligible Shareholder can apply for under the SPP in all capacities is an aggregate of \$30,000.



By applying for New Shares under the SPP, you will have agreed to be bound by the terms and conditions of the SPP set out in the attached terms and conditions and the personalised application form (**Application Form**).

### **Can I transfer my rights under the SPP?**

The offer made under the SPP is non-renounceable and therefore you cannot transfer your right to apply for New Shares under the SPP to another person.

### **How do I apply for New Shares under the SPP?**

If you wish to participate in the SPP, you must follow the instructions set out in the Application Form and make payment equivalent to the dollar amount of the parcel of New Shares you wish to apply for.

#### **Option 1 – Payment by BPAY**

If you wish to pay by BPAY®, you must have an Australian bank account enabled for this purpose. BPAY® customers must use the customer reference number shown on the Application Form which is required to identify your individual holding. When making a BPAY® payment, you are not required to return your Application Form.

You should ensure that your Application monies via BPAY® is received by no later than 9:00am (Sydney time) on Monday, 15 November 2021. It is your responsibility to ensure that your BPAY® payment is received by such time. 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 when making payment.

#### **Option 2 – Payment by cheque, bank draft or money order**

If you are paying for Shares by cheque, bank draft or money order, please complete and return your Application Form, together with your cheque, bank draft or money order to:

Lark Distilling Co. Limited

c/- Boardroom Pty Limited  
GPO Box 3993  
SYDNEY, NSW 2001

Cheques, bank drafts and money orders must be made payable in Australian dollars to '**Lark Distilling Co. Limited**', crossed 'Not Negotiable' and must be drawn on an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account, as cheques, bank drafts and money orders received may not be re-presented and may result in your Application being rejected.

Shareholders in New Zealand will need to affix the appropriate postage to the reply envelope.

You should ensure that the Application Form and payment are received by no later than the Closing Date (9:00am (Sydney time) on Monday, 15 November 2021).

You should allow sufficient time for mail deliveries.

An Application cannot be withdrawn or revoked once the completed Application Form and payment has been sent to Lark (or BPAY® payment made).

### **How much is Lark seeking to raise?**

There is no minimum amount that Lark is seeking to raise under the SPP. However, if the total value of Applications received is more than \$5 million, Lark may increase the size of the SPP offer or may undertake a scale back (see below). No Eligible Shareholder will be entitled to apply for more than \$30,000 worth of New Shares.

### **Will I receive the full amount that I apply for?**

Lark has a discretion as to the amount raised under the SPP, and this includes reserving the right to increase the size of the SPP offer or to scale back.

If the total value of Applications received under the SPP is greater than \$5 million, Lark may increase the size of the SPP offer. Alternatively Lark may scale back the number of New Shares that will be allotted under the SPP and you may be allocated fewer New Shares than the number for which you applied. In such a case, you will receive a proportionate refund of your Application monies (without interest).

If there is a scale back, Lark may in its absolute discretion determine the manner in which it applies the scale back. The indicative cap has been determined by Lark in consultation with its advisors having regard to the size of the Placement and the composition of Lark's share register. The Board of Directors of Lark will use its discretion to accept any oversubscriptions.

Lark will announce any increase to the size of the SPP offer or scale back to ASX.

### **How long does the SPP remain open?**

The SPP opens on Monday, 25 October 2021 and is expected to close at 9:00am (Sydney time) on Monday, 15 November 2021.

If you wish to participate, you should ensure that the Application Form and payment, or your BPAY® payment, is received by Lark's share registry, Boardroom Pty Limited, by no later than 9:00am (Sydney time) on Monday, 15 November 2021.

### **Is participation in the SPP mandatory?**

Participation in the SPP is voluntary. Before participating in the SPP and applying for New Shares, Lark recommends that you seek independent advice from your financial or other professional advisors.

### **Is the SPP underwritten?**

No, the SPP is not underwritten.

### **Further assistance**

If you have any questions in relation to the SPP, please contact your financial or other professional advisors.

If you have any questions in relation to how to participate in the SPP, please contact Boardroom Pty Limited on (02) 9290 9600 between 8.15am and 5.30pm (Sydney time) Monday to Friday, or email any questions to the Company Secretary, at [mleydin@leydinfreyer.com.au](mailto:mleydin@leydinfreyer.com.au).

## SPP Terms and Conditions

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### Purpose

The purpose of the Share Purchase Plan (**SPP**) is to offer existing shareholders of Lark Distilling Co. Ltd ACN 104 600 544 (**Lark**) the opportunity to acquire additional fully paid ordinary shares in Lark (**New Shares**) up to a maximum value of \$30,000 without the need to pay brokerage or transaction costs and without the need for Lark to issue a prospectus.

This document sets out the terms and conditions of the offer under the SPP.

### Shareholder eligibility to participate

Participation in the SPP is only open to each person registered as a holder of ordinary shares in Lark (**Lark Shares**) at 7:00pm (Sydney time) on Friday, 15 October 2021 (**Record Date**), who has an address on the share register in Australia or New Zealand (each an **Eligible Shareholder**).

Due to foreign securities laws, it is not practical for shareholders who are resident in countries other than Australia or New Zealand to participate in the SPP.

Participation in the SPP is optional and is subject to these terms and conditions. Offers made under the SPP are non-renounceable meaning that Eligible Shareholders may not transfer their rights to New Shares offered under the SPP.

Joint shareholders are taken to be a single registered holding for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP, those joint holders may only apply for an aggregate maximum parcel of shares (ie \$30,000) between any joint or individual holdings.

If an Eligible Shareholder is a "Custodian" (as defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*) (**Custodian**) and is the registered holder of Lark Shares on behalf of one or more persons who have a registered address in either Australia or New Zealand and who is not in the United States and is not acting for the account or benefit of a person in the United States (each an **Eligible Beneficiary**), the offer is made to that Eligible Shareholder and it has the discretion whether to extend the offer to the Eligible Beneficiaries. Custodians must complete and submit a certificate that certifies the matters required by paragraph 8(3) of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*) (**Custodian Certificate**) when making an Application on behalf of Eligible Beneficiaries. To request a Custodian Certificate please contact Lark's share registry, Boardroom Pty Limited on (02) 9290 9600. Applications received from Custodians must be accompanied by a duly completed and signed Custodian Certificate. Applications that are not accompanied by a duly completed Custodian Certificate will be rejected.

If an Eligible Shareholder holds Lark Shares as a trustee or nominee for another person, but is not a Custodian, that Eligible Shareholder cannot participate for the beneficiaries of that trust in the manner described above. In this case, the rules for multiple single holders apply.

By electing to participate in the SPP, an Eligible Shareholder is deemed to have certified that the aggregated maximum amount subscribed for under the SPP does not exceed \$30,000. Furthermore, Eligible Shareholders are deemed to have confirmed, in relation to all New Shares applied for by them under the SPP, that they do not make an Application for any other person in circumstances which might involve any breach of securities law of any jurisdiction other than Australia and New Zealand and have agreed to be bound by Lark's constitution in respect of all the New Shares issued to them under the SPP.

### Issue Price

The price of New Shares to be issued under the SPP (**Offer Price**) will be the lower of:

- the Placement Price; and
- the 5-day volume-weighted average price of Lark's Shares traded on the ASX up to, and including, the Closing Date (expected to be 15 November 2021), rounded down to the nearest cent.

Therefore, the maximum price that Eligible Shareholders will pay is the Placement Price.

Lark will announce the Offer Price for the SPP after the SPP closes.

The market price of Lark Shares may rise or fall between the date of this offer and the date that New Shares are issued to Eligible Shareholders. This means that the Offer Price may be higher, equal or lower than the price of Lark Shares traded on ASX at the time the New Shares applied for under the SPP are issued and allotted.

### **Application and notices**

At the discretion of the directors of Lark, Eligible Shareholders will each be sent a letter of offer, terms and conditions and an Application Form, inviting them to subscribe for New Shares under the SPP.

Eligible Shareholders may apply to purchase a parcel of New Shares under the SPP valued at either \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000.

If the Offer Price cannot be divided into your nominated parcel, to give a whole number of New Shares, there will be a rounding down of the number of New Shares.

Eligible Shareholders who wish to participate in the SPP must complete the attached personalised Application Form and provide payment (or make payment by BPAY®) in accordance with the instructions set out on the Application Form.

Applications for New Shares under the SPP offer will not be accepted unless received by Lark's share registry, Boardroom Pty Limited, by no later than 9.00am (Sydney time) on Monday, 15 November 2021 (**Closing Date**).

Any Applications for less than \$2,500 will be returned (without interest).

Oversubscriptions or refunds (greater than \$2.00) will be returned without interest by direct credit to the shareholder's bank account recorded on their shareholding or by cheque to the shareholder's registered address on Lark's share register.

### **Acknowledgements**

By returning an Application Form and providing payment or making a payment by BPAY®, you:

- are deemed to have accepted the SPP offer and you irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- warrant that all details and statements in your Application are true and complete and not misleading;
- agree that your Application will be irrevocable and unconditional (that is, it cannot be withdrawn);
- agree that your Application is only effective when received by Lark's share registry and not when it is posted;

- For personal use only
- (e) warrant that you are an Eligible Shareholder and eligible to lawfully participate in the SPP and apply for the New Shares, in each case in accordance with these terms and conditions as well as any applicable laws;
  - (f) acknowledge that no interest will be paid on any Application monies held pending the issue of New Shares or subsequently refunded to you for any reason;
  - (g) acknowledge that Lark and its officers and agents are not liable for any consequence of the exercise or non-exercise of its discretions referred to in these terms and conditions;
  - (h) agree to pay the Offer Price per New Share up to the maximum of:
    - (i) the value you have selected on the Application Form; or
    - (ii) the maximum value of your BPAY® payment or cheque;
  - (i) acknowledge and agree that:
    - (i) you are not in the United States and are not acting for the account or benefit of a person in the United States;
    - (ii) the New Shares have not been, and will not be, registered under the *United States Securities Act of 1933*, as amended (**US Securities Act**) or the securities laws of any state or other jurisdiction of the United States, and accordingly, the New Shares may not be offered, sold or otherwise transferred without registration under the US Securities Act unless the New Shares are offered, sold or otherwise transferred in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act, and the securities laws of any state or other jurisdiction in the United States;
    - (iii) you have not, and will not, send this Booklet or any materials relating to the SPP to any person in the United States or to any person located in any other country outside Australia and New Zealand;
    - (iv) if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in the regular way for transactions on the ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
    - (v) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is a resident in Australia or New Zealand, and you have not sent this Booklet, or any materials relating to the SPP, to any person outside Australia and New Zealand;
  - (j) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:
    - (i) you are not applying for New Shares for which Application monies of more than \$30,000 are payable under the SPP (including by instructing a Custodian to acquire New Shares on your behalf under the SPP);
    - (ii) the total Application monies payable for the following does not exceed \$30,000:
      - (A) the New Shares the subject of the Application;
      - (B) any other Lark Shares issued to you under a SPP or any similar arrangement in the 12 months before the Application;
      - (C) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and

- (D) any other Lark Shares issued to a Custodian in the 12 months before the Application as a result of an instruction given by you to the Custodian to apply for Lark Shares on your behalf under an arrangement similar to the SPP,

even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;

- (k) if you are a Custodian and are applying for New Shares on behalf of an Eligible Beneficiary on whose behalf you hold Lark Shares, acknowledge and agree that:
- (i) you are a Custodian (as that term is defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*);
  - (ii) you held Lark Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the SPP and that the Eligible Beneficiary has been given a copy of this Booklet;
  - (iii) you are not applying for New Shares on behalf of any Eligible Beneficiary for which Application monies of more than \$30,000 are payable under the SPP;
  - (iv) your Application will not be accepted unless you duly complete and submit a Custodian Certificate; and
  - (v) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (l) accept the risk associated with any refund that may be dispatched to you by cheque to your address shown on Lark's share register;
- (m) are responsible for any dishonour fees or other costs Lark may incur in presenting a cheque for payment which is dishonoured;
- (n) agree to be bound by the constitution of Lark (as it may be amended from time to time in the future);
- (o) acknowledge that none of Lark, its officers, advisors or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice; and
- (p) acknowledge that Lark may at any time irrevocably determine that your Application is valid, in accordance with the terms and conditions of the SPP.

#### **Discretion to scale back or increase the size of the offer**

Lark may in its absolute discretion increase the size of the SPP offer or undertake a scale back to the extent and in the manner it sees fit. If the total value of Applications received under the SPP is greater than \$5 million, Lark may increase the size of the SPP offer or scale back the number of New Shares that will be allotted under the SPP. If there is a scale back, Lark may in its absolute discretion determine the manner in which it applies the scale back. The indicative cap has been determined by Lark in consultation with its advisors having regard to the size of the Placement and the composition of Lark's share register. Any scale back or increase to the size of the SPP offer will be announced to ASX on Monday, 22 November 2021.

Accordingly, if Lark undertakes a scale back you may not receive the full amount or any of the New Shares for which you have applied. If this is the case, the difference between the Application monies received, and the number of New Shares issued to you multiplied by the Offer Price, will be refunded to you (without interest) by direct credit to your bank account (where those details have been provided to Lark) or by cheque forwarded to your address on Lark's share register. If the scale back produces a fractional number of New Shares when applied to a parcel of New Shares,

the number of New Shares allocated will be rounded down to the nearest whole number of New Shares.

#### **New Shares issued under the SPP**

New Shares issued under the SPP will rank equally in all respects with all other Lark Shares from the Allotment Date.

#### **Modification and termination of the SPP**

Lark may modify or terminate the SPP at any time.

Lark will notify ASX of any modification to, or termination of the SPP. The omission to give notice of any modification to, or termination of, the SPP or the failure of ASX to receive such notice will not invalidate that modification or termination.

#### **Dispute resolution**

Lark may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or Application, and the decision of Lark will be conclusive and binding on all participants and other persons to whom the determination relates.

Lark reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of Lark under these terms and conditions may be exercised by the directors of Lark or any delegate of the directors of Lark in their sole and absolute discretion.

#### **ASIC Relief**

This offer of New Shares under the SPP is made in accordance with the relief granted under *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*. This ASIC instrument grants relief from the requirement to prepare a prospectus for the offer of New Shares under the SPP.

#### **Contact Details**

If Eligible Shareholders have any questions regarding the SPP or how to deal with this offer, they should contact their professional advisors or stockbrokers.

If Eligible Shareholders have any questions in relation to how to participate in the SPP, they may contact Boardroom Pty Limited on (02) 9290 9600 between 8.15am and 5.30pm (Sydney time) Monday to Friday, or email any questions to the Company Secretary on [mleydin@leydinfreyer.com.au](mailto:mleydin@leydinfreyer.com.au).



Lark Distilling Co.

ACN 104 600 544

# Share Purchase Plan (SPP) - Application Form

**Record Date: 7.00pm (Sydney time) Friday, 15 October 2021**

**Open Date: Monday, 25 October 2021**

**Closing Date: 5.00pm (Sydney time) Monday, 15 November 2021**

**SPP Issue Price: refer to SPP terms**

## NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

This is an important document which requires your immediate attention. It can only be used in relation to the shareholding represented by the details above. If you are in doubt as to how to deal with this document, please contact your financial or other professional adviser.

Capitalised words used and not defined in this Application Form have the meaning given in the Share Purchase Plan Booklet dated Monday, 25 October 2021 (SPP Booklet) accompanying this Application Form.

### A Offer Details

Eligible Shareholders may apply for SPP Shares in parcels valued at \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000.

Before applying for SPP Shares you should read the SPP Booklet accompanying this Application Form and the 'Applicant's Certification and Acknowledgments' on the back of this Application Form carefully.

This SPP is non-renounceable meaning that you cannot transfer your right to purchase SPP Shares to another person. Applications can only be accepted in the name printed on the Application Form.

If you are a custodian, trustee or nominee within the definition of "custodian" (as defined in paragraph 4 of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**Custodian**), you must complete and return this Application Form together with the Custodian Certificate referred to in Section F of this Application Form.

If you do not wish to subscribe for SPP Shares under the SPP, there is no need to take any action.

### B Parcel Size

Indicate the parcel size of SPP Shares you wish to apply for by marking one box only below:

☐

A\$2,500.00

☐

A\$5,000.00

☐

A\$10,000.00

☐

A\$15,000.00

☐

A\$20,000.00

☐

A\$25,000.00

☐

A\$30,000.00

### C Payment Options

Payment may only be made by BPAY® or cheque and in Australian dollars. Cash will not be accepted. Custodians cannot make payment by BPAY®

#### Payment Option 1 - BPAY



**Biller Code:**

**Customer Reference Number  
(CRN)**

#### Telephone and Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

- To pay via BPAY® please contact your participating financial institution. If paying by BPAY® you will be deemed to have completed an Application Form for the value of SPP Shares the subject of your payment. You do not need to return this Application Form.
- Your payment must be received by the Registry by 5.00pm (Sydney time) Monday, 15 November 2021.
- Please ensure you pay the correct amount for the parcel size you wish to apply for. The number of SPP Shares issued to you will be rounded down to the nearest whole number after dividing the application monies by the Issue Price.
- You should be aware that your financial institution may implement earlier cut off times with regards to electronic payment and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY®. It is your responsibility to check that the amount to wish to pay via BPAY® does not exceed your limit.



## Payment Option 2 - Cheque

Record your cheque details below:

Drawer	Cheque No.	BSB No.	Account No.	Amount A\$

- If paying by cheque you must complete this Application Form and submit it together with your cheque.
- Only cheques in Australian dollars and drawn on an Australian branch of a financial institution will be accepted.
- Your cheque must be made payable to "Lark Distilling Co. Limited" and crossed "Not Negotiable".
- Please ensure that you submit the correct amount for the parcel size of SPP Shares you wish to apply for. If you provide a cheque for an amount that is not equal to any of the parcels, Lark may round down the dollar amount of SPP Shares that you are applying for to the next lowest parcel at its discretion.
- Make sure you send your completed Application Form and cheque allowing enough time for mail delivery so the Registry receives them no later than 5.00pm (Sydney time) on Monday, 15 November 2021.
- Please ensure sufficient cleared funds are held in your account as your cheque will be banked as soon as it is received.
- Lark reserves the right not to process any Application Forms that are incomplete or where payment is received after 5.00pm (Sydney time) Monday, 15 November 2021.

## D Contact Details

Please provide a telephone number and contact name in case we need to contact you regarding your application.

Home telephone No.	Work telephone No.	Contact name

## E Applicant's Certification and Acknowledgements

By completing and returning this Application Form with your cheque to the Registry or by making a BPAY® payment, you:

- represent and warrant that you have read and understood the SPP Booklet (including the terms and conditions of the SPP) and this Application Form in their entirety and that you acknowledge the matters, and make the representations, warranties and certifications, in the SPP Booklet and Application Form, including as to your eligibility to participate in the SPP;
  - represent and warrant that by making payment, you agree to be bound by the constitution of Lark Distilling Co. Ltd and that the submission of the payment constitutes an irrevocable offer by you to subscribe for SPP Shares on the terms of the SPP and you will be deemed to have accepted and be bound by the terms and conditions of the SPP;
  - represent and warrant that the aggregate of the application price paid for by you or on your behalf for:
    - the SPP Shares the subject of the application;
    - any other Shares applied for by you under the SPP or any similar arrangement in the 12 months before the application;
    - any other SPP Shares which you have instructed a Custodian to acquire on your behalf under the SPP; or
    - any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to a Custodian to apply for Shares on your behalf under an arrangement similar to the SPP,does not exceed \$30,000;
  - acknowledge that this Application Form does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. This Application Form may not be distributed or released in the United States. None of the SPP Shares offered under this SPP have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the **Securities Act**), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the SPP Shares to be offered and sold in this SPP may only be offered and sold to investors that are not in the United States and are not acting for the account or benefit of a person in the United States in "offshore transactions" (as defined in Regulation S under the Securities Act) in reliance on Regulation S under the Securities Act;
  - 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, and you are not otherwise a person to whom it would be illegal to make an offer of or issue of SPP Shares under this SPP and under any applicable laws and regulations; and
  - acknowledge that you may receive a lesser number of SPP Shares than the number of SPP Shares you apply for as Lark may scale back applications in its discretion, having regard to factors including the pro rata shareholding of Eligible Shareholders (as at the Record Date) who apply for SPP Shares.
- NO SIGNATURE IS REQUIRED ON THIS FORM** **THIS OFFER IS NON-RENOUNCEABLE**

Application Forms and accompanying cheques must be received no later than 5.00pm (Sydney time) on Monday, 15 November 2021 at:

### MAILING ADDRESS

Lark Distilling Co. Ltd  
C/- Boardroom Pty Limited  
GPO Box 3993  
SYDNEY NSW 2001

### HAND DELIVERY ADDRESS

Lark Distilling Co. Ltd  
C/- Boardroom Pty Limited  
Level 12, 225 George Street  
SYDNEY NSW 2000

If you require information on how to complete this Application Form, please contact the Registry from 8.15am to 5.30pm (Sydney time) Monday to Friday on 1300 737 760 (callers within Australia) or +61 2 9290 9600 (callers outside Australia) or consult your financial or other professional adviser. For all other questions, please contact your stockbroker, accountant or other professional adviser.

## F Information for Custodians

If you are a Custodian you must complete this Application Form and a Custodian Certificate and submit both documents together with your cheque before your application will be considered. Custodians cannot make payment by BPAY®. Please contact the Registry on 1300 737 760 (callers within Australia) and +61 2 9290 9600 (callers outside Australia) to obtain a copy of the Custodian Certificate. Applications received from Custodians that are not accompanied by the Custodian Certificate will be rejected. Please refer to the SPP Booklet for further information in relation to applications by Custodians.