

18 November 2019

SHARE PURCHASE PLAN OFFER DOCUMENTS

Ambertech Limited (ASX: AMO) (“Ambertech” or the “Company”) provides the attached offer documentation in respect to its recently announced partially underwritten Share Purchase Plan (“SPP”) to \$1.55 million, including a booklet which sets out the terms and conditions of the SPP.

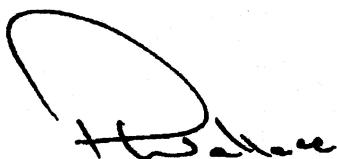
The SPP is an offer to acquire up to \$30,000 worth of new fully paid ordinary shares in the Company at \$0.11 per share. The offer is available to those Ambertech shareholders on the share register as at 7pm (AEDT) on the Record Date of Thursday, 7 November 2019, and whose registered address is in Australia or New Zealand.

Ambertech advises that the SPP booklet, together with an application form, will be mailed to eligible Ambertech shareholders on Wednesday, 20 November 2019. The Company encourages shareholders to consider the SPP offer early as it is scheduled to close on Wednesday, 11 December 2019.

No brokerage costs apply to purchases under the SPP.

The Board reserves the right to scale and close the offer early. It is important that each shareholder review the SPP Booklet as well as all Company information as announced to the ASX.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Peter Wallace", is written over a faint, circular embossed seal.

Peter Wallace
Chairman
Ambertech Limited

Ambertech Limited

ACN 079 080 158

ASX: AMO

Share Purchase Plan Offer

This is an important document.

The Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision whether or not to accept the Offer, you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure document under the Corporations Act.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO
US PERSONS

1 Key offer information

Key dates

| Event | Description | Date |
|---------------------------------------|--|---|
| Record Date | The date on which Ambertech determines Eligible Shareholders | 7:00 pm (AEDT) on Thursday, 7 November 2019 |
| Announcement Date | SPP announced | Friday, 8 November 2019 |
| Offer opens | The date from which applications for New Shares can be submitted | Wednesday, 20 November 2019 |
| Offer closes | SPP closes | 5:00 pm (AEDT) on Wednesday, 11 December 2019 |
| Issue of New Shares | Shares issued under the SPP | Wednesday, 18 December 2019 |
| Quotation Commences | Share issued under the SPP expected to commence quotation on ASX | Thursday, 19 December 2019 |
| Despatch of holding statements | Despatch of holding statements in respect of Shares issued under the Share Purchase Plan | Thursday, 19 December 2019 |

The timetable is indicative only and Ambertech may, at its discretion, vary any of the above dates by sending a revised timetable to ASX.

Defined terms and abbreviations used in this document are set out in **Clause 20** of the Terms and Conditions in **Section 4**.

Important notices

The offer contained in this document is not a recommendation to purchase Ambertech shares. If you are in any doubt about the Offer, you should consult your financial or other professional adviser.

If you apply to participate in the Offer by making a BPAY^{®1} payment or completing and returning the Application Form with a cheque or money order, you are accepting the risk that the market price of Shares may change between the date of the Offer and the Issue Date. This means it is possible that up to or after the Issue Date, you may be able to buy Shares at a lower price than the Offer Price.

Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person.

Ambertech recommends that you monitor its announcements and the Share price, which can be found on the ASX website at www.asx.com.au (ASX code: AMO). The Share price can also be found in the financial pages of major Australian metropolitan newspapers.

¹ [®] Registered to BPAY Pty Limited ABN 69 079 137 518
New Zealand based shareholders can only apply using BPAY[®] if they have an Australian bank account

Key risks

An investment in Ambertech is subject to investment risks including possible loss of income and principal invested. Ambertech does not guarantee any particular rate of return or the performance of Ambertech. Recipients should read the 'Risks' section of this document for a non-exhaustive summary of the key risks that may affect Ambertech and its financial and operating performance.

Information and liability

While the information in this document and any ancillary document has been prepared in good faith and with reasonable care, no representation or warranty, express or implied, is made as to the accuracy, adequacy or reliability of any statements, estimate, opinions or other information contained in this document. Neither the Underwriters, nor any of the Underwriters' or Ambertech's respective advisers or any of their respective affiliates, related bodies corporate, directors, officers, partners, employees and agents, have authorised, permitted or caused the issue, submission, dispatch or provision of this document and none of them makes or purports to make any statement in this document and there is no statement in this document which is based on any statement by any of them. To the maximum extent permitted by law,

Ambertech, the Underwriters and their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents:

- exclude and disclaim all liability (including, without limitation, for negligence) for any direct or indirect expenses, losses, damages or costs incurred as a result of participation in the SPP or the information in this document being inaccurate or incomplete in any way for any reason; and
- make no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of information in this document and take no responsibility for any part of this document.

The Underwriters and their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents (**Underwriter Parties**) take no responsibility for the SPP and make no recommendations as to whether any person should participate in the SPP nor do they make any representations or warranties concerning the SPP, and they disclaim (and by accepting this document you disclaim) any fiduciary relationship between them and the recipients of this document, or any duty to the recipients of this document or participants in the SPP.

In this document and any ancillary documents, unless otherwise stated or the context requires otherwise, references to 'dollar amounts', '\$', 'AUD' or 'A\$' are to Australian dollars.

Questions

If you have any questions, please contact the offer information line on 1300 737 760 (callers within Australia) or +61 2 9290 9600 (callers outside Australia), or consult your financial or other professional adviser.

2 Letter from the Chairman

Dear Shareholder,

Ambertech Limited Share Purchase Plan Offer

On behalf of the Board, I am pleased to invite you to participate in the offer of ordinary shares in Ambertech Limited ACN 079 080 158 (**Ambertech**) under the share purchase plan established by Ambertech (**Offer**).

Overview of the Offer

The Offer provides you, as an 'Eligible Shareholder' of Ambertech (subject to certain conditions), with the opportunity to acquire up to \$30,000 of New Shares at an issue price of \$0.11 per Share, subject to the Terms and Conditions detailed in this booklet.

This is the same issue price that applied to the placement to sophisticated and professional investors (**Placement**), the first tranche of which was completed by Ambertech on Thursday, 14 November 2019 and the second tranche of which is expected to be completed on Wednesday, 18 December 2019, subject to shareholder approval. Under the Offer, you may apply for New Shares from a minimum of \$1,000 up to a maximum of \$30,000.

The Offer will open at 10.00am (Melbourne time) on Wednesday, 20 November 2019 and is scheduled to remain open until 5.00 pm (Melbourne time) on Wednesday, 11 December 2019. Ambertech may, at its discretion, vary any of the above dates by sending a revised timetable to ASX.

The Offer is partially underwritten to \$1.55 million by E.L. & C. Baillieu Limited. However, Ambertech reserves the right to accept applications under the Share Purchase Plan in excess of this amount or to scale back applications in its sole discretion. If applications are scaled back, excess funds will be returned to applicants without interest.

Should Ambertech receive applications below \$1.55 million then it is this shortfall that is underwritten by E.L. & C. Baillieu Limited, which shortfall EL&C Baillieu may also arrange to be placed to sub-underwriters.

Participation in the Offer is optional and is open to 'Eligible Shareholders' who, as at the Record Date (7.00pm (Melbourne time) on Thursday 7 November 2019), were registered as holders of Shares in Ambertech and whose address on the share register is in Australia or New Zealand.

If an 'Eligible Shareholder' holds Shares as a 'custodian' (as that term is defined in the ASIC Instrument), the Offer is also being made to the Custodian and, subject to a number of conditions, the Custodian has the discretion to extend the Offer to the relevant beneficiaries.

The Offer is being undertaken in conjunction with, and supplemental to, the Placement. Proceeds of the Offer (along with the Placement) will be applied to fund the acquisition of Hills Audio Visual (**HAV**), a leading distributor in the commercial AV segment and division of Hills Limited (ASX: HIL), provide working capital to assist with the integration of HAV and Ambertech and fund transaction costs.

Full details of the Offer and how to participate are contained in the Terms and Conditions in **Section 4** of this document which I encourage you to read and consider carefully.

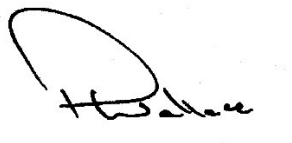
Timing Considerations

The Offer will be undertaken in accordance with the timetable as set out at page 1. However, Ambertech reserves the right to vary the dates and times set out below subject to the Corporations Act and other applicable laws.

If you have any questions, please contact the offer information line on 1300 737 760 (callers within Australia) or +61 9290 9600 (callers outside Australia), or consult your financial or other professional adviser.

Thank you for your continued support of Ambertech and I invite you to consider participating in the Offer.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Peter Wallace', with a large, stylized initial 'P'.

Peter Wallace
Chairman
Ambertech Limited

3 Frequently asked questions

Set out below are answers to some key questions that you may have about the Offer. This table is qualified by and should be read in conjunction with the Terms and Conditions in **Section 0**.

| Question | Answer |
|--|---|
| What is the Offer? | <p>The Offer enables Eligible Shareholders to apply to purchase up to A\$30,000 worth of ordinary shares in Ambertech at \$0.11 per share.</p> <p>The purchase price of \$0.11 per Share is at a 0.01% discount to the average market closing price over the five ASX trading days immediately preceding the Announcement Date, Friday, 8 November 2019, on which Ambertech shares were traded.</p> |
| Am I eligible to participate? | <p>You are eligible to participate if you fulfil the criteria set out in Clause 3 of the Terms and Conditions.</p> <p>For you to be eligible to participate in the Offer, you must have been a holder of Ambertech shares at 7.00 pm (AEDT) on Thursday, 7 November 2019 (Record Date) and your registered address must be in Australia or New Zealand.</p> <p>If you are a nominee or custodian holding shares on behalf of one or more beneficial holders, you may also apply to purchase up to A\$30,000 worth of shares on behalf of each beneficial holder, subject to complying with the criteria set out in Clause 8.2 of the Terms and Conditions.</p> |
| Do I have to participate? | Participation is optional. |
| Can I transfer my entitlement to participate? | If you are eligible to participate in the Offer, you cannot transfer your right to purchase shares under the Offer to anyone else. |
| How do I apply? | <p>To apply for shares under the Offer you can either:</p> <p>Option 1: Pay by BPAY®</p> <p>Make payment by BPAY as shown on the Application Form. New Zealand based shareholders can only apply using BPAY if they have an Australian bank account.</p> <p>Option 2: Pay by cheque or money order</p> <p>Complete and return the enclosed Application Form together with a cheque or money order made payable to "Ambertech Limited Share Purchase Plan" as shown on the Application Form.</p> |
| Can I withdraw my application? | No. Once we receive your application it is irrevocable unless otherwise agreed to by Ambertech. |
| What is the maximum investment for each shareholder? | The maximum investment for each shareholder is A\$30,000. |
| How many shares will I receive? What happens if the SPP is under- or over-subscribed? | <p>You may apply for a parcel of shares under the Offer with one of the application amounts set out in Clause 6 of the Terms and Conditions of this document.</p> <p>The Offer Price for New Shares will be \$0.11.</p> <p>The Share Purchase Plan is partially underwritten to \$1.55 million by E.L. & C. Baillieu Limited. If Ambertech receives applications in excess of A\$1.55 million, Ambertech reserves the right to accept applications in excess of this amount or to scale back applications in its sole discretion. Details about any scale back are set out in Clause 11 of the Terms and Conditions. If applications are scaled back, excess funds will be returned to applicants without interest.</p> |
| When will I receive my shares? | Ambertech intends to issue New Shares on Wednesday, 18 December 2019 (Issue Date). Holding statements in respect of those New Shares are to be dispatched by Thursday, 19 December 2019. However, these dates are indicative and Ambertech may, at its discretion, vary the Issue Date by sending a revised timetable to ASX. |
| When can I trade allocated shares? | You can trade your New Shares after the Issue Date. However, given the possibility that applications may be scaled back, you should confirm your |

| Question | Answer |
|--|--|
| | holding on or after the Issue Date before trading any New Shares you believe you have acquired under the Offer. |
| What will funds raised under the Share Purchase Plan be used for? | Proceeds of the Offer will be applied towards the acquisition of HAV, provide working capital to assist with the integration of HAV and Ambertech and transaction costs. |
| Are there any risks in participating in the SPP? | <p>There are risks associated with holding Shares and participating in the SPP.</p> <p>These risks are summarised in section 5 of this document. Eligible Shareholders are encouraged to read these risks carefully before deciding to apply for Shares under the SPP.</p> <p>In addition, there is a risk that the Offer Price may differ from the market price of Shares on the day Shares are issued or allotted to you under the SPP. The market price or value of Shares is subject to market volatility. It may be higher or lower, at any time, than the Offer Price of the Shares you receive.</p> |
| What are the tax implications? | You should consult your own taxation advisor about the tax status and implications of your investment in Shares. |

If you have any questions in relation to the SPP please call your stockbroker, accountant or other professional advisor. If you require information on how to complete the Application Form please contact the Registry on 1300 737 760 from within Australia or (+61) 9290 9600 from outside Australia between 9 am and 5 pm (Melbourne time), Monday to Friday while the Offer remains open for acceptance.

4 Terms and conditions

1 Offer

The Offer entitles eligible Ambertech shareholders to apply to purchase up to A\$30,000 worth of Shares in Ambertech at A\$0.11 per share.

2 Establishment

The Share Purchase Plan is established pursuant to the ASIC Instrument and in accordance with ASIC Regulatory Guide 125 and the ASX Listing Rules. The ASIC Instrument grants relief from the requirement to prepare a prospectus for the offer of New Shares under the Offer, subject to the satisfaction of certain conditions.

3 Eligibility to participate

3.1 You are eligible to participate in the Offer if you were a registered holder of Shares at 7.00 pm (AEDT) on Thursday, 7 November 2019 (**Record Date**) with an address on the share register in Australia or New Zealand, unless:

- (a) you hold Shares on behalf of another person who resides outside Australia or New Zealand; or
- (b) you are, or are acting for the account or benefit of, a US Person.

3.2 Ambertech has determined that it is either unlawful or impracticable for holders of Shares with an address in jurisdictions outside Australia and New Zealand to participate in the Offer.

3.3 If you are the only registered holder of a holding of Shares, but you receive more than one offer (for example, due to multiple registered holdings), you may only apply in aggregate for one maximum parcel of New Shares.

3.4 Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification under **Clause 8.1(j)** by one joint holder will be effective in respect of the other joint holder(s).

3.5 If you are a Custodian for a beneficiary or beneficiaries, you may apply for one maximum parcel of New Shares for each beneficiary (or if you are a Custodian for two or more joint beneficiaries, for each such holding as if it was held by a single person). Further information in relation to how Custodians may apply for New Shares is set out in **Clause 8.2**.

3.6 Directors and employees of Ambertech who hold Shares may be Eligible Shareholders.

4 Rights are non-renounceable

If you are an Eligible Shareholder, your rights under the Offer are personal to you and are non-renounceable, which means that you cannot transfer your rights to another person.

5 Offer price

The Offer Price for New Shares is \$0.11 per share, which is at a 0.01% discount to the volume weighted average market closing price over the five ASX trading days immediately preceding the Announcement Date, Friday, 8 November 2019, on which Ambertech shares were traded.

Important Note: Shareholders should note that there is a risk that the market price of Ambertech Shares may rise or fall between the date of this Offer and the date when New Shares are issued to you under the Offer. This means it is possible that, between the time you make your application and the date on which New Shares are issued pursuant to the Share Purchase Plan, you may be able to buy Ambertech Shares at a lower price than the Offer Price. No cooling-off regime applies in relation to the application for or acquisition of New Shares under the Offer.

6 Timing

- 6.1 The Offer opens on Wednesday, 20 November 2019 and closes at 5.00 pm (AEDT) on Wednesday, 11 December 2019 unless extended. Ambertech proposes to issue New Shares on Wednesday, 18 December 2019 and send written confirmations to shareholders by Thursday, 19 December 2019.

Applicants will also be able to confirm the number of New Shares issued to them via the Share Registry's Investor Centre at www.boardroomlimited.com.au.

- 6.2 Ambertech reserves the right to extend the Offer, or the proposed Issue Date at any time by making an announcement to ASX.

7 Applying for New Shares

- 7.1 You may apply for a parcel of New Shares under the Offer in increments of \$1,000. The minimum application amount is \$1,000. Ambertech reserves the right to accept applications outside of these set application amounts. The maximum investment under the Offer is A\$30,000.
- 7.2 The number of New Shares is rounded up to the nearest whole number after dividing the application money received by the Offer Price.
- 7.3 You may not spend more than A\$30,000 applying for New Shares in aggregate under the Offer, even though you may receive more than one offer, or offers in more than one capacity, under the Offer.
- 7.4 If you wish to apply for New Shares under the Offer you should either:
- (a) pay directly via BPAY® on the internet or by telephone, using your unique Customer Reference Number and the Biller Coder details on the Application Form (New Zealand based shareholders need to have an appropriate Australian bank account to apply using BPAY).² The Application Form does not need to be returned in this case; or
 - (b) complete the Application Form and forward it with your payment by cheque (or money order) in Australian dollars made payable to "Ambertech Limited Share Purchase Plan" to the Share Registry, at the address set out on the Application Form. A reply paid envelope is enclosed for the convenience of Australian shareholders.
- 7.5 Do not forward cash. Receipts for payment will not be issued.
- 7.6 Funds paid via BPAY or Application Forms (with application payments) must be received by the Share Registry by **5.00 pm (AEDT) on Wednesday, 11 December 2019**. Ambertech may reject applications received after this time.

² Applicants should be aware that their own financial institution may implement earlier cut off times with respect to electronic payment, and should take this into consideration when making any electronic payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received in time.

If your cheque does not clear, your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred.

- 7.7 If your Application Form or application is incomplete, contains errors or is otherwise invalid or defective, Ambertech may, in its sole discretion, accept, reject, correct or amend your application, issue such number of New Shares to you as it considers appropriate, refund your application money, or take any combination of these actions. Any necessary refund will be paid to you shortly after the close of the Offer. No interest will be paid on any refunded application money.
- 7.8 You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPAY.

8 Effect of making an application

- 8.1 If you submit a BPAY payment or complete and return the Application Form:
- (a) you will be deemed to have represented and warranted that you are an Eligible Shareholder, you have read and understood these Terms and Conditions and you subscribe for New Shares in accordance with these Terms and Conditions;
 - (b) you authorise Ambertech to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor details;
 - (c) you acknowledge that the market price of Shares may rise or fall between the date of this offer and the Issue Date and that the Offer Price you pay for the New Shares may exceed the market price of the Shares on the Issue Date;
 - (d) you accept the risk associated with any refund that may be dispatched to you at your address as shown on the share register;
 - (e) you are responsible for any dishonour fees or other costs Ambertech may incur in presenting a cheque for payment which is dishonoured;
 - (f) you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand, and accordingly, the New Shares purchased under the Offer may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
 - (g) you represent and warrant that you are not a US Person, and are not applying under the Offer for or on behalf of a US Person;
 - (h) you represent and warrant that you have not and will not send any materials relating to the Offer to any person in the United States that is, or is acting for the account or benefit of, a US Person;
 - (i) you acknowledge that you have not been provided with investment advice or financial product advice by Ambertech or the Share Registry; and
 - (j) you certify that you have not applied for, or instructed a Custodian to apply on your behalf for, New Shares with an application price which,

when aggregated with the application price for any Shares issued to you or a Custodian on your behalf under the Offer or any similar Ambertech arrangement in the 12 months prior to your application, exceeds A\$30,000. This certification by one joint holder of Shares will be effective in respect of the other joint holder(s).

8.2 If you are a Custodian, you certify:

- (a) that as at the Record Date, you hold Shares on behalf of one or more beneficiaries, and that those beneficiaries have instructed you to apply for New Shares;
- (b) details of the number of beneficiaries who have instructed you to apply for New Shares on their behalf, their names and addresses, the number of Shares you hold on their behalf and the number of New Shares they have instructed you to apply for are correct;
- (c) you have not applied for New Shares on behalf of any beneficiary with an application price which, when aggregated with the application price for any Shares issued to you on behalf of that beneficiary under the Offer or any similar Ambertech arrangement in the 12 months prior to your application, exceeds A\$30,000; and
- (d) you hold an Australian financial services licence that covers the provision of a custodial or depositary service (within the meaning given by Section 766E of the Corporations Act or includes a condition requiring the holder to comply with the requirements of ASIC class order 13/763 (or is exempt from the requirement to hold an Australian financial services licence as described in the ASIC Instrument).

8.3 A Custodian must not participate in the Offer if their participation under the Offer would breach the ASIC Instrument.

8.4 Custodians wishing to participate on behalf of one or more beneficiaries and are uncertain about how to do so should contact the Share Registry to obtain more information on how to apply and the form of certification to be given.

8.5 Please note that if you hold Shares in the capacity of a trustee or a nominee for another person but you do not hold an Australian financial services licence of the kind described in **Clause 8.2** above and you are not exempt from the requirement to hold such a licence as described in the ASIC Instrument, you cannot participate for beneficiaries in the manner outlined in **Clause 8.2** above. In this case, the rules for multiple registered holdings as described in **Clause 3.3** apply.

9 Rights attached to the New Shares

New Shares issued under the Offer will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the Issue Date. Ambertech will apply for the New Shares to be quoted on ASX.

10 Costs of participation

No brokerage costs apply to purchases under the SPP Offer.

11 Applications may be scaled back

11.1 The Share Purchase Plan is partially underwritten to \$1.55 million by E.L. & C. Baillieu Limited. However, Ambertech reserves the right to close the Offer

early, accept applications under the SPP in excess of this amount or to scale back applications in its sole discretion.

- 11.2 If applications are scaled back, Ambertech may in its absolute discretion apply the scale back to the extent and in any manner that it sees fit. If the scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be issued will be rounded down to the nearest whole number of New Shares.
- 11.3 In the event of a scale back, the difference between the application monies received, and the number of New Shares issued to you multiplied by the Offer Price, will be refunded by Ambertech, without interest, following the issue of the New Shares.

12 Refunds

- 12.1 Refunds pursuant to the Offer may be paid under various circumstances. For example, if applications are made incorrectly the entire payment may be refunded, or if allocations are scaled back a partial refund may be made.
- 12.2 If a refund is made, payment will be by cheque mailed to your address as shown on Ambertech's share register.
- 12.3 You will not receive any interest on funds refunded to you.
- 12.4 Any refund made to you is dispatched at your risk.

13 United States

- 13.1 Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person. Participation in the Offer, directly or indirectly, in violation of these restrictions is not permitted, and any such participation will be invalid.
- 13.2 This document is not an offer of securities for sale in the United States or to any person that is, or is acting for the account or benefit of, a US Person. Ambertech Shares have not been, and will not be, registered under the US Securities Act and may not be offered, sold or delivered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person, except in accordance with an available exemption from registration.
- 13.3 Because of the legal restrictions summarised above, you must not send copies of any Offer materials to any of your clients (or any other person) in the United States or to any person that is, or is acting for the account or benefit of, a US Person. Consistent with the warranties set out above, you are also advised not to submit any Application Form or make payment by BPAY or otherwise in respect of the purchase of New Shares under the Offer on behalf of any of your clients (or any other person) in the United States or that is, or is acting for the account or benefit of, a US Person. Failure to comply with these restrictions may result in violations of applicable securities laws.

14 Dispute resolution

Ambertech reserves the right to 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 Offer and the decision of Ambertech will be conclusive and

binding on all shareholders and other persons to whom the determination relates.

15 Waiver, amendment, suspension and termination

- 15.1 Ambertech may, in its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions or suspend, withdraw or terminate the Offer at any time. Any such waiver, amendment, variation, suspension, withdrawal or termination will be binding on all Eligible Shareholders even where Ambertech does not notify you of the event.
- 15.2 Ambertech is not liable for loss, cost or expense arising out of any exercise of its discretions under these Terms and Conditions.

16 ASIC relief

- 16.1 The Offer is made in accordance with the ASIC Instrument . The ASIC Instrument grants relief from the requirement to prepare a prospectus for the offer of New Shares up to A\$30,000 under the Offer, subject to certain terms and conditions.

17 Governing law

These Terms and Conditions are governed by the laws in force in Victoria.

18 Binding terms

By accepting the offer to purchase New Shares under the Offer, you agree to be bound by these Terms and Conditions and the constitution of Ambertech.

19 Partial Underwriting

The Offer is partially underwritten by E.L. & C. Baillieu Limited to A\$1.55 million.

20 Reliance on Terms and Conditions

These Terms and Conditions have been prepared in accordance with ASIC Instrument, which relates to share purchase plans that do not require a prospectus or disclosure document. Accordingly, the level of disclosure in these Terms and Conditions is considerably less than the level of disclosure required in a prospectus or other disclosure document.

Nothing in these Terms and Conditions constitutes financial or investment advice. In deciding whether or not to participate in the SPP, you should rely on your own knowledge of Ambertech, refer to disclosures made by Ambertech to ASX (which are available for inspection on ASX's website at www.asx.com.au and on Ambertech website at www.ambertech.com.au/company/asx-announcements and seek the advice of your professional adviser.

21 Privacy Notification

Ambertech and the Registry value your privacy and will take reasonable steps to protect your personal information in accordance with applicable data privacy laws and regulations. Note, however, that Ambertech and the Registry are located primarily in Australia and data privacy laws may be less strict in Australia than those of the country in which you reside when you receive this Offer.

This privacy statement sets out how information about you will be collected, held, used and disclosed to and accessed by third parties during your participation in the SPP and while you hold Shares.

Ambertech and the Registry are bound by the *Privacy Act 1988* (Cth) in relation to the collection, use and disclosure of any personal information about you. Chapter 2C of the Corporations Act requires personal information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. If we are unable to collect this personal information about you, you will be unable to participate in the SPP. This personal information must continue to be included in the public register if you cease to be a shareholder.

22 Definitions

In this document the following terms have these meanings:

| Definition | Meaning |
|-----------------------------------|--|
| AEDT | Australian Eastern Daylight Time. |
| Ambertech | Ambertech Limited ACN 079 080 158. |
| Application Form | The application form which accompanies this Share Purchase Plan Offer. |
| ASIC | The Australian Securities and Investments Commission. |
| ASX | ASX Limited or the Australian Securities Exchange, as the context requires. |
| ASIC Instrument | ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547. |
| Corporations Act | <i>Corporations Act 2001</i> (Cth). |
| Custodian | The meaning given in the Class Order. |
| Eligible Shareholder | A person who is eligible to participate in the Offer in accordance with Clause 3 of the Terms and Conditions. |
| Issue Date | The date the New Shares are issued, expected to be Wednesday, 18 December 2019. |
| New Shares | The Shares offered in the Share Purchase Plan Offer. |
| Offer | The offer of New Shares in the Share Purchase Plan Offer. |
| Offer Price | A\$0.11 per New Share, being the same price of Shares issued under the Placement to sophisticated investors which preceded this SPP. |
| Placement | has the meaning given in the Letter from the Chairman. |
| Record Date | 7pm (AEDT), Thursday, 7 November 2019. |
| Share Purchase Plan Offer | This document. |
| Share Registry | Boardroom Pty Limited. |
| Shares | Fully paid ordinary shares in Ambertech. |
| Share Purchase Plan or SPP | The Share Purchase Plan referred to in this document. |

| | |
|-----------------------------|--|
| Terms and Conditions | The terms and conditions of the Offer set out in Section 4 of this Share Purchase Plan Offer. |
| US Person | A “U.S. person” as defined in <i>Regulation S</i> under the <i>US Securities Act of 1933</i> . |
| US Securities Act | <i>US Securities Act of 1933</i> . |

5 Risks

1 Risks associated with the Placement

1.1 Underwriting risk

Ambertech has entered into an agreement with the Underwriters ("Underwriting Agreement"), under which the Underwriters will accept all New Shares offered if they are not bought by investors. If certain conditions are not satisfied or certain events occur, the Underwriters may terminate the Underwriting Agreement. The events which may trigger termination of the Underwriting Agreement include (but are not limited to) where:

- (a) Ambertech ceases to be admitted to the official list of ASX or ordinary shares are suspended from trading or quotation;
- (b) Ambertech withdraws the SPP;
- (c) there are certain delays in the timetable for the SPP without the Underwriters' consent;
- (d) any of the information documents (including this presentation and all ASX announcements after this presentation which are specific to the SPP) omit certain material required by the Corporations Act, contain a statement which is misleading or deceptive or otherwise fail to comply with the Corporations Act unless, with the consent of the Underwriters, the statement, error or omission can be remedied by supplementary disclosure;
- (e) Ambertech fails to perform any of its obligations under the Underwriting Agreement;
- (f) Ambertech contravenes its constitution, the Corporations Act or the ASX Listing Rules;
- (g) Ambertech's directors commit certain offences; or
- (h) there is a material adverse change in the assets, liabilities, financial position or prospects of Ambertech.

The ability of the Underwriters to terminate the Underwriting Agreement in respect of some events will depend on whether the event has or is likely to have a materially adverse effect on the success of the SPP, settlement of the SPP, or the value of New Shares.

If the Underwriting Agreement is terminated for any reason, then Ambertech may not receive the full amount of the SPP, its financial position may change, and it may need to take other steps to raise capital.

2 Risks associated with ordinary shares specifically

2.1 Market price of ordinary shares will fluctuate

Ordinary shares trade on ASX. The market price of ordinary shares on ASX may fluctuate due to various factors, including:

- (a) Australian and international general economic conditions (including inflation rates, the level of economic activity, interest rates and currency exchange rates), changes in government policy, changes in regulatory policy, the expressed views of regulators, investor sentiment and general

market movements, which may or may not have an impact on Ambertech's actual operating performance;

- (b) operating results that vary from expectations of securities analysts and investors;
- (c) changes in expectations as to Ambertech's future financial performance, including financial estimates by securities analysts and investors;
- (d) changes in market valuations of other financial services institutions;
- (e) changes in dividends paid to shareholders, Ambertech's dividend payout policy or Ambertech's ability to frank dividends;
- (f) announcement of acquisitions, strategic partnerships, joint ventures or capital commitments by Ambertech or its competitors;
- (g) changes in the market price of ordinary shares and/or other capital securities or other equity securities issued by Ambertech or by other issuers, or changes in the supply of equity securities or capital securities issued by Ambertech or by other issuers;
- (h) changes in laws, regulations and regulatory policy;
- (i) Ambertech's failure to comply with law, regulations or regulatory policy, which may result in regulatory investigations, inquiries, litigation, fines, penalties, infringement notices, revocation, suspension or variation of conditions of relevant regulatory licences or other enforcement or administrative action or agreements (such as enforceable undertakings); and
- (j) other major Australian and international events such as hostilities and tensions, and acts of terrorism.

It is possible that the price of ordinary shares will trade at a market price below the Offer Price as a result of these and other factors.

2.2 Dividends may fluctuate or may not be paid

Dividends are discretionary and do not accrue. The rate of dividends may fluctuate or Ambertech may not pay dividends at all. There is a risk that dividends may become less attractive compared to returns on comparable securities or investments.

None of Ambertech, Ambertech's directors or any other person guarantees any particular rate of return on ordinary shares.

2.3 Taxation

Any change to the current rate of company income tax in jurisdictions where Ambertech operates may impact on shareholder returns. Any changes to the current rates of income tax applying to shareholders, whether they are individuals, trusts or companies may similarly impact on shareholder returns.

2.4 Shareholders are subordinated and unsecured investors

In a winding up of Ambertech, shareholders' claims will rank after the claims of creditors preferred by law, secured creditors and general creditors.

Shareholders' claims will rank equally with claims of holders of all other ordinary shares.

If Ambertech were to be wound up and, after the claims of creditors preferred by law, secured creditors, general creditors and holders of subordinated instruments (including holders of hybrid securities) are satisfied, there are insufficient assets remaining, you may lose some or all of the money you invested in ordinary shares.

2.5 Future issues of debt or other securities by Ambertech

Ambertech may, at their absolute discretion, issue additional securities in the future that may rank ahead of, equally with or behind ordinary shares, whether or not secured. Additionally, certain convertible securities currently on issue or which may be issued by Ambertech in the future may be converted from debt to equity securities. Any issue or conversion of other securities may dilute the relative value of existing ordinary shares and affect your ability to recover any value in a winding up.

There are no restrictions on Ambertech raising more debt or issuing other securities (subject to restrictions imposed under the ASX Listing Rules), requiring Ambertech to refrain from certain business changes, or requiring Ambertech to operate within certain ratio limits.

An investment in ordinary shares carries no right to participate in any future issue of securities (whether equity, hybrid, debt or otherwise) by Ambertech, other than future pro rata issues if the shareholder is eligible to participate in the pro rata issue under relevant laws.

No prediction can be made as to the effect, if any, such future issues of debt or other issues of securities by Ambertech may have on the market price or liquidity of ordinary shares.

2.6 Other external events

Acts of terrorism, an outbreak of international hostilities, labour strikes, civil wars or fires, floods, earthquakes, cyclones and other natural disasters (including where the frequency and severity of such events increase as a result of the effects of climate change) may cause an adverse change in investor sentiment with respect to Ambertech specifically or the share market more generally, which could have a negative impact on the value of an investment in ordinary shares.