

## SUPPLEMENTARY PROSPECTUS

### Important information

This supplementary prospectus (**Supplementary Prospectus**) is issued by Waterman Holdings Limited ACN 632 514 973 (**Company**), is dated 23 October 2019 and was lodged with ASIC on that date.

This Supplementary Prospectus is intended to be read together with the prospectus issued by the Company dated 18 September 2019 (**Prospectus**). This Supplementary Prospectus provides information regarding an extension to the Offer as described below and makes consequential changes to certain defined terms used in the Prospectus. Capitalised terms defined in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus is available in electronic form on the Company's website at [www.waterman.com.au/offer](http://www.waterman.com.au/offer). A hard copy of this Supplementary Prospectus together with the Prospectus is also available on request as set out in the Prospectus.

ASIC and its officers take no responsibility for the contents of this Supplementary Prospectus.

### Changes to Offer dates

The Company is exercising its right to extend the Offer under the Prospectus and is varying the structure of the Offer to have two closings to allow the Company to settle part of the Offer once (and provided that) the Minimum Subscription is reached (**First Closing**) on a date determined by the Board (**First Closing Date**) and extend the balance of the Offer (or the entire Offer, if there is no First Closing) until the revised final Closing Date as shown in the timetable below (**Final Closing Date**).

The First Closing will be subject to the Minimum Subscription being raised. No CPS or RCPS may be issued unless the Minimum Subscription is raised. Once the Minimum Subscription is raised, the Board may determine to have a First Closing. Applicants who have already submitted their Applications to the Company do not need to do anything further for the First Closing to occur. The Company will notify Applicants of the First Closing Date by notice on the offer page of its website at [www.waterman.com.au/offer](http://www.waterman.com.au/offer).

Following the First Closing Date, the Company will issue RCPS and/or CPS to those Applicants who had submitted Applications under the Offer which were accepted and processed by the Company and who had paid their application money in full by such date. The Company will have access to and be entitled to use the funds raised from those Applicants immediately after the First Closing Date.

The Company will have the right to continue to accept Applications after the First Closing Date until the Final Closing Date on which the final closing under the Offer will occur (**Final Closing**), to allow the Company to raise up to the Maximum Subscription. Accordingly, the First Closing will not affect the Company's ability to raise any shortfall amount.

Other than as set out above and below, all details in relation to the Prospectus remain unchanged. In particular, there is no change to the Minimum Subscription or Maximum Subscription under the Prospectus.

### Revised timetable

The new indicative timetable for the Offer is as follows, which replaces the timetable set out in the Prospectus.

Event	Date
Lodgement of Prospectus with ASIC	18 September 2019
Offer opens	2 October 2019

Lodgement of this Supplementary Prospectus with ASIC	23 October 2019
First Closing Date (if applicable)	As determined by the Board following satisfaction of the Minimum Subscription condition.
Issue of CPS and RCPS under the First Closing ( <b>First Allotment Date</b> ) (if applicable)	4 business days after the First Closing Date
Expected date for dispatch of holding statements for First Closing (if applicable)	2 business days after First Allotment Date
Final Closing Date	5:00pm on 10 December 2019
Issue of CPS and RCPS under the Final Closing ( <b>Final Allotment Date</b> )	16 December 2019
Expected date for dispatch of holding statements for Final Closing	18 December 2019

These dates and times are indicative only. The Company reserves the right to further vary the dates and times of the Offer without prior notice, subject to the Corporations Act. In particular, the Company reserves the right to close the Offer or any part of it early or to extend the Offer Period relating to any part of the Offer, or to accept late Applications, either generally or in particular cases, in each case without notifying any recipient of this Supplementary Prospectus, the Prospectus or any Applicants.

#### **Amendment to definitions**

The defined terms in the Glossary in Appendix 3 of the Prospectus set out in column 1 of the table below are amended by replacing their definitions with the definitions set out in the corresponding cell in column 2 of the table below.

<b>Term</b>	<b>Definition</b>
Allotment Date	The Final Allotment Date.
Closing Date	The First Closing Date or the Final Closing Date, as the context requires.
Prospectus	This prospectus, dated 18 September 2019, for the issue of CPS and RCPS to raise up to \$35,000,000 as supplemented by the supplementary prospectus dated 23 October 2019 (including the electronic form of those documents).

In accordance with section 720 of the Corporations Act, each director of the Company has consented to the lodgement of this Supplementary Prospectus with ASIC.



Neville Waterman  
 Director and Chief Executive Officer  
 for and on behalf of  
 Waterman Holdings Limited