



ABN 53 075 582 740

## ASX ANNOUNCEMENT

15 November 2022

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### **Bionomics Limited Announces Proposed Underwritten Offering of American Depositary Shares in the United States**

Bionomics Limited (ASX: BNO, Nasdaq: BNOX), ("Bionomics" or the "Company"), a clinical-stage biopharmaceutical company developing novel, allosteric ion channel modulators designed to transform the lives of patients suffering from serious central nervous system ("CNS") disorders with high unmet medical need, today announced that it intends to offer and sell, subject to market and other conditions, its American Depositary Shares ("ADSs"), each representing 180 ordinary shares of Bionomics, in an underwritten public offering (the "Offering").

All ADSs to be offered in the Offering will be sold by Bionomics. In addition, Bionomics intends to grant the underwriters an option to purchase up to an additional 15% of the ADSs offered in the Offering within 30 days after the closing of the Offering at the public offering price, less underwriting discounts. There can be no assurance as to whether or when the Offering may be completed, or as to the actual size or terms of the Offering.

**Aegis Capital Corp. is acting as the lead underwriter, and Berenberg is acting as a joint book-running manager for the Offering.**

A final prospectus relating to this Offering will be filed with the U.S. Securities and Exchange Commission ("SEC") and will be available on the SEC's website located at <http://www.sec.gov>. The Offering will be made only by means of a prospectus under the U.S. Securities Act of 1933. Electronic copies of the final prospectus relating to and describing the terms of the Offering may be obtained, when available, from (i) Aegis Capital Corp., Attention: Syndicate Department, 1345 Avenue of the Americas, 27th floor, New York, NY 10105, by telephone at (212) 813-1010 or by email at [syndicate@aegiscap.com](mailto:syndicate@aegiscap.com); or (ii) Berenberg Capital Markets LLC, Attention: Investment Banking, 1251 Avenue of the Americas, 53rd Floor, New York, NY 10020, by telephone at 646-949-9000 or by email at [prospectusrequests@berenberg-us.com](mailto:prospectusrequests@berenberg-us.com). Australian investors are only eligible to invest under the prospectus if they are exempt from disclosure as sophisticated or professional investors under the Corporations Act 2001 (Cth).

The Company intends to issue the underlying Bionomics shares under the Company's existing placement capacity under ASX Listing Rule 7.1 and 7.1A.

A registration statement on Form F-1 relating to these securities has been filed with the SEC but has not been declared effective by the SEC. These securities may not be sold, nor may offers to buy these securities be accepted, prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation, or sale would be unlawful prior to registration

or qualification under the securities laws of any such state or jurisdiction. As disclosed in the registration statement, the underwriters may purchase and sell ADSs in the open market.

Released on authority of the Company Secretary.

#### **FOR FURTHER INFORMATION PLEASE CONTACT:**

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#### **About Bionomics Limited**

Bionomics Limited (ASX: BNO, Nasdaq: BNOX) is a clinical-stage biopharmaceutical company developing novel, allosteric ion channel modulators designed to transform the lives of patients suffering from serious central nervous system (“CNS”) disorders with high unmet medical need. Bionomics is advancing its lead product candidate, BNC210, an oral, proprietary, selective negative allosteric modulator of the  $\alpha 7$  nicotinic acetylcholine receptor, for the acute treatment of Social Anxiety Disorder (“SAD”) and chronic treatment of Post-Traumatic Stress Disorder (“PTSD”). Beyond BNC210, Bionomics has a strategic partnership with Merck & Co., Inc (known as MSD outside the United States and Canada) with two drugs in early-stage clinical trials for the treatment of cognitive deficits in Alzheimer’s disease and other central nervous system conditions.

#### **Factors Affecting Future Performance**

This announcement contains “forward-looking” statements within the meaning of the U.S. federal securities laws. Any statements contained in this announcement that relate to prospective events or developments, including, without limitation, statements related to the proposed Offering are deemed to be forward-looking statements. Words such as “believes,” “anticipates,” “plans,” “expects,” “projects,” “forecasts,” “will” and similar expressions are intended to identify forward-looking statements. There are a number of important factors that could cause actual results or events to differ materially from those indicated by these forward-looking statements, including market conditions and uncertainties related to the satisfaction of customary closing conditions and completion of the Offering. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise. Actual results could differ materially from those discussed in this press release.