

UBI Signs Non-Binding Term Sheet for A\$8.5m Funding

HIGHLIGHTS

- Universal Biosensors, Inc. has signed a non-binding term sheet for a senior secured loan facility of up to A\$8.5 million with substantial securityholder, Viburnum Funds Pty Ltd and potentially other parties arranged by Viburnum Funds Pty Ltd.
- The proposed transaction is subject to satisfaction of certain conditions, including obtaining securityholder approval and the negotiation of formal legally binding documentation.
- The Company intends to undertake an equity raising to provide existing securityholders with an opportunity to participate in the Company's potential growth.
- Given his association with Viburnum, Non-Executive Director, Mr. Craig Coleman, has resigned from the Board of the Company to avoid any potential conflicts of interests as the transaction progresses.

Universal Biosensors, Inc. (ASX: UBI) (**Company**) is pleased to announce it has signed a non-binding term sheet with its substantial securityholder, Viburnum Funds Pty Ltd (**Viburnum**), in respect of a senior secured loan facility of up to A\$8.5 million (**Proposed Transaction**).

OVERVIEW OF THE PROPOSED TRANSACTION

The non-binding term sheet for the Proposed Transaction outlines the general terms pursuant to which the Company will, subject to final negotiation of the definitive terms, enter into a binding facility agreement with Viburnum (**Facility Agreement**). The Facility Agreement will include customary terms and conditions for a facility of this nature.

The Proposed Transaction also contemplates that the Company will undertake an equity raising, which is expected to take the form of a Security Purchase Plan, to provide existing securityholders with the opportunity to participate in the Company's potential growth.

If the Proposed Transaction proceeds, the funds provided under the Facility Agreement and the proceeds raised under the associated equity raising will be used for general working capital purposes.

The key terms of the non-binding term sheet are summarised below:

- **Facility Limit:** Up to A\$8.5 million comprising:
 - **First Draw:** A\$3.5 million available upon securityholder approval of the Proposed Transaction being obtained (see below); and

- **Second Draw:** Up to A\$5 million available in the period of 60 days to 120 days after the First Draw, subject to the approval of Viburnum.
- **Security:** First ranking general security over the assets of the Company.
- **Term:** 18 months from the First Draw.
- **Interest Rate:** 15% per annum, capitalised and payable in two instalments at 12 months and 18 months from the First Draw.
- **Royalty:** A perpetual royalty of 10% on gross revenue from the Company's water and wine testing strips, with the royalty increasing to 15% where the Second Draw is utilised by the Company.
- **Arrangement Fee:** 5% of the Facility Limit, payable in options over UBI ordinary securities issued to Viburnum, with an exercise price of A\$0.05 and a three-year term. The number of options will be calculated by reference to a customary option value calculation and will be issued as soon as practicable following securityholder approval.
- **Conditions:** Completion of the Facility Agreement will be conditional upon certain matters being satisfied, including:
 - securityholder approval being obtained for several features of the Proposed Transaction, which will be sought at a General Meeting of the Company expected to be held on or about Friday, 29 August 2025;
 - recommendation by the Independent Non-Executive Directors of the Company that securityholders vote in favour of the Proposed Transaction;
 - the Company progresses initiatives to divest its healthcare and HRL assets prior to entry into the Facility Agreement;
 - Viburnum being granted the right to appoint an observer at all Board meetings of the Company;
 - the Company using its best endeavours to launch an ordinary equity offer under a Security Purchase Plan prior to any request by the Company under the Second Draw; and
 - completion of due diligence investigations on the Company to the satisfaction of Viburnum.

The non-binding term sheet is subject to negotiation and agreement of formal binding documentation. There is no certainty that such agreement will be reached and whether the final terms of the agreement will be consistent with those set out above.

INDICATIVE TIMETABLE

The indicative timeline for the Proposed Transaction is as follows:

EVENT	EXPECTED DATE
The Company and Viburnum execute the non-binding term sheet	Wednesday, 2 July 2025
Completion of due diligence process	Friday, 8 August 2025
Negotiation and execution of the binding Facility Agreement	Friday, 8 August 2025
Filing of preliminary Notice of General Meeting of Securityholders	Friday, 8 August 2025
General Meeting of Securityholders to approve the Proposed Transaction	Friday, 29 August 2025

The timetable is indicative only and may be changed at the absolute discretion of UBI, subject to agreement with Viburnum.

RESIGNATION OF MR. CRAIG COLEMAN

The Company also advises that Mr. Craig Coleman has resigned as a Non-Executive Director of the Company, effective 30 June 2025.

Mr. Craig Coleman is the Executive Chairman and founding shareholder of Viburnum. As such, Viburnum is considered to be an associate of Mr. Coleman, who is a "related party" of the Company (as that term is defined in the ASX Listing Rules).

In the interests of good corporate governance and to avoid any potential for conflicts of interests as the Proposed Transaction progresses, Mr. Coleman has decided to tender his resignation.

Mr. Coleman has served on the Board since 2016 and has been a significant contributor to the Company's strategic direction and growth. The Board acknowledges and thanks him for his valuable service and commitment over the years and looks forward to continuing to strengthen its relationship with Viburnum as a key stakeholder in the Company.

Chair Mr McLean said, "On behalf of the Board and management, I would like to thank Mr. Coleman for his dedication and leadership and his contribution towards leading the Company through a period of significant transformation. We wish him all the best in his future endeavours."

End

Announcement authorised by the Board of Directors of Universal Biosensors, Inc.

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About Universal Biosensors

Universal Biosensors, founded in 2001, specialises in the design and development of electrochemical cells (strips) used in conjunction with point of use devices that are used in various industries such as healthcare (point of care), wine, food, and agriculture. UBI's ambition is to build a multi product stable of biosensors in large markets which generate ongoing revenue streams. For additional information regarding Universal Biosensors, Inc., refer to: <http://www.universalbiosensors.com>.

Forward-Looking Statements

The statements contained in this release that are not purely historical are forward-looking statements within the meaning of the US Securities Exchange Act of 1934. Forward-looking statements in this release include statements regarding our expectations, beliefs, hopes, intentions or strategies. All forward-looking statements included in this release are based upon information available to us as of the date hereof, and we assume no obligation to update any such forward-looking statement as a result of new information, future events or otherwise. Our actual results could differ materially from our current expectations. We cannot assure you when, if at all, the proposals outlined in this release will occur, and the terms of any such proposal are subject to change. Factors that could cause or contribute to such differences include, but are not limited to, factors and risks disclosed from time to time in reports filed with the SEC.

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