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ASX ANNOUNCEMENT

20 March 2019

DESPATCH OF SPP OFFER BOOKLET AND APPLICATION FORM

Appen Limited (**Appen**) (**ASX: APX**) announces that it has today despatched the share purchase plan offer booklet (**SPP Offer Booklet**) and personalised application form to shareholders who are eligible to participate in the share purchase plan announced on Monday, 11 March 2019 (**SPP Offer**).

SPP Offer Booklet

A copy of the SPP Offer Booklet has been released on the ASX announcements platform today. The SPP Offer Booklet contains information for Eligible Shareholders (defined below) in relation to the SPP Offer.

Eligible Shareholders who wish to participate in the SPP Offer must read the SPP Offer Booklet carefully before applying, including the risks related to Appen and the risks of investing in Appen shares set out in the investor presentation released to ASX on Monday, 11 March 2019. Participation in the SPP Offer is entirely voluntary. If an Eligible Shareholder is unsure of what action to take, they should consult their financial or other professional adviser as soon as possible.

Eligible shareholders

“Eligible Shareholders” are those shareholders who (i) were entered in Appen’s share register as a holder of Appen shares at 7.00pm (Sydney time) on Friday, 8 March 2019, and (ii) have an address on Appen’s share register in Australia and New Zealand, and (iii) are not in the United States or acting for the account or benefit of persons in the United States.

Eligible Shareholders who are nominees or custodians holding shares on behalf of eligible beneficiaries (as defined in the SPP Offer Booklet) may also participate in the SPP Offer.

How to apply

The SPP Offer will close at **5:00pm (Sydney time) on Thursday, 4 April 2019 (Closing Date)**. Eligible Shareholders who wish to participate in the SPP Offer are encouraged to apply as soon as possible and before the Closing Date.

Eligible Shareholders may apply by either following the instructions in the SPP Offer Booklet and the personalised application form accompanying the SPP Offer Booklet (once received through the post) or, in order to expedite and facilitate applications, may apply on-line from today by clicking on the SPP Offer website button at www.appen.com. A copy of an Eligible Shareholder’s personalised application form can also be obtained from the SPP Offer website.

Eligible Shareholders must pay their application monies in Australian currency only (either by BPAY[®] through their Australian financial institution or by cheque).

Enquiries on the SPP Offer

If you have any questions in relation to the SPP Offer, or how to participate in the SPP Offer, please contact the Appen Offer Information Line on **1300 306 276** (from within Australia) or **+61 1300 306 276** (from outside Australia) between 8.30am and 5.30pm (Sydney time) from today until the closing date of the SPP Offer on Thursday, 4 April 2019.



ABOUT APPEN

Appen is a global leader in the development of high-quality, human annotated datasets for machine learning and artificial intelligence. Appen brings over 20 years of experience collecting and enriching a wide variety of data types including speech, text, image and video. With deep expertise in more than 180 languages and access to a global crowd of over 1,000,000 skilled contractors, Appen partners with leading technology, automotive and eCommerce companies – as well as governments worldwide - to help them develop, enhance and use products that rely on natural languages and machine learning.

IMPORTANT NOTICE

*This announcement may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or in any other jurisdiction in which such an offer would be illegal. The shares to be issued under the SPP Offer (**New Shares**) have not been, and will not be registered under the U.S. Securities Act of 1933, as amended (**U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, in the United States, or to a person acting for the account or benefit of a person in the United States, unless they have been registered under the U.S. Securities Act (which Appen has no obligation or intention to do or procure), or are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws. The New Shares to be offered and sold under the SPP Offer will only be sold to persons (i) outside the United States and (ii) who are not acting for the account or benefit of persons in the United States in 'offshore transactions' (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act.*

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