

29.05.18

ASX ANNOUNCEMENT

ASX Market Announcements
Australian Securities Exchange Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

NOTICE OF EXTRAORDINARY GENERAL MEETING

Admedus Limited (ASX:AHZ) Extraordinary General Meeting will be held at 9:00 AM AEST on Thursday, 28 June 2018 at:

Jones Day
Level 31, Riverside Centre
123 Eagle Street
BRISBANE, QUEENSLAND

The Notice of Meeting and Explanatory Memorandum and Voting Form is being mailed to all shareholders. A copy of these documents follows this announcement and they can be viewed on the Admedus website at www.admedus.com.au.

A copy of this document has been lodged with the ASX today and is available on the Admedus website at www.admedus.com.au.

ENDS

For and on behalf of the Board

Catherine Costello
Company Secretary

Admedus Limited
ABN 35 088 221 078

Registered Office
Level 9
301 Coronation Drive
Milton QLD 4064

Customer Service
T 1300 550 310
F 1300 880 398

International
T: +61 8 9266 0100
F: +61 8 9266 0199

E: info@admedus.com
W: www.admedus.com

Brisbane • Minneapolis
Zurich • Singapore



NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Admedus Ltd ACN 088 221 078 (**Company**) Extraordinary General Meeting will be held at Jones Day, Level 31, Riverside Centre, 123 Eagle Street, Brisbane, Queensland on Thursday 28 June 2018 at 09.00 am AEST (the **Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form form part of this Notice.

The directors of the Company (the **Directors**) have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company on 26 June 2018 at 09:00 am AEST.

AGENDA

Resolution 1 – Approval to issue Shares to Mr Mathew Ratty: To consider and, if thought fit, to pass the following ordinary resolution:

"That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 1,666,666 Shares to Mr Mathew Ratty (and/or his nominee) at an issue price of \$0.30 per Share and on the terms and conditions in the Explanatory Memorandum."

Resolution 2 – Approval to issue Shares to Mr Wayne Paterson: To consider and, if thought fit, to pass the following ordinary resolution:

"That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 166,667 Shares to Mr Wayne Paterson (and/or his nominee) at an issue price of \$0.30 per Share and on the terms and conditions in the Explanatory Memorandum."

Resolution 3 – Approval to issue Shares to Mr John Seaberg: To consider and, if thought fit, to pass the following ordinary resolution:

"That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 166,667 Shares to Mr John Seaberg (and/or his nominee) at an issue price of \$0.30 and on the terms and conditions in the Explanatory Memorandum."

Resolution 4 – Approval to issue Shares to Mr Simon Buckingham: To consider and, if thought fit, to pass the following ordinary resolution:

"That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 333,333 Shares to Mr Simon Buckingham (and/or his nominee) at an issue price of \$0.30 per Share and on the terms and conditions in the Explanatory Memorandum."

Resolution 5 – Ratification of Placement: To consider and, if thought fit, to pass the following ordinary resolution:

"That for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders ratify the prior issue of 17,666,667 Shares at an issue price of \$0.30 per Share and on the terms and conditions in the Explanatory Memorandum."

BY ORDER OF THE BOARD OF DIRECTORS

Catherine Costello
Company Secretary
Dated: 29/05/2018

EXPLANATORY MEMORANDUM FOR NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

This Explanatory Memorandum and the attachments to it (including the Proxy Form) are important documents. They should be read carefully. Other than the information set out in this Notice, the Company believes that there is no other information that would be reasonably required by Shareholders to pass Resolutions 1 to 5 (inclusive).

Resolutions 1 to 4 (inclusive): Approval to Issue Shares to Directors

Resolutions 1 to 4 (inclusive) seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of \$699,999.90 worth of Shares to Messrs Ratty, Buckingham, Paterson and Seaberg (or their nominees) as part of the Placement referred to in Resolution 5 (together the **Directors' Shares**). The Company will issue 1,666,666 Shares to Mr Ratty, 333,333 Shares to Mr Buckingham, 166,667 Shares to Mr Paterson, and 166,667 Shares to Mr Seaberg, at an issue price of \$0.30. The issue of the Directors' Shares will raise \$699,999.90 exclusive of costs. The Directors' Shares will rank equally in all respects with the Company's existing Shares on issue. The Directors' Shares will be issued no later than one month after the date of the Meeting (or such longer period of time as ASX may in its discretion allow).

The Company notes that it entered into an agreement to issue Shares to Mr Mathew Ratty (subject to Shareholder approval) prior to Mr Mathew Ratty's resignation as a Director of the Company on 20 May 2018. As Mr Mathew Ratty was a Director at the time the Company agreed to issue Shares to him, it remains necessary for Shareholders to approve the issue of Shares pursuant to Listing Rule 10.11. A reference to a 'Director' in this Explanatory Memorandum concerning resolutions 1 to 4 includes a reference to Mr Mathew Ratty.

The primary purpose for the grant of the Directors' Shares is to raise capital that will be used to provide funding support for (a) ADAPT pipeline development acceleration, (b) TAVR project development, and (c) general working capital.

Pursuant to Listing Rule 7.2, exception 14, the effect of passing Resolutions 1 to 4 (inclusive) will be to allow the Company to issue \$699,999.90 worth of Shares to the Directors (or their nominees) without using up the Company's 15% placement capacity under Listing Rule 7.1. As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required.

Each Director has an interest in Resolutions 1 to 4 (inclusive) and therefore believes it inappropriate to make a recommendation. The Chairman intends to exercise all available proxies in favour of Resolutions 1 to 4 (inclusive). If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on any of Resolutions 1 to 4 (inclusive), by signing and returning the Proxy Form, you are giving your express authorisation to allow the Chairman to vote the proxy in accordance with the Chairman's intention.

The Company will disregard any votes cast on Resolutions 1 to 4 (inclusive) by the Director associated with the specific resolution and any of their associates. The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 5: Ratification of Placement

On 10 May 2018 the Company announced a successful placement to institutional and sophisticated investors (as defined by the *Corporations Act 2001* (Cth)) under Listing Rule 7.1 to raise approximately \$5,300,000 exclusive of costs (**May 2018 Placement**). The Company engaged CCZ Corporate Finance Pty Ltd to identify institutional and sophisticated investors and manage the May 2018 Placement. The Shares were issued at an issue price of \$0.30 per Share. The Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue and were issued on the same terms and conditions as the Company's existing Shares. Funds raised from the May 2018 Placement will be used to provide funding support for (a) ADAPT pipeline development acceleration, (b) TAVR project development, and (c) general working capital.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 of the issue of 17,666,667 Shares issued under the May 2018 Placement. Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1. The effect of passing Resolution 5 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without obtaining prior Shareholder approval.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5. The Chairman intends to exercise all available proxies in favour of Resolution 5. If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on any of Resolutions 1 to 4 (inclusive), by signing and returning the Proxy Form, you are giving your express authorisation to allow the Chairman to vote the proxy in accordance with the Chairman's intention.

The Company will disregard any votes cast on this Resolution by any person who participated in the May 2018 Placement and any associates of that person (or those persons), unless:

- (a) it is cast by the person as proxy for a person who is entitled to vote (in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

Definitions

In this Notice, including this Explanatory Memorandum:

Chairman	means the person appointed to chair the Meeting, or any part of the Meeting, convened by this Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.



Admedus Ltd
ABN 35 088 221 078

AHZ

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the notice of meeting online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 9:00am (AEST) Tuesday 26 June 2018**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Admedus Ltd hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Admedus Ltd to be held at **Jones Day, Level 31 Riverside Centre, 123 Eagle Street, Brisbane, Queensland on Thursday 28th June 2018 at 9:00am (AEST)** and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 1, 2, 3 & 4** (except where I/we have indicated a different voting intention below) even though **Items 1, 2, 3 & 4** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 1, 2, 3 & 4** by marking the appropriate box in step 2 below.

STEP 2

Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Approval to Issue Shares to Mr Mathew Ratty	☐	☐	☐
2 Approval to Issue Shares to Mr Wayne Paterson	☐	☐	☐
3 Approval to Issue Shares to Mr John Seaberg	☐	☐	☐
4 Approval to Issue Shares to Mr Simon Buckingham	☐	☐	☐
5 Ratification of Placement	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

_____ / /

Date

AHZ

239251A

Computershare +