



Unit 1 50 Parker Court Pinkenba QLD 4008 Australia

www.impedimed.com

28 June 2019

Dear Shareholder

ImpediMed Limited Entitlement Offer – notice to shareholders

ImpediMed Limited (ABN 65 089 705 144) (ASX: IPD) (**ImpediMed** or the **Company**) has announced a fully underwritten, non-renounceable pro rata entitlement offer of up to approximately 126.6 million new fully paid ordinary shares in the Company (**New Shares**), at an issue price of \$0.11 per New Share (**Issue Price**), to raise up to approximately \$13.9 million (before costs and expenses) (**Entitlement Offer**).

Under the Entitlement Offer, shareholders of the Company (**Shareholders**) who will be eligible to participate in the Entitlement Offer, as described below (**Eligible Shareholders**), have the opportunity to subscribe for 1 New Share for every 3 fully paid ordinary shares in the Company (**Shares**) of which they are the registered holder as at 7.00pm (AEST) on 2 July 2019 (**Record Date**). The Entitlement Offer is non-renounceable.

Eligible Shareholders will be those Shareholders who:

- a) are registered as a holder of Shares as at 7.00pm (AEST) on 2 July 2019;
- b) have a registered address in Australia or New Zealand; and
- c) are not in the United States and not a “U.S. person”, as defined in Regulation S under the U.S. Securities Act of 1933 (**U.S. Person**) and not acting for the account or benefit of any person in the United States or any U.S. Person; and
- d) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

If you are (or appear to ImpediMed to be) an Eligible Shareholder, you will be sent an Offer Booklet relating to the Entitlement Offer and personalised Entitlement and Acceptance Form on or about 5 July 2019, which contains important information about the Entitlement Offer and sets out the number of New Shares you are entitled to purchase under the Entitlement Offer (assuming you are an Eligible Shareholder). A copy of the Offer Booklet has also been lodged with the ASX and is available on the ASX website at www.asx.com.au and ImpediMed’s website at www.impedimed.com.

Shareholders with registered addresses in countries other than Australia or New Zealand will not be sent an Offer Booklet or personalised Entitlement and Acceptance Form.

ImpediMed expects the Entitlement Offer to be conducted according to the timetable set out at the end of this letter.

Underwriting and brokers

The Entitlement Offer is fully underwritten by Canaccord Genuity (Australia) Limited and Wilsons Corporate Finance Limited (**Underwriters**). In consideration for their services, the Underwriters will receive an aggregate fee comprised of a management fee of 2% of the gross proceeds raised under the Entitlement Offer (**Gross Proceeds**) (plus GST) and an underwriting fee of 3.5% of the aggregate Gross Proceeds (except in respect of any proceeds from Allan Gray Australia Pty Ltd and its related entities where the underwriting fee will be reduced to 1%) (plus GST).

If Shareholders do not take up their pro rata entitlements under the Entitlement Offer, the shortfall will be allocated to the Underwriters and sub-underwriters.

Purpose and use of funds

ImpediMed intends to apply the proceeds from the Entitlement Offer towards:

- expanding reimbursement in the US market;
- expanding sales and marketing in the US market;
- software enhancements;
- Heart Failure clinical trials; and
- general working capital purposes.

Further information on the use of funds is contained in the Offer Booklet.

Capital structure

ImpediMed will issue up to approximately 126.6 New Shares under the Entitlement Offer and so will have up to 506,405,316 ordinary shares on issue on completion of the Entitlement Offer. As noted above, the actual number of New Shares to be issued will depend on the shareholdings of Eligible Shareholders as at the Record Date.

The New Shares will have the same terms as the Shares currently on issue and will rank equally with them in all respects. Fractional entitlements to New Shares will be rounded up to the nearest whole number of New Shares.

ImpediMed also has 30,842,088 unquoted options on issue. Each option, if exercised, will entitle the holder to be issued one share. Optionholders have been sent a notice alerting them to the Entitlement Offer.

How to accept

The Entitlement Offer is currently scheduled to close at 5.00pm (AEST) on 16 July 2019. If you are an Eligible Shareholder and wish to subscribe for New Shares, you must ensure that your application and payment is received by this time in accordance with the instructions in the Offer Booklet and your personalised Entitlement and Acceptance Form.

For further information regarding the Entitlement Offer, please call the Entitlement Offer Information Line on 1300 131 543 (within Australia) and +61 1300 131 543 (from outside Australia) between 8.30am and 5.30pm (AEST) on business days during the offer period for the Entitlement Offer.

Yours sincerely



Leanne Ralph
Company Secretary

Key dates for shareholders

Announcement of Entitlement Offer	Thursday, 27 June 2019
Ex date	Monday, 1 July 2019
Record Date to determine entitlement to participate in the Entitlement Offer	7.00pm on Tuesday 2 July 2019
Dispatch Offer Booklet and Entitlement and Acceptance Form to Eligible Shareholders	Friday, 5 July 2019
Entitlement Offer opens	Friday, 5 July 2019
Entitlement Offer closes	5.00pm on Tuesday, 16 July 2019
Shortfall announced to ASX	Friday, 19 July 2019
Issue of New Shares under Entitlement Offer	Wednesday, 24 July 2019
New Shares under Entitlement Offer commence trading on the ASX	Thursday, 25 July 2019
Dispatch of holding statements	Friday, 26 July 2019

Dates and times are indicative only and subject to change. All dates and times are references to Australian Eastern Standard Time.