



Boston, United States
Sydney, Australia
28 February 2018 AEDT

GI Dynamics, Inc. Announces Results of Adjourned Special Meeting

BOSTON and SYDNEY — 28 February 2018 — GI Dynamics®, Inc. (ASX:GID), a medical device company that is developing EndoBarrier®, held an adjourned Special Meeting on Tuesday, 27 February 2018 at 3:00pm Eastern Standard Time (being Wednesday, 28 February 2018 at 7:00am Australian Eastern Daylight Time) and, in accordance with ASX Listing Rule 3.13.2, is pleased to announce the results of the resolutions put to stockholders as set forth in the Proxy Statement dated 6 February 2018 (Proxy Statement).

The resolutions put to stockholders with respect to the ~2m AUD Private Placement first announced on 23 January 2018 (and detailed in the Proxy Statement) have now been voted on at a Special Meeting of the stockholders of GI Dynamics. All resolutions (detailed below) have passed.

The issue price for CDIs under the Placement was 3.5 cents AUD per CDI (Placement CDIs) and consisted of a new investor and significant existing investor participation.

The Placement CDIs to be issued under the second tranche of the Placement will be issued after receipt of all second tranche funds and will rank equally in all respects with CDIs on issue at the date of allotment.

Number 1. Ratification of prior issue of CDI's under the Placement:

For the purposes of Australian Securities Exchange ("ASX") Listing Rule 7.4 and for all other purposes, to ratify the prior issue by the Company of 28,467,063 CDIs (equivalent to 569,341 shares of common stock of the Company ("Shares")) in the capital of the Company with an issue price of 3.5 cents AUD per CDI under the first tranche of the Placement to select sophisticated and professional investors in Australia and the United States on the terms and conditions set out in the Proxy Statement has passed.

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Number 2. Participation by Related Party in the Placement:

For the purposes of ASX Listing Rule 10.11 and for all other purposes, to approve the issue of 27,391,756 CDIs (equivalent to 547,835 Shares) in the capital of GI Dynamics, Inc. with an issue price of 3.5 cents AUD per CDI under a private placement to Crystal Amber Fund Limited, an existing shareholder, on the terms and conditions set out in the Proxy Statement has passed.

Number 3. Participation by Director in the Placement:

For the purposes of ASX Listing Rule 10.11 and for all other purposes, to approve the issue of 2,921,800 CDIs (equivalent to 58,436 Shares) in the capital of GI Dynamics, Inc. with an issue price of 3.5 cents AUD per CDI under a private placement to Timothy J. Barberich, one of our non-executive directors, on the terms and conditions set out in the Proxy Statement has passed.

Number 4. The adjournment of the Special Meeting:

To authorize an adjournment of the Special Meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of Proposals 1 through 3 has passed.

The information required under Section 251AA of the Corporations Act 2001 (Cth) is attached.

Forward-Looking Statements

This announcement may contain forward-looking statements. Forward-looking statements are based on GI Dynamics management's current estimates and expectations of future events as of the date of this announcement. Furthermore, the estimates are subject to several risks and uncertainties that could cause actual results to differ materially and adversely from those indicated in or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to, risks

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associated with our ability to continue to operate as a going concern, our ability to maintain compliance with our obligations under the Convertible Loan Note executed with Crystal Amber Fund Limited, obtaining and maintaining regulatory approvals required to market and sell our products; obtaining funding from third parties; the consequences of stopping the ENDO trial and the possibility that future clinical trials will not be successful or confirm earlier results; the timing and costs of clinical trials; the timing of regulatory submissions; the timing, receipt and maintenance of regulatory approvals; the timing and amount of other expenses; the timing and extent of third-party reimbursement; intellectual-property risk; risks related to excess inventory; and risks related to assumptions regarding the size of the available market, the benefits of our products, product pricing, timing of product launches, future financial results and other factors, including those described in our filings with the U.S. Securities and Exchange Commission. Given these uncertainties, one should not place undue reliance on these forward-looking statements. We do not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information or future events or otherwise, unless we are required to do so by law.

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GI DYNAMICS, INC
ANNUAL MEETING (COMMON STOCK)
Wednesday, 28 February, 2018

**RESULT OF GENERAL MEETING
(ASX REPORT)**

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

| Resolutions | Manner in which the securityholder directed the proxy vote (as at proxy close): | | | Manner in which votes were cast in person or by proxy on a poll (where applicable) | | |
|---|---|---------|---------|--|---------|-----------|
| | For | Against | Abstain | For | Against | Abstain** |
| 1. RATIFICATION OF ISSUE OF CDI UNDER PRIOR PLACEMENT | 7,890,684 | 642 | 0 | 7,890,684 | 642 | 0 |
| 2. PARTICIPATION BY RELATED PARTY IN THE PLACEMENT | 2,770,577 | 642 | 0 | 2,770,577 | 642 | 0 |
| 3. PARTICIPATION BY DIRECTOR IN THE PLACEMENT | 7,979,053 | 4,273 | 0 | 7,979,053 | 4,273 | 0 |
| 4. THE ADJOURNMENT OF THE SPECIAL MEETING | 7,977,624 | 550 | 5,152 | 7,977,624 | 550 | 5,152 |