



Boston, United States
Sydney, Australia
17 December 2019 AEDT

Results of Special Meeting

BOSTON and SYDNEY — 17 December 2019 — GI Dynamics® Inc. (ASX:GID), a medical device company that is developing EndoBarrier® for patients with type 2 diabetes and obesity, today announces that it held a Special Meeting of Stockholders (Special Meeting) on Monday, 16 December 2019 at 5:00pm United States Eastern Standard Time (being Tuesday, 17 December 2019 at 9:00am Australian Eastern Daylight Time) and in accordance with ASX Listing Rule 3.13.2, is pleased to announce that Proposals 2 - 8 (inclusive) put to stockholders as set forth in Notice of Special Meeting and Proxy Statement dated 2 December 2019, were passed.

In relation to Proposal 1, there were insufficient votes obtained to pass such proposal; however, in accordance with Article I, Section 3 of the Company's bylaws and with the authority of the proxies granted pursuant to Proposal 8, stockholders holding a majority of the shares represented at this meeting and entitled to vote have voted in favor of adjourning the Special Meeting with respect to the votes for Proposal 1 in order to solicit additional proxies for such proposal. As a result of such adjournment, the polls will remain open for Proposal 1 to allow the Company to solicit the additional votes required to pass such proposal.

In relation to Proposal 1 only, the Special Meeting has been adjourned until Thursday, 19 December 2019 at 5:00pm United States Eastern Standard Time, (which is Friday, 20 December 2019 at 9:00am Australian Eastern Daylight Time), at which time the meeting will be reconvened at the corporate office of GI Dynamics, located at 320 Congress Street, Floor 3, Boston, Massachusetts 02210 and via teleconference, per below.

**Chief Financial Officer /
Secretary**
United States:
Charles Carter
+1 (781) 357-3263
ccarter@gidynamics.com

Investor Relations
United States:
Janell Shields
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Accessing via Teleconference:

For those preferring to listen by telephone, please dial-in five minutes prior to the start of the call. Regional dial-in numbers are as follows:



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|--|----------------|
| United States (Toll-Free): | 877 407 6184 |
| United Kingdom (Toll-Free): | 0 800 756 3429 |
| Germany (Toll-Free): | 0 800 182 0040 |
| Germany (Dial-in via mobile phone): | 0 800 184 4713 |
| Australia (Toll-Free): | 1 800 687 004 |
| Switzerland (Toll-Free): | 0 800 835 525 |
| Switzerland (Dial-in via mobile phone): | 0 800 891 374 |
| International (Toll; charges will apply): | 201 389 0877 |

The information required under section 251AA of the Corporations Act is attached.

This announcement has been authorized for release by Charles Carter, Chief Financial Officer and Company Secretary.

About GI Dynamics

GI Dynamics[®], Inc. (ASX:GID) is the developer of EndoBarrier[®], the first endoscopically-delivered medical device for the treatment of type 2 diabetes and obesity. EndoBarrier is not approved for sale and is limited by federal law to investigational use only. EndoBarrier is subject to an Investigational Device Exemption by the FDA in the United States and is entering concurrent pivotal trials in the United States and India. Founded in 2003, GI Dynamics is headquartered in Boston, Massachusetts. For more information please visit.

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Forward-Looking Statements

This announcement may contain forward-looking statements. These 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.

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These risks and uncertainties include, but are not limited to, risks associated with our ability to continue to operate as a going concern; our ability to obtain stockholder approval of the conversion feature of the August 2019 Note and issuance of the August 2019 Warrant, our ability to raise sufficient additional funds to continue operations and to conduct the planned pivotal trial of EndoBarrier in the United States (STEP-1); our ability to execute STEP-1 under FDA's Investigational Device Exemption; our ability to enlist clinical trial sites and enroll patients in accordance with STEP-1; the risk that the FDA stops STEP-1 early as a result of the occurrence of certain safety events or does not approve an expansion of STEP-1; our ability to enroll patients in accordance with I-STEP; our ability to secure a CE Mark; our ability to maintain compliance with our obligations under our existing convertible note and warrant agreements executed with Crystal Amber, including our obligations to make payment on the Note that is due on 31 March 2020 and our ability to restructure the terms of the Note with Crystal Amber that is due on 31 March 2020 if we are unable to raise sufficient funds to enable us to fully repay such Note when due; obtaining and maintaining regulatory approvals required to market and sell our products; 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; 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.

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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. Special Meeting

Proxy Snapshot

Tuesday 17 December 2019

Proxies as of 16/12/2019 12:05

| | | <u>For</u> | <u>Open</u> | <u>Against</u> | <u>Total Valid Available Votes</u> | <u>As a % of Issued Capital</u> | <u>Abstain¹</u> |
|---|--------------------------------|---------------------------|----------------|-----------------------|------------------------------------|---------------------------------|----------------------------|
| Resolution 2 APPROVE GRANT OF 30,000 SO TO TIMOTHY BARBERICH. | Votes Holders Percentage | 15,583,898 1 98.97% | 0 0 .00% | 161,920 1 1.03% | 15,745,818 | 45.79% | 249 1 |
| Resolution 3 APPROVE GRANT OF 30,000 SO TO DANIEL J. MOORE. | Votes Holders Percentage | 15,583,898 1 98.97% | 0 0 .00% | 161,920 1 1.03% | 15,745,818 | 45.79% | 249 1 |
| Resolution 4 APPROVE GRANT OF 30,000 SO TO OERN R. STUGE. | Votes Holders Percentage | 15,583,898 1 98.97% | 0 0 .00% | 161,920 1 1.03% | 15,745,818 | 45.79% | 249 1 |
| Resolution 5 APPROVE GRANT OF 30,000 SO TO JULIET THOMPSON. | Votes Holders Percentage | 15,583,898 1 98.97% | 0 0 .00% | 161,920 1 1.03% | 15,745,818 | 45.79% | 249 1 |
| Resolution 6 CONVERTIBLE PROMISSORY NOTE WITH FV OF \$4,596,893. | Votes Holders Percentage | 6,145,500 1 99.18% | 0 0 .00% | 50,563 1 .82% | 6,196,063 | 18.02% | 6,341 1 |
| Resolution 7 CA TO SUBSCRIBE FOR 229,844,650 CDI. | Votes Holders Percentage | 6,145,369 1 99.18% | 0 0 .00% | 50,695 1 .82% | 6,196,064 | 18.02% | 6,341 1 |
| Resolution 8 AUTHORIZE AN ADJOURNMENT OF THE SPECIAL MEETING. | Votes Holders Percentage | 15,583,990 1 98.97% | 0 0 .00% | 162,078 1 1.03% | 15,746,068 | 45.79% | 0 0 |

Securities Selected: CSVOTE19SM

Valid Proxies Lodged: 1

Total Issued Capital: 34,388,678

Link Market Services Limited

¹Abstain votes are provided for information only and are not included in the calculation of Total Valid Available Votes