



ASX ANNOUNCEMENT

15 AUGUST 2023

Addendum to Notice of Extraordinary General Meeting

[CardieX Limited](#) (ASX: CDX) (CardieX, the Company) encloses an addendum (Addendum) to the Notice of Meeting dated 26 July 2023 (Notice) in respect of the Extraordinary General Meeting to be held at 9:30am (EST) on Monday, 28 August 2023 at 24-26 Kent Street, Millers Point NSW 2000 (Meeting).

Since the release of the Notice, the Company has determined that it is prudent to seek Shareholder approval for the issue of additional New Shares under the Capital Raising that is the subject of Resolution 10, as described below.

Reason for Addendum - Update to Resolution 10 of Notice

The key update effected by the Addendum is to increase the maximum number of New Shares to be issued under the Capital Raising that are the subject of Resolution 10 of the Notice. This increase follows the receipt of new information regarding the potential Capital Raising since the original Notice was issued.

After taking into account potential market conditions, the Directors propose to increase the maximum number of New Shares to be issued under the Capital Raising by 38,000,000, which would update Resolution 10 to seek approval for the issue of 'up to 138,000,000 New Shares' (rather than 'up to 100,000,000 New Shares').

The increased number of New Shares for which Shareholder approval is sought under Resolutions 10 is inclusive of a larger share issue of 120,000,000 New Shares under the Capital Raising, in addition to a 15% allowance for the Over-Allotment Option of 18,000,000 New Shares¹. Importantly the revised total of 138,000,000 New Shares should be viewed as an upper limit to any equity to be issued in connection with a Capital Raising, rather than an approval for a fixed issue.

IMPORTANT NOTE: This communication does not constitute an offer of any securities for sale, including the New Shares. A registration statement relating to the New Shares has been filed with the US Securities and Exchange Commission, but has not yet become effective. The New Shares may not be sold, nor may offers to buy be accepted, prior to the time the registration statement becomes effective.

¹ As set out in the Notice, a customary feature of US underwritten public offerings is the right of the underwriter(s) to purchase additional securities offered to cover over-allotments (**Over-Allotment Option**). The Over-Allotment Option represents up to an additional 15% of New Shares.

Meeting Details, Proxy Forms and Voting

The Company advises there have been no changes to the date and time of the Meeting, and the proxy form originally despatched to shareholders together with the Notice, and votes that have already been cast remain valid. Shareholders who wish to alter their proxy vote that has already been cast can do so online at <https://investor.automic.com.au/#/loginsah> using their secure access information or their mobile device to scan their personalised QR code on their original proxy form.

Proxy forms must be received by the Company no later than 9:30am (AEST) on Saturday, 26 August 2023, being at least 48 hours before the Meeting. Proxy forms received later than this time will be invalid.

Approved by the Board of Directors and Released by the Company Secretary

- ENDS -

For more information, please contact:

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About CardieX

CardieX is a medical technology company focused on developing vascular biomarkers. Its ATCOR subsidiary is a leader in medical devices and vascular biomarkers for hypertension, cardiovascular disease, and other vascular health disorders based on the Company's SphygmoCor® central blood pressure technology. CardieX's CONNEQT subsidiary develops and markets medical devices, digital solutions, and wearables, for home health, decentralized clinical trials, and remote patient monitoring. CardieX is listed on the Australian Stock Exchange (ASX:CDX).

ADDENDUM TO NOTICE OF EXTRAORDINARY GENERAL MEETING

CardieX Limited (**Company**) hereby gives notice to Shareholders of amendments to the Notice of Meeting dated 26 July 2023 (**Notice**) and accompanying explanatory statement (**Explanatory Statement**) in respect of the Extraordinary General Meeting to be held at 9:30am (EST) on Monday, 28 August 2023 at 24-26 Kent Street, Millers Point NSW 2000 (**Meeting**).

Shareholders should note that there is no change to the date, time and venue of the Meeting. Definitions in the Notice have the same meaning in this Addendum unless otherwise updated in this Addendum.

1. IMPORTANT INFORMATION

This Addendum is supplemental to the original Notice and Explanatory Statement and should be read together with the Notice and Explanatory Statement. To the extent of any inconsistency, this Addendum will prevail over the original Notice and Explanatory Statement.

Capitalised terms have the same meaning as defined in the Notice, unless otherwise stated.

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Important Note: This Addendum does not constitute an offer of any securities for sale, including the New Shares. A registration statement relating to the New Shares has been filed with the US Securities and Exchange Commission, but has not yet become effective. The New Shares may not be sold, nor may offers to buy be accepted, prior to the time the registration statement becomes effective.

2. VOTING BY PROXY

Proxy Forms already received by the Company in accordance with the instructions in the Notice will still be accepted by the Company and will be counted in relation to the Resolutions to be voted on by Shareholders at the Meeting.

Shareholders who would like to alter their proxy vote that has already been cast, can do so online at <https://investor.automic.com.au/#/loginsah> using their secure access information or their mobile device to scan their personalised QR code on their original Proxy Form.

Proxy forms must be received by the Company no later than 9:30am (AEST) on Saturday, 26 August 2023, being at least 48 hours before the Meeting. Proxy forms received later than this time will be invalid.

Shareholders who have not yet cast their vote may vote online or by using the Proxy Form that was enclosed with the Notice, votes cast using the original Proxy Form will be accepted.

Further details regarding the appointment of a proxy are provide in the Notice.

3. BACKGROUND

As detailed in the Notice, the Company intends to conduct a capital raising (**Capital Raising**) through the issue of fully paid ordinary shares in the Company (**New Shares**) that may be represented by American Depositary Shares (**ADSS**) trading on NASDAQ, by ordinary shares trading on the ASX, or a combination of both.

Having considered potential market conditions, the Directors have determined to increase the maximum number of New Shares for which approval is sought under the Capital Raising, from 100,000,000 to 138,000,000 New Shares.

This Addendum is provided to Shareholders to:

- (a) update Resolution 10 to increase the maximum number of New Shares to be issued under the Capital Raising; and
- (b) update the relevant sections of the Explanatory Statement, having regard to the changes made in paragraph (a).

4. AMENDMENTS

4.1. Amendment to Resolution 10

Resolution 10 of the Notice is deleted and replaced with the following:

RESOLUTION 10: APPROVAL TO ISSUE NEW SHARES PURSUANT TO CAPITAL RAISING

Important Note: This Notice of Extraordinary General Meeting and accompanying Explanatory Statement do not constitute an offer of any securities for sale, including the New Shares (as defined below). A registration statement relating to the New Shares has been filed with the US Securities and Exchange Commission, but has not yet become effective. The New Shares may not be sold, nor may offers to buy be accepted, prior to the time the registration statement becomes effective.

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 138,000,000 New Shares, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- the named person or class of persons excluded from voting as set out below; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will disregard votes cast by:
any person who is expected to participate in the proposed issue of securities;
any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity);
a person whose votes, in ASX's opinion, should be disregarded.

4.2. Amendments to Explanatory Statement

- (a) The 1st paragraph in Section 5.2 of the Explanatory Statement is replaced with the following:

The Company intends to conduct a capital raising (**Capital Raising**) through the issue of fully paid ordinary shares in the Company (**New Shares**) that may be represented by American Depositary Shares² (**ADSs**) trading on NASDAQ, by ordinary shares trading on the ASX, or a combination of both. The total number of New Shares will be no more than 138,000,000.

- (b) **The 4th paragraph in Section 5.2 of the Explanatory Statement is replaced with the following:**

The actual number of New Shares, the issue price payable per New Share or ADS and the number of New Shares per ADS subscribed for under the Capital Raising is not known at the date of this Notice. The actual number of New Shares and the pricing will be determined by negotiations between the Company and the underwriters, with respect to the ADSs, and will be based, in part, on the prevailing market price of the Company's ordinary shares on the ASX. Accordingly, the total number of New Shares to be issued may be no more than 138,000,000, in addition to any securities that the Company may issue under its placement capacity under ASX Listing Rules 7.1 and 7.1A. The Company will endeavour to achieve the most favourable terms commercially available for the NASDAQ listing with the pricing and final terms to be determined in consultation with the underwriters following conclusion of marketing activities and the effective date of the Registration Statement.

- (c) **The 1st paragraph in Section 5.4 of the Explanatory Statement is replaced with the following:**

The Company currently anticipates that it will apply the net proceeds from the Capital Raising, together with its existing cash resources, towards executing on its corporate and strategic growth strategy. The use of proceeds is anticipated to include the following:

- (a) device manufacturing, marketing, and sales activities necessary to commercialise the CONNEQT Pulse in patient monitoring and clinical trials markets;

² An American Depositary Share is an instrument that enables non-US companies to list equity securities on a US stock exchange such as NASDAQ. Each ADS represents one or more underlying fully paid ordinary shares in the non-US company and confers beneficial rights of ownership to these underlying shares. The underlying shares are held on deposit by a custodian bank in the non-US company's home country.

- (b) device manufacturing, marketing, and sales activities necessary to commercialise the CONNEQT Band in the health wearable market;
 - (c) support the Company's commercial expansion, including scaling of its supply chain, order-fulfilment, and customer care operations in support of its business growth;
 - (d) market access initiatives (regulatory clearance and outcomes research) in support of the Company's commercialisation efforts into domestic and international geographies;
 - (e) research and product development expenses to iterate CONNEQT Pulse and CONNEQT Band features and capabilities to further strengthen capabilities of the Company's solutions;
 - (f) underwriting commissions; and
 - (g) working capital and other general operations and other corporate purposes.
- (d) **The 1st paragraph in Section 6.1 of the Explanatory Statement is replaced with the following:**


Resolution 10 seeks Shareholder approval for the issue the New Shares under the Capital Raising. The total number of New Shares will be no more than 138,000,000 Shares.

- (e) **Paragraph (b) of Section 6.4 is replaced with the following:**

- (b) the New Shares to be issued will represent a maximum aggregate of 138,000,000 Shares;

DATED: 15 August 2023

BY ORDER OF THE BOARD


Louisa Ho
Company Secretary
CardieX Limited