



Adherium Limited
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Melbourne VIC 3000 Australia

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Suite 150, 1800 Gateway Dr
San Mateo, California 94404, USA

19 January 2018

ASX Market Announcements
ASX Limited
Level 4
North Tower, Rialto
525 Collins Street
Melbourne VIC 3000

Dear Sir/Madam

BUY BACK AND CANCELLATION OF EMPLOYEE SHARE PLAN LOAN-FUNDED SHARES

Adherium Limited (ASX:ADR) confirms 954,329 ordinary shares have now been cancelled as per the previous notification (refer Appendices 3E and 3F lodged 28th December 2017). Following this cancellation, the total number of ordinary shares on issue and listed is 173,926,935.

Consideration paid was the extinguishment of a loan totalling \$477,164.50, originally advanced by the Company to the Shareholder for the purchase of the Employee Share Plan Shares cancelled. No cash was paid by the Company for the buy back.

In accordance with Listing Rule 3.8A, we attach a copy of the ASIC Form 484 lodged with ASIC to reflect this share cancellation.

Yours faithfully

A handwritten signature in black ink, appearing to read "Rob Turnbull". The signature is stylized with a large, looped initial 'R' and a cursive 'Turnbull'.

Rob Turnbull
Joint Company Secretary

Change to company details

Sections A, B or C may be lodged independently with this signed cover page to notify ASIC of:

A1 Change of address
A2 Change of name - officeholders and proprietary
company members
A3 Change - ultimate holding company

B1 Cease company officeholder
B2 Appoint company officeholder
B3 Special purpose company

C1 Cancellation of shares
C2 Issue of shares
C3 Change to share structure
C4 Changes to the register of members for proprietary
companies

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

Company details

Company name

ADHERIUM LIMITED

ACN/ABN

605 352 510

Refer to guide for information about
corporate key

Corporate key

Lodgement details

An image of this form will be available as
part of the public register.

Who should ASIC contact if there is a query about this form?

ASIC registered agent number (if applicable)

33942

Firm/organisation

MERTONS CORPORATE SERVICES PTY LTD

Contact name/position description

Telephone number (during business hours)

03 86899997

Email address (optional)

gerrid@mertons.com.au

Postal address

C/- MERTONS CORPORATE SERVICES PTY LTD LEVEL 7, 330 COLLINS STREET

Suburb/City

MELBOURNE

State/Territory

VIC

Postcode

3000

Signature

This form must be signed by a current officeholder of the company.

I certify that the information in this cover sheet and the attached sections of this form are true and complete.

Name

LICCIARDO, MARK ANDREW

Capacity

☐ Director

☒ Company secretary

Signature



Date signed

1 7 0 1 1 8
[D] [D] [M] [M] [Y] [Y]

Section C completion guide

Standard share codes

Refer to the following table for the share class codes for sections C1, C2, C3 and C4

Share class code	Full title	Share class code	Full title
A	A	PRF	preference
B	B ...etc	CUMP	cumulative preference
EMP	employee's	NCP	non-cumulative preference
FOU	founder's	REDP	redeemable preference
LG	life governor's	NRP	non-redeemable preference
MAN	management	CRP	cumulative redeemable preference
ORD	ordinary	NCRP	non-cumulative redeemable preference
RED	redeemable	PARP	participative preference
SPE	special		

If you are using the standard share class codes you do not need to provide the full title for the shares, just the share class code.

If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title.

Sections to complete

Use the table below to identify the sections of this form to complete (please indicate the sections that have been completed). Completion of this table is optional.

	C1 - Cancellation of shares	C2 - Issue of shares	C3 - Change to share structure table	C4 - Change to members register
Issue of shares				
<input type="checkbox"/> Proprietary company	Not required	✓	✓	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	✓	✓	Not required
<input type="checkbox"/> if not in response to the Annual company statement	Not required	✓	✓ Preferred	Not required
Cancellation of shares				
<input type="checkbox"/> Proprietary company	✓	Not required	✓	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	✓	Not required	✓	Not required
<input checked="" type="checkbox"/> if not in response to the Annual company statement	✓	Not required	✓ Preferred	Not required
Transfer of shares				
<input type="checkbox"/> Proprietary company	Not required	Not required	Not required	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	Not required	Not required	Not required
<input type="checkbox"/> if not in response to the Annual company statement	Not required	Not required	Not required	Not required
Changes to amounts paid				
<input type="checkbox"/> Proprietary company	Not required	Not required	✓	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	Not required	✓	Not required
<input type="checkbox"/> if not in response to the Annual company statement	Not required	Not required	Not required	Not required
Changes to beneficial ownership				
<input type="checkbox"/> Proprietary company	Not required	Not required	Not required	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	Not required	Not required	Not required
<input type="checkbox"/> if not in response to the Annual company statement	Not required	Not required	Not required	Not required

To notify ASIC about a division or conversion of a class of shares, you must lodge a Form 211 within 28 days after the change occurring.

To notify ASIC about a conversion of shares into larger or smaller numbers, you must lodge a Form 2205B within 28 days after the change occurring.

C1 Cancellation of shares

Reason for cancellation

Please indicate the reason that shares have been cancelled (select one or more boxes)

<input type="checkbox"/>	Redeemable preference shares — S.254J
<input type="checkbox"/>	Redeemed out of profits
<input type="checkbox"/>	Redeemed out of proceeds of a fresh issue of shares
<input type="checkbox"/>	Capital reduction — S.256A – S.256E
<input type="checkbox"/>	Single shareholder company
<input type="checkbox"/>	Multiple shareholder company. A Form 2560 must be lodged before a capital reduction takes place
<input type="checkbox"/>	Share buy-back. — ss.257H(3)
<input type="checkbox"/>	Minimum holding buy-back by listed company
<input checked="" type="checkbox"/>	Other buy-back type. A form 280 or 281 must be lodged at least 14 days, and no more than 1 year before the share buy-back can take place
<input type="checkbox"/>	Forfeited shares — S.258D
<input type="checkbox"/>	Shares returned to a public company — ss.258E(2) & (3)
<input type="checkbox"/>	Under section 651C, 724(2), 737 or 738
<input type="checkbox"/>	Under section 1325A (court order)
<input type="checkbox"/>	Other
	Description
	<input type="text"/>
	Give section reference
	<input type="text"/>

Details of cancelled shares

List the details of shares cancelled in the following table

Share class code	Number of shares cancelled	Amount paid (cash or otherwise)
ORD	954,329	477,164.50

Earliest date of change

Please indicate the earliest date that any of the above changes occurred.

/ /
[D] [D] [M] [M] [Y] [Y]

C2 Issue of shares

List details of new share issues in the following table.

Share class code	Number of shares issued	Amount paid per share	Amount unpaid per share

Earliest date of change

Please indicate the earliest date that any of the above changes occurred

/ /

[D D] [M M] [Y Y]

If shares were issued for other than cash, were some or all of the shares issued under a written contract?

☐

Yes

if yes, proprietary companies must also lodge a Form 207Z certifying that all stamp duties have been paid. Public companies must also lodge a Form 207Z and either a Form 208 or a copy of the contract.

☐

No

if no, proprietary companies are not required to provide any further documents with this form. Public companies must also lodge a Form 208.

C3 Change to share structure

Where a change to the share structure table has occurred (eg. as a result of the issue or cancellation of shares), please show the updated details for the share classes affected. Details of share classes not affected by the change are not required here.

Share class code	Full title if not standard	Total number of shares (current after changes)	Total amount paid on these shares	Total amount unpaid on these shares
ORD	ORDINARY SHARES	173,926,935	84,967,547.49	0.00

Earliest date of change

Please indicate the earliest date that any of the above changes occurred

[D D] [M M] [Y Y]
 / /

Lodgement details

Is this document being lodged to update the Annual Company Statement that was sent to you?

☐

Yes

☒

No