

Share Sale Facility for Holders of Unmarketable Parcels

SYDNEY, Australia, 4 October 2019: Imugene Limited (ASX:IMU) (**IMU** or the **Company**), is pleased to advise that the Company has established an Unmarketable Parcel Sale Facility (**UMP Facility**) for holders with parcels of fully paid ordinary shares in IMU (**Shares**) valued at less than \$500 (each an Unmarketable Parcel). The UMP Facility will enable Unmarketable Parcel Shareholders (**UMP Shareholders**) to sell their shares without incurring any brokerage or handling costs.

Any tax consequence arising from the participation in the UMP Facility will be the responsibility of UMP Shareholders.

The Company values all of its shareholders, however it incurs significant administrative costs maintaining such a large number of unmarketable parcel shareholdings on its register. By facilitating this sale, the Company expects to reduce the administrative costs and also to provide an opportunity to investors with small holdings, who may find it difficult or expensive to dispose of those shares through normal means, to dispose of their small holdings in a cost-effective manner.

The UMP Facility will be available to UMP Shareholders, recorded on the Company's register of members who at 7.00pm (AEDT) on Tuesday 1 October 2019 (**Record Date**) were holders of an Unmarketable Parcel in the Company.

The UMP Facility will be subject to the terms set out in the letter attached that will be sent to each UMP Shareholder on 4 October 2019 and which provides details of the UMP Facility as well as instructions for those UMP Shareholders wishing to retain their Shares.

A summary of the key dates in relation to the facility are as follows:

Event	Date
Less than marketable parcels Record Date	7.00pm (AEDT) 1 October 2019
Less than marketable parcels Announcement to ASX	4 October 2019
Letter to shareholders holding Less than marketable parcels of IMU shares	4 October 2019
Closing Date for receipt of Share Sale Election Form	5:00pm (AEDT) 27 November 2019

A copy of the correspondence being sent to eligible shareholders is attached.



4 October 2019

Dear Shareholder,

NOTICE OF SHARE SALE FACILITY FOR HOLDERS OF UNMARKETABLE PARCELS

The Board of Directors of Imugene Limited (ASX: IMU) (**IMU** or the **Company**) are pleased to advise that the Company has established an Unmarketable Parcel Sale Facility (**UMP Facility**) for holders with parcels of fully paid ordinary shares in IMU (Shares) valued at less than A\$500 (each an **Unmarketable Parcel**). The UMP Facility will enable Unmarketable Parcel Shareholders (**UMP Shareholders**) to sell their shares without incurring any brokerage or handling costs.

The UMP Facility will be available to UMP Shareholders, recorded on IMU's register of members (**Register**) who at 7.00pm (AEDT) on 1 October 2019 (**Record Date**) were holders of an Unmarketable Parcel in the Company.

Based on a price of \$0.022 per share, being the closing price of IMU shares on the ASX on the Record Date, a holding of 22,727 Shares or less represented an Unmarketable Parcel. Our records show that you are recorded on the Register as a UMP Shareholder as at the Record Date and accordingly are eligible to participate in the UMP Facility.

As at the Record Date, the Company has approximately 5,365 shareholders of which approximately 1,336 hold Unmarketable Parcels, that in aggregate represent approximately 0.24% of all issued Shares.

Pursuant to clause 3 of IMU's Constitution and the ASX Listing Rule 15.13, the Company may notify eligible shareholders that it intends to sell their holdings unless they complete and return the enclosed Share Sale Election Form by 5.00pm (AEDT) on Wednesday, 27 November 2019 (Closing Date).

Your options

As an UMP Shareholder of IMU Shares, your options are set out below:

1. Sell your Unmarketable Parcel

If you wish to sell your IMU Shares through the UMP Facility without incurring any brokerage or handling costs, you **DO NOT** need to take any action. IMU is authorised under clause 2.6 of its Constitution to sell your Shares immediately following the expiry of a 6 week period from the date this letter was sent to you, the Closing Date, unless the Company receives a completed Share Sale Election Form from you within such time, as contemplated in section 2 below.

Your shares will be pooled with other shares that are eligible to be sold under this UMP Facility and sold as soon as practicable after the Closing Date. All costs associated with the sale of your shares will be borne by the Company. You do not need to appoint a broker nor pay the brokerage and handling costs associated with the sale of shares under the UMP Facility. Any tax consequences arising from the sale of your shares will be your responsibility.

The price at which shares will be sold under the UMP Facility will be at the best price reasonably available for the shares, as determined by the Directors at their sole discretion. The price ultimately received will be determined by market conditions and may be different from the market price prevailing at the time. Accordingly, you will receive a proportionate share of the sale proceeds from all shares sold under the UMP Facility.



Sale proceeds will be paid to you in Australian dollars by direct credit as per your existing direct credit instruction recorded on the Register. Alternatively, you can provide direct credit details on the attached Share Sale Election Form. UMP Shareholders with a registered address outside of Australian on the Record Date will be paid their sale proceeds in Australian dollars via cheque.

2. Retain your existing holding

If you wish to retain your IMU Shares, YOU MUST either:

- i. Complete and return the attached Share Sale Election Form and return it to Automic Group - GPO Box 5193 Sydney 2001 or lodge it online at; <https://investor.automic.com.au/#/home> so that it is received by 5.00pm (AEDT) on Wednesday, 27 November 2019, being the Closing Date of this UMP Facility; or
- ii. Make your own arrangements outside of this UMP Facility to increase your holdings by purchasing additional IMU Shares so that your registered holding is at least 22,728 Shares or more on the Closing Date. The increase must be under the same name and address and with the same holder number (SRN or HIN) as set out on the attached Share Sale Election Form; or
- iii. If you hold IMU Shares in multiple holdings, arrange to have those holdings merged into one holding of at least 22,728 Shares or more so that this is reflected on IMU's Register on the Closing Date.

If you successfully take one of these steps, IMU will not be entitled to sell your shares under the UMP Facility. **Your Share Sale Election Form cannot be returned by fax or email.**

Important Information

IMU is not bound to sell all or any of the shares that may be available for it to sell under the UMP Facility, and there is no guarantee that IMU will be able to sell your shares. In addition, the sale proceeds may differ from the market value of your shares on the Record Date depending on movements in the market price of the shares and on the Company appointed brokers' ability to procure purchasers.

Neither IMU nor any other person involved in the UMP Facility shall be liable for failure to sell the shares or at a particular price. The price of IMU shares is subject to change and an up-to-date price can be obtained from ASX website (www.asx.com.au) under the code "IMU".

The Company will determine whether a shareholder has an Unmarketable Parcel as at the Record Date. The Company will not have any reference to any increase in the price of shares after the Record Date in determining whose shares may be sold pursuant to this UMP Facility.

The Company does not make any recommendation or provide any advice to you regarding whether to sell your holding under the UMP Facility or retain your existing holding.

If you have an Unmarketable Parcel as at the Record Date, then, unless you take one of the steps outlined in section 2 of this letter, IMU will be entitled to sell your shares under the UMP Facility.



Please read the instructions on your personalised Share Sale Election Form carefully before completing it. If you need help deciding what to do, or if you require information regarding the financial, legal or tax consequences of participating in the UMP Facility you should consult your financial, legal or taxation adviser.

The attached terms and conditions set out further details of the UMP Facility which you should read before making any decision.

Yours faithfully

A handwritten signature in black ink, appearing to be "Phillip Hains", written over a faint dotted grid background.

Phillip Hains

Company Secretary

Terms and Conditions of the Unmarketable Share Sale Facility (Facility)

1. What is a Less Than Marketable Parcel?

A Less Than Marketable Parcel of shares is a holding of IMU shares valued at less than \$500 as at 7:00pm (AEDT) on 1 October 2019 (**Record Date**). Based on the IMU share price of \$0.022 as at close of trade on the Record Date, this is a holding of 22,727 Shares or less.

As the determination of a Less Than Marketable Parcel is undertaken at the Record Date, any increase in the IMU share price after that date will not impact what constitutes a Less Than Marketable Parcel.

2. Why have I been sent this letter?

You have been sent this letter because your shareholding on the Record Date was a Less Than Marketable Parcel.

3. Why did IMU establish the Facility?

IMU recognises that shareholders of Less Than Marketable Parcels may find it difficult or expensive to dispose of their shares in the usual way. The Company is offering the Facility to assist holders of Less Than Marketable Parcels to sell their shares without incurring brokerage or handling costs.

The Company is also seeking to reduce the Company's administrative costs associated with maintaining a large number of shareholders with Less Than Marketable Parcels.

4. What if I want to retain my shares?

If you want to retain your IMU shares, you must either:

- i. lodge your Share Sale Election Form online at <https://investor.automic.com.au/#/home>
- ii. complete and return the attached Share Sale Election Form to Automic Group – GPO Box 5193 Sydney NSW 2001, so that it is received by 5:00pm (AEDT) on Wednesday, 27 November 2019, being the Closing Date of this Facility; or
- iii. increase your holdings so that by 5.00pm(AEDT) on the Closing Date, you are the registered holder of at least 22,728 Shares or more. The increase must be under the same name and address and with the same holder number (SRN or HIN) as set out in this letter.

If you currently have more than one holding on the IMU share register, you may wish to consider amalgamating your holdings so that they are registered as one holding by the Closing Date. This may result in your amalgamated holding no longer being a Less Than Marketable Parcel. Under these circumstances your shares will not be sold as part of this Facility.

5. What price will I receive for shares sold through the Facility?

The price at which shares will be sold under the Facility (being the minimum price which may be accepted) will be determined by market conditions and may be different from the market price prevailing at the time.

You will receive the same sale price per share and will receive a proportionate share of the sale proceeds from all shares sold under the Facility.

IMU does not give any assurance as to the likely sale price of the shares that may be achieved.

6. When will the proceeds from the sale of shares be sent to me?

Payment will be sent to you as soon as is practicable following the last sale under the Facility. Payment will be made in Australian dollars by direct credit. You will be notified by way of a transaction confirmation statement of the number of your shares sold, the sale price and your sale proceeds. The transaction statement will be sent by post to your address as shown in the share register at the time the payment is made. UMP Shareholders with a registered address outside of Australia on the Record Date will be paid their sale proceeds in Australian dollars via cheque which will be sent with the transaction confirmation statement.

7. What if my shares are held in a CHESS holding?

If your shares remain in a CHESS holding at 5:00pm (AEDT) on the Closing Date, the Company may move those shares to an issuer sponsored holding and the shares will be sold through the Facility.

8. Where can I get further information concerning the Facility?

If you have any questions concerning the Facility, please contact IMU's Company Secretary on +61 (0) 3 9824 5254 during normal office hours.

Important notes

The Facility has been established in accordance with the Company's Constitution and ASX Listing Rules.

This letter does not constitute advice nor a recommendation to buy, sell or hold shares nor that the Facility is the best way to sell IMU shares. If you are in any doubt about what to do, you should consult your legal, financial or taxation adviser.

IMU reserves the right to vary the Facility, to change any of the dates referred to in this letter by notice to the ASX or not to proceed with the sales under the Facility.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

Record Date : 7pm (AEDT) Tuesday, 1 October

No. of Securities Held: [Securities]

Security Code: IMU

Holder Reference (SRN/HIN): [HolderNumber]

LESS THAN MARKETABLE PARCEL: SHARE SALE ELECTION FORM

IMPORTANT: YOUR ELECTION MUST BE RECEIVED BY NO LATER THAN 5.00PM (AEDT) ON WEDNESDAY 27 NOVEMBER 2019.

This is an important document and requires your immediate attention. This document should be read in conjunction with the enclosed shareholder letter. If you are in any doubt as to how to deal with this form, you should consult your professional advisor.

Option A: Elect Online (Recommended)

Visit <https://investor.automic.com.au/#/home>

To elect online, simply scan the barcode to the right with your tablet or mobile device or enter the above link into your browser. Instructions lodging your election online and accessing this portal are provided in the section overleaf.



- ✓ **It's fast and simple:** Electing online is very easy to do, it eliminates any postal delays and removes any potential risk of it being lost in transit.
- ✓ **It's secure and confirmed:** Electing online provides you with greater privacy over your instructions and provides you with confirmation that your Election has been successfully processed.

Option B: Paper Election

Step 1: Make your election below:

A PLEASE TICK THE BOX TO INDICATE YOU WISH TO RETAIN YOUR SHARES

B REQUEST FOR DIRECT CREDITING OF PAYMENTS – SELL YOUR SHARES

Please provide your EFT details below.

BSB Number

-

Account Number

**DO NOT USE YOUR CARD NUMBER**

If you are unsure of your account or BSB number, please check with your bank, building society or credit union.

Name in which account is held (e.g.: John Smith)

Note: Do not complete section B if you wish to retain your shares. By completing your details online OR above you are agreeing to the sale of your shares even if you tick the above box in section A.

Step 2: Provide your contact details:

Telephone Number

Contact Name (PLEASE PRINT)

Email Address

SUPPORT YOUR COMPANY: By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

Step 3: Sign and return the form in accordance with the instructions provided:

I/We authorise you to act in accordance with my/our instructions set out above. I/We acknowledge that these instructions supersede and have priority over all previous instructions relating to payments to which I/we am/are entitled to be paid in cash.

Individual or Securityholder 1

Sole Director or Sole Director &
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary



INSTRUCTIONS FOR COMPLETION OF THIS FORM

ELECTION OPTIONS

A: RETENTION OF SHARES

If you wish to retain your shares, please place a tick in the box provided. Should you validly sign the form but fail to place a tick in the box, it will be at the Company's discretion as to whether or not it is your intention to retain your shares.

B: SELLING YOUR SHARES - REQUEST FOR DIRECT CREDITING OF PAYMENTS

If you wish to sell your shares, please provide your bank details in this section. Do not complete this section if you wish to retain your shares. If you provide your direct credit instruction details, you are agreeing to the sale of your shares even if you have placed a tick in Box A.

SIGNING REQUIREMENTS

Individual:	Where the holding is in one name, the Shareholder must sign.
Joint holding:	Where the holding is in more than one name, all of the Shareholders must sign.
Power of Attorney:	If any signatory signs under Power of Attorney, please attach an originally certified photocopy of the Power of Attorney to this Form when you return it.
Companies:	To be signed in accordance with your Constitution. Please sign in the box which indicates the office held by you.
Estates:	If any signatory signs in the capacity of Executor/s, please attach to this Form when you return it, a certified photocopy of the Probate or Death Certificate together with the Will.

LODGING YOUR SHARE SALE FACILITY FORM



IMPORTANT! Election Forms cannot be returned by fax or email.
Your Acceptance Form must be returned via one of the return methods provided below.

Due to recent changes to delivery times by Australia Post, standard delivery may now take up to six Business Days, or longer from regional areas. Shareholders should bear this in mind when returning Election Forms using Australia Post.

ONLINE

Visit <https://investor.automic.com.au>
Login with your existing Username and Password
Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.

If you have not yet established an online account, visit <https://investor.automic.com.au/#/signup>

1. Select "Imugene Limited" from the dropdown list in the Issuer Name Field
2. Enter your Holder Reference (SRN/HIN) as shown on the top of this letter
3. Enter your postcode OR country of residence (only if outside Australia)
4. Tick the box "I'm not a robot" and then select "Next"
5. Complete the prompts to set up your username and password details

Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.

BY MAIL

Imugene Limited – Small Share Sale Facility
C/- Automic Group
GPO Box 5193
Sydney NSW 2001

BY HAND DELIVERY (Between Sydney office hours 9.00am – 5.00pm AEDT)

Automic Group
Level 5
126 Phillip Street
Sydney NSW 2000

**YOUR SHARE SALE FACILITY FORM MUST BE RECEIVED BY NO LATER THAN
5.00PM (AEDT) ON WEDNESDAY 27 NOVEMBER 2019**