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## ASX & MEDIA RELEASE

### Notification to ineligible retail shareholders

Not for release or distribution in the United States

1 March 2022, Melbourne

Attached is a sample of the letter that will be provided to shareholders of Integral Diagnostics Limited (ASX:IDX) who are ineligible to participate in the 1 for 7.75 pro rata accelerated non-renounceable entitlement offer of new shares in IDX, which was announced on Wednesday, 23 February 2022.

#### For further details contact

##### Integral Diagnostics

Kirsty Lally  
M: 0402 094 569

Authorised for lodgement by the Managing Director and CEO, Dr Ian Kadish

#### *About IDX:*

*Integral Diagnostics (IDX) is a leading provider of medical imaging services across Australia and New Zealand. The Company provides state of the art diagnostic services to patients and their referrers at 71 radiology clinics, including 29 comprehensive sites. IDX employs some of Australasia's leading radiologists and nuclear medicine specialists in a unique medical leadership model that ensures quality patient care, service and access. Good medicine is good business. For more information, please visit [www.integraldiagnostics.com.au/](http://www.integraldiagnostics.com.au/).*

#### Important Notice

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

This announcement is not financial product advice and has not taken into account your objectives, financial situation or needs. This announcement has been prepared for release in Australia. This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or in any jurisdiction in which such an offer would be illegal. The new shares have not been, nor will be, registered under the U.S. Securities Act of 1933 (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the new shares may not be offered or sold, directly or indirectly, to any person in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.



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SRN WITHHELD DEC

Tuesday, 1 March 2022

Dear Shareholder,

**INTEGRAL DIAGNOSTICS LIMITED ACCELERATED PRO-RATA NON-RENOUNCEABLE ENTITLEMENT OFFER –  
NOTIFICATION TO INELIGIBLE RETAIL SHAREHOLDERS**

On Wednesday, 23 February 2022, Integral Diagnostics Limited (ABN 55 130 832 816) ("IDX") announced that it was conducting an accelerated non-renounceable entitlement offer (the "Offer") of approximately A\$90 million in new ordinary shares in IDX ("New Shares") on a 1 for 7.75 basis to eligible shareholders, at an offer price of A\$3.44 per New Share ("Offer Price").

Proceeds received from the Offer will be used to fund the cash consideration payable for the acquisition of Peloton Radiology ("Acquisition") and associated transaction costs and will also provide additional balance sheet flexibility to support investment in identified bolt-on M&A opportunities that are aligned to IDX's strategy. More detail is provided in IDX's Acquisition and Offer investor presentation lodged with the Australian Securities Exchange ("ASX") on Wednesday, 23 February 2022.

Jefferies (Australia) Pty Ltd ("Jefferies" or the "Lead Manager") is acting as underwriter and lead manager to the Offer.

The Offer is being made by IDX without a prospectus or other disclosure document in accordance with section 708AA of the Corporations Act 2001 (Cth) (the "Corporations Act") as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84.

The Offer comprises an institutional entitlement offer ("Institutional Entitlement Offer") and an offer to Eligible Retail Shareholders (as defined below) to participate on the same terms ("Retail Entitlement Offer"). The Institutional Entitlement Offer has already closed and the results were announced to ASX on Friday, 25 February 2022. The Retail Entitlement Offer opens on Tuesday, 1 March 2022 and is expected to close on Monday, 14 March 2022.

An offer booklet in relation to the Retail Entitlement Offer has today been lodged with ASX and made available to Eligible Retail Shareholders (as defined below).

This is a letter to inform you that you are not an Eligible Retail Shareholder for the purposes of the Retail Entitlement Offer. This letter is not an offer to issue entitlements or New Shares to you, nor an invitation to apply for entitlements or New Shares. You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Offer that you should be aware of.

## Eligibility criteria

The Offer involves:

### 1. An Institutional Entitlement Offer (which has now been completed)

Shareholders who are eligible to participate in the Institutional Entitlement Offer ("Eligible Institutional Shareholders") are those persons who:


- a. are registered as a holder of fully paid ordinary shares in IDX as at 7.00pm (Melbourne time) on Friday, 25 February 2022 ("Record Date");
- b. have an address in Australia, New Zealand, United Arab Emirates (excluding financial zones), United Kingdom, Hong Kong, European Union (excluding Austria), Switzerland, Norway or Singapore; and
- c. are invited to participate in the Institutional Entitlement Offer,

provided this does not include any shareholder who IDX and the Lead Manager agree will be an ineligible institutional shareholder in their absolute discretion.

### 2. A Retail Entitlement Offer

Shareholders who are eligible to participate in the Retail Entitlement Offer ("Eligible Retail Shareholders") are those persons who:

- a. are registered as a holder of fully paid ordinary shares in IDX as at 7.00pm (Melbourne time) on the Record Date;
- b. have a registered address on IDX's share register that is in Australia or New Zealand;
- c. are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States (to the extent such person holds IDX shares for the account or benefit of such person in the United States);
- d. were not invited to participate in the Institutional Entitlement Offer, and were not otherwise treated as an ineligible institutional shareholder under the Institutional Entitlement Offer; and
- e. are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.



Why am I not eligible to participate in the Offer?

IDX has determined, pursuant to section 9A(3) of the Corporations Act and ASX Listing Rule 7.7.1(a), that it would be unreasonable to make offers to shareholders in countries outside Australia or New Zealand in connection with the Retail Entitlement Offer.

This is due to the legal and regulatory requirements in countries other than Australia or New Zealand and the potential costs to IDX of complying with these requirements, compared with the relatively small number of shareholders in those countries, the relatively small number of existing IDX ordinary shares they hold and the relatively low value of New Shares to which those shareholders would otherwise be entitled to subscribe for.

Determination of eligibility of investors for the purposes of the Retail Entitlement Offer is determined by IDX with reference to a number of matters. IDX and the Lead Manager and each of their respective affiliates and related bodies corporate and each of their respective directors, officers, partners, employees, advisers and agents disclaim any liability in respect of any determination as to eligibility, to the maximum extent permitted by law.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Retail Shareholder as stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3) of the Corporations Act, IDX wishes to advise you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for New Shares under the Retail Entitlement Offer. You will not be sent the documents relating to the Retail Entitlement Offer or be able to subscribe for New Shares under the Retail Entitlement Offer.

Notwithstanding the above, IDX may (in its absolute discretion) agree to extend the Retail Entitlement Offer to certain institutional shareholders in foreign jurisdictions who did not participate in the Institutional Entitlement Offer subject to compliance with applicable laws.

As the Retail Entitlement Offer is non-renounceable, entitlements in respect of any New Shares that would have been offered to you if you were an Eligible Retail Shareholder will lapse and you will not receive any payment or value for those entitlements. Entitlements are not tradeable on ASX or otherwise transferrable.

#### Further information

If you have any questions in relation to any of the above matters, please contact the IDX Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) from 8.30am to 5.00pm (Melbourne time), Monday to Friday. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

While the Offer is not able to be made to you, on behalf of IDX, I thank you for your continued support of IDX.

Yours sincerely,

Kirsty Lally  
Company Secretary  
Integral Diagnostics Limited

#### IMPORTANT INFORMATION

This letter is issued by Integral Diagnostics Limited ("IDX"). This letter is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any entitlements or securities in IDX in any jurisdiction. You are not required to do anything in response to this letter.

This letter does not constitute financial product advice and does not and will not form any part of any contract for the acquisition of entitlements or IDX shares. The information in this letter is general information only, and does not take into

account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional advisor.

#### NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This letter does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which such an offer would be illegal. No action has been or will be taken to register, qualify or otherwise permit a public offering of the entitlements and the New Shares under the Retail Entitlement Offer in any jurisdiction outside Australia and New Zealand. Neither the entitlements nor the New Shares have been, nor will be, registered under the U.S. Securities Act of 1933 as amended ("U.S. Securities Act") or under the securities laws of any state or other jurisdiction of the United States. The entitlements may not be taken up or exercised by, and the New Shares may not be offered or sold, issued to, purchased or traded by, or taken up or exercised by, directly or indirectly, any person in the United States or any person acting for the account or benefit of a person in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The entitlements and New Shares to be offered and sold in the Offer will only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) of the Securities Act) in reliance on Regulation S under the U.S. Securities Act.