

Ms Anjuli Sinniah
Senior Adviser, Listings Compliance
ASX Limited
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

23 April 2019

By Email: ListingsCompliancePerth@asx.com.au

Dear Ms Sinniah

ADMEDUS LTD (ASX: AHZ, 'COMPANY') RESPONSE TO AWARE QUERY

1. We refer to the ASX's letter to the Company dated 17 April 2019 (the **ASX Letter**) concerning the Company's announcement to the market on 10 April 2019 of the execution of the share sale agreement by the Company's wholly owned subsidiary Admedus Investments Pty Ltd (**AIPL**) with Constellation Therapeutics Limited (**Constellation**) and other shareholders of Admedus Vaccines Pty Ltd (**AVPL**) whereby Constellation would acquire, subject to conditions, all of the shares of AVPL (the **Immunotherapies Transaction**).
2. The Company responds to each of the questions set out in the ASX Letter as set out below.

Question 1: Noting that the Immunotherapies Transaction is subject to Shareholder Approval, does AHZ consider the Immunotherapies Transaction to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

3. Yes in relation to the Immunotherapies Transaction as a whole, however, please see the Company's comments in response to Question 3 in relation to the execution of the share sale agreement for the Immunotherapies Transaction.

Question 2: If the answer to question 1 is "no", please advise the basis for that view.

4. Not applicable.

Admedus Limited

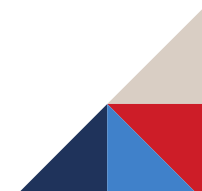
Registered Office:

Toowong Tower, Level 3, 9 Sherwood Rd, Toowong, Queensland 4066

Customer Service:

T: 1300 550 310 F: 1300 880 398 International: T: +61 (0)7 3152 3200 F: +61 (0)7 3152 3299

E: info@admedus.com W: admedus.com



Question 3: Noting that the announcement disclosing the Immunotherapies Transaction states that the Transaction was entered into on 22 March 2019, please explain why this information was not released to the market prior to 10 April 2019, commenting specifically on when you believe AHZ was obliged to release the information under Listing Rule 3.1 and 3.1A and what steps AHZ took to ensure that the information was released promptly and without delay.

5. The Company was aware prior to 10 April 2019 that the terms of the share sale agreement had informally been agreed to by each of the parties to the Immunotherapies Transaction. However, as the parties were executing the document in counterpart, the Company was not aware that all parties had completed their internal processes to approve, execute and exchange the document until 10 April 2019.
6. As noted in the Company's response to the ASX's price query on 10 April 2019, the Company announced the signing of the share sale agreement for the Immunotherapies Transaction on 10 April 2019 following feedback from ASX on the Company's draft notice of annual general meeting. The Company did not consider the signing of the share sale agreement itself to be price sensitive given:
 - a. the key terms had already been disclosed to the ASX; and
 - b. notwithstanding the signing of the share sale agreement, the Immunotherapies Transaction remained subject to a number of conditions which were outside the control of the Company including execution of a subscription agreement which was one of the key transaction documents for the transaction, therefore there was no greater certainty, as compared prior to the share sale agreement being executed and exchanged, that the transaction would proceed. As such, the Company considered the transaction still to be incomplete notwithstanding the signing of the share sale agreement.
7. For the reasons noted above, the Company had intended to provide an update on the Immunotherapies Transaction to shareholders and the market as part of the notice of annual general meeting, unless the Company became aware of new market sensitive information. Once the Company was aware that the ASX had a different view to the Company, the Company requested a trading halt and then released the information to the market.

Question 4: Please confirm that AHZ is complying with the Listing Rules and, in particular, Listing Rule 3.1.

8. The Company confirms that to the best of its knowledge and belief, it is in compliance with the Listing Rules.

Question 5: Please confirm that AHZ's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of AHZ with delegated authority from the board to respond to ASX on disclosure matters.

9. The Company confirms that these responses have been authorised and approved in accordance with the published continuous disclosure policy.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Steve Denaro', written over a light blue rectangular background.

Steve Denaro
Director and Company Secretary



17 April 2019

Mr Steven Denaro
Company Secretary

By email:

Dear Mr Denaro

Admedus Limited ('AHZ'): Aware Query

ASX refers to the following:

- A. AHZ's announcement entitled "Immunotherapies Transaction Update" lodged on the ASX Market Announcements Platform and released at 1:02 PM on 10 April 2019 (the 'Announcement'), disclosing that AHZ's wholly owned subsidiary Admedus Investments Pty Ltd entered into a share sale agreement dated 22 March 2019 with Constellation Therapeutics Limited ("Constellation") and the other shareholders of Admedus Vaccines Pty Ltd ("Admedus Vaccines") whereby Constellation would acquire, subject to certain conditions, all of the shares of Admedus Vaccines ("Immunotherapies Transaction").
- B. AHZ's notice of general meeting lodged on the ASX Market Announcements Platform and released at 04:27 PM on 12 April 2019 (the "Notice"), seeking shareholder approval for the Immunotherapies Transaction pursuant to listing rule 10.1 ("Shareholder Approval").
- C. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- D. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:
"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."
- E. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied:
"3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:
3.1A.1 One or more of the following applies:
 - *It would be a breach of a law to disclose the information;*
 - *The information concerns an incomplete proposal or negotiation;*
 - *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*

- *The information is generated for the internal management purposes of the entity; or*
- *The information is a trade secret; and*

3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and

3.1A.3 A reasonable person would not expect the information to be disclosed."

- F. ASX's policy position on the concept of "confidentiality", which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. In particular, the Guidance Note states that:

"Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule."

Request for Information

Having regard to the above, ASX asks AHZ to respond separately to each of the following questions and requests for information:

1. Noting that the Immunotherapies Transaction is subject to Shareholder Approval, does AHZ consider the Immunotherapies Transaction to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is "no", please advise the basis for that view.
3. Noting that the announcement disclosing the Immunotherapies Transaction states that the Transaction was entered into on 22 March 2019, please explain why this information was not released to the market prior to 10 April 2019, commenting specifically on when you believe AHZ was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps AHZ took to ensure that the information was released promptly and without delay.
4. Please confirm that AHZ is complying with the Listing Rules and, in particular, Listing Rule 3.1.
5. Please confirm that AHZ's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of AHZ with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, **by no later than 5 PM AWST Tuesday, 23 April 2019.**

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, AHZ's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph and may require AHZ to request a trading halt immediately.

If you wish to request a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at ListingsCompliancePerth@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to AHZ's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that AHZ's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Suspension

If you are unable to respond to this letter by the time specified above ASX will likely suspend trading in AHZ's securities under Listing Rule 17.3.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Regards

Anjuli Sinniah
Senior Adviser, Listings Compliance (Perth)