



## **Analytica Limited**

ACN 006 464 886

### **Entitlement Offer Booklet**

In relation to

**A partially underwritten pro-rata non-renounceable entitlement offer of 1 New Share for every 8 Shares held at an issue price of \$0.03 per New Share to raise approximately \$3.17 million**

The Entitlement Offer closes (unless extended) at 5pm (Sydney time) on Tuesday, 28 October 2014

**This Entitlement Offer Booklet is important and should be read in its entirety. If you do not understand any part of this document or are in doubt as to what you should do, you should contact your professional adviser immediately. This document is provided for information purposes and is not a prospectus or other disclosure document under the Corporations Act.**

<b>NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO U.S. PERSONS</b>
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**Lead Manager and Underwriter**



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## IMPORTANT INFORMATION

This Entitlement Offer is being made without a prospectus in accordance with section 708AA of the Corporations Act 2001 to Eligible Shareholders with a registered address in Australia and New Zealand recorded in the register of members at 7pm (Sydney time) on Tuesday 14 October 2014 (**Record Date**).

This document is not a prospectus under Australian law or under any other law. Accordingly, this document does not contain all of the information which a prospective investor may require to make an investment decision and it does not contain all of the information which would otherwise be required by Australian law or any other law to be disclosed in a prospectus. This Entitlement Offer Booklet should be read in conjunction with the Company's other periodic and continuous disclosure announcements to ASX available at [www.asx.com.au](http://www.asx.com.au).

This Entitlement Offer Booklet may contain forward-looking statements, opinions and estimates. Forward-looking statements are not guarantees or predictions of future performance, and involve known and unknown risks, uncertainties and other factors, many of which are beyond the Company's control, and which may cause actual results to differ materially from those expressed in the statements contained in this letter and the attached materials. You should not place undue reliance on these forward-looking statements. These forward-looking statements are based on information available to the Company as of the date of this Entitlement Offer Booklet. Except as required by law or regulation (including the ASX Listing Rules) the Company undertakes no obligation to update these forward-looking statements.

Before making any decision to invest, Eligible Shareholders must make their own investigations and analyses regarding the Company, its business, financial performance, assets, liabilities and prospects, rely on their own inquiries and judgements in the light of their own personal circumstances (including financial and taxation issues) and seek appropriate professional advice.

This Entitlement Offer Booklet does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any 'US person' (as defined in Regulation S under the US Securities Act of 1933, as amended (**US Person**)). Shares may not be offered or sold in the United States or to, or for the account or benefit of, any US Person absent registration or an exemption from registration. This Entitlement Offer Booklet has been prepared for publication only in Australia and New Zealand and may not be released elsewhere.

Capitalised terms have the meaning given to them in section 5.

## KEY FEATURES OF THE ENTITLEMENT OFFER

### Summary of Offer

Issue Price	\$0.03 per New Share
Discount	approximately 23% to Analytica's 15 trading day VWAP of \$0.0388 to 2 October 2014
Entitlement	1 New Share for every 8 Shares held on the Record Date (14 October 2014)
Additional New Shares	Eligible Shareholders may apply for New Shares in excess of their Entitlement. The Directors may scale back applications for Additional New Shares in their absolute discretion.
Maximum number of New Shares to be issued under the Entitlement Offer	105,461,893
Maximum amount to be raised from the Entitlement Offer (before costs)	Approximately \$3.17 million

### Key dates

Announcement of the Entitlement Offer	3 October 2014
Existing shares quoted on an 'ex-entitlement' basis	10 October 2014
Record Date to determine Entitlements	7pm (Sydney time) on Tuesday 14 October 2014
Despatch of Entitlement Offer Booklet and Entitlement and Acceptance Forms	17 October 2014
Opening date of the Entitlement Offer	17 October 2014
Closing Date — last date for lodgement of Entitlement and Acceptance Forms and payment of Application Money	5pm (Sydney time) on Tuesday 28 October 2014
Announcement of shortfall (if any) under the Entitlement Offer	31 October 2014
Issue and allotment of New Shares	5 November 2014
Transaction confirmation statements for New Shares expected to be despatched	6 November 2014
Trading of New Shares expected to commence on ASX	6 November 2014

Eligible Shareholders that wish to participate in the Entitlement Offer are encouraged to subscribe for New Shares as soon as possible after the Entitlement Offer opens. The Company in consultation with the Underwriter reserves the right, subject to the Corporations Act, the Listing Rules and other applicable laws, to vary the dates of the Entitlement Offer (including extending the Entitlement Offer or accepting late applications) without notice.

## **1 Details of the Entitlement Offer**

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### **1.1 The Entitlement Offer**

Eligible Shareholders are invited to participate in a pro-rata non-renounceable Entitlement Offer to raise approximately \$3.17 million (before costs). The Entitlement Offer will be conducted on the basis of 1 New Share for every 8 Shares held on the Record Date, at an Issue Price of \$0.03 per New Share, which is payable in full on application. Fractional entitlements will be rounded up.

The Issue Price represents a discount of approximately 23% to the VWAP of the Company's shares of \$0.0388 calculated over the 15 trading days up to and including 2 October 2014.

Please refer to and consider publicly available information about Analytica available at [www.asx.com.au](http://www.asx.com.au) and [www.analyticamedical.com](http://www.analyticamedical.com) for further information regarding the purpose of the Capital Raising, the sources and applications of proceeds of the Capital Raising

### **1.2 Underwriting**

The Entitlement Offer is partially underwritten by Patersons Securities Limited to the value of approximately \$1,645,000. An overview of the Underwriting Agreement is set out in section 4.9.

### **1.3 Sub-underwriting**

Halonna Pty Ltd (an entity associated with Non-executive Chairman, Dr Michael Monsour), has agreed to sub-underwrite the Entitlement Offer up to an amount of \$200,000 for which it will receive a fee of 1.5% of the sub-underwritten amount. Please see further details set out in paragraph 4.10.

### **1.4 Eligible Shareholders**

This Entitlement Offer Booklet contains an offer of New Shares to Eligible Shareholders. Eligible Shareholders are those holders of Shares who:

- (a) are registered as a holder of Shares on the Record Date;
- (b) have a registered address in Australia or New Zealand;
- (c) are not in the United States, are not a US Person and are not acting for the account or benefit of a person in the United States or a US Person; and
- (d) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

The Entitlements of Eligible Shareholders who also hold options to subscribe for Shares will be calculated on the basis of the number of Shares they hold on the Record Date, disregarding any options which have not been exercised before that time.

Shareholders that are not Eligible Shareholders are Ineligible Shareholders.

### **1.5 Additional New Shares**

Eligible Shareholders that have fully subscribed for their Entitlements under the Entitlement Offer will be able to subscribe for additional shares (**Additional New Shares**). Additional New Shares will be sourced from Entitlements that were not taken up under the Entitlement Offer.

Eligible Shareholders can subscribe for Additional New Shares by completing the relevant part of the Entitlement and Acceptance Form, or through BPAY®.

There is no guarantee that those Eligible Shareholders will receive the number of Additional New Shares applied for, or any. The number of Additional New Shares will not exceed the shortfall from the Entitlement Offer. The Directors reserve the right to allot and issue Additional New Shares in their absolute discretion.

## 1.6 Effect of the Capital Raising on Analytica's capital structure

### (a) Share capital

The principal effect of the Capital Raising on Analytica's capital structure (being the Entitlement Offer and the Share Placement) will be to increase the total number of issued Shares. The capital structure of Analytica following the issue of the New Shares in connection with the Capital Raising is expected to be as follows:

<b>Shares on issue prior to the announcement of the Capital Raising on 3 October 2014</b>	815,361,809
<b>Shares to be issued under the Share Placement</b>	28,333,334
<b>Maximum possible New Shares to be issued under the Entitlement Offer</b>	105,461,893
<b>Maximum possible Shares on issue after the Capital Raising</b>	949,157,036

This table is indicative and has been prepared for illustrative purposes only. Shareholders should be aware that the actual number of Shares issued may differ from this table.

### (b) Other securities

As at the date of this Entitlement Offer Booklet, the Company had on issue 55,850,000 unlisted options. The exercise price of all options and the number of underlying shares to which the options relate may be readjusted in accordance with the Listing Rules following the Entitlement Offer, in accordance with their terms. The options and performance rights do not carry an entitlement to participate in the Entitlement Offer.

## 1.7 Withdrawal of Entitlement Offer

The Board reserves the right to withdraw all or part of the Entitlement Offer at any time before the issue of New Shares, in which case the Company will refund Application Money without payment of interest.

## 1.8 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application or payment once it has been accepted, except as allowed by law.

## 1.9 No Entitlements trading

Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up their Entitlement in full will not receive any value in respect of those Entitlements that they do not take up.

## 1.10 Shortfall shares

To the extent there is any shortfall in subscriptions for New Shares and Additional New Shares under the Entitlement Offer, the shortfall will be placed by the Underwriters, in consultation with Analytica and in accordance with the Underwriting Agreement within three months of the Closing Date.

## 1.11 Minimum subscription

There is no minimum subscription for the Entitlement Offer.

**1.12 Opening and Closing Date for applications**

The Entitlement Offer opens for acceptances on Friday 17 October 2014 and all Entitlement and Acceptance Forms and payments of Application Money must be received by no later than 5pm (Sydney time) on Tuesday 28 October 2014, subject to the Directors being able to vary the Closing Date in accordance with the Listing Rules.

**1.13 Allotment of New Shares and ASX quotation**

It is expected that allotment of the New Shares will take place as soon as practicable after the Closing Date. It is expected that the New Shares will be allotted no later than Wednesday 5 November 2014. However, if the Closing Date is extended, the date for allotment may also be extended.

No allotment of New Shares will be made until permission is granted for their quotation by ASX.

## 2 How to participate

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### 2.1 What you may do — choices available

Before taking any action you should carefully read this Entitlement Offer Booklet and the other publicly available information about the Company on our website ([www.analyticamedical.com](http://www.analyticamedical.com)).

The number of New Shares to which Eligible Shareholders are entitled is shown on the Entitlement and Acceptance Form. If you are an Eligible Shareholder you may:

Alternatives	See section
• Take up your Entitlement in full or in part	2.2
• Take up your Entitlement in full and apply for Additional New Shares	2.2 and 2.3
• Allow your Entitlement to lapse	2.7

### 2.2 If you wish to accept your Entitlement in full or in part

Either:

#### Payment by cheque or bank draft

If you are paying for your New Shares by cheque, bank cheque or bank draft, complete and return the Entitlement and Acceptance Form with your payment. The Share Registry must receive your completed Entitlement and Acceptance Form together with full payment for the number of New Shares for which you are applying by no later than **5pm (Sydney time) on Tuesday 28 October 2014**.

Your cheque, bank cheque or bank draft must be paid in Australian currency and be drawn on an Australian branch of an Australian financial institution. Your payment must be for the full amount required to pay for the New Shares applied for. Payments in cash will not be accepted.

Cheques must be made payable to 'Analytica Limited' and crossed 'Not Negotiable'.

You must ensure that your cheque account has sufficient funds to cover your payment, as your cheque will be presented for payment on receipt. If your bank dishonours your cheque your application will be rejected. We will not re-present any dishonoured cheques.

or:

#### Pay by BPAY®

If you are paying for your New Shares by BPAY®, please refer to your personalised instructions on your Entitlement and Acceptance Form. Please note that should you choose to pay by BPAY®:

- you do not need to complete or return the Entitlement and Acceptance Form but are taken to have made the declarations on that personalised Entitlement and Acceptance Form;
- amounts received by the Company in excess of the Issue Price multiplied by your Entitlement (**Excess Amount**) may be treated as an application to apply for as many Additional Shares as your Excess Amount will pay for in full; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares as is covered in full by your Application Money.

When completing your BPAY<sup>®</sup> payment, please make sure to use the specific Biller Code and unique reference number provided on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form (i.e. where you have multiple holdings), please only use the reference number specific to the Entitlement on that form. If you inadvertently use the same reference number for more than one of your Entitlements, you will be deemed to have applied only for New Shares on the Entitlement to which the reference number applies.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY<sup>®</sup> are received by **5pm (Sydney Time) on Tuesday 28 October 2014**.

Excess Application Money that is not sufficient to subscribe for a number of New Shares or Additional New Shares multiplied by the Issue Price will be refunded to you except where that amount is less than \$2.00, in which case it will be retained by the Company. The method by which you receive the refund will be at the discretion of the Company. No interest will be paid to Eligible Shareholders on any Application Money received or refunded.

### 2.3 Applying for Additional New Shares

If you have applied to take up all of your Entitlement, you may also apply for Additional New Shares.

If you apply for Additional Shares and your application is successful (in whole or in part) your Additional New Shares will be issued at the same time that other New Shares are issued under the Entitlement Offer. There is no guarantee that you will receive any Additional New Shares. The Directors reserve their right to allot and issue Additional New Shares in their absolute discretion.

### 2.4 Acceptance of the Entitlement Offer

By completing, and the Company receiving, your personalised Entitlement and Acceptance Form with the requisite Application Money or making a payment by BPAY<sup>®</sup>, you:

- (a) agree to be bound by the terms of this Entitlement Offer Booklet and the provisions of the Company's constitution;
- (b) authorise the Company to register you as the holder(s) of the New Shares allotted to you;
- (c) declare that all details and statements made in the Entitlement and Acceptance Form are complete and accurate;
- (d) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement Offer;
- (e) acknowledge that once the Company receives the Entitlement and Acceptance Form or your payment by BPAY<sup>®</sup>, you may not withdraw it except as allowed by law;
- (f) agree to apply for, and be issued with up to, the number of New Shares that your payment will pay for at the Issue Price;
- (g) authorise the Company and its officers or agents to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Entitlement and Acceptance Form;
- (h) declare that you were the registered holder(s) at the Record Date (14 October 2014) of the Shares indicated on the Entitlement and Acceptance Form as being held by you on the Record Date;



- (i) acknowledge that the information contained in this Entitlement Offer Booklet is not investment advice or a recommendation that New Shares are suitable for you, given your investment objectives, financial situation or particular needs, and that the Entitlement Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;
- (j) acknowledge that investments in the Company are subject to risks;
- (k) represent and warrant that the law of any place (other than Australia and New Zealand) does not prohibit you from being given this Entitlement Offer Booklet or making an application for New Shares; and
- (l) represent and warrant that you are an Eligible Shareholder and have read and understood this Entitlement Offer Booklet and the Entitlement and Acceptance Form and that you acknowledge the matters, and make the warranties and representations and agreements contained in this Entitlement Offer Booklet and the Entitlement and Acceptance Form.

By completing, and the Company receiving, your personalised Entitlement and Acceptance Form with the requisite Application Money or making a payment by BPAY<sup>®</sup>, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (a) you are not in the United States and are not a US Person (see section 4.2(c)), and are not acting for the account or benefit of, a US Person and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Entitlement Offer;
- (b) you acknowledge that the Entitlements and the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States, or in any other jurisdiction outside Australia and New Zealand, and accordingly, the Entitlements may not be taken up, and the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws; and
- (c) you have not and will not send any materials relating to the Entitlement Offer to any person in the United States or that is a US Person, or is acting for the account or benefit of a US Person.

## **2.5 Payment for New Shares**

The Issue Price is payable in full on application.

The Application Money payable for your Entitlement is set out on the Entitlement and Acceptance Form.

Application Money will be held in trust in a subscription account until allotment. Any interest earned on Application Money will be for the benefit of the Company and will be retained by the Company whether or not the allotment of New Shares takes place.

## **2.6 Address details and enquiries**

Completed Entitlement and Acceptance Forms (including payment of Application Money) should be forwarded in the enclosed reply paid envelope to the Company's Share Registry at either of the following addresses:

**Mailing address:**

Analytica Limited  
C/- Link Market Services Limited  
Locked Bag 3415  
Brisbane QLD 4001

**Hand delivery:**

Analytica Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138

If you would like further information you can:

- (a) contact your stockbroker, accountant or other professional adviser; or
- (b) Call the Analytica Entitlement Offer Helpline on 1300 551 346 (within Australia) and +61 1300 551 346 (outside of Australia) at any time from 8:30 am to 5:30 pm (Brisbane time) Monday to Friday during the entitlement offer period.

**2.7 If you do not wish to accept all or any part of your Entitlement**

To the extent you do not accept all or any part of your Entitlement, it will lapse.

Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up their Entitlements in full will not receive any value in respect of the Entitlements they do not take up, and their percentage shareholding in the Company will be reduced following the issue of New Shares.

### **3 Risk factors**

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#### **3.1 General**

There are a number of factors, both specific to the Company and of a general nature, which may affect the future operating and financial performance of the Company, its products, the industry in which it operates and the outcome of an investment in the Company. There can be no guarantee that the Company will achieve its stated objectives or that forward-looking statements will be realised.

This section describes certain, but not all, risks associated with an investment in the Company. Each of the risks set out below could, if it eventuates, have a material adverse impact on the Company's performance, profits and the value of its Shares.

Before deciding to invest in the Company, potential investors should read the entire Entitlement Offer Booklet and the risk factors that could affect the financial performance of the Company.

You should carefully consider these factors in light of your personal circumstances and seek professional advice from your accountant, stockbroker or other professional adviser before deciding whether to invest.

#### **3.2 Specific risk factors**

In addition to the general risks set out in section 3.1, the Directors believe that there are a number of specific factors that should be taken into account before investors decide whether or not to apply for Shares. Each of these factors could have a materially adverse impact on the Company, its expansion plans, operating and product strategies and its financial performance and position.

These include:

##### **(a) Funding risk**

The Company currently operates on a negative cash operating basis in that its operating expenses exceed its revenue. There is no guarantee that the monies raised under the Entitlement Offer will be adequate or sufficient to achieve its stated objectives or meet the funding requirements of the Company under its current business plan.

If the Company requires access to further funding at any stage in the future, there can be no assurance that additional funds will be available either at all or on terms and conditions which are commercially acceptable to the Company.

##### **(b) Product performance risk**

There will be a material adverse effect on the Company's prospects and business generally if the PeriCoach™ device does not function or perform as expected. The Company has sought to mitigate this risk through its controlled market release strategy and has captured product improvements through the results of that strategy.

##### **(c) Intellectual property and patent risk**

The ability of the Company to maintain protection of its proprietary intellectual property and operate without infringing the proprietary intellectual property rights of third parties is an integral part of the Company's business.

To protect its proprietary intellectual property, the Company has applied for patents, trademarks and designs in key markets. The intellectual property applications (**IP Applications**) are at various stages. There is a risk that some or all of the IP Applications may not be granted, either in Australia or overseas and the Company

may not be able to prevent other persons from using the Company's intellectual property.

The granting of protection such as a registered patent does not guarantee that the rights of third parties are not infringed or that competitors will not develop technology to avoid the patent. Patents are territorial in nature and patents must be obtained in each and every country where protection is desired. There can be no assurance that any patents which the Company may own or control will afford the Company significant protection of its technology or its products.

(d) **Reverse engineering risk and trade secret risk**

There is a risk of the Company's products being reverse engineered or copied. The Company relies on trade secrets to protect its proprietary technologies, especially where it does not believe patent protection is appropriate or obtainable. However, trade secrets are difficult to protect. The Company relies in part on confidentiality agreements with its employees, contractors, consultants, outside scientific collaborators and other advisors to protect its trade secrets and other proprietary information. These agreements may not effectively prevent disclosure of confidential information and may not provide an adequate remedy in the event of unauthorised disclosure of confidential information. Costly and time-consuming litigation could be necessary to enforce and determine the scope of the proprietary rights, and failure to obtain or maintain trade secret protection could adversely affect the Company's competitive business position.

(e) **Regulatory risk**

Government health regulations, which are subject to change, add uncertainty to obtaining approval to market medical devices and this risk increasingly also applies to mobile health applications that conform to certain device regulatory guidelines. There is a risk that the cost of compliance will exceed expectations and have an adverse impact on the financial position of the Company.

The United States and European Union are considered key markets by the Company. The Company intends to seek regulatory approval for the sale of the PeriCoach™ product in those key markets and is well progressed in preparing the relevant applications. However, there is no guarantee that the applications will be successful either at all or in a timely manner or be granted on terms and conditions which are acceptable or commercially feasible to the Company.

If regulatory approvals for those key markets are not granted then there will be a material adverse effect on the Company's growth prospects and financial performance.

(f) **Commercialisation risk**

There can be no assurance that the Company's existing product or any new products or services that it develops will achieve market acceptance or will be commercialised, either on a timely basis or at all.

For example, the PeriCoach™ product may not be able to be manufactured and sold at a price which gains market acceptance. An inability or material delay in the commercialisation of the Company's product would have an adverse impact on the revenue, financial performance, prospects and share price of the Company.

(g) **Manufacturing risk**

The Company has outsourced its manufacturing to a contract manufacturer to meet its production needs. If the contract manufacturer is unable to meet the demands of the Company this will have a material adverse effect on the Company's performance. The Company has mitigated this risk by engaging an experienced contract manufacturer.

There are risks which are inherent in manufacturing including machinery breakdowns, damage from flood and fire, below standard workmanship or materials, employee issues (including accidents), workplace health and safety, delays and additional or unexpected costs. Any adverse impact on production could have a materially adverse impact on the Company's ability to meet customer needs and the risk of customer claims and the Company's ability to achieve its expansion plans or its financial performance.

If the Company experiences significant demand for its product it will need to increase its manufacturing capacity. The Company believes that such a scale-up is commercially and financially feasible. However, costs and delays caused by such a scale-up could have a material adverse effect on the Company's growth and financial performance.

(h) **Warranty risk and product liability**

There is an inherent risk of defective workmanship or materials in the manufacture of the Company's products and for exposure to product liability for damages suffered by third parties attributable to the use of the product. Defective products may have a materially adverse impact on the Company's reputation, its ability to achieve sales and commercialise its products and on its financial performance due to warranty obligations.

(i) **Expansion risk**

As the Company expands, it will be required to continue to improve, and where appropriate, upscale its operational and financial systems, procedures and controls and expand, retain, manage and train its employees. If it is not able to manage its expansion and growth efficiently and effectively, there could be a materially adverse impact on the Company's ability to meet customer demands, to expand its business either at all or in a timely manner, its financial performance and its ability to maintain its position in the market.

(j) **Dividends**

There is no guarantee as to future earnings of the Company or that the Company will be profitable at any time in the future and there is no guarantee that the Company will be in a financial position to pay dividends at any time in the future.

3.3 **General risk factors**

(a) **Share market**

On completion of the Entitlement Offer, the New Shares may trade on ASX at higher or lower prices than the Issue Price. Investors who decide to sell their New Shares after the Entitlement Offer may not receive the amount of their original investment. There can be no guarantee that the price of New Shares will increase after listing. The price at which the New Shares trade on ASX may be affected by the financial performance of the Company and by external factors over which the Directors and the Company have no control.

These factors include movements on international share and commodity markets, local interest rates and exchange rates, domestic and international economic conditions, government taxation, market supply and demand and other legal, regulatory or policy changes.

(b) **Dependence on general economic conditions**

The operating and financial performance of the Company is influenced by a variety of general economic and business conditions, including levels of consumer spending, inflation, interest rates and exchange rates, access to debt and capital markets, government fiscal, monetary and regulatory policies.

A prolonged deterioration in general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could be expected to have a material adverse impact on the Company's business or financial condition. Changes to laws and regulations or accounting standards which apply to the Company from time to time could adversely impact on the Company's earnings and financial performance.

(c) **Tax risk**

Any change to the rate of company income tax in jurisdictions in which the Company operates will impact on shareholder returns, as will any change to the rates of income tax applying to individuals or trusts. Any change to the tax arrangements between Australia and other jurisdictions could have an adverse impact on future earnings and the level of dividend franking.

(d) **Legislative and regulatory changes**

Legislative or regulatory changes, including property or environmental regulations or regulatory changes in relation to products sold by the Company, could have an adverse impact on the Company.

## **4 Important information for Shareholders**

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### **4.1 No prospectus or product disclosure statement and not investment advice**

The Entitlement Offer to which information in this Entitlement Offer Booklet related is being made in reliance on section 708AA of the Corporations Act as modified by ASIC Class Order 08/35. The information in this Entitlement Offer Booklet is not a prospectus, product disclosure statement, disclosure document or other offering under the Corporations Act (or any other law). Accordingly, neither this Entitlement Offer Booklet nor the Entitlement and Acceptance Form are required to be lodged or registered with ASIC.

It is also not investment advice and does not take into account your investment objectives, financial situation, tax position and particular needs. Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your personal circumstances (including financial and taxation issues) and seek professional guidance before deciding whether to invest.

### **4.2 Foreign jurisdictions**

#### **(a) General restrictions**

This Entitlement Offer Booklet and accompanying Entitlement and Acceptance Form do not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

No action has been taken to register or qualify the New Shares, or to otherwise permit an offering of New Shares, outside Australia and New Zealand. The New Shares may not be offered in a jurisdiction outside Australia and New Zealand where such an offer is not made in accordance with the laws of that place.

The distribution of this Entitlement Offer Booklet in jurisdictions outside Australia and New Zealand may be restricted by law and therefore persons who come into possession of this document outside Australia and New Zealand should seek advice on and observe any such restrictions. A failure to comply with these restrictions may constitute a violation of applicable securities laws.

It is the responsibility of any applicant to ensure compliance with any laws of the country relevant to their application. Return of a duly completed Entitlement and Acceptance Form and/or payment of Application Money will be taken by the Company to constitute a representation that there has been no breach of such laws and that the applicant is physically present in Australia and New Zealand.

#### **(b) New Zealand securities law requirements**

The Entitlement Offer will be offered in New Zealand in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand). This Entitlement Offer Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978* (New Zealand).

This Entitlement Offer Booklet is not an investment statement or prospectus under New Zealand law, and may not contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

#### **(c) United States**

The New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States and may not be offered or sold, directly or indirectly, in the United States or to, or for the account or benefit of, a

US person, except in a transaction exempt from the registration requirements of the US Securities Act and applicable United States state securities laws.

This Entitlement Offer Booklet is neither an offer to sell nor a solicitation of an offer to buy securities as those terms are defined under the US Securities Act. The Entitlement Offer is not being made to US persons or persons in the United States.

**(d) Ineligible Shareholders**

The Company is not extending the Entitlement Offer to Ineligible Shareholders having regard to the cost of complying with legal and regulatory requirements outside Australia and New Zealand, the number of Ineligible Shareholders and the number and value of New Shares which could be offered to Ineligible Shareholders.

Where this Entitlement Offer Booklet has been dispatched to Ineligible Shareholders, it is provided for information purposes only.

In limited circumstances the Company may elect to treat as Eligible Shareholders certain Shareholders who would otherwise be Ineligible Shareholders, provided the Company is satisfied that it is not precluded from lawfully issuing New Shares to such Shareholders either unconditionally or after compliance with conditions which the Board in its sole discretion regards as acceptable and not unduly onerous.

**4.3 Continuous disclosure**

Analytica is a 'disclosing entity' under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules, including the preparation of annual reports and half-yearly reports.

Analytica is required to notify the ASX of information about specific events and matters as they arise for the purposes of the ASX making that information available to the stock markets conducted by the ASX. In particular, Analytica has an obligation under the Listing Rules (subject to certain exceptions) to notify the ASX immediately of any information which it is or becomes aware which a reasonable person would expect to have a material effect on the price value of its Shares. That information is available to the public from the ASX.

**4.4 Taxation consequences**

The taxation consequences of any investment in New Shares will depend upon your particular circumstances. Potential investors must make their own enquiries concerning the taxation consequences of an investment in the Company. Applicants should consult their tax adviser for advice applicable to their individual needs and circumstances.

**4.5 Privacy**

The information about Eligible Shareholders included on an Entitlement and Acceptance Form is used for the purposes of processing the Entitlement and Acceptance Form and to administer the Eligible Shareholder's holding of New Shares. By submitting an Entitlement and Acceptance Form, each Eligible Shareholder agrees that the Company may use the information provided by an Eligible Shareholder on the form for the purposes set out in this privacy statement and may disclose it for those purposes to the Share Registry and the Company's related bodies corporate, agents and contractors and third party service providers, including mailing houses and professional advisers, and to ASX and other regulatory authorities.

The Corporations Act requires the Company to include information about each Shareholder (including name, address and details of the Shares held) in the Register. The information contained in the Register must remain there even if that person ceases to be a Shareholder. Information contained in the Register is also used to facilitate payments and corporate communications (including the Company's financial results, annual reports and other information that the Company wishes to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.



Under the *Privacy Act 1988* (Cth), you may request access to your personal information held by, or on behalf of, the Company or the Share Registry. A fee may be charged for access. You can request access to your personal information by telephoning or writing to the Share Registry as follows:

Link Market Services Limited  
Locked Bag A14  
South Sydney NSW 1235  
Ph: 1300 554 474 (within Australia) or +61 2 8280 7454 (Outside Australia)

#### 4.6 **Future performance and forward looking statements**

This document contains certain forward looking statements with respect to the financial condition, results of operations, projects and business of Analytica. These forward looking statements involve known and unknown risks, uncertainties and other factors which are subject to change without notice. Analytica gives no assurance that the anticipated results, performance or achievements expressed or implied in those forward looking statements will be achieved.

Forward looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. Except as required by law, and only to the extent so required, no person warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Entitlement Offer.

#### 4.7 **Past performance**

Past Share price performance provides no guarantee or guidance as to future Share price performance. Past performance information given in this Entitlement Offer Booklet is provided for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance. The historical information in this Entitlement Offer Booklet is, or is based upon, information that has been released to the market. For further information, please see past announcements released to the ASX.

#### 4.8 **No authorisation**

No person is authorised to give any information or make any representation in connection with the Entitlement Offer, which is not contained in this Entitlement Offer Booklet. Any information or representation not contained in this Entitlement Offer Booklet may not be relied on as having been authorised by Analytica in connection with the Entitlement Offer. Except as required by law, and only to the extent so required:

- (a) none of Analytica, or any person, warrants or guarantees the future performance of Analytica or any return on any investment made pursuant to the information contained in this Entitlement Offer Booklet; and
- (b) Analytica, its officers, employees and advisers disclaim all liability that may otherwise arise due to the Entitlement Offer Booklet being inaccurate or incomplete in any respect.

#### 4.9 **Underwriting**

Analytica has entered into the Underwriting Agreement under which the Underwriter has agreed to manage and partially underwrite the Entitlement Offer.

The underwriting is on commercial arm's length terms and contains terms and conditions which are customarily found in underwriting agreements of similar size and type, including the following provisions:

- (a) Analytica has (subject to certain limitations) agreed to indemnify the Underwriters, their related bodies corporate, directors, officers, agents, employees, representatives and advisers against losses incurred in respect of the Entitlement Offer;

- (b) Analytica and the Underwriters have given certain representations, warranties and undertakings in connection with (among other things) the conduct of the Entitlement Offer;
- (c) The Underwriters may (in certain circumstances, including having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from their obligations under it on the occurrence of certain events, including where:
  - (i) the All Ordinaries Index or the S&P ASX 200 Health Care Index as published by ASX is at any time after the date of the Underwriting Agreement 10% or more below its respective level as at the close of business on the business day prior to the date of the Underwriting Agreement;
  - (ii) the closing price of the Shares quoted on ASX (trading under code ALT) after the date of the Underwriting Agreement is less than the Issue Price;
  - (iii) it is announced by the ASX that Analytica will be removed from the official list of the ASX, Analytica is delisted or Shares are suspended from trading (other than with the prior consent of the Underwriters);
  - (iv) there are material adverse changes or disruptions in the political conditions or financial markets of key countries, or hostilities commence or escalate in certain key countries;
  - (v) any of the offer materials are or become false, misleading or deceptive (including by omission); or
  - (vi) there is a material adverse change (actual or prospective) in the condition, or in the assets, liabilities, earning, business, results of operation, management or prospects, of Analytica or its subsidiaries from that disclosed to the Underwriter.

The Underwriter will be remunerated by Analytica at market rates and may be reimbursed for certain expenses.

The Underwriter has not authorised or caused the issue of this Entitlement Offer Booklet and takes no responsibility for any information in this Entitlement Offer Booklet or any action taken by you on the basis of such information. To the maximum extent permitted by law, the Underwriter excludes and disclaims all liability, for any expense, losses, damages, or costs incurred by you as a result of your participation in the Entitlement Offer and the information in this Entitlement Offer Booklet being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise.

#### **4.10 Sub-underwriting agreements and Director participation**

The Underwriter will enter into sub-underwriting arrangements with a number of counterparties.

Halonna Pty Ltd (an entity associated with Non-executive Chairman, Dr Michael Monsour), has entered into a priority sub-underwriting agreement with the Underwriter to sub-underwrite up to \$200,000 of the Entitlement Offer.

Under the terms of the sub-underwriting arrangements the sub-underwriters (including Dr Monsour):

- (a) do not have the ability to terminate the sub-underwriting agreement;
- (b) must not deal with any shortfall shares prior to the shares being issued and allotted to them;
- (c) agree to accept any consequence of any amendments made by the Underwriter and the Company to the Underwriting Agreement;

- (d) give warranties and representations to the Underwriter which are standard for a sub-underwriting agreement of this type; and
- (e) indemnify the Underwriter, its related bodies corporate, directors, officers, employees and agents against any losses they incur due to a breach of the sub-underwriting agreement by the sub-underwriter.

Halonna Pty Ltd will receive a sub-underwriting fee of 1.5% of his sub-underwritten amounts.

#### **4.11 Governing law**

This Entitlement Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of applications are governed by the laws applicable in Queensland, Australia.

#### **4.12 Interpretation**

Some capitalised words and expressions used in this Entitlement Offer Booklet have meanings which are explained in section 5.

A reference to time in this Entitlement Offer Booklet is to the local time in Brisbane, Australia, unless otherwise stated. All financial amounts in this Entitlement Offer Booklet are expressed in Australian dollars, unless otherwise stated.

#### **4.13 No handling fees**

There will be no handling fees payable to brokers for Entitlement and Acceptance Forms lodged by them on behalf of Eligible Shareholders.

## 5 Definitions

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<b>Additional New Shares</b>	New Shares you apply for in excess of your Entitlement
<b>Application Money</b>	Money paid by you for New Shares and Additional New Shares
<b>ASIC</b>	The Australian Securities and Investments Commission
<b>ASX</b>	ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as applicable
<b>Board</b>	The board of Directors
<b>Capital Raising</b>	The Share Placement and the Entitlement Offer
<b>Closing Date</b>	5pm (Sydney time) on Tuesday 28 October 2014
<b>Company or Analytica</b>	Analytica Limited ACN 006 464 866
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth)
<b>Director</b>	A director of the Company
<b>Eligible Shareholder</b>	A Shareholder on the Record Date and who is not an Ineligible Shareholder
<b>Entitlement</b>	The entitlement to 1 New Share for every 8 Shares held on the Record Date. The entitlement of each Eligible Shareholder is shown on the personalised Entitlement and Acceptance Form
<b>Entitlement Offer</b>	The offer of approximately 105,461,893 New Shares
<b>Entitlement Offer Booklet</b>	This booklet
<b>Entitlement and Acceptance Form</b>	The entitlement and acceptance form accompanying this Entitlement Offer Booklet
<b>Ineligible Shareholder</b>	A Shareholder with an address in the Register outside Australia and New Zealand, unless the Company is satisfied that it is not precluded from lawfully issuing New Shares to that Shareholder either unconditionally or after compliance with conditions which the Board, in its sole discretion, regards as acceptable and not unduly onerous
<b>Issue Price</b>	\$0.03 per New Share
<b>Lead Manager</b>	Patersons Securities Limited
<b>Listing Rules</b>	The official listing rules of ASX, as amended or waived by ASX from time to time
<b>New Shares</b>	Shares offered under the Entitlement Offer
<b>Record Date</b>	7pm (Sydney time) on Thursday 14 October 2014
<b>Register</b>	The register of Shareholders required to be kept under the Corporations Act
<b>Share</b>	A fully paid ordinary share in the Company
<b>Share Registry</b>	Link Market Services Limited
<b>Share Placement</b>	The placement of approximately 28 million Shares, details of

which were announced by the Company on 3 October 2014

<b>Shareholder</b>	A holder of Shares
<b>Underwriter</b>	Patersons Securities Limited
<b>Underwriting Agreement</b>	The underwriting agreement between Analytica and the Underwriter
<b>US or United States</b>	United States of America, its territories and possessions, any State of the United States of America and the District of Columbia
<b>US Person</b>	Has the meaning given in Regulation S under the US Securities Act
<b>US Security Act</b>	The <i>United States Securities Act of 1933</i> , as amended
<b>VWAP</b>	Volume Weighted Average Price

## **CORPORATE DIRECTORY**

### **Directors and senior management**

Dr Michael Monsour – Non Executive Chairman  
Mr Warren Brooks – Non Executive Director  
Mr Ross Mangelsdorf – Non Executive Director  
Mr Carl Stubbings – Non Executive Director  
Mr Geoff Daly – Chief Executive Officer  
Mr Bryan Dulhunty – Company Secretary

### **Registered office**

C/- Avance Chartered Accountants  
10 Torquay Road  
Pialba QLD 4655  
Telephone: +61 7 3278 1950

### **Website**

<http://www.analyticamedical.com>

### **Legal advisors**

Thomson Geer  
Level 16, Waterfront Place  
1 Eagle Street  
Brisbane QLD 4000  
Australia

### **Auditor**

Bentleys  
Level 9, 123 Albert Street  
Brisbane, QLD 4000

### **Share Registry**

Link Market Services Limited  
Level 15, 324 Queen Street  
Brisbane QLD 4000  
Australia

### **Lead Manager and Underwriter**

Patersons Securities Limited  
Level 23, Exchange Plaza  
Perth WA 6000  
Australia

**SRN/HIN:**

**Entitlement Number:**

**Number of Eligible Shares held as at  
the Record Date, 7:00pm (Sydney time)  
on 14 October 2014:**

**Entitlement to New Shares  
(on a 1 New Share for 8 basis):**

**Amount payable on full acceptance  
at A\$0.03 per Share:**

**Offer Closes  
5:00pm (Sydney time): 28 October 2014**

## ENTITLEMENT AND ACCEPTANCE FORM

As an Eligible Shareholder you are entitled to acquire 1 New Share for every 8 Existing Shares that you hold on the Record Date, at an Offer Price of A\$0.03 per New Share. You may also apply for New Shares in excess of your Entitlement, at the Offer Price. This is an important document and requires your immediate attention. If you do not understand it or you are in doubt as how to deal with it, you should contact your accountant, stockbroker, solicitor or other professional adviser.

**IMPORTANT:** The Offer is being made under the Entitlement Offer Booklet dated 8 October 2014. The Entitlement Offer Booklet contains information about investing in the New Shares. Before applying for New Shares, you should carefully read the Entitlement Offer Booklet. This Entitlement and Acceptance Form should be read in conjunction with the Entitlement Offer Booklet.

If you do not have a paper copy of the Entitlement Offer Booklet, you can obtain a paper copy at no charge, by calling the Analytica Limited Offer Information Line on 1300 551 346 (within Australia) or +61 1300 551 346 (from outside Australia).

### PAYMENT OPTIONS

If you wish to take up all or part of your Entitlement (as shown above), or take up all of your Entitlement and apply for additional New Shares, you have two payment options detailed below.

#### OPTION 1: PAYING BY BPAY®

If paying by BPAY®, refer to the instructions overleaf. **You do NOT need to return the acceptance slip below if you elect to make payment by BPAY®.** Payment must be received via BPAY® before 5:00pm (Sydney time) on 28 October 2014. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry in time. By paying by BPAY® you will be deemed to have completed an Application Form for the number of Shares subject of your application payment.

#### OPTION 2: PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

If paying by cheque, bank draft or money order, complete and return the acceptance slip below with your Application Monies. No signature is required on the acceptance slip. The acceptance slip with your Application Monies must be received by the Registry before 5:00pm (Sydney time) on 28 October 2014.



Billers Code: 433573

Ref:

#### Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: [www.bpay.com.au](http://www.bpay.com.au)

© Registered to BPAY Pty Ltd ABN 69 079 137 518

See overleaf for details and further instructions on how to complete and lodge this Entitlement and Acceptance Form.

**THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.**

*Please detach and enclose with payment*

ANALYTICA



**SRN/HIN:**

**Entitlement Number:**

**A** Number of New Shares accepted (being not more than your Entitlement shown above)

**B** Number of additional New Shares

**C** Total number of New Shares accepted (add Boxes A and B)

+

=

**D PLEASE INSERT CHEQUE, BANK DRAFT OR MONEY ORDER DETAILS** – Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to “Analytica Limited” and crossed “Not Negotiable”.

Drawer

Cheque Number

BSB Number

Account Number

Amount of Cheque






**E CONTACT DETAILS** – Telephone Number

Telephone Number – After Hours

Contact Name

## ANALYTICA LIMITED

The Entitlement Offer to which this Entitlement and Acceptance Form relates is not being made to investors located or resident outside of Australia and New Zealand. In particular the Entitlement Offer is not being made to any person in the U.S. or to a U.S. person. The Entitlement Offer Booklet and Entitlement and Acceptance Form do not constitute an offer or invitation to acquire Shares in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

### ACCEPTANCE OF ENTITLEMENT OFFER

By either returning the Entitlement and Acceptance Form with payment to the Registry, or making payment received by BPAY®:

- you represent and warrant that you have read and understood the Entitlement Offer Booklet and that you acknowledge the matters, and make the warranties and representations;
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the Constitution of Analytica Limited.

### HOW TO APPLY FOR NEW SHARES

#### 1. IF PAYING BY BPAY® (AVAILABLE TO SHAREHOLDERS WITH AN AUSTRALIAN BANK ACCOUNT ONLY)

If you elect to make payment using BPAY® you must contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. For more information on paying by BPAY®: [www.bpay.com.au](http://www.bpay.com.au)

Work out the total amount payable by you. To calculate the total amount, multiply the number of New Shares you wish to apply for by A\$0.03.

Refer overleaf for the Biller Code and Reference Number. The Reference Number is used to identify your holding. If you have multiple holdings you will have multiple Reference Numbers. You must use the Reference Number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

#### 2. IF PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

Complete all relevant sections of the Entitlement and Acceptance Form USING BLOCK LETTERS. These instructions are cross referenced to each section of the Entitlement and Acceptance Form.

##### A. Acceptance of New Shares

Enter into section A the number of New Shares you wish to apply for. The number of New Shares must be equal to or less than your Entitlement, which is set out overleaf.

##### B. Application for Additional New Shares

You can apply for more New Shares than your Entitlement. Please enter the number of **additional** New Shares above your Entitlement for which you wish to apply into Box B. Your Application for additional New Shares may not be successful (wholly or partially). The decision of Analytica Limited on the number of New Shares to be allocated to you will be final. No interest will be paid on any Application Monies received or returned.

##### C. Total Number of New Shares Subscribed for

To calculate total number of New Shares subscribed for, add Box A and Box B and enter this in Box C.

##### D. Cheque, bank draft or money order details

Enter your cheque, bank draft or money order details in section D. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Analytica Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque or money order for the incorrect amount, Analytica Limited may treat you as applying for as many New Shares and Additional New Shares as your cheque, bank draft or money order will pay for.

##### E. Contact details

Enter your contact telephone number where we may contact you regarding your acceptance of New Shares, if necessary.

### 3. HOW TO LODGE YOUR ENTITLEMENT AND ACCEPTANCE FORM

A reply paid envelope is enclosed for your use. No postage stamp is required if it is posted in Australia. Alternatively, if you have lost the reply paid envelope, or you have obtained the Entitlement Offer Booklet electronically, your completed Entitlement and Acceptance Form with the payment for New Shares may be mailed to the postal address, or delivered by hand to the delivery address, set out below. **If paying by BPAY® you do not need to complete or return the Entitlement and Acceptance Form.** You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

#### Mailing Address

Analytica Limited  
C/- Link Market Services Limited  
Locked Bag 3415  
Brisbane QLD 4001

#### Hand Delivery

Analytica Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and application payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (Sydney time) on 28 October 2014. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Analytica Limited reserves the right not to process any Acceptance Slips and cheques received after the Closing Date.

**If you require further information on how to complete this Entitlement and Acceptance Form, please contact the Analytica Limited Offer Information Line on 1300 551 346 (within Australia) or +61 1300 551 346 (from outside Australia) between 8:30am and 5:30pm (Sydney time) Monday to Friday.**

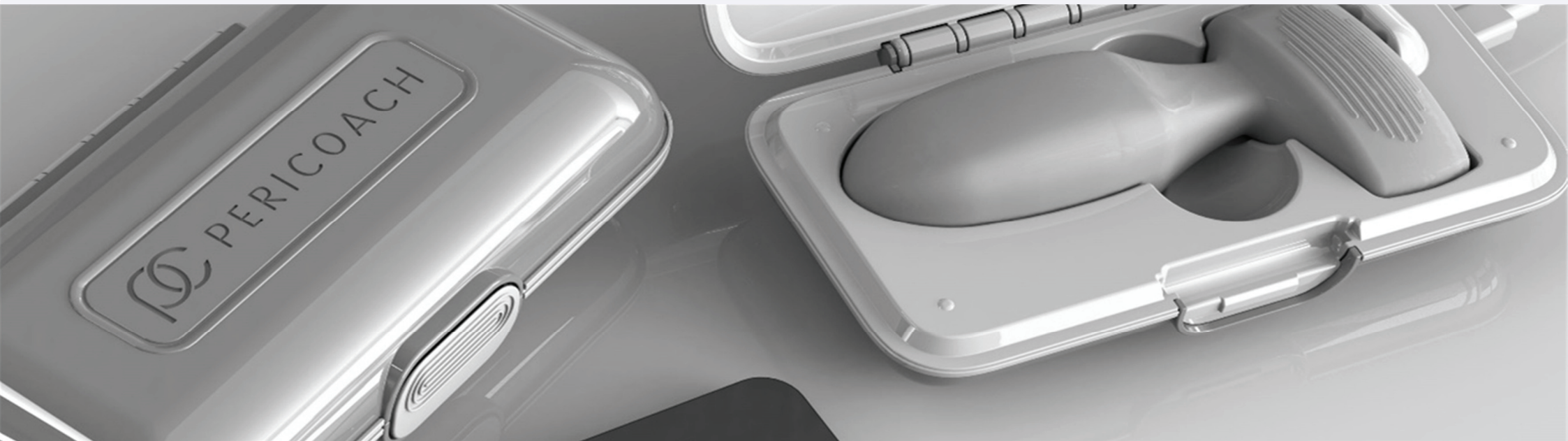




## Investor Presentation September 2014

Geoff Daly, Chief Executive Officer

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# Introducing Analytica

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## **PeriCoach – innovative mHealth treatment for female bladder leakage (urinary incontinence). Impacts 1 in 3 women**

- Mobile E-Health system (rapidly growing market segment) – device, app, web portal
- Clinicians involved in design, clinical advisory board, treatment
- Low risk, low manufacturing cost medical device with IP protection & first mover advantage.

## **Australian PeriCoach full public market launch October 2014**

- TGA approved for sale in Australia – initial sales made
- Sales team recruited for NSW, QLD, Vic/Tas, and WA/SA soon
- Clinician network
- Controlled market release
- Ready for commercial production.

## **PeriCoach US – Staff in country**

- Market research, Clinical advisory board, Exhibit major conference
- Better understanding and implementation, Clearer strategy

# Analytica Ltd – ASX:ALT

## Board and Executive

Dr Michael Monsour	Chairman
Mr Ross Mangelsdorf	Executive Director
Mr Warren Brooks	Non-Executive Director
Mr Carl Stubbings	Non-Executive Director
Mr Bryan Dulhunty	Company Sec.
Mr Geoff Daly	CEO

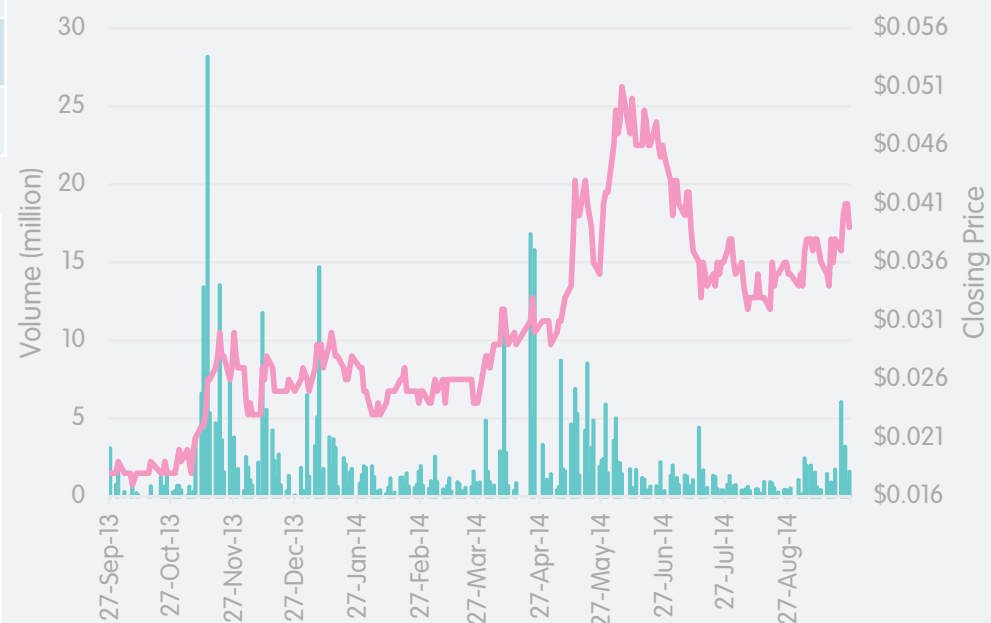
## Capital Structure

Ordinary Shares:	815.4m
Last Sale:	3.9¢
Options:	55.85m various prices
Market Cap:	33.4m at 4.1¢
Liquidity (rolling 12mth):	\$19.5m

## Shareholders at 23 September 2014

Directors & Associates	18.4%
Number of shareholders:	3450

## Share Price Performance and Volume



# PeriCoach – Female Urinary Incontinence

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## A GLOBAL PROBLEM: 1 in 3 women

- Most commonly caused by trauma to pelvic floor muscles during childbirth.
- The personal impact on sufferers can be significant, affecting quality of life.
- Existing treatments are:
  - Surgery and implants – Surgical risks
  - 'Pressure' perineometers – measure intra-vaginal pressure, not the muscles that actually control continence
  - Pads - address the symptoms not the cause



# PeriCoach System – Patient Experience

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## Urinary Incontinence E-Health system



### The App

A free smartphone app that manages data from the device and provides real time audio and visual feedback during exercises.



### Web Portal

A secure website where the patients can access exercise history and news, generates alerts and encouragement.



### The Device

Small, discreet and easy to use. The device has patent-pending sensors to measure the pelvic floor muscle force directly.



### Charging Case

A robust, discreet, and highly mobile recharging and storage case for the device.

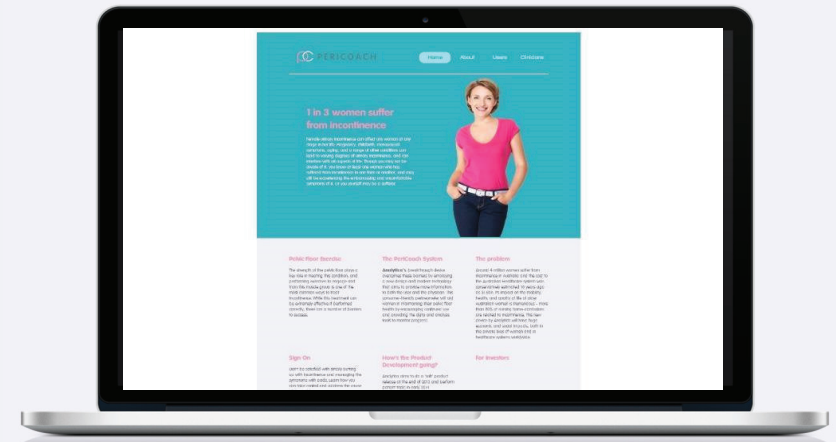
# PeriCoach – Clinicians are Key

## Patient Monitoring has been non-existent... until now

Registered Clinicians have patient data summary in dashboard format:

- Who's improving?
- Who's not exercising?
- Who needs follow-up?
  - e.g. is there a more serious condition?
- Designed for, and by Clinicians.
- Clinician portal at no cost to Clinicians.
- Aim is to drive business to clinicians and get better patient outcomes.
- Clinician driven recruitment adds credibility.
- Recruiting Clinicians is a key marketing focus.

Support and enthusiasm from Clinicians.



# Unique and First Mover Advantage

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## Intellectual Property Position

- Patent application for unique sensor arrangement lodged 2011, with National phases entered in key global markets AU, US, CN, BR, JP, IN, EU.
- Design Registration and Trademark applications filed in same jurisdictions.
- First Mover Advantage. Time and Cost to replicate:
  - Proprietary knowledge involved in developing force sensors.
  - Proprietary database and App require specialised development.
- Medical device status and Mobile Medical App status
- Innovation timetable to keep us ahead – We already have a long PeriCoach development pipeline – new conditions, new functions, new products. Innovation driven by Data, Clinicians, Patients.

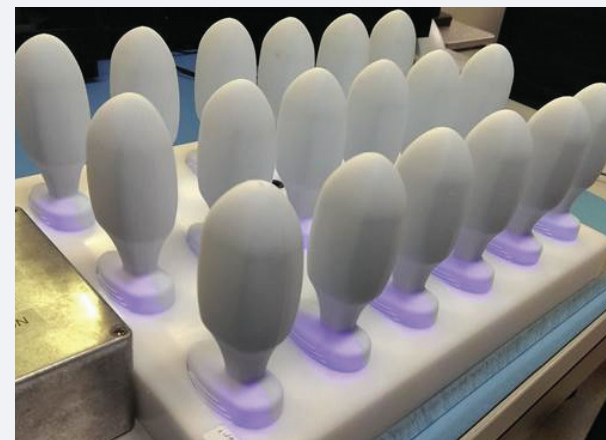


# PeriCoach Production

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## Ready for Commercial Production

- Melbourne electronics contract manufacturer
- Sydney contract moulding manufacturer includes final assembly and test
- Both are major suppliers to large listed medical device companies
- Production easily duplicated and scaled, but no plans to move offshore
  - Not a labour-intensive product – Little COGS savings to be gained
  - Quality Control and other overhead costs would balloon
- Current production capacity = 2400 units per week
- Capacity can be doubled for ~\$50k / ~3 months for existing design.
- Redesign for massively increased production could be done for ~\$500k / ~6 months
- Existing tooling designed for >18 months at max capacity.





# PeriCoach Pricing and Marketing

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## GLOBAL Problem – Global Product

- Top-down approach – **Clinical campaign** (underway): Key Opinion Leaders → Specialists → Patients and GPs.
- Bottom-up approach – **PR campaign** (Q4): Patients → GPs → PeriCoach Specialists
- Plan for Region-specific marketing via local agents, managed by in-country employees.
- “Mobile phone” pricing strategy: upfront ~\$300 or subscription < \$1/day
- Data warehousing from first patient onwards provides unique opportunity to mine clinical evidence for reimbursement, product enhancements, and clinical studies.
- Social media driven communications - E-Portals facilitate industry conversation and news.
- Centralised automated logistics and billing system.

# Last 6 months significant milestones

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- First full production run
- Continue FDA & CE registration
- Appointment Media consultants
- Marketing collateral, campaigns
- Exhibit at State CFA conferences
- Exhibit AUGS/UGA conference, Washington
- Appointment US Reimbursement and regulatory advisors
- US Reimbursement studies,
- Appointment US Marketing manager,
- Appointment US Clinical advisory board
- Commission PeriCoach portal, sales and payment gateways
- Dedicated development operations manager, in-house .NET, Salesforce.com, Android and iOS
- Appointment Sales Managers NSW, QLD, Vic/Tas, and WA/SA pending

# Controlled Market Release June - Present

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## Risk Reduction – Reputation Protection

- CMR is a deliberate strategy of restricting supply to assist in identification and improvement of field related issues.
- Used with new technology, markets, sales channel, etc
- Significant 'opportunities' were identified:
  - Production test bottleneck – new jigs constructed (June/July)
  - Purchasing system difficulties – Fixed July/Aug
  - Clinician samples and trial take-up higher than anticipated – incorporated into sales model July/Aug
  - Additional sales channels identified – implemented Aug/Sept
- **RESULT** – Public release in Oct will be lower risk with better customer and clinician experience.

## Downsides

- Delayed revenue
- Additional unbudgeted costs to implement improvements and bring certain product development forward.

# Progress during Controlled Market Release

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## Systems and Market Foundation

- US market investigations. Critical elements of reimbursement strategy, clinician involvement and access to clinicians have resulted from engagement by in-country team.
- Intensive work to finalise FDA and CE mark approval, close to submission. Changes in standards added complexity and delay.
- Core technology of dual operating system (Android/iOS) device redeveloped to facilitate simpler, faster future upgrades. To be released to the public in October 2014
- \$900k R&D tax incentive lodged, anticipate refund before Christmas.
- Recruit ANZ sales team and public relations consultants, and building marketing collateral

# Sports and Fitness Market

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## Analytica investigating partnerships with E-health data companies

- **World Health & Fitness Market** - \$79 billion industry revenue, 140 million members
- Sports and fitness known to exacerbate incontinence if no PFE's done
- Women who are time rich, disposable incomes, technology aware, proactive health self-managers – ideal PeriCoach customer

## Potential Market Opportunities for Analytica include:

- Fast track exercise analysis capability – more effective routines
- Integrate other bladder leakage factors: nutrition, medication, comparative performance
- Ability to warn and predict due to advanced analytics – future diagnostic capability
- Access to the gym and exercise market up to 18 months earlier than planned

## Potential Opportunities for EHR System Partner include:

- Unique 360° product offering to female gym, teams, corporate health schemes
  - Analytica product pipeline device development capability
  - Greater success for mHealth apps with data collection devices
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- Potential opportunities are speculative – Neither the Directors nor the Company guarantee that such opportunities will eventuate

# Why Now?

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- Technology timing is perfect – sensors, bluetooth, smartphones ubiquitous
- Unmet need for a massive and costly problem vs. dwindling healthcare resources – Patient-driven healthcare takes load from public system.
- Regulatory Approval done in Australia (ARTG). Regulatory clearances will be sought in US, EU soon.
- Lowest risk classification medical device in AU & EU
- Multi-pronged Intellectual Property protection strategy.
- Production ready – Device tooled, software released, cloud validated.
- Easy future upgrades – app updates free over the air via Play store and App Store (Oct release).
- Enthusiasm from Clinicians at every level.
- Low infrastructure, manufacturing, and overhead costs.
- Analytica is a relative unknown – but not for long.

# Proposed New Issue

## Raising

- Analytica is looking to raise up to \$4 m by way of:
  - a share placement of 28.33m ordinary fully paid shares to raise up to \$850k; and
  - an underwritten 1 for 8 non-renounceable rights issue of circa 108m ordinary fully paid shares to raise up to \$3.2m.
- The implied theoretical ex rights price ("TERP") is 3.8 cents.
- The issue price of 3.0¢ represents a:
  - 21.1% discount to the TERP; and
  - 23.1% discount to the last sale (3.9¢).

## Indicative Capital Structure

	Ordinary Shares	Amount Raised (\$)
Shares on Issue	815,361,809	-
Placement	28,333,334	\$850,000
<b>Sub Total</b>	<b>843,695,143</b>	<b>\$850,000</b>
Rights Issue (1:8)	105,461,893	\$3,163,857
<b>Total</b>	<b>949,157,036</b>	<b>\$4,013,857</b>

Note: Analytical also has 55.9 unlisted options ex at various prices (at least 3.3¢) by various expiry dates.

# Source and Use of Funds

## Cash Circumstances

- Cash burn of \$350,000 per month

## Sources of funds

- Currently have circa \$0.75m cash
- To receive \$0.9m R&D refund
- Raising \$4m would see cash reserves increase to circa \$5.4m.

## Use of funds

- Boost Australian marketing with extensive public release campaign
- Expand system for additional sales channels.
  - Enhancements to PeriCoach system
  - US market preparation
  - EU market preparation
  - Collaboration advanced personal health system
  - Product Development
- Working capital / Issue costs

## Indicative Timetable

Event	2014
Announce Placement & Rights Issue	Thursday 2 October
Placement Settled	Tuesday 7 October
Placement Shares commence trading	Wednesday 8 October
Record Date	Tuesday 14 October
Closing Date	Tuesday 28 October
Shortfall notified	Friday 31 October
Shortfall settlement and Allotment of shares	Wednesday 5 November



# Analytica – Summary

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## **Near term Cash Flow product:**

- PeriCoach - near term commercialisation and cash flow/sales
- Clinician involvement in design and extensive clinician support network
- US regulatory, reimbursement and marketing strategy underway
- Production facility fully operational in NSW – Scalable at low cost
- Applications filed for patent, trademark and design protection in key markets

## **PeriCoach has no comparable competition.**

- Approved on the Australian Therapeutic Register - First mover advantage
- Large, currently unmet, low-risk market
- Championed by specialists in the incontinence field
- Low-cost model – single SKU for the entire globe, WWW distribution to end user

## **PeriCoach system hits all the drivers for E-Health market, including –**

- Ease of product/service connectivity, Patient-centric and Innovative
- Device driven app – higher probability of success