



13 November 2014

FOR IMMEDIATE RELEASE

The Manager
Company Announcements Office
ASX Limited
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SYDNEY NSW 2000

ImpediMed to raise up to approximately \$33 million via a fully underwritten, non-renounceable pro rata Entitlement Offer

- **Fully underwritten, non-renounceable pro rata Entitlement Offer of up to approximately 55 million New Shares at \$0.60 per New Share to raise up to approximately \$33 million before costs and expenses. Eligible Shareholders are entitled to subscribe for 3 New Shares for every 13 Shares held by them as at the Record Date.**
- **Proceeds to be used to ensure a strong balance sheet as ImpediMed accelerates its interactions with major customers and partners.**

Brisbane: 13 November 2014: ImpediMed Limited (ABN 65 089 705 144) (ASX: IPD) (**ImpediMed** or the **Company**) today announces a fully underwritten, non-renounceable pro rata entitlement offer of up to approximately 55 million new fully paid ordinary shares in the Company (**New Shares**), at an issue price of \$0.60 per New Share (**Issue Price**), to raise up to approximately \$33 million (before costs and expenses) (**Entitlement Offer**).

Under the Entitlement Offer, shareholders of the Company (**Shareholders**) who will be eligible to participate in the Entitlement Offer and described below (**Eligible Shareholders**) have the opportunity to subscribe for 3 New Shares for every 13 fully paid ordinary shares in the Company (**Shares**) of which they are the registered holder as at 7.00pm (AEDT) on 19 November 2014 (**Record Date**). The actual amount to be raised and the actual number of New Shares to be issued will depend on the shareholdings of Eligible Shareholders as at the Record Date. The Entitlement Offer is non-renounceable.

Dr Cherrell Hirst AO, ImpediMed's Chairman, said "This is an exciting time for ImpediMed. The Company is well underway with preparations to accelerate its US sales and marketing efforts following the recent publication by the US Centers for Medicare and Medicaid Services (CMS) of the valuation for CPT® Category I code 93702 for reimbursement of lymphoedema assessment using BIS. Beginning 1 January 2015, US physicians and hospitals will be able to seek reimbursement for the L-Dex® procedure for the early detection of lymphoedema. This is an important driver for the Company's ambition to have L-Dex become widely used throughout the US as the new standard of care for early detection of lymphoedema in cancer patients. On behalf of the Board, I look forward to welcoming participation from our shareholders when the Entitlement Offer opens."

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Entitlement Offer details

The Entitlement Offer is a pro rata offer of up to approximately 55 million New Shares at the Issue Price to raise up to approximately \$33 million before costs and expenses.¹ Under the Entitlement Offer, the Eligible Shareholders described below have the opportunity to subscribe for 3 New Shares for every 13 Shares of which they are the registered holder as at the Record Date, at the Issue Price. The Entitlement Offer is non-renounceable.

The Eligible Shareholders to whom the Entitlement Offer is being made are those Shareholders who are:

- (a) registered as a holder of ImpediMed's Shares as at the Record Date;
- (b) have a registered address in Australia or New Zealand;
- (c) not in the United States, are not a "U.S. person", as defined in Regulation S under the U.S. Securities Act of 1933 (**U.S. Person**), and are not acting for the account or benefit of any person in the United States or any 'US Person'; and
- (d) eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Please refer to Section 1.2 of the Offer Booklet issued in connection with the Entitlement Offer for further details.

As a result, the actual number of New Shares to be issued under the Entitlement Offer, and therefore the actual amount to be raised by the Entitlement Offer, are not known as at today's date. The number of New Shares and the amount to be raised set out above are maximum figures only. To the extent that Shareholders on the Record Date are not Eligible Shareholders, the actual figures will be less. On 20 November 2014 (the day after the Record Date), ImpediMed will announce to the ASX the number of New Shares to be issued and the amount to be raised under the Entitlement Offer. As at 11 November 2014, more than 98% of Shares were held by Shareholders with registered addresses in Australia or New Zealand.

The Issue Price represents:

- a 13% discount to ImpediMed's closing Share price on 10 November 2014, the trading day immediately prior to ImpediMed entering into a trading halt in connection with the Entitlement Offer; and
- a 10% discount to the 30 trading day volume weighted average price of ImpediMed's Shares ending on 10 November 2014.

ImpediMed's largest Shareholder, Allan Gray Australia Pty Ltd (**Allan Gray**), has indicated that it will take up at least a substantial portion of its entitlements, but in any event will not increase its relevant interest in ImpediMed Shares to above 19.9%² as a result of the Entitlement Offer.

¹ The figures for the number of New Shares and the amount to be raised are maximum figures only. They assume that all Shareholders on the Record Date are Eligible Shareholders.

² Allan Gray's most recent substantial holding notice, dated 3 April 2012, disclosed that at the date of the notice, Allan Gray and its related bodies corporate together had a total Relevant Interest in 19.85% of Shares.



In addition, each of the Australia-resident Directors (Cherrell Hirst AO, Jim Hazel and Michael Panaccio) have committed to take up some or all of their pro rata entitlements under the Entitlement Offer in respect of the Shares they own personally.

The other Directors, David Adams and Scott Ward, will not be eligible to participate in the Entitlement Offer because they are not resident in Australia or New Zealand.

A key purpose of the Entitlement Offer is to ensure a strong balance sheet as ImpediMed accelerates its interactions with major customers and partners. It also intends to apply part of the proceeds from the Entitlement Offer towards:

- sales, marketing and training;
- the expansion of reimbursement;
- continued product development and enhancement;
- post-approval clinical trial support;
- inventory growth; and
- general working capital purposes.

Further information on the use of funds is contained in the Offer Booklet issued in connection with the Entitlement Offer.

Underwriting arrangements

The Entitlement Offer is fully underwritten by Canaccord Genuity (Australia) Limited (**Canaccord** or the **Underwriter**).

If Eligible Shareholders do not take up their pro rata entitlements under the Entitlement Offer, the shortfall will be allocated to the Underwriter and sub-underwriters.

Further details regarding the underwriting are set out in the Offer Booklet issued in connection with the Entitlement Offer.

Shareholder enquiries

Eligible Shareholders will be sent further details about the Entitlement Offer in an Offer Booklet, a copy of which accompanies this announcement. Shareholders should read the Offer Booklet carefully before making any investment decision regarding the Entitlement Offer.

Shareholders who have questions relating to the Entitlement Offer should call the Entitlement Offer information line on 1300 975 518 (within Australia) and +61 1300 975 518 (from outside Australia) between 8.30am and 5.30pm (AEDT) on business days during the offer period for the Entitlement Offer.



Key Dates for the Entitlement Offer

| Event | Date |
|---|----------------------------|
| Announcement of Entitlement Offer | 13 November 2014 |
| Ex date | 17 November 2014 |
| Record Date to determine entitlement to participate in the Entitlement Offer | 7.00pm on 19 November 2014 |
| Announcement of amount to be raised and number of New Shares | 20 November 2014 |
| Dispatch Offer Booklet and Entitlement and Acceptance Form to Eligible Shareholders | 24 November 2014 |
| Entitlement Offer opens | 24 November 2014 |
| Entitlement Offer closes | 5.00pm on 5 December 2014 |
| Shortfall announced to ASX | 10 December 2014 |
| Issue of New Shares under Entitlement Offer | 12 December 2014 |
| New Shares under Entitlement Offer commence trading on the ASX | 15 December 2014 |
| Dispatch of holding statements | 16 December 2014 |

Dates and times in this announcement are indicative only and subject to change. All dates and times are references to AEDT.

ImpediMed, with the consent of the Underwriter, reserves the right to amend any or all of these dates and times, subject to the Corporations Act, the ASX Listing Rules and other applicable laws and regulations. In particular, ImpediMed reserves the right to extend the Closing Date, to accept late applications under the Entitlement Offer (either generally or in particular cases) and to withdraw the Entitlement Offer without prior notice. Any extension of the Closing Date may have a consequential impact on the date that New Shares are issued and commence trading on the ASX. Applicants are encouraged to submit their acceptances as soon as possible after the Entitlement Offer opens.

ImpediMed also reserves the right not to proceed with the whole or part of the Entitlement Offer at any time prior to the issue of the New Shares. In that event, application monies (without interest) would be returned to applicants.

-ENDS-



For further details contact:

Steve Denaro
Company Secretary
ImpediMed Limited
T: +61 7 3860 3700

Yours faithfully

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

Steve Denaro
Company Secretary