



GI Dynamics, Inc. – ASX Announcement

Results of Annual Meeting of Stockholders

LEXINGTON, Massachusetts, United States and SYDNEY, Australia – 9 June 2015 – GI Dynamics, Inc. (ASX: **GID**) (**GI Dynamics** or the **Company**) held its Annual Meeting of Stockholders today and, in accordance with ASX Listing Rule 3.13.2, is pleased to announce that each of the resolutions put to stockholders as set forth in the Proxy Statement dated 30 April 2015, were passed.

The information required under Section 251AA of the Corporations Act is attached.

Robert Solomon
Vice President, Finance & Company Secretary

About GI Dynamics

GI Dynamics, Inc. (ASX: GID) is the developer of EndoBarrier[®], the first endoscopically-delivered device therapy approved for the treatment of obese type 2 diabetes with BMI ≥ 30 kg/m², or obese patients with BMI ≥ 30 kg/m² with ≥ 1 comorbidities, or obese patients with BMI >35 kg/m². The liner is indicated for a maximum implant duration of 12 months. EndoBarrier is approved and commercially available in multiple countries outside the U.S. EndoBarrier is not approved for sale in the U.S. and is limited by federal law to investigational use only in the United States. GI Dynamics is conducting a pivotal clinical trial of EndoBarrier in the U.S. for the treatment of patients who have uncontrolled type 2 diabetes and are obese. Founded in 2003, GI Dynamics is headquartered in Lexington, Massachusetts. For more information, please visit www.gidynamics.com.

Forward-Looking Statements

This announcement contains forward-looking statements concerning: our development and commercialization plans; our potential revenues and revenue growth, costs, excess inventory, profitability and financial performance; our ability to obtain reimbursement for our products; our clinical trials, and associated regulatory submissions and approvals; the number and location of commercial centres offering the EndoBarrier[®]; and our intellectual property position. These forward-looking statements are based on the current estimates and expectations of future events by the management of GI Dynamics, Inc. as of the date of this announcement and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those indicated in or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to: risks associated with the possibility that clinical trials will not be successful or confirm earlier results; risks associated with obtaining funding from third parties; risks relating to the timing and costs of clinical trials, the timing of regulatory submissions, the timing, receipt and maintenance of regulatory approvals, the timing and amount of other expenses, and the timing and extent of third-party reimbursement; risks associated with commercial product sales, including product performance; competition; risks related to market acceptance of products; intellectual property risks; risks related to excess inventory; risks related to assumptions regarding the size of the available market, benefits of our products, product pricing, timing of product launches, future financial results and other factors including those described in our filings with the U.S. Securities and Exchange Commission. Given these uncertainties, you should not place undue reliance on these forward-looking statements. We do not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by law.

www.gidynamics.com

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GI Dynamics, Inc., is a corporation incorporated in Delaware, USA, whose stockholders have limited liability. ARBN 151 239 388

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ANNUAL MEETING (COMMON STOCK)
Tuesday, 9 June, 2015

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable)		
	Votes <i>For</i>	Votes <i>Against</i>	Votes <i>Discretionary</i>	Votes <i>Abstain</i>	<i>For</i>	<i>Against</i>	<i>Abstain **</i>
01.1 RE-ELECT AS A DIRECTOR, ANNE J. KEATING	4,511,960	0	0	1,058,886	4,511,960	0	1,058,886
01.2 RE-ELECT AS A DIRECTOR, MICHAEL A. CARUSI	5,568,186	0	0	1,058,886	5,568,186	0	1,058,886
02 ELECT AS A DIRECTOR, DANIEL J. MOORE	5,568,411	0	0	2,436	5,568,411	0	2,436
03 APPROVE THE GRANT OF 26,870 PERFORMANCE STOCK UNITS AND 31,363 STOCK OPTIONS TO MICHAEL D. DALE	5,530,753	7,138	0	986	5,530,753	7,138	986
04 APPROVE THE GRANT OF 1,000 RESTRICTED STOCK UNITS AND 1,000 STOCK OPTIONS TO MICHAEL A. CARUSI	4,475,437	1,062,433	0	1,006	4,475,437	1,062,433	1,006
05 APPROVE THE GRANT OF 1,000 RESTRICTED STOCK UNITS AND 1,000 STOCK OPTIONS TO ANNE J. KEATING	4,475,457	1,062,433	0	986	4,475,457	1,062,433	986
06 APPROVE THE GRANT OF 1,000 RESTRICTED STOCK UNITS AND 1,000 STOCK OPTIONS TO TIMOTHY J. BARBERICH	4,475,437	1,062,433	0	1,006	4,475,437	1,062,433	1,006
07 APPROVE THE GRANT OF 1,000 RESTRICTED STOCK UNITS AND 1,000 STOCK OPTIONS TO GRAHAM J. BRADLEY	4,475,437	1,062,433	0	1,006	4,475,437	1,062,433	1,006
08 APPROVE THE GRANT OF 1,000 RESTRICTED STOCK UNITS AND 1,000 STOCK OPTIONS TO JACK E. MEYER	4,475,437	1,062,433	0	1,006	4,475,437	1,062,433	1,006
09 APPROVE THE GRANT OF 1,000 RESTRICTED STOCK UNITS AND 1,000 STOCK OPTIONS TO DANIEL J. MOORE	5,529,317	8,554	0	1,006	5,529,317	8,554	1,006

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item



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10 APPROVE A CAP OF 556,963 SHARES AS THE MAXIMUM NUMBER OF SHARES THAT MAY BE GRANTED UNDER THE 2011 EMPLOYEE, DIRECTOR AND CONSULTANT EQUITY INCENTIVE PLAN	5,418,987	118,941	0	948	5,418,987	118,941	948
11 APPROVE THE ISSUE AND TRANSFER OF SECURITIES UNDER THE 2011 EMPLOYEE, DIRECTOR AND CONSULTANT EQUITY INCENTIVE PLAN	5,529,813	6,698	0	2,365	5,529,813	6,698	2,365
12 RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015	5,569,326	330	0	1,191	5,569,326	330	1,191

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item