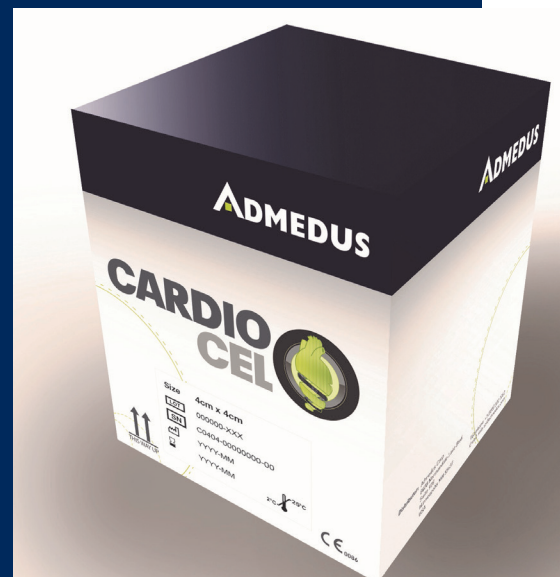


# ASX ANNOUNCEMENT

## SHARE PURCHASE PLAN – OFFER DOCUMENT

Brisbane, Australia, 19 May 2014



# TABLE OF CONTENTS



<b>Introduction - ASX Announcement</b>	<b>2</b>
<b>Letter to the Shareholder</b>	<b>3</b>
<b>Key Dates</b>	<b>7</b>
<b>Terms and Conditions</b>	<b>8</b>
<b>Computershare SPP Application Form</b>	<b>14</b>



## SHARE PURCHASE PLAN – OFFER DOCUMENT

**Brisbane, Australia, 19 May 2014**

Admedus (ASX: AHZ) announced on 12 May 2014 that eligible shareholders would be offered the opportunity to participate in a Share Purchase Plan (**SPP**).

Attached to this announcement is the SPP Offer Document containing the Chairman's letter and the Terms and Conditions of the SPP.

Under the Terms and Conditions of the SPP, eligible shareholders on Admedus' register at 7.00pm EST on 9 May 2014 with registered addresses in Australia or New Zealand will be offered the opportunity to apply for up to \$15,000 worth of ordinary fully paid shares in Admedus (subject to any scaleback) without incurring brokerage or transaction costs.

The SPP Offer Document and Application Form are in the process of being sent to eligible shareholders.

Event	Date
Opening Date	19 May, 2014
Closing Date	3 June, 2014
Issue of Shares under the SPP	11 June, 2014
Dispatch of holding statements	12 June, 2014
Commencement of trading of Shares on ASX	12 June, 2014

Further details are in the attached SPP Offer Document.

**If you have any questions in relation to the SPP please call your broker, accountant or professional adviser.**

**If you require information on how to complete the Application Form please contact the Share Registry on:**

**Within Australia** 1300 850 505

**International** +61 3 9415 4000

### IMPORTANT NOTICE

*This document has been prepared for publication and distribution in Australia and New Zealand and may not be released or distributed in the United States or any other country. This document does not constitute an offer to sell, or a solicitation of an offer to buy securities in the United States or any other jurisdiction outside Australia and New Zealand.*

**This is an important document that requires your attention.**

**Dear Shareholder,**

**Share Purchase Plan – Eligible Shareholders may purchase parcels of fully paid ordinary shares up to a value of \$15,000.**

On behalf of the Board, I am pleased to offer you the opportunity to apply for new fully paid ordinary shares in Admedus Limited (**Admedus** or **Company**) through a Share Purchase Plan (**SPP**). The Terms and Conditions of the SPP and your personalised Application Form are provided in this booklet. You should read this booklet in its entirety before deciding whether to participate in the SPP.

## USE OF FUNDS

Funds raised from the placement and SPP will be used to support ongoing programmes within in the Company; specifically:

- Increasing the sales personnel in Europe and the US to strengthen the marketing efforts for CardioCel®. Currently CardioCel® has been used in eight key centres in Europe and achieved initial US sales orders last week. The goal will be to get CardioCel® used in 15 key centres in both Europe and the US over the next 12 months
- Post-market studies and further product development to expand the use of CardioCel® in cardiovascular surgical applications
- Fund the HSV-2 therapeutic vaccine. After initial positive results from the Phase I study, Admedus is planning to progress the HSV-2 vaccine into a Phase II study to be initiated before the end of 2014

The next year and beyond is an exciting time for Admedus as it launches the first of its regenerative tissue products in the global market and continues to grow as an integrated healthcare company.

The key milestones for the Company in the coming 12 months include:

- Use of CardioCel® in 15 surgical centres in Europe
- Building on the initial US CardioCel® sales order and getting CardioCel® into 15 US centres
- Initial Asian market approval for CardioCel®
- Submission of the Canadian marketing application for CardioCel®
- Initiation of CardioCel® market expansion studies
- Progression of CardioCel® with cellular therapies programme
- Complete preclinical HPV vaccine data
- Initiation of HSV-2 therapeutic vaccine Phase II
- Initiation of HPV therapeutic vaccine Phase I

## The Importance of CardioCel®

CardioCel® is the first of a suite of regenerative tissue bio-implants to be developed within Admedus. CardioCel® is indicated for the repair and reconstruction of cardiovascular defects, including the full spectrum from routine to complex congenital defects. CardioCel® is a collagen scaffold that provides structural support while facilitating self-tissue regeneration. CardioCel® has key advantages over existing products on the market including:

- No cytotoxicity
- No calcification
- Data shows facilitation of 'self' regeneration
- Retains strength and elasticity
- It is 'off the shelf' and ready to use, saving time in the operating theatre

The combination of these key characteristics demonstrates that CardioCel® has clear advantages over existing products on the market. The importance of these differences has benefits for both patient and surgeon. The overall performance and long term durability of the repair potentially offers significantly improved outcomes which means that patients have the potential to live a life free of repeat surgeries, therefore improving their quality of life. This is supported by the results of the Phase II extension study that was recently announced by the Company. A patient from that study has reached six years post implantation with no signs of tissue calcification, which is a common reason for failure in other tissue materials. The study also reported there were no other issues and no need for 're-do' surgery.

Another factor in cardiac repair is the ability of the surgeon to shape the bio-implant to fit the site of repair. Surgeons are commenting that CardioCel® has similar tensile strength and elasticity profiles to that found in normal human valve tissue and is more easily handled in complex surgeries.

The recent results add further validation of the potential of CardioCel® for patients undergoing cardiovascular surgery and validates other products manufactured using Admedus' proprietary ADAPT® tissue engineering process.



## Immunotherapies - Therapeutic Vaccines

In a similar way to that of the ADAPT® tissue engineering platform which has the ability to produce a whole range of surgical products, Admedus' vaccine technology under development with Professor Ian Frazer and his team has the potential to be applied to a range of diseases. Currently there are two lead therapeutic vaccine programmes, one targeting the Herpes virus (HSV-2) and the other targeting Human Papillomavirus (HPV).

Data to date indicates that both programmes show exciting promise with the recent positive results from the Phase I demonstrating that the Herpes vaccine was able to generate a T-cell response in non-infected subjects. This is important as it demonstrates the ability of the immune system to stimulate a response to combat a disease.

Both the HSV-2 and HPV therapeutic vaccines have potential with millions of people affected by these diseases worldwide with no cure currently available.



## Sales and Distribution

The Company has been building the capacity and networks for sales, marketing and distribution which have now expanded outside Admedus' historical base in Australia to spearhead the launch of CardioCel® in Europe and the US. Its regionally focused sales, clinical support and education teams are focused on driving sales and providing comprehensive support to customers. This regional approach ensures that local staff have close interaction with local customers and provide ongoing sales support.

Admedus has a growing two-way international sales and distribution channel which will allow the Company to not only distribute its own products, but which also enables it to offer sales and distribution capability to external manufacturers seeking to enter key markets.

Admedus has provided comprehensive solutions to the Australian healthcare market since 2003 with a focus on improving patient management and cost efficiency for both hospitals and private practitioners.

In Australia, Admedus recently launched the latest hospital infusion solutions, combining smart pump technology with the most advanced features designed to improve hospital efficiency, reduce costs and reduce risk to patients.

On 12 May 2014, Admedus announced a placement of 80 million shares at an issue price of \$0.10 to institutional and professional investors to raise approximately \$8 million (**Placement**). Admedus successfully completed the placement on 19 May 2014.

## Share Purchase Plan

The SPP allows Eligible Shareholders the opportunity to subscribe for up to \$15,000 worth of shares without paying brokerage or other transaction costs. Admedus will ensure that the number of shares issued under the SPP will not be greater than 30% of the number of shares currently on issue.

The SPP is being offered to Australian and New Zealand Shareholders at the issue price of \$0.10 which is the same as the issue price under the Placement.

The SPP is offered exclusively to all Eligible Shareholders (including custodians), being registered holders of Admedus shares as at 7.00pm EST on 9 May 2014 (**Record Date**) with a registered address in Australia or New Zealand who meet certain other conditions as set out in the Terms and Conditions.

The SPP provides Eligible Shareholders with an opportunity to buy a parcel of New Shares in Admedus. Shareholders can apply for new shares in four different tranches:

	Subscription Amount (AUD)	Shares to be allotted calculated at the issue price
Tranche A	\$2,000 (minimum)	20,000
Tranche B	\$5,000	50,000
Tranche C	\$10,000	100,000
Tranche D	\$15,000 (maximum)	150,000

The SPP opens today and is expected to close at 5.00pm EST on 3 June, 2014.

Participation in the SPP is entirely voluntary. No brokerage costs apply to purchases under the SPP. The issue of New Shares is expected to occur on 11 June 2014.

The SPP is not underwritten and your right to participate in the SPP is not transferrable.

## **How to accept this offer**

To apply for New Shares under the SPP, please follow the instructions on the enclosed personalised Application Form.

This letter and its attachments set out the details and Terms and Conditions of the SPP.

I encourage you to read the enclosed material and seek your own financial advice in relation to the SPP, before you decide whether to participate.

On behalf of the Board, we thank you for your ongoing support as a shareholder and invite you to consider participation in the SPP.

Yours sincerely,



**Christopher Catlow**

**Chairman**

# KEY DATES

Date	Details
9 May 2014	<b>Record Date 7.00pm EST</b> The date of which the Company determines Eligible Shareholders
19 May 2014	<b>Dispatch Date</b> The date on which this Offer Document and the Application Forms are dispatched to Eligible Shareholders
19 May 2014	<b>Opening Date</b> The date on which the SPP opens
3 June 2014	<b>Closing Date</b> The date on which the SPP closes Applications and payments must be received by 5.00pm EST
11 June 2014	<b>Issue Date</b> The date New Shares are issued and any scale back is announced
12 June 2014	<b>Dispatch of holding statements</b>
12 June 2014	<b>Quotation of New Shares on ASX</b>

The above dates are indicative only and are subject to change.

## Further assistance

If you have any questions in relation to the SPP please call your broker, accountant or professional adviser. If you require information on how to complete the Application Form please contact the Company Secretary on +61 8 9266 0100 or the Chief Operating Officer on +61 3 9620 5454.

## Foreign Jurisdictions

The SPP does not constitute an offer to sell, or the solicitation of an offer to buy any securities in the United States or any other country outside Australia and New Zealand. The SPP has been prepared for distribution to shareholders with registered addresses in Australia and New Zealand only and may not be released or distributed elsewhere.



# TERMS AND CONDITIONS



## 1. SPP

- (a) The SPP is an invitation to Eligible Shareholders by Admedus Limited (**Admedus**) to subscribe for fully paid ordinary shares in Admedus (**New Shares**) at the Issue Price (see clause 5) per New Share.
- (b) Application amount under the SPP is \$2,000, \$5,000, \$10,000 or \$15,000.
- (c) The amount an Eligible Shareholder can apply for will be restricted to a cumulative total of \$15,000.
- (d) The SPP is conducted under ASIC Class Order CO 09/425.
- (e) You are not obliged to accept or otherwise participate in the SPP. Participation in the SPP is optional.
- (f) The SPP is made to each Eligible Shareholder on the same terms and conditions.
- (g) The offer under the SPP is non-renounceable, which means you may not transfer your right to apply for New Shares under the SPP to anyone else.

## 2. Opening and Closing Date of the SPP

The SPP opens on 19 May 2014 and is scheduled to close at 5.00pm EST on 3 June 2014. Admedus reserves the right to change the closing date of the SPP. No late applications will be accepted.

## 3. Eligible Shareholders

- (a) You are eligible to participate in the SPP (**Eligible Shareholder**) if you were a registered holder of fully paid ordinary shares in Admedus (**Shares**) at 7.00pm EST on 9 May 2014 (**Record Date**) whose address in the security register of Admedus is in Australia or New Zealand unless:
  - (i) you hold Shares on behalf of another person who resides outside Australia or New Zealand and do not hold Shares in any other capacity;
  - (ii) you are resident in the United States or acting for the account or benefit of a person resident in the United States; or
  - (iii) you are ineligible to participate in the SPP because of the aggregate limit explained in clause 4.

### IMPORTANT NOTICE:

*The offer to purchase New Shares under this Share Purchase Plan (SPP) is not a recommendation to purchase shares in Admedus. If you are in any doubt about whether or not, or the extent that, you should participate in this SPP, you should obtain professional financial and/or taxation advice to assist you (taking into account your own financial situation, needs and objectives). Nothing in these Terms and Conditions, the Application Form or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the SPP.*

*If you apply to participate in the SPP by making a BPAY® payment or completing and returning the Application Form with a cheque or money order, you are accepting the risk that the market price of shares in Admedus may change between the Opening Date, the date on which you send in an Application Form or make a BPAY® payment and the Allotment Date. This means it is possible that, up to or after the Allotment Date, you may be able to buy shares in Admedus at a lower price than the Issue Price.*

The terms and conditions of the Admedus Limited Share Purchase Plan (**SPP**) to the left. These terms and conditions are binding on any eligible shareholder completing an Application Form or applying via BPAY®. The Application Form forms part of this document.



- (b) **(Single Holders)** If you are the only registered holder of Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply for one maximum parcel of New Shares up to the value of \$15,000.
- (c) **(Joint Holders)** If you are recorded with one or more other persons as the joint holder of Shares, that joint holding is considered to be a single registered holding for the purposes of the SPP and, subject to the conditions of eligibility set out in this clause 3, the joint holders are entitled to participate in the SPP in respect of that single holding only. The certification under clause 9(d) by one joint holder will be effective in respect of the other joint holder(s). If the same joint holders receive more than one offer under the SPP due to multiple registered holdings, the joint holders may only apply for New Shares up to a maximum of \$15,000.
- (d) **(Custodians, Trustees and Nominees)** If you are a custodian within the definition of 'custodian' in ASIC Class Order CO 09/425 and you are a registered holder of Shares on behalf of another person (**Beneficiary**) and you apply to acquire New Shares on behalf of the Beneficiary, you must certify in writing to Admedus a number of matters relating to such beneficiaries (**Custodian Certificate**).
- (e) If you are a custodian please contact the Share Registry to obtain the form of Custodian Certificate that you are required to submit.
- (f) If you are a custodian and you hold shares or interests jointly on behalf of two or more persons, the \$15,000 limit applies jointly in relation to those persons as if you hold the shares or interests on behalf of a single person.
- (g) If you hold Shares as a trustee or nominee for another person, but are not a 'custodian' as defined above, you cannot participate for Beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.
- (h) Nominees and other registered holders of Shares that are acting on behalf of a person in the United States or any other country

outside Australia and New Zealand must not:

- (i) send this document or any other document relating to the SPP to any person in the United States or any other country outside Australia and New Zealand; or (ii) purport to exercise rights under this offer on behalf of a person in the United States or any other country outside Australia and New Zealand.
- (i) If you are an Eligible Shareholder, your rights under this offer are personal to you and are non-renounceable, which means you cannot transfer your rights to another person.

## 4. How much can you invest?

- (a) The minimum application amount under the SPP is \$2,000 and shareholders can apply under the following tranches \$2,000, \$5,000, \$10,000 or \$15,000.
- (b) Eligible Shareholders are not permitted to acquire more than \$15,000 worth of New Shares in aggregate, even if you receive more than one Application Form or hold Shares in more than one capacity, e.g. if you are both a sole and joint holder of Shares (**Aggregate SPP Participation**).

## 5. Issue Price of New Shares under the SPP

- (a) The price per New Shares on offer under the SPP (**Issue Price**) will be \$0.10, being the same price as the issue price for the shares issued under the institutional placement announced by Admedus on 12 May 2014.
- (b) The current Share price can be obtained from the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: AHZ) and is listed in the financial and business section of major daily newspapers circulated in Australia.
- (c) The Issue Price represents a discount of 20% to the closing price of Shares of \$0.125 on 9 May 2014 (being the day before the Placement and SPP were announced).
- (d) You agree to pay the Issue Price for each New Share calculated under clauses 5(a) and 6(b).



- (e) You acknowledge that the market price of Shares may rise or fall between the date of this SPP, the date of calculation of the Issue Price and the date that New Shares are allotted to you under the SPP (**Allotment Date**) and that the effect of this is that the Issue Price you pay for the New Shares may exceed the market price of New Shares on the Allotment Date.

## 6. Applying for New Shares

- (a) Eligible Shareholders may apply to purchase a parcel of New Shares in the increments of \$2,000, \$5,000, \$10,000 and \$15,000. If you are an Eligible Shareholder and wish to participate in the SPP, you must follow the instructions on the SPP Application Form (**Application Form**) and:
- (i) make payment by BPAY® equivalent to the value of the parcel of New Shares you wish to apply for, using the information provided on the application form; or
  - (ii) complete the Application Form and provide a cheque or money order made payable to "Admedus Limited" (and cheques crossed "Not Negotiable"),
- so that it is received by the Share Registry by 5.00pm (Sydney time) on the Closing Date. Payments must be denominated in Australian dollars.
- (b) If you apply for New Shares, you will apply for a certain value, rather than a certain number, of New Shares. Subject to clause 6(c), Admedus will divide the parcel value you select by the Issue Price in order to determine the number of New Shares for which you have applied (rounded down to the nearest whole number of New Shares). Any balance of monies sent by you that is remaining as a result of rounding will be refunded to you except where the amount is less than \$2.00 (or an amount advised by Admedus).
- (c) Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity) may apply on different Application

Forms for New Shares but may not apply for New Shares with an aggregate value of more than \$15,000.

- (d) Admedus may accept or reject your application for New Shares, either in whole or in part, at its absolute discretion. For example, Admedus may reject your application in any of the following circumstances (among others):
- (i) it appears that you are applying to purchase a number of New Shares that will mean that your Aggregate SPP Participation will exceed \$15,000;
  - (ii) your Application Form is incorrectly completed, incomplete or otherwise determined by Admedus to be invalid;
  - (iii) your cheque is dishonoured or the cheque or money order that you enclose with your Application Form is not made out for the amount corresponding to the value of the parcel of New Shares for which you have applied;
  - (iv) your Application Form is received after the Closing Date; or
  - (v) Admedus believes you are not an Eligible Shareholder (subject to compliance with any applicable ASIC or ASX requirements).

Late or otherwise incomplete or invalid payments will be refunded to you.

## 7. Risk

- (a) Subscription for New Shares is a speculative investment and the market price may change between the date you apply for New Shares and the issue of New Shares to you. Accordingly, the value of New Shares applied for is likely to rise or fall. Importantly, there is a risk that during the period between when you apply for New Shares and when the New Shares are issued to you, the price at which Shares are traded on the ASX may be less than the Issue Price.
- (b) This document is not a prospectus or product disclosure statement, and has not been lodged with ASIC. The issue of a

prospectus or product disclosure statement is not required for the purposes of the SPP. This document does not contain the types of disclosure required to be contained in a prospectus or product disclosure statement. You must rely on your own knowledge of Admedus, previous disclosures made by Admedus to the ASX (including disclosure regarding the risks of making an investment in Admedus) and, if necessary, consult your professional adviser when deciding whether or not to participate in the SPP.

## 8. Timetable

- (a) Subject to clause 8(b):
  - (i) **(Record Date)** the record date for the offer is 7.00pm EST on 9 May 2014;
  - (ii) **(Opening Date)** the offer opens on 19 May 2014;
  - (iii) **(Closing Date)** the offer closes at 5.00pm EST on 3 June 2014;
  - (iv) **(SPP Results Announcement)** the number of New Shares to be issued, the Issue Price and, if applicable, any scale-back will be announced to the ASX shortly after the Closing Date; and
  - (v) **(Issue Date)** Admedus proposes to that the New Shares will be issued on 11 June 2014.
- (b) Subject to the ASX Listing Rules and the *Corporations Act*, Admedus may vary any of the dates in clause 8(a) at its discretion (even if the offer has opened, or BPAY® or Application Forms have been received) by lodging a revised timetable with ASX.

## 9. Effect of Making an Application

If you submit a BPAY® payment or complete and return an Application Form together with a cheque or money order:

- (a) you acknowledge that you are an Eligible Shareholder;

- (b) you irrevocably and unconditionally agree to these Terms and Conditions and the terms of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP or these Terms and Conditions;
- (c) you acknowledge your application is irrevocable, unconditional and cannot be withdrawn once returned;
- (d) you certify that the total of the application price for the following does not exceed \$15,000:
  - (i) New Shares under the SPP the subject of your application;
  - (ii) any other New Shares or interests under the SPP or any Shares or interests in the class of shares issued that you acquired under any similar arrangement in the 12 months before the date of your application;
  - (iii) any other New Shares or interests in the class of shares issued which you have instructed a custodian to acquire on your behalf under the SPP; and
  - (iv) any other Shares or interests in the class of shares issued to a custodian under an arrangement similar to the SPP in the 12 months before the date of your application as a result of an instruction given by you to the custodian or another custodian and which resulted in you holding beneficial interests in the shares or interests in the class,

even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;

- (e) if you are a custodian, you make additional representations that you either:
  - (i) hold an Australian financial services license that:
    - (A) covers the provision of a custodial or depository service (as defined by section 766E of



- the *Corporations Act 2001* (Cth) (Corporations Act)); or
- (B) covers the operation of an IDPS (as defined in ASIC Class Order CO 13/763); or
- (ii) are exempt from the requirement to hold an Australian financial services license for the provision of a custodial or depository service under:
  - (A) paragraph 7.6.01(1)(k) of the Corporations Regulations 2001 (Cth) (**Regulations**);
  - (B) paragraph 7.6.01(1)(na) of the Regulations;
  - (C) ASIC Class Order CO 05/1270 to the extent that it relates to ASIC Class Order CO 03/184;
  - (D) ASIC Class Orders CO 03/1099, CO 03/1100, CO 03/1101, CO 3/1102, CO 04/829 or CO 04/1313;
  - (E) an individual instrument of relief granted by ASIC in terms similar to one of the Class Orders referred to in clause 9(e)(ii)(D); or
  - (F) paragraph 911A(2)(h) of the *Corporations Act*; or
- (iii) are otherwise a custodian as defined in Class Order CO 09/425, and that you have provided a Custodian Certificate to Admedus;
- (f) you authorise Admedus to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor detail;
- (g) you acknowledge that Admedus may determine that your Application Form is valid, in accordance with these Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (h) you accept the risk associated with any refund that may be sent to your address or to your nominated bank account as shown on the Admedus security register;
- (i) you are responsible for any dishonour fees or other costs Admedus may incur in presenting a cheque for payment that is dishonoured;
- (j) you acknowledge that no interest will be paid on any application monies paid in connection with this SPP and that are held pending the allotment of the New Shares or subsequently refunded to you for any reason;
- (k) you acknowledge that you have not been provided with investment advice or financial product advice by Admedus or the Share Registry and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to participate in, or the extent of such participation in, the SPP;
- (l) you acknowledge that Admedus is not liable for any exercise of its discretions referred to in these Terms and Conditions;
- (m) you acknowledge that the New Shares have not been, and will not be, registered under the *US Securities Act of 1933* or the securities law of any state or other jurisdiction in the United States and, accordingly, 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;
- (n) you represent and warrant that you are not in the United States, and are not applying under the Offer for or on behalf of a person in the United States;
- (o) you agree not to send any materials relating to the SPP to any person in the United States or any other country outside Australia and New Zealand; and
- (p) if you are a custodian, you make additional representations that you meet the definition of “custodian” in ASIC Class Order 09/425 and have provided a Custodian Certificate to Admedus.





## 10. Waiver, Amendment, Suspension and Withdrawal

- (a) Admedus may, at its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions or suspend or withdraw the offer made under this SPP at any time and in its absolute discretion. Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Shareholders even where Admedus does not give notice of the event. However, the rights of any Shareholder in connection with any New Shares that have been duly issued and allotted to that person prior to the occurrence of any such waiver, amendment, variation, suspension or withdrawal will not be affected as a result of any such occurrence.
- (b) Admedus is not liable for any loss, cost, expense, liability or damage arising out of exercise of any of its discretions under these Terms and Conditions.
- (c) If you have any questions in respect of the SPP, please contact the Company Secretary on +61 8 9266 0100 or the Chief Operating Officer on +61 3 9620 5454.

## 11. Rights Attaching

The rights and obligations of the New Shares are contained in the Admedus Constitution. The New Shares will be issued on the same terms as all other Shares and Admedus will apply for the New Shares to be quoted on the ASX. If the New Shares are not quoted on the ASX, the New Shares will not be issued and all application monies will be refunded.

## 12. Scaleback

- (a) The Company reserves the right to allot fewer New Shares than an Eligible Shareholder applies for under the SPP, or no New Shares, and any determination by the Directors in respect of any scale back will be final.

- (b) If a scaleback occurs, the Company will refund any excess application money to Eligible Shareholders (without interest).

## 13. Costs of Participation

No brokerage costs will be payable by Eligible Shareholders in respect of the application for, and allotment of, New Shares.

## 14. Privacy

By receiving completed Application Forms, Admedus collects personal information about Shareholders. Admedus will use this information for the purposes of processing the Application Form and updating the records of Admedus. To the extent restricted by law, Admedus will not disclose personal information about a Shareholder to a third party. To the extent permitted by law, Shareholders are able to access, upon request, personal information about them held by Admedus.

## 15. Dispute Resolution

Admedus may settle in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP. The decision of Admedus will be conclusive and binding on all participants and other persons to whom the determination relates. Admedus' rights may be exercised by the Board or any delegate of the Board.

## 16. Governing Law

These Terms and Conditions are governed by the laws in force in Western Australia. Any dispute arising out of or in connection with these Terms and Conditions, or the offer of New Shares, will be determined by the courts of Western Australia. By accepting this offer, you agree to submit to the exclusive jurisdiction of the courts in Western Australia.



This page is intetionally left blank



#### **Australia**

Level 1, 197 Adelaide Terrace  
Perth Western Australia 6000  
PO Box 6879 East Perth 6892

**T** +61 (0)8 9266 0100

**F** +61 (0)8 9266 0199

**E** [info.au@admedus.com](mailto:info.au@admedus.com)

**[www.admedus.com](http://www.admedus.com)**