Notice is hereby given that the Annual General Meeting of shareholders of ImpediMed Limited (the \textit{Company}) will be held at the offices of Johnson Winter and Slattery Level 25, 20 Bond St, Sydney Wednesday 28 October 2015 at 11.00am (AEDT) (Meeting).

The Explanatory Notes to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Notes and the Proxy Form form part of this notice.

\textbf{BUSINESS OF THE MEETING}

\textbf{Item 1: Financial Statements and Reports}


\textbf{Item 2: Remuneration Report}

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

\textit{“To adopt the Remuneration Report for the year ended 30 June 2015.”}

Notes:

(i) In accordance with section 250R of the Corporations Act 2001, the vote on this resolution will be advisory only and will not bind the directors or the Company.

(ii) A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

\textbf{Item 3: Election of Directors}

\textbf{Item 3.1: Re-election of Dr Cherrell Hirst}

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

\textit{“That Dr Cherrell Hirst, being a director who is retiring in accordance with clause 16 of the Company’s Constitution, and being eligible, offers herself for re-election, be re-elected as a director of the Company.”}

\textbf{Item 3.2: Re-election of Mr David Adams}

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

\textit{“That Mr David Adams, being a director who is retiring in accordance with clause 16 of the Company’s Constitution, and being eligible, offers himself for re-election, be re-elected as a director of the Company.”}
Item 4: Grant of Options to Mr Richard Carreon, Chief Executive Officer and Managing Director

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders approve the grant and issue of 512,500 Options to Mr Richard Carreon, the Chief Executive Officer and Managing Director of the Company, and the issue of Shares on the exercise of those Options, on the basis set out in the Explanatory Notes to this Notice of Meeting.”

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 5: Non-executive Directors’ Remuneration

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That, for the purposes of Listing Rule 10.17 and for all other purposes, effective from the close of the Meeting the total amount that may be paid in aggregate and in any one year by the Company to the Non-executive Directors as remuneration for services be increased by $200,000, from $600,000 to $800,000.”

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details)
ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00pm (AEDT) on Monday 26 October 2015 (Entitlement Time).

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

ANNUAL REPORT


VOTING OPTIONS AND PROXY

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form which accompanies this Notice of Annual General Meeting.

Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder’s votes. If the specified proportion or number of votes exceed that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder’s votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder’s proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Items 2, 4 and 5 (see the Explanatory Notes below):

- If a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines, and
- If a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

Proxy Voting by the Chair

For Item 2 (Remuneration Report), Item 4 (Grant of Options to the CEO) and Item 5 (Non-Executive Directors’ Remuneration), where the Chair is appointed as a Shareholder’s proxy and that Shareholder has not specified the way in which the Chair is to vote on Items 2, 4 and 5, the Shareholder is directing the Chair to vote in accordance with the Chair’s voting intentions for these items of business, even though Items 2, 4 and 5 are connected with the remuneration of Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting, including Items 2, 4 and 5.
Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company’s share registry, as an original or by facsimile, no later than 11.00am (AEDT) on Monday 26 October 2015 (Proxy Deadline).

Proxy forms may be submitted in one of the following ways:

(i) By mail to Link Market Services Limited using the reply paid envelope or Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches Link Market Services Limited by the Proxy Deadline;

(ii) By fax to Link Market Services Limited on +61 2 9287 0309;

(iii) Online via the Company’s Share Registry website at www.linkmarketservices.com.au. Please refer to the Proxy Form for more information; or

(iv) By hand delivery to Link Market Services Limited at Level 12, 680 George Street, Sydney NSW 2000.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate shareholder may appoint a person to act as its representative to attend the meeting by providing that person with:

(i) a letter or certificate authorising him or her as the corporation’s representative, executed in accordance with the corporation’s constitution; or

(ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD

Leanne Ralph
Company Secretary
18 September 2015
Explanatory Notes

Notes on Business

ITEM 1 – Financial Statements

As required by section 317 of the Corporations Act 2001 (Cth) (Corporations Act) the financial report, directors’ report and auditor’s report of the Company for the most recent financial year will be presented to the meeting. The financial report contains the financial statements of ImpediMed Limited.

There is no requirement for a formal resolution on this Item.

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company’s auditor, Ernst & Young (EY), questions about the auditor’s report, the conduct of its audit of the Company’s financial report for the year ended 30 June 2015, the preparation and content of the auditor’s report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of EY in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters. Written questions must be received no later than 5.00pm (AEDT) on 21 October 2015. A form to facilitate the submission of questions is attached to this Notice and it includes details on the return of this form to the share registry.

ITEM 2 – Adoption of remuneration report

Reasons for Resolution

In accordance with section 300A of the Corporations Act the Company has proposed a Remuneration Report for the consideration of Shareholders.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company.

The Company has designed a remuneration framework to support both a high performance culture and a team focus on adhering to agreed business objectives and directions. The key objectives of the Company’s reward framework are to:

- Align remuneration with the group’s business strategy;
- Offer an attractive mix of remuneration benchmarked against the applicable market’s region and country practices;
- Provide strong linkage between individual and group performance and rewards;
- Offer remuneration based on internal equity with other employees’ and individuals’ skills matching the role requirements with their experience and responsibilities;
- Align the interests of executives and shareholders and share the success of the group with the employees; and
- Support the corporate mission statement, values and policies through the approach of recruiting, organising and managing people.

Director’s Recommendation

The Board unanimously recommends that Shareholders vote in favour of this resolution.
Voting Exclusion Statement

As required by the Corporations Act, the Company will disregard any votes cast on Item 2 by any member of the Company’s key management personnel (Key Management Personnel or KMP) or a Closely Related Party of any such member unless the person:

(i) votes as a proxy appointed by writing that specifies how the person is to vote on the resolutions; or
(ii) is the Chair of the Meeting and votes as a proxy appointed by writing that authorises the Chair to vote on the resolutions even though that resolution is connected with the remuneration of a member of the Company’s KMP.

What this means for shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct her how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

ITEM 3 – Election of Directors

In accordance with the Company’s Constitution and the ASX Listing Rules an election of Directors must be held at each AGM.

Clause 16.1 of the Constitution states that an election of Directors must be held at each AGM. The Constitution also states that one-third of all Directors must retire and offer themselves for re-election, excluding the Managing Director and Directors appointed during the year by the Board. If no Directors are scheduled to be elected by virtue of the ASX Listing Rules or clause 16.1 of the Constitution, then one-third of Directors must still retire and be re-elected by the Shareholders of the Company. Normally, this would be the Directors (other than the Managing Director) who have held office the longest since being appointed or last being elected. In the case where Directors were elected on the same day, the Directors to retire are determined by agreement between the Directors, or a ballot.

Dr Hirst and Mr Adams have agreed to offer themselves for election by rotation as two Directors who have held office the longest since last being elected.

The election of each of the candidates must be considered and voted on as a separate resolution. Details of the candidates are outlined below.

Item 3.1: Re-election of Dr Cherrell Hirst

Dr Cherrell Hirst AO is a medical doctor and was a leading practitioner in the area of breast cancer screening and diagnosis. Dr Hirst was appointed to the Board on 1 August 2005 and has served as the Chair of the Board since on 8 November 2011. She is also the Chair of the Nomination Committee and serves on the Remuneration Committee and the Audit and Risk Committee. She is a Non-executive Director of Medibank Private Ltd, RSL Care Ltd, the Gold Coast Hospital and Health Service and Interim Chair of Tissue Therapies Ltd.

Dr Hirst’s areas of experience include medical practice, with extensive experience as a breast cancer clinician, the medical/biotechnology industry and corporate governance.

Having had regard to the ASX Corporate Governance Principles and Recommendations (3rd edition) (ASX Principles), the Board considers Dr Hirst to be an independent director.

Director’s Recommendation

The Board unanimously (other than Dr Hirst) supports the re-election of Dr Hirst and recommends that Shareholders vote in favour of this resolution.

Item 3.2: Re-election of David Adams

Mr David Adams was appointed to the Board on 11 November 2013. Mr Adams is Chief Operating Officer at InnerSpace Neuro Solutions, Inc. He has extensive experience in the healthcare industry, including previous roles as Vice President of Corporate Integration and Divestitures and Vice President of Cardiovascular Business Development at Medtronic, Inc.

Mr Adams serves on both the Nomination Committee and the Audit and Risk Committee.

Having had regard to the ASX Principles, the Board considers Mr Adams to be an independent director.
Director’s Recommendation

The Board unanimously (other than Mr Adams) supports the re-election of Mr Adams and recommends that Shareholders vote in favour of this resolution.

ITEM 4: Grant of Options to Mr Richard Carreon, Chief Executive Officer and Managing Director

ASX Listing Rule 10.14 provides that the Company must not permit any Directors to acquire securities under an employee incentive scheme without the approval of Shareholders.

Accordingly, Item 4 seeks the approval by Shareholders pursuant to ASX Listing Rule 10.14 to grant 512,500 Options (Options) to Mr Rick Carreon, the Chief Executive Officer and Managing Director of the Company, in accordance with the terms of the Employee Incentive Plan (EIP), and to the issue of Shares on the exercise of those Options.

As the Options are to be issued under the EIP, the rules of the EIP govern the Options to be issued to Mr Carreon. A full copy of the EIP rules are available on the Company’s website.

a) Details of Option grant and Mr Carreon’s remuneration

It is proposed that Mr Carreon will be issued 512,500 Options. The Options will be issued to Mr Carreon no later than 12 months after the Meeting.

If Item 4 is approved by Shareholders, the Company will offer Mr Carreon the Options under a letter of offer shortly following the Meeting. The date of that offer will be the date of the grant, and the Options will be issued shortly thereafter.

Vesting of the Options will occur over a four year period. Subject in all cases to Mr Carreon’s continuous employment with the Company during the 48 month period after the date of the grant, the Options will incrementally vest on each monthly anniversary of the date of [grant] in an amount equal to the product of 1/48th multiplied by the number of total Options granted. This equates to 10,677 Options vesting each month from the month following the date of the grant of the Options.

The Options are exercisable after they vest, for an exercise price based on the five day volume weighted average market price at the close of business when granted. On exercise, Mr Carreon will become entitled to receive one Share for each Option that has vested (subject to the terms of the issue of the Options relating to bonus issues and capital reorganisations of the Company).

The terms of Mr Carreon’s employment contract with the Company entitle him to participate in the EIP. The Board has proposed that for the financial year ended 30 June 2016, Mr Carreon be offered 512,500 Options under the EIP (subject to Shareholder approval).

For the financial year ended 30 June 2016, Mr Carreon’s remuneration will comprise the following components:

- Fixed remuneration of US$450,000 per annum;
- An at-risk short term incentive of up to 60.0% of fixed remuneration subject to the achievement of specified targets; and
- If Item 4 is approved by Shareholders, 512,500 Options under the EIP as a long term retention incentive.

b) The Executive Incentive Plan

The EIP only contemplates the grant of options or performance rights over Shares. There is no ability for the Company to provide any cash equivalent on exercise.

Subject to the terms of the EIP, all Options which have not vested shall automatically lapse and be forfeited without consideration upon cessation of Mr Carreon’s employment with the Company.

c) Shareholder approval

ASX Listing Rule 10.14 requires Shareholder approval before a director can acquire securities or rights to securities under an employee incentive scheme. Approval from Shareholders is being sought to grant and issue Options to Mr Carreon under the EIP in respect of the period immediately following this Meeting, with the Options to be issued no later than 12 months after the date of this Meeting.
d) Information required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires the following information to be disclosed in relation to the Options proposed to be granted to Mr Carreon under the EIP:

(i) Number and price of securities

The number of Options that may be acquired by Mr Carreon is 512,500.

No payment for the Options is required by Mr Carreon and the exercise price of the Options will be calculated in accordance with the formula described above.

(ii) Persons who received securities under the EIP since last approval

The following Options and Performance Rights (Rights) were granted during the financial year ended 30 June 2015 to members of the executive management team as part of their incentive packages, at a nil acquisition price:

<table>
<thead>
<tr>
<th>Executives</th>
<th>No. of Options</th>
<th>No. of Rights</th>
</tr>
</thead>
<tbody>
<tr>
<td>R Carreon</td>
<td>2,048,000</td>
<td>912,000</td>
</tr>
<tr>
<td>M Vigeland</td>
<td>988,000</td>
<td>432,000</td>
</tr>
<tr>
<td>C Kingsford</td>
<td>835,000</td>
<td>360,000</td>
</tr>
<tr>
<td>D Schlaht</td>
<td>655,000</td>
<td>240,000</td>
</tr>
<tr>
<td>M Schreiber</td>
<td>535,000</td>
<td>160,000</td>
</tr>
</tbody>
</table>

Note that Mr Carreon was appointed to the Board of Directors on 9 May 2015 and the above Options and Rights were issued to Mr Carreon before he was a Director. None of the other members of the executive management team listed above are persons referred to in ASX Listing Rule 10.14.

Further details of these Options and Rights are outlined in the Company’s Remuneration Report contained in the 2015 Annual Report.

(iii) Persons who are entitled to participate in the EIP

Participation in the EIP and the number of Options or Rights offered to each individual participant is determined by the Board. Options or Rights may be granted to certain senior executives of the Company on an annual basis as part of their annual remuneration review.

Mr Carreon is the only person referred to in ASX Listing Rule 10.14 who is currently entitled to participate in the EIP.

(iv) Terms of any related loan

There is no loan provided in relation to the acquisition of Options by Mr Carreon.

(v) Issue date of Options

The Options will be granted and issued to Mr Carreon no earlier than immediately following this Meeting and no later than 12 months after the date of the Meeting, on the conditions described in this Explanatory Note.

Voting exclusion

The Company will disregard any votes cast on the proposed Item 4 by Mr Carreon (being the only Director of the Company who is eligible to participate in the EIP) and any associate of Mr Carreon. However, the Company need not disregard a vote if:

a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy does.

In addition, no KMP of the Company or a Closely Related Party of such a KMP may vote as a proxy on the proposed Item 4 unless:

a) the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed Item 4; or

b) the person is the Chair and votes as a proxy appointed by writing that authorises the Chair to vote on the proposed Item 4 even though the resolution is connected directly or indirectly with the remuneration of KMP of the Company.

**Director’s Recommendation**

The Board unanimously (other than Mr Carreon) recommends that Shareholders vote in favour of this resolution.

**ITEM 5 – Non-executive Directors’ Remuneration**

It is proposed to increase the maximum aggregate remuneration that may be paid to non-executive Directors by $200,000, from $600,000 per annum to $800,000 per annum.

Shareholder approval of this proposal is sought under clause 13.3(b) of the Company’s Constitution and under ASX Listing Rule 10.17.

The Board’s remuneration policy for non-executive Directors aims to ensure that the Company can attract and retain suitably skilled, experienced and committed individuals to serve on the Board.

The proposed increase in the maximum aggregate amount payable to non-executive Directors will enable non-executive Directors’ fees to be paid to incoming non-executive Directors and ensure fees are in line with future market rates. There is no current intention to increase the remuneration paid to existing non-executive Directors, however increasing the available pool will provide increased capacity to appoint additional non-executive Directors and also allows for fluctuations in the Australian and US dollar exchange rate to be taken into account for those as Directors residing in the United States who are paid in US dollars.

For the purposes of ASX Listing Rule 10.17, no securities have been issued to non-executive Directors under rule 10.11 or 10.14 at any time over the last three years.

**Voting Exclusion Statement**

The Company will disregard any votes cast on the proposed Item 5 by any Director of the Company and any associate of any Director. However, the Company need not disregard a vote if:

a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy does.

In addition, no KMP of the Company or a Closely Related Party of such a KMP may vote as a proxy on the proposed Item 5 unless:

a) the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed Item 5; or

b) the person is the Chair and votes as a proxy appointed by writing that authorises the Chair to vote on the proposed Item 5 even though the resolution is connected directly or indirectly with the remuneration of KMP of the Company.

**Director’s Recommendation**

As the non-executive Directors have a personal interest in Item 5, all Directors abstain from making a recommendation on this resolution.
Chair’s Voting Intention

The Chairman of the Meeting intends to vote all available undirected proxies in favour of all resolutions.
GLOSSARY

$ means Australian Dollars

AEDT means Australian Eastern Daylight Savings Time as observed in Sydney, Australia.

Annual General Meeting or Meeting means the meeting convened by the Notice.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX.

ASX Principles means the ASX Corporate Governance Principles and Recommendations (3rd edition).

Board means the current board of directors of the Company.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

Company means impediMed Limited (ACN 089 705 144).

Constitution means the Company’s Constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

EIP means the Employee Incentive Plan adopted by the Board on 2 October 2014.

Explanatory Notes means the Explanatory Notes accompanying the Notice.

Group means the Company and subsidiaries of the Company.

Items means the resolutions set out in the Notice, or any one of them, as the context requires.

Key Management Personnel (or KMP) has the meaning as defined in section 9 of the Corporations Act.

Notice or Notice of Meeting or Notice of Annual General Meaning means this notice of annual general meaning and the explanatory notes accompanying the Notice and the Proxy Form.

Option means an option to acquire a Share under the EIP.

Proxy Form means the proxy form accompanying the Notice.


Right means a performance right to acquire a Share under the EIP.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

US$ means United States of America dollars.
I/We being a member(s) of ImpediMed Limited and entitled to attend and vote hereby appoint:

**APPOINT A PROXY**

<table>
<thead>
<tr>
<th>the Chairman of the Meeting (mark box)</th>
<th>OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy</th>
</tr>
</thead>
</table>

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 11:00am on Wednesday, 28 October 2015 at Johnson Winter and Slattery Level 25, 20 Bond St, Sydney (the Meeting) and at any postponement or adjournment of the Meeting.

**VOTING DIRECTIONS**

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an **X**.

<table>
<thead>
<tr>
<th>Resolutions</th>
<th>For</th>
<th>Against</th>
<th>Abstain*</th>
</tr>
</thead>
<tbody>
<tr>
<td>2 Remuneration Report</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3.1 Re-election of Dr Cherrell Hirst</td>
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<tr>
<td>3.2 Re-election of Mr David Adams</td>
<td></td>
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<tr>
<td>4 Grant of Options to Mr Richard Carreon, Managing Director and CEO</td>
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<td></td>
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<tr>
<td>5 Non-executive Directors’ Remuneration</td>
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<td></td>
<td></td>
</tr>
</tbody>
</table>

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

<table>
<thead>
<tr>
<th>Shareholder 1 (Individual)</th>
<th>Joint Shareholder 2 (Individual)</th>
<th>Joint Shareholder 3 (Individual)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sole Director and Sole Company Secretary</td>
<td>Director/Company Secretary (Delete one)</td>
<td>Director</td>
</tr>
</tbody>
</table>

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder’s attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company’s constitution and the Corporations Act 2001 (Cth).
YOUR NAME AND ADDRESS
This is your name and address as it appears on the Company’s share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

APPOINTMENT OF PROXY
If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING
Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT
You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of your voting rights or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY
You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company’s share registry or you may copy this form and return them both together. To appoint a second proxy you must:
(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
(b) return both forms together.

SIGNING INSTRUCTIONS
You must sign this form as follows in the spaces provided:
Individual: where the holding is in one name, the holder must sign.
Joint Holding: where the holding is in more than one name, either shareholder may sign.
Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES
If a representative of the corporation is to attend the Meeting the appropriate “Certificate of Appointment of Corporate Representative” should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company’s share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM
This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 11:00am on Monday, 26 October 2015, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE
www.linkmarketservices.com.au
Login to the Link website using the holding details as shown on the Proxy Form. Select ‘Voting’ and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their “Holder Identifier” (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

BY MAIL
ImpediMed Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX
+61 2 9287 0309

BY HAND
delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.