



13 November 2014

Dear Shareholder

ImpediMed Entitlement Offer – notification to ineligible shareholders

This letter is to notify you that ImpediMed Limited (ABN 65 089 705 144) (ASX: IPD) (**ImpediMed** or the **Company**) today announced 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.

Who are Eligible Shareholders?	Eligible Shareholders are those holders of Shares who: <ul style="list-style-type: none">• are registered as a holder of ImpediMed Shares as at 7.00pm (AEDT) on 19 November 2014;• have a registered address in Australia or New Zealand;• are not in the United States and not a “U.S. person”, as defined in Regulation S under the U.S. Securities Act of 1933 (U.S. Person) and not acting for the account or benefit of any person in the United States or any U.S. Person; and• are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.
Do you meet the eligibility criteria?	Unfortunately, as you do not satisfy the eligibility criteria for an Eligible Shareholder, you are not eligible to subscribe for New Shares and you will not be sent a copy of the Offer Booklet. ImpediMed wishes to advise you that it will not be extending the Entitlement Offer to you.

ImpediMed Limited ABN 65 089 705 144

Unit 1, 50 Parker Court, Pinkenba, QLD 4008 Australia • Tel +61 (7) 3860-3700 Fax +61 (7) 3260-1225
www.impedimed.com

For personal use only



Why are there restrictions on eligibility?	<p>There are restrictions on eligibility because of:</p> <ul style="list-style-type: none">• the legal limitations in some countries;• the relatively small number of Shareholders in some countries;• the small number of shares those Shareholders hold; and• the potential cost of complying with regulatory requirements in those countries. <p>ImpediMed has determined, pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules and section 9A(3)(a) of the <i>Corporations Act 2001</i> (Cth), that it would be unreasonable to make offers under the Entitlement Offer to Shareholders in all countries other than Australia and New Zealand.</p>
Do you need to do anything?	<p>You are not required to do anything in response to this letter.</p> <p>This letter is to inform you about the Entitlement Offer, the details of which are provided above and is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares.</p>
Questions	<p>If you have any questions in relation to the Entitlement Offer and this letter, please seek professional advice or contact ImpediMed on +61 (7) 3860 3700.</p>

Yours faithfully

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

Steve Denaro
Company Secretary

For personal use only