



OVN
MR SAM SAMPLE
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SAMPLEVILLE VIC 3030

1 August 2019

Dear Shareholder,

NOTIFICATION TO ELIGIBLE SHAREHOLDERS

As announced on 26 July 2019, Oventus Medical Limited (ASX:OVN) (**Oventus** or **Company**) is conducting a pro rata non renounceable entitlement offer to raise up to approximately \$2.3 million before offer costs (**Entitlement Offer**).

Details of the Entitlement Offer

The Entitlement Offer provides eligible shareholders with the opportunity to subscribe 1 new ordinary share for every 20 shares held at 7.00pm (Melbourne time) on Monday, 5 August 2019 (**Record Date**) at an issue price of \$0.38 per new share.

The Entitlement Offer is fully underwritten by Bell Potter Securities Limited ACN 006 390 772 and Patersons Securities Limited ACN 008 896 311.

Issue price

The issue price of \$0.38 per new share under the Entitlement Offer represents a discount of approximately:

- 14.7% to the 5 day volume weighted average price up to and including Tuesday, 23 July 2019; and
- 18.3% to the closing price on Tuesday, 23 July 2019.

Eligible Shareholders

Shareholders who are eligible to participate in the Entitlement Offer (**Eligible Shareholders**) are those persons who:

- are registered as a holder of the Company's shares as at the Record Date;
- have a registered address on the Company's register of members in Australia or New Zealand; and

- are not located in the United States and are not a US Person or acting for the account of or benefit of a person in the United States or a US Person.

The Company regrets that, having considered the number of shareholders with registered addresses outside Australia and New Zealand (**Ineligible Shareholders**), the number and value of the shareholdings held by Ineligible Shareholders, and the costs of complying with the laws and any requirements of any regulatory authority in each applicable jurisdiction, it will not offer the Entitlement Offer to Ineligible Shareholders.

Entitlements

Entitlements in respect of new shares will be rounded up to the nearest whole number and holdings on different registers or sub-registers will not be aggregated to calculate entitlements. The Entitlement Offer is non-renounceable and entitlements cannot be traded on the ASX.

Company's capital structure pro-forma

The table below provides a pro-forma capital structure of the Company after completion of the Entitlement Offer (assuming no other shares are issued by the Company other than the Tranche 1 Placement Shares). The actual outcome of the Entitlement Offer may differ.

Share Capital	Shares
Shares on issue before announcement of the Entitlement Offer	105,939,212
Shares to be issued under the Tranche 1 Placement	15,757,491
New Shares to be issued under the Entitlement Offer	Approximately 6,084,835
Potential shares on issue after the Entitlement Offer (this include the shares issued under the Tranche 1 Placement)	127,781,538

For further information on the Tranche 1 Placement, refer to the Announcement lodged on 26 July 2019.

Further information

The Entitlement Offer will be made under section 708AA of the Corporations Act. Accordingly, the Company will not prepare a prospectus or other disclosure document.

A copy of the Entitlement Offer Booklet and the Entitlement and Acceptance Form will be sent to all Eligible Shareholders on Thursday, 8 August 2019. The Entitlement Offer Booklet can be accessed from the ASX and OVN's website, www.asx.com.au and www.o2vent.com respectively.

Further details of the Entitlement Offer will be contained in the Entitlement Offer Booklet.

Important dates

Activity	Date
Announcement Announcement of the Entitlement Offer and lodgement of Appendix 3B	Friday, 26 July 2019
Lodgement Lodgement of Offer Booklet and 708AA cleansing notice with the ASX	Wednesday, 31 July 2019
Letters to Shareholders Letter to Eligible and Ineligible Shareholders regarding the Entitlement Offer	Thursday, 1 August 2019
Issue of Shares under the Tranche 1 Placement	Thursday, 1 August 2019
Trading on ex basis	Friday, 2 August 2019
Record Date Record Date for the Entitlement Offer (7.00pm Melbourne time)	Monday, 5 August 2019
Despatch of Offer Booklet Offer Booklet and Entitlement and Acceptance Form sent to Eligible Shareholders	Thursday, 8 August 2019
Offer opens Offer opens under the Entitlement Offer	Thursday, 8 August 2019
Last day to extend the Closing Date	Friday, 16 August 2019
Closing Date Closing Date for acceptances under the Entitlement Offer (5.00pm Melbourne time)	Wednesday, 21 August 2019
Quotation Quotation on deferred settlement basis	Thursday, 22 August 2019
Shortfall notification ASX notified of shortfall	Friday 23 August 2019
Issue of Shares under the Entitlement Offer Allotment of New Shares issued under the Entitlement Offer and lodgement of Appendix 3B and 708A cleansing notice (for the underwritten shortfall)	Wednesday, 28 August 2019
Holding statements Expected despatch of Holding Statement and normal ASX trading for New Shares issued under the Entitlement Offer	Thursday, 29 August 2019

The timetable is subject to change and the Company reserves the right to withdraw or vary the timetable for the Entitlement Offer without notice. In particular, the Company reserves the right to extend the closing date for the Entitlement Offer, to accept late applications whether generally or in particular cases or to withdraw the Entitlement Offer without prior notice.

The Directors thank you for your ongoing support of the Company.



Stephen Denaro
Company Secretary
Oventus Medical Limited