



## RELEASE TO AUSTRALIAN SECURITIES EXCHANGE

TUESDAY, 22 OCTOBER 2019

### DISPATCH OF ENTITLEMENT OFFER BOOKLET

Further to the announcements on 15 and 17 October 2019, IMF Bentham Limited (**IMF**) wishes to confirm that it has today launched the retail component of its fully underwritten non-renounceable pro rata entitlement offer (**Retail Entitlement Offer**). The Retail Entitlement Offer Booklet and Entitlement Offer and Acceptance Form has been dispatched to eligible shareholders who are invited to participate in the Retail Entitlement Offer.

The Retail Entitlement Offer will be on the basis of one new fully paid ordinary share (**New Share**) for every 5.8 fully paid ordinary shares in the Company (**Share**) held by eligible shareholders as at 7.00pm (Sydney time) on 17 October 2019 (**Record Date**) at an issue price of A\$3.40 per New Share and is expected to raise approximately A\$39 million (before costs). The Retail Entitlement Offer is being fully underwritten by Citigroup Global Markets Australia Pty Limited, subject to customary terms and conditions, and termination rights.

The Retail Entitlement Offer opens today, 22 October 2019 and closes at 5.00pm (Sydney time) on Thursday, 31 October 2019 (unless extended).

Only IMF shareholders with a registered address in Australia or New Zealand as at the Record Date will be eligible to participate in the Retail Entitlement Offer.

In accordance with ASX Listing Rule 3.17, attached is a copy of the Retail Entitlement Offer Booklet. The Company also advises that eligible shareholders can access their personalised Entitlement and Acceptance Form through IMF's website via the below link: <https://www.imf.com.au/shareholders/retail-entitlement-offer>

If you have any questions in relation to the Retail Entitlement Offer, please contact the Entitlement Offer information line on 1300 304 109 (within Australia) or +61 1300 304 109 (outside Australia) from 8.30am to 5.30pm (Sydney time), Monday to Friday during the Retail Entitlement Offer Period. For other questions, please consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

**Jeremy Sambrook**  
Company Secretary

**Media/Further information:** **Marella Gibson**  
**IMF Bentham Limited +61 2 8223 3517**

This announcement 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 or New Zealand. Any securities described in this announcement have not been, and will not be registered, under the US Securities Act of 1933, as amended (**US Securities Act**) and may not be offered or sold in the United States or for the account or benefit of a person in the United States.

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GPO Box 5457  
Sydney NSW 2001

IMF#4094576

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## **IMF BENTHAM LIMITED**

**ABN 45 067 298 088**

### **RETAIL ENTITLEMENT OFFER BOOKLET**

**For a fully underwritten accelerated non-renounceable pro-rata entitlement offer of 1 New Share for every 5.8 Shares held by Eligible Retail Shareholders at the Record Date at an issue price of A\$3.40 per New Share to raise approximately A\$120 million.**

**THE RETAIL ENTITLEMENT OFFER OPENS ON TUESDAY, 22 OCTOBER 2019 AND CLOSSES AT 5.00 PM (SYDNEY TIME) ON THURSDAY, 31 OCTOBER 2019. VALID ACCEPTANCES MUST BE RECEIVED BEFORE THAT TIME.**

**PLEASE READ THE INSTRUCTIONS IN THIS RETAIL ENTITLEMENT OFFER BOOKLET AND THE ACCOMPANYING ENTITLEMENT AND ACCEPTANCE FORM REGARDING THE ACCEPTANCE OF YOUR ENTITLEMENT UNDER THE ENTITLEMENT OFFER.**

**THIS IS AN IMPORTANT DOCUMENT WHICH REQUIRES YOUR IMMEDIATE ATTENTION AND SHOULD BE READ IN ITS ENTIRETY. IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR STOCKBROKER, ACCOUNTANT, SOLICITOR OR OTHER PROFESSIONAL ADVISER.**

**THIS RETAIL ENTITLEMENT OFFER BOOKLET IS NOT A PROSPECTUS. IT DOES NOT CONTAIN ALL OF THE INFORMATION THAT AN INVESTOR WOULD FIND IN A PROSPECTUS OR WHICH MAY BE REQUIRED IN ORDER TO MAKE AN INFORMED INVESTMENT DECISION REGARDING, OR ABOUT THE RIGHTS ATTACHING TO, THE NEW SHARES OFFERED BY THIS RETAIL ENTITLEMENT OFFER BOOKLET.**

**THIS RETAIL ENTITLEMENT OFFER BOOKLET MAY NOT BE RELEASED TO U.S. WIRE SERVICES OR DISTRIBUTED IN THE UNITED STATES OR ANY OTHER COUNTRY OUTSIDE AUSTRALIA OR NEW ZEALAND**

## IMPORTANT NOTICES

**Defined terms used in these important notices have the meaning given in this Retail Entitlement Offer Booklet.**

This Retail Entitlement Offer Booklet has been prepared and is issued by IMF Bentham Limited ABN 45 067 298 088 (**IMF** or **Company**) and is dated 17 October 2019.

The Retail Entitlement Offer is being made pursuant to provisions of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) which allow entitlement offers to be made without a prospectus. This Retail Entitlement Offer Booklet does not contain all of the information which may be required in order to make an informed decision regarding an application for New Shares offered under the Retail Entitlement Offer. As a result, it is important for you to carefully read and understand the information on IMF and the Retail Entitlement Offer made publicly available, prior to accepting all or part of your Entitlement or doing nothing in respect of your Entitlement. In particular, please refer to this Retail Entitlement Offer Booklet, IMF's half year and annual reports and other announcements lodged with the Australian Securities Exchange (**ASX**) (including announcements which may be made by IMF after publication of this Retail Entitlement Offer Booklet).

**This information is important and requires your immediate attention.**

You should read this Retail Entitlement Offer Booklet carefully in its entirety before deciding whether to invest in New Shares. In particular, you should consider the risk factors outlined in the "Risk Factors" section of the enclosed Investor Presentation that could affect the operating and financial performance of IMF or the value of an investment in IMF. You should consult your stockbroker, accountant or other independent professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer.

You acknowledge and agree that:

- determination of eligibility of investors for the purposes of the institutional and retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of IMF and the Joint Lead Managers;
- each of IMF, the Joint Lead Managers and each of their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law; and
- the information in this Retail Entitlement Offer Booklet remains subject to change without notice.

### **Future performance and forward looking statements**

This Retail Entitlement Offer Booklet contains certain forward looking statements and forward-looking information, including statements and forecasts which include without limitation, expectations regarding the financial position of IMF, funds under management, industry growth and other trend projections, statements about the completion of the Acquisition, the impact of the Acquisition, the timing and amount of synergies, the future strategies, results and outlook of the combined IMF and Omni Bridgeway and the opportunities available to it, the outcome of the Entitlement Offer and the use of proceeds.. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements. Often, but not always, forward looking statements include those containing words such as: "anticipate", "believe", "budget", "expect", "estimate", "should", "will", "plan", "could", "may" "intends", "guidance", "outlook", "project", "forecast", "scheduled" "target", "likely", "continue", "objectives" and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, the outcome and effects of the Entitlement Offer and the use of proceeds, certain plans, strategies and objectives of management, expected financial performance and IMF's debt arrangements. Any forward looking statements, opinions and estimates provided in this Retail Entitlement Offer Booklet are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and uncertainties and other factors which are beyond the control of IMF and its officers, employees,

agents, associates and advisers. This includes any statements about market and industry trends, which are based on interpretations of current market conditions. Forward looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Readers are cautioned not to place undue reliance on forward-looking statements. Actual results may differ materially from those expressed or implied in such statements. Except as required by law or regulation, IMF undertakes no obligation to update these forward-looking statements whether as a result of new information, future events or results or otherwise.

Refer to the "Risk Factors" section of the Investor Presentation for a summary of certain risk factors that may affect IMF. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements.

The forward looking statements are based on information available to IMF as at the date of this Retail Entitlement Offer Booklet. Except as required by law or regulation (including the ASX Listing Rules), IMF undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.

### **Disclaimer for Limited Parties**

None of the Lead Managers and their respective related bodies corporate, affiliates, directors, agents, officers, employees and advisers (each a **Limited Party**) have authorised, caused or permitted the issue, submission or dispatch of this Retail Entitlement Offer Booklet and to the maximum extent permitted by law do not make any representation or warranty, express or implied as to the currency, accuracy, reliability or completeness of such information, or likelihood of fulfilment of any forward looking statement, and disclaim all responsibility and liability for these forward looking statements (including, without limitation, liability for negligence) and are under no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.

### **Financial information**

All financial information in this Retail Entitlement Offer Booklet is in Australian dollars (\$ or A\$) or Euros (€), unless otherwise stated. Investors should note that this Retail Entitlement Offer Booklet contains pro forma financial information which is provided for illustrative purposes only and is not represented as being indicative of IMF (or anyone else's) views on IMF's future financial position or performance. Investors should also note that this Retail Entitlement Offer Booklet does not include financial statements of IMF. For more detail, please refer to this Retail Entitlement Offer Booklet, IMF's half year and annual reports and other announcements lodged with the ASX (including announcements which may be made by IMF after publication of this Retail Entitlement Offer Booklet).

Investors should be aware that certain financial measures included in this Retail Entitlement Offer Booklet (including the pro-forma financial information) are 'non-IFRS financial information' under ASIC Regulatory Guide 230: 'Disclosing non-IFRS financial information' published by ASIC. The non-IFRS financial information does not have a standardised meaning prescribed by Australian Accounting Standards and International Financial Reporting Standards (IFRS). Therefore, the non-IFRS financial information is not a measure of financial performance, liquidity or value under the IFRS and may not be comparable to similarly titled measures presented by other entities, and should not be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Investors are cautioned, therefore, not to place undue reliance on any non-IFRS financial information included in this Retail Entitlement Offer Booklet.

### **Past performance**

Investors should note that past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) future IMF performance including future share price performance.

**Information Regarding Omni Bridgeway:** The information regarding Omni Bridgeway contained in this Retail Entitlement Offer Booklet has been derived from limited audited and unaudited financial information and other information made available by and on behalf of Omni Bridgeway during the due diligence process conducted by IMF in connection with the proposed Acquisition. Nothing in this Retail Entitlement Offer Booklet can be relied on as implying that there has been no change in the affairs of Omni Bridgeway since

the date of this Retail Entitlement Offer Booklet or as a representation as to the future matters in relation to any Omni Bridgeway business. Information in this Retail Entitlement Offer Booklet about Omni Bridgeway has not been independently verified.

While IMF has conducted due diligence on the Omni Bridgeway businesses in accordance with the usual due diligence procedures, IMF is unable to verify the accuracy or completeness of the information provided to it by, or on behalf of, Omni Bridgeway and there is no assurance that this due diligence was conclusive and that all material issues and risks in relation to the proposed Acquisition and the Omni Bridgeway have been identified. To the extent that this information is incomplete, incorrect, inaccurate or misleading, there is a risk that the profitability and future results of the operations of combined group may differ (including in a materially adverse way) from IMF's expectations as reflected in this presentation, or that additional liabilities may emerge.

### **Foreign Jurisdictions**

The information in this Retail Entitlement Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Retail Entitlement Offer, the New Shares, or otherwise permit a public offering of the New Shares, in any jurisdiction outside of Australia.

The distribution of this Retail Entitlement Offer Booklet (including an electronic copy) outside of Australia may be restricted by law. If you come into possession of the information in this Retail Entitlement Offer Booklet, you should observe such restrictions, including those set forth in the "International Offer Restrictions" section of the Investor Presentation that is included in this Retail Entitlement Offer Booklet.

Because of legal restrictions, you must not send copies of this Retail Entitlement Offer Booklet or any material in relation to the Retail Entitlement Offer to any person in the United States or any person outside Australia and New Zealand. Failure to comply with these restrictions may result in violations of applicable securities laws.

### **United States**

This Retail Entitlement Offer Booklet, the accompanying Chairman's Letter, any accompanying ASX announcements and the Entitlement and Acceptance Form do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any U.S. state or other jurisdiction of the United States, and may not be offered or sold within the United States except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable securities laws of any U.S. state or other jurisdiction in the United States. The New Shares in the Retail Entitlement Offer may only be offered and sold outside the United States in "offshore transactions" in reliance on Regulation S under the U.S. Securities Act. None of the Retail Entitlement Offer Booklet, the accompanying Chairman's Letter, any accompanying ASX announcements or the Entitlement and Acceptance Form may be distributed or released in the United States.

### **New Zealand**

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

## **Times and dates**

Times and dates in this Retail Entitlement Offer Booklet are indicative only and subject to change. All times and dates refer to Sydney time. Refer to the "Section 1 Indicative Timetable" of this Retail Entitlement Offer Booklet for more details.

## **Currency**

Unless otherwise stated, all dollar values in this Retail Entitlement Offer Booklet are in Australian dollars (\$) or A\$) or Euros (€).

## **Trading of New Shares**

It is the responsibility of each applicant to confirm their holding before trading in New Shares. Any applicant who sells New Shares before receiving written confirmation of their holding will do so at their own risk.

IMF and the Joint Lead Managers disclaim all liability whether in negligence or otherwise (to the maximum extent permitted by law) to persons who trade New Shares before receiving their holding statement, whether on the basis of confirmation of the allocation provided by IMF, the Share Registry or the Joint Lead Managers.

If you are in any doubt as to these matters, you should first consult with your stockbroker, accountant or other independent professional adviser.

## **Privacy**

As a shareholder, IMF and the Share Registry have already collected certain personal information from you. If you apply for New Shares, IMF and the Share Registry may update that personal information or collect additional personal information. Such information may be used to assess your acceptance of the New Shares, service your needs as a shareholder, provide facilities and services that you request and carry out appropriate administration.

To do that, IMF and the Share Registry may disclose your personal information for purposes related to your shareholdings to their agents, contractors or third party service providers to whom they outsource services, in order to assess your application for New Shares, the Share Registry for ongoing administration of the register, printers and mailing houses for the purposes of preparation of the distribution of shareholder information and for handing of mail, or as otherwise under the Privacy Act 1988 (Cth).

If you do not provide us with your personal information we may not be able to process your application. In most cases you can gain access to your personal information held by (or on behalf of) IMF or the Share Registry. We aim to ensure that the personal information we retain about you is accurate, complete and up to date. To assist us with this please contact us if any of the details you have provided change. If you have concerns about the completeness or accuracy of the information we have about you, we will take steps to correct it. You can request access to your personal information by telephoning or writing to IMF through the Share Registry as follows:

IMF Bentham Limited  
Link Market Services  
Level 12, 680 George Street  
Sydney NSW 2000  
Phone (within Australia): 1300 554 474  
Phone (outside Australia): +61 1300 554 474

## **Is this booklet relevant to you?**

This Retail Entitlement Offer Booklet is relevant to you if you are an Eligible Retail Shareholder.

In this Retail Entitlement Offer Booklet, references to "you" are references to Eligible Retail Shareholders and references to "your Entitlement" or "your Retail Entitlement" (or "your Entitlement and Acceptance Form") are references to the Entitlement (or Entitlement and Acceptance Form) of Eligible Retail Shareholders.

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Eligible Retail Shareholders are those persons who:

- are registered as a holder of Shares as at the Record Date, being 7.00pm (Sydney time) on Thursday, 17 October 2019;
- have a registered address on the IMF share register in Australia or New Zealand;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Shares for the account or benefit of such person in the United States);
- were not invited to participate (other than as nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer, and were not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer; and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer, without any requirement for a prospectus or offer document to be lodged or registered.

Refer to the "Section 4 - Additional Information" for further details.

# CORPORATE DIRECTORY

## Directors

Mr Michael Kay - Non-Executive Director & Chairman  
Mr Andrew Saker - Managing Director & CEO  
Mr Hugh McLernon - Executive Director  
Mr Michael Bowen - Non-Executive Director  
Ms Karen Phin - Non-Executive Director  
Ms Christine Feldmanis - Non-Executive Director

## Chief Financial Officer

Mr Stuart Mitchell

## General Counsel & Company Secretary

Mr Jeremy Sambrook

## Registered Office

Level 18, 68 Pitt Street  
Sydney NSW 2000

Telephone: +61 (0)8 9225 2300  
Website: [www.imf.com.au](http://www.imf.com.au)

**ASX Code:** IMF

## Share Registry

Link Market Services  
Level 12, 680 George Street  
Sydney NSW 2000

Entitlement Offer information line  
Phone (within Australia): 1300 304 109  
Phone (outside Australia): +61 1300 304 109  
Website: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

## Sole Underwriter and Joint Lead Manager

Citigroup Global Markets Australia Pty Limited  
Level 23, Citigroup Centre  
2 Park Street  
Sydney, NSW 2000

## Joint Lead Manager

Euroz Securities Limited  
Level 18, Alluvion  
58 Mounts Bay Road  
Perth, Western Australia 6000

## Australian Legal Adviser

DLA Piper Australia  
Level 31, Central Park  
152-158 St Georges Terrace  
Perth, Western Australia 6000

## Website

Corporate information and the IMF Annual Report can be found via the IMF website at [www.imf.com.au](http://www.imf.com.au)



# CHAIRMAN'S LETTER

17 October 2019

Dear Shareholder,

IMF Bentham Limited (**IMF** or the **Company**) has agreed to acquire Omni Bridgeway Holding BV (**Omni Bridgeway**), one of continental Europe's leading dispute finance businesses, to create one of the largest funding teams globally with 18 offices in 10 countries and over 145 specialists across Asia, Australia, Canada, Europe, the Middle East, the UK and the US.

Concurrent with this acquisition, on 15 October 2019, IMF announced a Placement (as defined below) at an issue price of A\$3.50 per Share and an Entitlement Offer (as defined below) at an issue price of A\$3.40 per New Share to the ASX. Successful completion of the Entitlement Offer is anticipated to partially fund the acquisition of Omni Bridgeway. Institutional investors took up the Placement and the institutional component of the Entitlement Offer on 16 October 2019, raising a total of approximately A\$100 million (before costs)<sup>1</sup>.

IMF is seeking to raise an aggregate total of approximately A\$139 million under the Placement and Entitlement Offer.

## Retail Entitlement Offer

On behalf of the Board of IMF, I am delighted to now extend an offer to you to participate in a 1 for 5.8 accelerated non-renounceable pro-rata entitlement offer of new ordinary shares (**New Shares**) at an offer price of A\$3.40 per New Share (**Offer Price**) to raise gross proceeds of A\$120 million (**Entitlement Offer**).

This Retail Entitlement Offer Booklet relates to the retail component of the Entitlement Offer (**Retail Entitlement Offer**), which is expected to raise approximately A\$39 million (before costs).

The Entitlement Offer is being fully underwritten by Citigroup Global Markets Australia Pty Limited, subject to customary terms and conditions and termination rights as further described in Section 2.4 of this Retail Entitlement Offer Booklet and the Investor Presentation accompanying this Retail Entitlement Offer Booklet.

## Purpose of the Placement and Entitlement Offer and use of funds

As announced on Tuesday, 15 October 2019, the Company has entered into a binding agreement to acquire Omni Bridgeway (**Acquisition Agreement**). Omni Bridgeway is a leading litigation funder specialising in providing funding, specialised skills and services for high value enforcement proceedings and for the work-out and monetisation of non-performing loans focusing on civil law jurisdictions primarily in Continental Europe, and the Middle East, North Africa and Central Asian regions.

The primary purpose of the Placement and Entitlement Offer is to partially fund the acquisition of Omni Bridgeway.

In addition to partially funding the acquisition of Omni Bridgeway, net proceeds of the Placement and Entitlement Offer will be used to fund IMF's obligations to contribute capital to funds managed or advised by IMF's group, to fund working capital and to increase balance sheet flexibility in support of IMF's future growth.

Further details in relation to the acquisition of Omni Bridgeway, the purpose of the Placement and Entitlement Offer and proposed use of funds are set out in the Investor Presentation accompanying this Retail Entitlement Offer Booklet.

If the acquisition of Omni Bridgeway does not complete for any reason, net proceeds of the Placement and Entitlement Offer will be used for the purpose of funding IMF's obligations to contribute capital to funds managed or advised by IMF's group, to fund working capital and to increase balance sheet flexibility in support of IMF's future growth. IMF would also need to consider alternative uses for some of the funds

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<sup>1</sup> Comprising approximately A\$18.5 million under the Placement of 5.3 million Shares at an issue price of A\$3.50 per Share, and approximately A\$81.2 million under the Institutional Entitlement Offer and Institutional Shortfall Bookbuild at an issue price of A\$3.40 per New Share.

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raised under the Entitlement Offer. This may include applying funds towards debt reduction, working capital, alternative investment opportunities or potentially the return of some of the net proceeds to shareholders.

### **Entitlement offer details**

Under the Retail Entitlement Offer, Eligible Retail Shareholders are being offered the opportunity to subscribe for 1 New Share for every 5.8 existing IMF ordinary shares held on the Record Date of 7:00pm (Sydney time) on Thursday, 17 October 2019 (**Entitlements**).

The Retail Entitlement Offer to which this Retail Entitlement Offer Booklet relates closes at 5.00pm (Sydney time) on Thursday, 31 October 2019 (unless extended).

Accompanying this Retail Entitlement Offer Booklet is your personalised entitlement and acceptance form (**Entitlement and Acceptance Form**). It details your Entitlement and is to be completed in accordance with the instructions provided on the form and the instructions in this Retail Entitlement Offer Booklet under "How to Apply".

To participate, you must ensure that you have completed your application by paying application monies (**Application Monies**) by BPAY®, or by lodging your completed Entitlement and Acceptance Form with your Application Monies paid by cheque, bank draft or money order, so that they are received by Link Market Services (IMF's registry provider) before 5.00pm (Sydney time) on Thursday, 31 October 2019.

If you do not wish to take up any of your Entitlement, you do not have to take any action. As the Entitlement Offer is non-renounceable, Entitlements will not be tradeable on the ASX or otherwise transferable. If you do not take up your full Entitlement, those Entitlements that you do not take up will lapse and you will not receive any payment or value for them.

Further information and application instructions for the Entitlement Offer are set out in this Retail Entitlement Offer Booklet. The risks associated with investing in the Entitlement Offer are set out in Appendix B of the Investor Presentation which you should read carefully and in its entirety.

If you have any questions in relation to the Retail Entitlement Offer, please contact the Entitlement Offer information line on 1300 304 109 (within Australia) or +61 1300 304 109 (outside Australia) from 8.30am to 5.30pm (Sydney time), Monday to Friday during the Retail Entitlement Offer Period. For other questions, please consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

On behalf of the Board of IMF, I invite you to consider this investment opportunity as we look to grow the IMF business and thank you for your continued support.

Yours faithfully,

Michael Kay  
Chairman

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## 1. INDICATIVE TIMETABLE

Event	Date
Announcement of the Entitlement Offer	Tuesday, 15 October 2019
Record Date (7.00pm Sydney time)	Thursday, 17 October 2019
Retail Entitlement Offer opens	Tuesday, 22 October 2019
Placement and Institutional Entitlement Offer settlement	Tuesday, 22 October 2019
Issue of New Shares under the Placement and Institutional Entitlement Offer	Wednesday, 23 October 2019
Retail Entitlement Offer closes (5.00pm Sydney time)	Thursday, 31 October 2019
Settlement of New Shares under the Retail Entitlement Offer	Tuesday, 5 November 2019
Issue of New Shares under the Retail Entitlement Offer	Tuesday, 5 November 2019
New Shares under the Retail Entitlement Offer commence trading on ASX on a normal settlement basis	Wednesday, 6 November 2019
Despatch of holding statements for New Shares under the Retail Entitlement Offer	Thursday, 7 November 2019

### Notes:

The timetable is indicative only and subject to change. IMF reserves the right to amend the timetable for the Entitlement Offer without notice, subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, IMF reserves the right to extend the closing date of the Retail Entitlement Offer at any time, to accept late applications under the Retail Entitlement Offer (either generally or in particular cases) and to withdraw the Retail Entitlement Offer without prior notice. Any extension of the closing date will have a consequential effect on the issue date of New Shares. The commencement of quotation of New Shares is subject to confirmation from ASX. Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been accepted. Eligible Retail Shareholders wishing to participate in the Retail Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Retail Entitlement Offer opens.

### Enquiries

If you have any questions, please contact the Entitlement Offer information line on 1300 304 109 (within Australia) or +61 1300 304 109 (outside Australia) from 8.30am to 5.30pm (Sydney time), Monday to Friday. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

## 2. KEY DETAILS OF THE OFFERS

### 2.1 Overview of the Entitlement Offer

As announced to the ASX on Tuesday, 15 October 2019, the Company has entered into a binding agreement to acquire Omni Bridgeway (**Acquisition**). A key purpose of the Entitlement Offer is to partially fund the Acquisition.

The Entitlement Offer is a fully underwritten non-renounceable pro rata offer of 1 New Share for every 5.8 Shares held by Eligible Shareholders on the Record Date at an issue price of A\$3.40 per New Share to raise up to A\$120 million (before costs).

The Entitlement Offer is comprised of two components:

- (a) **Institutional Entitlement Offer** - eligible institutional shareholders were given the opportunity to take up all or part of their Entitlement. Entitlements under the Institutional Entitlement Offer were non-renounceable. This process was completed on Wednesday, 16 October 2019; and
- (b) **Retail Entitlement Offer** - Eligible Retail Shareholders (as defined in Section 4.1 - Additional Information) will be allotted Entitlements under the Retail Entitlement Offer (**Retail Entitlements**) which can be taken up in whole or in part. Retail Entitlements are also non-renounceable.

Concurrently with the Institutional Entitlement Offer, IMF undertook an underwritten placement under which approximately 5.3 million Shares were offered to new and existing institutional investors at an issue price of A\$3.50 per Share (**Placement**). IMF raised approximately A\$18.5 million, under the Placement.

This retail entitlement offer booklet (**Retail Entitlement Offer Booklet**) relates to the retail component of the Entitlement Offer (**Retail Entitlement Offer**) to raise up to approximately A\$39 million.

Please refer to the Investor Presentation accompanying this Retail Entitlement Offer Booklet for further information regarding the Acquisition, the purpose of the Placement and Entitlement Offer and proposed use of net proceeds, as well as the key risks associated with an investment in IMF and the Acquisition. You should also consider the ASX announcements and other publically available information about IMF available at [www.asx.com.au](http://www.asx.com.au) and [www.imf.com.au](http://www.imf.com.au).

### 2.2 The Institutional Entitlement Offer

On 16 October 2019, IMF successfully completed the Institutional Entitlement Offer, at an issue price of A\$3.40 per New Share.

New Shares not taken up under the Institutional Entitlement Offer, and New Shares that would have otherwise been offered to ineligible institutional shareholders had they been eligible to participate in the Entitlement Offer, were offered under an institutional shortfall bookbuild completed on 16 October 2019 (**Institutional Shortfall Bookbuild**), at an issue price of A\$3.40 per New Share, being the same as the issue price under the Entitlement Offer.

New Shares not issued under the Institutional Entitlement Offer or the Institutional Shortfall Bookbuild are to be taken up by the Underwriter subject to the terms and conditions of the Underwriting Agreement, described further in Section 2.4 of this Retail Entitlement Offer Booklet.

IMF raised approximately A\$81.2 million (before costs) under the Institutional Entitlement Offer and Institutional Shortfall Bookbuild.

New Shares are expected to be issued under the Placement, Institutional Entitlement Offer and Institutional Shortfall Bookbuild on 23 October 2019.

## 2.3 The Retail Entitlement Offer

Eligible Retail Shareholders (as defined in Section 4.1 - Additional Information) are being invited to subscribe for 1 New Share for every 5.8 existing Shares held as at the Record Date at 7.00pm (Sydney time) on Thursday, 17 October 2019, at the Offer Price of A\$3.40 per New Share.

You should note that not all IMF shareholders will be eligible to participate in the offer of New Shares. Please read Section 4.1 - Additional Information.

The offer ratio and Offer Price under the Retail Entitlement Offer are the same as the Institutional Entitlement Offer.

The Retail Entitlement Offer opens on Tuesday, 22 October 2019 and will close at 5.00pm (Sydney time) on Thursday, 31 October 2019 (unless extended or withdrawn).

The Retail Entitlement Offer is fully underwritten, subject to the terms of the Underwriting Agreement, described further in Section 2.4 of this Retail Entitlement Offer Booklet.

## 2.4 Underwriting Arrangements

The Entitlement Offer and Placement is fully underwritten by Citigroup Global Markets Australia Pty Limited (**Underwriter**) for up to 138.5 million pursuant to an underwriting agreement (**Underwriting Agreement**).

The Underwriting Agreement is subject to certain terms and conditions which are customary for an underwriting agreement of this type, including conditions precedent, representations and warranties and termination rights.

The Underwriter may terminate its obligations under the Underwriting Agreement at any time prior to the settlement of the Placement and Institutional Entitlement Offer or Retail Entitlement Offer if certain termination events specified in the Underwriting Agreement occur. These termination events include, but are not limited to:

- (a) IMF ceasing to be listed on ASX or Shares being suspended or ceasing to be quoted on ASX (other than a voluntary suspension approved by the Underwriter).
- (b) The Company, or a material subsidiary of the Company, becomes insolvent or is likely to become insolvent.
- (c) The Acquisition Agreement is terminated, varied (without the consent of the Underwriter) or events occur which make the Acquisition in accordance with the Acquisition Agreement unlikely to occur.
- (d) ASIC takes regulatory action against IMF or its officers.
- (e) A delay in the timetable for the Entitlement Offer for 1 business day, without the approval of the Underwriter.

The following termination events are qualified by the Underwriter having reasonable grounds to believe and does believe that the event has or is likely to have a material adverse effect on the success, settlement or marketing of the Entitlement Offer, the likely price at which IMF shares will trade on ASX, on the ability of the Underwriter to market, promote or settle the Entitlement Offer or will or likely give rise to a contravention by or liability for the Underwriter under the Corporations Act or applicable laws including (but not limited to):

- (a) The Underwriter in its opinion made in good faith considering that there is or is likely to be a material adverse change or effect, or any development involving a prospective material adverse change or effect, in or affecting the business, operations, assets, liabilities, financial position or performance, profits, losses, prospects, earnings position, or results of operations of the IMF group or OB group or otherwise (taken as a whole),

the market price of New Shares, or the success, marketing or settlement of the Entitlement Offer, but excluding the outcome of the Wivenhoe or Westgem litigation.

- (b) IMF is or becomes in default of any of the terms and conditions of the Underwriting Agreement or a representation or warranty by IMF is or becomes false or incorrect.
- (c) A new law or regulation in Australia is introduced which prohibits, or is likely to prohibit, the Entitlement Offer, capital issues or stock markets.
- (d) A change to the chief executive officer or chief financial officer of IMF.
- (e) IMF or OB is subject to a pending, actual or threatened charge, proceeding or investigation for failure to comply with applicable laws.
- (f) IMF is obligated to provide supplementary disclosure pursuant to section 708A(9) or 708AA(12) of the Corporations Act and such disclosure is not provided in accordance with the Corporations Act.
- (g) The Underwriter forms the view that the due diligence investigation results into Omni Bridgeway are misleading or deceptive.
- (h) There is a general moratorium or disruption on commercial banking activities, securities settlement or clearance services in Australia, the United States, the United Kingdom or Hong Kong.
- (i) Trading of securities quoted on ASX, the New York Stock Exchange, the Hong Kong Stock Exchange or the London Stock Exchange is suspended or limited in a material respect and remains suspended or limited for a period of 1 full trading day.
- (j) After the receipt of Institutional Entitlement Offer proceeds, an adverse change or disruption to the financial, political or economic conditions, exchange rates or financial markets in Australia, the United States, the United Kingdom or Hong Kong or any change or development involving a prospective adverse change in any of those conditions or markets.
- (k) An outbreak or escalation of hostilities involving any of Australia, the United Kingdom, the United States, any member of the European Union, Japan, Korea, Hong Kong or China (excluding the existing hostilities or escalation of hostilities in Turkey or Syria, solely between those countries), a national emergency is declared by any of those countries (excluding existing national emergencies and also excluding the existing protests in Hong Kong, but not escalation of them) or a major terrorist act is perpetrated in any of these countries.
- (l) An event or occurrence which makes it illegal for the Underwriter to satisfy its obligations under the Underwriting Agreement, promote or settle the Entitlement Offer.

The Underwriting Agreement also contains a number of conditions, representations and warranties from IMF which are considered appropriate for this type of capital raise.

## **2.5 Effect on Control**

Shareholders should note that if they do not participate in the Entitlement Offer and the Entitlement Offer is fully subscribed and the Placement occurs, their holdings are likely to be diluted by approximately 17% (as compared to their holdings and number of Shares on issue as at the date of this Offer Document and taking into account the issue of Shares under the Placement and New Shares under the Entitlement Offer).

Shares will not be issued to an investor under the Placement and New Shares will not be issued to any Shareholder under the Entitlement Offer if, in the view of the Directors, to do so would increase that Shareholder's voting power in the Company above 19.9% or otherwise result in a breach of the Listing Rules, the Corporations Act or any other applicable law. It is not anticipated

that the issue of Shares to investors under the Placement or Shareholders under the Entitlement Offer will result in any person's voting power in the Company exceeding 19.9%.

The Placement and Entitlement Offer are not expected to give rise to control implications for the Company albeit that the effect of the Placement and Entitlement Offer on the voting power in the Company, for the purposes of the Corporations Act, is dependent upon the number of New Shares issued under the Entitlement Offer and Shares issued under the Placement.

## 2.6 Substantial Shareholders and Directors' interests in Securities

As at the date of this Retail Entitlement Offer Booklet<sup>1</sup>, the Company has the following substantial Shareholders:

Substantial Shareholder	Number of Shares	Voting Power (%)
Kabouter Management, LLC	19,132,869	9.351%
Perpetual Investment Management	15,205,771	7.45%
Challenger Limited	13,488,165	6.59%
Greenscape Capital Pty Ltd	13,438,505	6.57%
Eley Griffiths Group	11,114,685	5.43%

As at the date of this Retail Entitlement Offer Booklet<sup>1</sup>, the Directors' interests in the Company are detailed below:

Director	Shares	IMF Bentham Bonds	Secured Notes	Performance Rights
Michael Kay	313,049		-	-
Andrew Saker	168,863	-	100	1,849,081
Hugh McLernon	5,100,872	7,500		1,743,346
Michael Bowen	1,019,978	1,500		
Karen Phin	23,256	-	-	-
Christine Feldmanis		300	-	-

Note: 1 These figures are prior to any participation in the Institutional Entitlement Offer

## 2.7 Potential Dilution Effect

You should note that if you do not participate in the Entitlement Offer, your holdings may be diluted by as much as approximately 17% (taking into account the issue of Shares under the Placement and New Shares under the Entitlement Offer). The following are examples of how any dilution may impact you if you do not participate in the Entitlement Offer, assuming the maximum number of New Shares are issued under the Entitlement Offer and completion of the Placement:



Example Shareholder	Holdings as at Record Date	% as at Record Date	Entitlements Under the Rights Issue	Holdings if entitlement not taken up	% following allotment of Placement Shares <sup>1</sup> and New Shares
Shareholder 1	10,000,000	4.89%	1,724,138	10,000,000	4.08%
Shareholder 2	5,000,000	2.44%	862,069	5,000,000	2.04%
Shareholder 3	1,000,000	0.49%	172,414	1,000,000	0.41%
Shareholder 4	100,000	0.05%	17,241	100,000	0.04%
Shareholder 5	10,000	0.005%	1,724	10,000	0.004%

<sup>1</sup> Comprising 5,291,608 Shares to be issued under the Placement.

<sup>2</sup> Comprising approximately 35,000,000 New Shares to be issued under the Entitlement Offer.

## 2.8 Capital structure on completion of the Entitlement Offer and Acquisition

On the basis that the Company completes the Placement and Entitlement Offer, the Company's capital structure will be as follows:

	Number of Shares <sup>1</sup>	Number of IMF Bentham Bonds	Number of Performance Rights	Number of Secured Notes
<b>Balance as at the date of this Retail Entitlement Offer Booklet</b>	204,608,858	760,000 <sup>(1)</sup>	15,601,589 <sup>(2)</sup>	72,000 <sup>(3)</sup>
<b>Placement</b>	5,291,608	-	-	-
<b>Entitlement Offer</b>	35,294,118 <sup>2</sup>	-	-	-
<b>TOTAL</b>	<b>245,194,584<sup>2</sup></b>	<b>760,000</b>	<b>15,601,589</b>	<b>72,000</b>

### Notes:

- This table does not include Shares which may be issued by IMF as deferred and deferred and contingent consideration pursuant to the Acquisition Agreement. Under the Acquisition Agreement IMF has agreed to pay or issue to sellers of Omni Bridgeway €20 million in deferred consideration in 2 equal instalments over 3 years and up to €32.5 million in deferred and contingent consideration, in 5 annual instalments based on Omni Bridgeway achieving agreed cumulative annual new business generation targets (**Performance Milestones**). Subject to IMF shareholder approval being obtained the deferred and deferred and contingent consideration will be issued as Shares at an issue price of A\$3.407 per Share. The estimated maximum total number of Shares which could be issued as deferred and deferred and contingent consideration is 24.9 million Shares (based on an assumed exchange rate of AUD1:EUR 0.62). If shareholder approval is not obtained, the deferred consideration and deferred and contingent consideration will be payable in cash. The actual maximum number of Shares which could be issued cannot currently be determined as it will depend on performance against the Performance Milestones and the market value of Shares at the time of issue.
- Approximately. The final number of New Shares issued under the Entitlement Offer will be subject to shareholder reconciliation and rounding.

## 3. HOW TO APPLY

### 3.1 Your Entitlement

Your Entitlement is set out on the accompanying personalised entitlement and acceptance form (**Entitlement and Acceptance Form**) and has been calculated as 1 New Share for every 5.8 Shares you held as at the Record Date of 7.00pm (Sydney time) on Thursday, 17 October 2019. If the result is not a whole number, your Entitlement will be rounded up to the nearest whole number of New Shares.

If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

New Shares issued pursuant to the Retail Entitlement Offer will be fully paid and rank equally with existing IMF Shares on issue.

Note: The Entitlement stated on your personalised Entitlement and Acceptance Form may be in excess of the actual Entitlement you may be permitted to take up (see definition of Eligible Retail Shareholder in Section 4 - Additional Information).

#### Nominees

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders (as defined in Section 4 - Additional Information). IMF does not undertake to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. See Section 4.8 entitled "Notice to Nominees" for further information.

### 3.2 Options available to you

If you are an Eligible Retail Shareholder, you may do any one of the following:

- (a) take up all of your Entitlement;
- (b) take up part of your Entitlement, the part not taken up will lapse; or
- (c) do nothing, in which case all of your Entitlement will lapse and you will receive no value for those lapsed Entitlements.

The Directors reserve the right to issue any shortfall under the Entitlement Offer at their discretion. Shareholders are not entitled to apply for additional Shares arising from any shortfall from the Retail Entitlement Offer. Any shortfall from the Retail Entitlement Offer will be dealt with pursuant to the Underwriting Agreement.

#### 1. If you wish to take up all of your Entitlement

If you decide to take up all of your Entitlement, please either:

- complete and return the personalised Entitlement and Acceptance Form with the requisite application monies; or
- pay your application monies via BPAY® by following the instructions set out on the personalised Entitlement and Acceptance Form,

in each case, so that they are received by the Share Registry by no later than 5.00 pm (Sydney time) on Thursday 31 October 2019.

If you are paying by BPAY®, please make sure to use the specific Biller Code and unique Customer Reference Number on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, please only

use the Customer Reference Number specific to the Entitlement on that Entitlement and Acceptance Form.

If you take up all of your Entitlement before close of the Retail Entitlement Offer you will be issued your New Shares on or about Tuesday, 5 November 2019 (unless the Retail Entitlement Offer is extended or withdrawn). IMF's decision on the number of New Shares to be issued to you will be final.

IMF also reserves the right (in its absolute discretion) to reduce the number of New Shares issued to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if IMF believes their claims to be overstated or if they or their nominees fail to provide information to substantiate their claims to IMF's satisfaction.

## **2. If you wish to take up part of your Entitlement**

If you decide to take up part of your Entitlement, and allow the balance to lapse, please either:

- complete and return the personalised Entitlement and Acceptance Form with the requisite application monies; or
- pay your application monies via BPAY® by following the instructions set out on the personalised Entitlement and Acceptance Form,

in each case, so that they are received by the Share Registry by no later 5.00 pm (Sydney time) on Thursday, 31 October 2019.

IMF will treat you as applying for as many New Shares as your payment will pay for in full. If you are paying by BPAY®, please make sure to use the specific Biller Code and unique Customer Reference Number on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Customer Reference Number specific to the Entitlement on that Entitlement and Acceptance Form.

If you take up and pay part of your Entitlement before the close of the Retail Entitlement Offer you will be issued your New Shares on or about Tuesday, 5 November 2019 (unless the Retail Entitlement Offer is extended or withdrawn). IMF's decision on the number of New Shares to be issued to you will be final.

IMF also reserves the right (in its absolute discretion) to reduce the number of New Shares issued to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if IMF believes their claims to be overstated or if they or their nominees fail to provide information to substantiate their claims to IMF's satisfaction.

Eligible Retail Shareholders who do not participate fully in the Retail Entitlement Offer will have their percentage holding in IMF reduced.

You will not receive any value for the Entitlements you choose not to take up and they will lapse worthless.

## **4. If you take no action:**

If you take no action you will not be allocated New Shares and your Entitlement will lapse. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable and will not be tradeable or otherwise transferable. Eligible Retail Shareholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up.

Eligible Retail Shareholders who do not participate fully in the Retail Entitlement Offer will have their percentage holding in IMF reduced.

### 3.3 Payment

The method of acceptance of the Retail Entitlement Offer will depend on your method of payment being:

- by BPAY® (available to shareholders with an Australian bank account only) or
- by cheque, bank draft or money order.

Cash payments will not be accepted. Receipts for payment will not be issued.

IMF will treat you as applying for as many New Shares as your payment will pay for in full up to your Entitlement.

Any application monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Retail Entitlement Offer. No interest will be paid to applicants on any application monies received or refunded.

#### **Payment by BPAY®**

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form (which includes the Biller Code and your unique Customer Reference Number). You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

Please note that should you choose to pay by BPAY®:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the declarations, representations and warranties on that personalised Entitlement and Acceptance Form and in this Section 3 - How to Apply and Section 4 - Additional Information of this Retail Entitlement Offer Booklet; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your application monies.

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5.00pm (Sydney time) on Thursday, 31 October 2019. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment.

Please make sure you use the specific Biller Code and your unique Customer Reference Number on your personalised Entitlement and Acceptance Form. If you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Customer Reference Number specific to the Entitlement on that Entitlement and Acceptance Form.

Any application monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Retail Entitlement Offer. No interest will be paid on any application monies received or refunded.

#### **Payment by cheque, bank draft or money order**

For payment by cheque, bank draft or money order, you should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form and return it accompanied by a cheque, bank draft or money order in Australian currency for the amount of the application monies, payable to "IMF Bentham Limited" and crossed "Not Negotiable".

Your cheque, bank draft or money order must be:

- for an amount equal to A\$3.40 multiplied by the number of New Shares that you are applying for; and
- in Australian currency drawn on an Australian branch of a financial institution. Payment cannot be made in New Zealand dollars. New Zealand resident shareholders must arrange for payment to be made in Australian dollars.

You should ensure that sufficient funds are held in the relevant account(s) to cover the application monies as your cheques will be processed on the day of receipt. If the amount of your cheque for application monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay for the number of New Shares you have applied for in your personalised Entitlement and Acceptance Form in full, you will be taken to have applied for such lower number of whole New Shares as your cleared application monies will pay for (and taken to have specified that number of New Shares on your personalised Entitlement and Acceptance Form). Alternatively, your application will not be accepted.

Any application monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Retail Entitlement Offer. No interest will be paid on any application monies received or refunded.

### **3.4 Mail or hand delivery**

To participate in the Retail Entitlement Offer, your payment must be received no later than the close of the Retail Entitlement Offer, on 5.00pm (Sydney time) on Thursday, 31 October 2019. If you make payment via cheque, bank draft or money order you should mail or hand deliver your completed personalised Entitlement and Acceptance Form together with application monies using the reply paid or self-addressed envelope provided with this Retail Entitlement Offer Booklet to the applicable address below:

#### **By mail**

IMF Bentham Limited  
C/- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001

#### **By hand only (do not use the address below for mailing purposes)**

IMF Bentham Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138  
Australia

Personalised Entitlement and Acceptance Forms and application monies will not be accepted at IMF's registered or corporate offices, or other offices of the Share Registry.

As described above, where you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and must complete the relevant Entitlement and Acceptance Form for each separate Entitlement you hold.

### **3.5 Representations by acceptance**

By completing and returning your personalised Entitlement and Acceptance Form or making a payment by BPAY®, you will be deemed to have represented to IMF that you are an Eligible Retail Shareholder and:

- acknowledge that you have read and understand this Retail Entitlement Offer Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Retail Entitlement Offer Booklet, and IMF's constitution;
- authorise IMF to register you as the holder(s) of New Shares allotted to you;
- declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
- declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
- acknowledge that once IMF receives your personalised Entitlement and Acceptance Form or any payment of application monies via BPAY®, you may not withdraw your application or funds provided except as allowed by law;
- agree to apply for and be issued up to the number of New Shares specified in the personalised Entitlement and Acceptance Form, or for which you have submitted payment of any application monies via BPAY®, at the Offer Price per New Share;
- authorise IMF, the Joint Lead Managers, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;
- acknowledge and agree that:
  - determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of IMF and/or the Joint Lead Managers;
  - each of IMF and the Joint Lead Managers, and each of their respective affiliates, disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- represent and warrant (for the benefit of IMF, the Joint Lead Managers and their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an ineligible institutional shareholder under the Institutional Entitlement Offer and are otherwise eligible to participate in the Retail Entitlement Offer;
- declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;
- acknowledge that the information contained in this Retail Entitlement Offer Booklet and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- acknowledge that this Retail Entitlement Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in IMF and is given in the context of IMF's past and ongoing continuous disclosure announcements to ASX;

- acknowledge the statement of risks in the “Risk Factors” section of the Investor Presentation accompanying this Retail Entitlement Offer Booklet, and that investments in IMF are subject to risk;
- acknowledge that none of IMF, the Joint Lead Managers, or their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of IMF, nor do they guarantee the repayment of capital;
- agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date;
- authorise IMF to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- represent and warrant that the law of any place does not prohibit you from being given this Retail Entitlement Offer Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares and that you are otherwise eligible to participate in the Retail Entitlement Offer;
- represent and warrant that you and each person on whose account you are acting are not in the United States;
- you and each person on whose account you are acting understand and acknowledge that the New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any U.S. state or other jurisdiction in the United States and accordingly that the New Shares may not be offered, sold or otherwise transferred to, persons in the United States or to persons who are acting for the account or benefit of a person in the United States. You represent and warrant that you are subscribing for or purchasing New Shares outside the United States in an “offshore transaction” (as defined in Rule 902(h) under the U.S. Securities Act;
- you have not and will not send this Retail Entitlement Offer Booklet, the Entitlement and Acceptance Form or any other materials relating to the Retail Entitlement Offer to any person in the United States or any person acting for the account or benefit of a person in the United States or any other country outside Australia and New Zealand unless you are a nominee or custodian and you have obtained the Company's express consent to distribute such materials to a person in a jurisdiction outside Australia and New Zealand;
- if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act; notwithstanding the foregoing, after the quotation of the New Shares commences, you may sell such New Shares in regular way transactions on the ASX or otherwise where neither you nor any person acting on your behalf know, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
- if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia or New Zealand or is a person in another jurisdiction in respect of which you have obtained the Company's express consent that they are eligible to participate in the Retail Entitlement Offer and is not in the United States and is not acting for the account or benefit of a person in the United States, and you have not sent this Retail Entitlement Offer Booklet, the Entitlement and Acceptance Form or any information relating to the Retail Entitlement Offer to any such person.

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### **3.6 Enquiries**

If you have not received or you have lost your personalised Entitlement and Acceptance Form, or have any questions, please contact the Entitlement Offer information line on 1300 304 109 (within Australia) or +61 1300 304 109 (outside Australia) from 8.30am to 5.30pm (Sydney time), Monday to Friday. Alternatively, you can access information about the Retail Entitlement Offer online at <https://www.imf.com.au/>. If you have any further questions, you should contact your stockbroker, accountant or other professional adviser.



## 4. ADDITIONAL INFORMATION

This Retail Entitlement Offer Booklet (including the Investor Presentation) and enclosed personalised Entitlement and Acceptance Form (**Information**) have been prepared by IMF. This Information is current as of Thursday, 17 October 2019 (other than the Investor Presentation published on the ASX website on Tuesday, 15 October 2019). This Information remains subject to change without notice and IMF is not responsible for updating this Information.

There may be additional announcements made by IMF after the date of this Retail Entitlement Offer Booklet and throughout the period that the Retail Entitlement Offer is open that may be relevant to your consideration of whether to take up or do nothing in respect of your Entitlement. Therefore, it is prudent that you check whether any further announcements have been made by IMF (by visiting the ASX website at [www.asx.com.au](http://www.asx.com.au)) before submitting your application to take up your Entitlement.

No party other than IMF has authorised or caused the issue of this Information, or takes any responsibility for, or makes, any statements, representations or undertakings in this Information.

### 4.1 Eligible Retail Shareholders

This Information contains an offer of New Shares to Eligible Retail Shareholders in Australia or New Zealand and has been prepared in accordance with section 708AA of the Corporations Act as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84). Accordingly, neither this Retail Entitlement Offer Booklet nor the Entitlement and Acceptance Form are required to be lodged or registered with ASIC and no prospectus for the Entitlement Offer will be prepared. These documents do not contain, or purport to contain, all of the information that a prospective investor may require in evaluating a possible investment in IMF. They do not and are not required to contain all of the information which would be required to be disclosed in a prospectus.

Eligible Retail Shareholders are those persons who:

- are registered as a holder of Shares as at the Record Date, being 7.00pm (Sydney time) on Thursday, 17 October 2019;
- have a registered address on the IMF share register in Australia or New Zealand;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Shares for the account or benefit of such person in the United States);
- were not invited to participate (other than as nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer, and were not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer; and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered,

(an **Eligible Retail Shareholder**).

If you are a retail shareholder who does not satisfy each of the criteria listed above, you are an **"Ineligible Retail Shareholder"**. Where the Retail Entitlement Offer Booklet has been despatched to Ineligible Retail Shareholders, the Retail Entitlement Offer Booklet is provided for information purposes only. IMF reserves the right to determine whether a shareholder is an Eligible Retail Shareholder or an Ineligible Retail Shareholder.

By returning a completed personalised Entitlement and Acceptance Form or making a payment by BPAY®, you will be taken to have represented and warranted that you satisfy each of the criteria

listed above to be an Eligible Retail Shareholder. Nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

IMF may (in its absolute discretion) extend the Retail Entitlement Offer to any institutional shareholder that was eligible to participate in the Institutional Entitlement Offer but was not invited to participate in the Institutional Entitlement Offer (subject to compliance with relevant laws).

By receiving this Retail Entitlement Offer Booklet, you will be taken to have acknowledged and agreed that determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of IMF and each of IMF and the Joint Lead Managers and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

IMF has decided that it is unreasonable to make offers under the Retail Entitlement Offer to shareholders who have registered addresses outside Australia and New Zealand, having regard to the number of such holders in those places and the number and value of the New Shares that they would be offered, and the cost of complying with the relevant legal and regulatory requirements in those places. IMF may (in its absolute discretion) extend the Retail Entitlement Offer to shareholders who have registered addresses outside Australia or New Zealand in accordance with applicable law.

### **Eligible Institutional Shareholders**

Eligible institutional shareholders are institutional shareholders to whom the Joint Lead Managers made an offer on behalf of IMF under the Institutional Entitlement Offer (**Eligible Institutional Shareholders**).

Determination of eligibility of investors for the purposes of the Entitlement Offer, and in particular, the question as to whether an eligible shareholder is an eligible institutional shareholder or an Eligible Retail Shareholder, is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of IMF and the Joint Lead Managers. IMF and the Joint Lead Managers disclaim any liability in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law.

### **Foreign Shareholders**

Generally, the Company is of the view that it is unreasonable to make offers to the Ineligible Foreign Shareholders due to a small number of such Shareholders and the number and value of New Shares these Shareholders would be offered, the cost of complying with applicable regulations in jurisdictions outside Australia and New Zealand, and the administrative burden that will place on the Company in making the Offers available to Shareholders outside Australia and New Zealand.

Accordingly, no offer of Retail Entitlements may be made to Shareholders with a registered address outside Australia and New Zealand (**Ineligible Foreign Shareholders**), except for certain offers to (i) beneficial shareholders who are professional or institutional shareholders in certain countries listed in, and to the extent permitted under, the "International Offer Restrictions" section of the Investor Presentation included in this Retail Entitlement Offer Booklet other than in the United States and (ii) beneficial shareholders in other countries excluding the United States where IMF may determine it is lawful and practical to make the Retail Entitlement Offer.

This Retail Entitlement Offer Booklet and the Entitlement and Acceptance Form do not, nor are they intended to, constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

New Shares (**Ineligible Institutional Shares**) that would have been offered under the Entitlement Offer to ineligible institutional shareholders, had they been entitled to participate in the Institutional Entitlement Offer were offered for issue under the Institutional Shortfall Bookbuild, and to the extent not taken up under the Institutional Shortfall Bookbuild, will be taken up by the Underwriter, subject to the terms of the Underwriting Agreement. New Shares (**Ineligible Retail Shares**) that would

have been offered under the Entitlement Offer to Ineligible Retail Shareholders, had they been entitled to participate in the Retail Entitlement Offer, will be taken up by the Underwriter, subject to the terms of the Underwriting Agreement.

The price at which Ineligible Institutional Shares will be issued under the Institutional Shortfall Bookbuild and the price at which Ineligible Institutional Shares and Ineligible Retail Shares will be taken up by the Underwriter, subject to the terms of the Underwriting Agreement, is the same as the Offer Price. Accordingly, there will be no net proceeds from those issues in excess of the issue price under the Entitlement Offer and ineligible institutional shareholders and Ineligible Retail Shareholders will not receive any payment or value in connection with the Ineligible Institutional Shares or Ineligible Retail Shares.

#### **4.2 Ranking of New Shares**

New Shares issued under the Entitlement Offer will rank equally with existing Shares. New Shares will be entitled to any dividends on ordinary shares with a record date after the date of issue. The rights and liabilities attaching to the New Shares are set out in IMF's constitution, a copy of which is available at [www.asx.com.au](http://www.asx.com.au).

#### **4.3 Minimum Subscription**

There is no minimum subscription for the Retail Entitlement Offer.

#### **4.4 Taxation**

The Directors do not consider it appropriate to give shareholders advice regarding the taxation consequences of subscribing for New Shares under the Retail Entitlement Offer. The implications associated with participation in the Retail Entitlement Offer will vary depending upon the individual circumstances of individual Eligible Retail Shareholders.

IMF, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to shareholders. As a result, shareholders should consult their professional tax adviser in connection with subscribing for New Shares under the Retail Entitlement Offer.

#### **4.5 No cooling off rights**

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw an application once it has been accepted.

#### **4.6 No Entitlements trading**

Entitlements are non-renounceable and cannot be traded on ASX or any other exchange, nor can they be privately transferred.

#### **4.7 Risks**

The Investor Presentation details important factors and risks that could affect the financial and operating performance of IMF including in respect of the Acquisition, OB and the expansion of the Company's footprint into civil law and emerging markets. Please refer to Appendix B of the Investor Presentation for details. You should consider these risks carefully in light of your personal circumstances, including financial and taxation issues, before making an investment decision in connection with the Retail Entitlement Offer.

#### **4.8 Notice to nominees and custodians**

If IMF believes you hold Shares as a nominee or custodian you will have received, or will shortly receive, a letter in respect of the Entitlement Offer. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to, and they must not purport to accept the Retail Entitlement Offer in respect of, Eligible Institutional Shareholders who were invited to participate in the Institutional Entitlement Offer

(whether they accepted their Entitlement or not) and institutional shareholders who were treated as ineligible institutional shareholders under the Institutional Entitlement Offer.

Nominees and custodians may not distribute any part of this Retail Entitlement Offer Booklet in any other country outside Australia and New Zealand except (i) Australian and New Zealand nominees may send this Retail Entitlement Offer Booklet and related offer documents to beneficial shareholders who are professional or institutional shareholders in other countries listed in, and to the extent permitted under, the "International Offer Restrictions" section of the Investor Presentation included in this Retail Entitlement Offer Booklet and (ii) to beneficial shareholders in other countries where IMF may determine it is lawful and practical to make the Retail Entitlement Offer.

The distribution of this document (including in electronic format) outside Australia and New Zealand may be restricted by law. If you come into possession of this Retail Entitlement Offer Booklet, you should observe such restrictions. In particular, this document or any copy of it must not be distributed in the United States. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. IMF is not required to determine whether or not any registered shareholder is acting as a nominee or custodian or the identity or residence of any beneficial owner of Shares.

#### **4.9 Continuous Disclosure**

IMF is a "disclosing entity" under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules, including the preparation of annual reports and half yearly reports.

IMF is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the stock markets conducted by ASX. In particular, IMF has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of IMF shares. That information is available to the public from ASX.

#### **4.10 Not investment advice**

This Information is not a prospectus under the Corporations Act and has not been lodged with ASIC. It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. IMF is not licensed to provide financial product advice in respect of the New Shares. This Information does not purport to contain all the information that you may require to evaluate a possible application for New Shares, nor does it purport to contain all the information which would be required in a prospectus prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with IMF's other periodic statements and continuous disclosure announcements lodged with ASX, which are available at [www.asx.com.au](http://www.asx.com.au).

Prospective investors should conduct their own independent investigation and assessment of the Retail Entitlement Offer and the information contained in, or referred to in, this Retail Entitlement Offer Booklet. An investment in IMF is subject to investment risk including possible loss of income and principal invested. Before deciding whether to apply for New Shares, you should consider all materials sent to you in relation to the Retail Entitlement Offer and any relevant materials lodged with ASX, and whether the New Shares are a suitable investment for you in light of your own investment objectives, financial circumstances and investment needs (including financial and taxation issues) and having regard to the merits or risks involved (including the "Risk Factors" set out in the Investor Presentation). If, after reading the Information, you have any questions about the Retail Entitlement Offer, you should contact your stockbroker, accountant or other independent professional adviser or call contact the Entitlement Offer information line on 1300 304 109 (within Australia) or +61 1300 304 109 (outside Australia) from 8.30am to 5.30pm (Sydney time), Monday to Friday. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser during the Retail Entitlement Offer period.

#### **4.11 Rounding of Entitlements**

Where fractions arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of New Shares.

#### **4.12 Quotation and trading**

IMF has applied to the ASX for official quotation of the New Shares in accordance with the ASX Listing Rules requirements. Application money will be held on trust in a subscription account until allotment. No interest earned on application monies will be paid by IMF, irrespective of whether allotment takes place.

If ASX does not grant quotation of the New Shares, IMF will repay all application monies (without interest).

Subject to approval being granted, it is expected that normal trading of New Shares allotted under the Retail Entitlement Offer will commence at 10am (Sydney time) on Wednesday, 6 November 2019 (unless the Retail Entitlement Offer is extended or withdrawn).

#### **4.13 Quotation and trading**

IMF received a waiver of Listing Rule 7.1, which permits IMF to issue an increased number of Shares under the Placement, by calculating its 15% capacity as if the Shares offered under the Entitlement Offer were already on issue at the time of the Placement.

#### **4.14 CHES**

IMF participates in the Clearing House Electronic Subregister System, known as CHES. ASX Settlement, a wholly owned subsidiary of ASX, operates CHES in accordance with the Listing Rules and Securities Clearing House Business Rules.

Under CHES, applicants will not receive a certificate but will receive a statement of their holding of New Shares.

If you are broker sponsored, ASX Settlement will send you a CHES statement.

The CHES statement will set out the number of New Shares issued under this Retail Entitlement Offer Booklet, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Shares.

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by the Share Registry and will contain the number of New Shares issued to you under this Retail Entitlement Offer Booklet and your security holder reference number.

A CHES statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

#### **4.15 Information availability**

Eligible Retail Shareholders in Australia and New Zealand can obtain a copy of this Retail Entitlement Offer Booklet during the period of the Retail Entitlement Offer on the IMF website at <https://www.imf.com.au/> or by calling IMF. Eligible Retail Shareholders who access the electronic version of this Retail Entitlement Offer Booklet should ensure that they download and read the entire Information. The electronic version of this Information on the IMF website will not include a personalised Entitlement and Acceptance Form.

A replacement Entitlement and Acceptance Form can be obtained during the period of the Retail Entitlement Offer by calling the contact the Entitlement Offer information line on 1300 304 109 (within Australia) or +61 1300 304 109 (outside Australia) from 8.30am to 5.30pm (Sydney time),

Monday to Friday during the Retail Entitlement Offer period. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

#### **4.16 Governing law**

The Information, the Retail Entitlement Offer and the contracts formed on acceptance of Retail Entitlement Offers pursuant to the personalised Entitlement and Acceptance Forms are governed by the laws applicable in Western Australia, Australia. Each applicant for New Shares submits to the non-exclusive jurisdiction of the courts of Western Australia, Australia.

#### **4.17 Foreign jurisdictions**

The Information has been prepared to comply with the requirements of the securities laws of Australia and New Zealand.

The Information does not constitute an offer in any jurisdiction in which, or to any person to whom it would not be lawful to make such an offer. No action has been taken to register or qualify the Retail Entitlement Offer or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia and New Zealand. Return of the personalised Entitlement and Acceptance Form will be taken by the Company to constitute a representation by you that there has been no breach of any such laws. Eligible Retail Shareholders who are nominees or custodians should see Section 4.8.

The distribution of any Information (including an electronic copy) outside Australia and New Zealand may be restricted by law. If you come into possession of this Information, you should observe such restrictions. In particular, this document or any copy of it must not be distributed in the United States—or in any other jurisdiction outside Australia and New Zealand. Any failure to comply with such restrictions may constitute a violation of applicable securities law. However, nominees should see the foreign selling restrictions set out in the "International Offer Restrictions" section of the Investor Presentation accompanying this Retail Entitlement Offer Booklet for more information on certain other eligible jurisdictions. Any non-compliance with these restrictions may contravene applicable securities laws.

#### **4.18 Disclaimer of representations**

No person is authorised to give any information, or to make any representation, in connection with the Retail Entitlement Offer that is not contained in the Information.

Any information or representation that is not in the Information may not be relied on as having been authorised by IMF, or its related bodies corporate in connection with the Retail Entitlement Offer. Except as required by law, and only to the extent so required, none of IMF, or any other person, warrants or guarantees the future performance of IMF or any return on any investment made pursuant to the Information or its content.

#### **4.19 Withdrawal of the Entitlement Offer**

IMF reserves the right to withdraw all or part of the Entitlement Offer and this information at any time, subject to applicable laws, in which case IMF will refund application monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest. In circumstances where allotment under the Institutional Entitlement Offer has occurred, IMF may only be able to withdraw the Entitlement Offer with respect to New Shares to be issued under the Retail Entitlement Offer.

To the fullest extent permitted by law, you agree that any application monies paid by you to IMF will not entitle you to receive any interest and that any interest earned in respect of application monies will belong to IMF.

## 5. GLOSSARY

In this Retail Entitlement Offer Booklet, unless the context requires otherwise:

**\$** or **A\$** means the lawful currency of Australia.

**Acquisition** has the meaning given to that term in Section 2.1.

**Acquisition Agreement** has the meaning given to that term in the Chairman's Letter.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ABN 98 008 624 691) or where the context requires, the financial market operated by it known as the Australian Securities Exchange.

**ASX Listing Rules** means the listing rules of the ASX as amended from time to time.

**Closing Date** means 5.00pm on Thursday, 31 October 2019 (Sydney time) (unless extended).

**Company** or **IMF** means IMF Bentham Limited ABN 45 067 298 088.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the directors of IMF.

**Eligible Shareholders** means a person who is an Eligible Institutional Shareholder or an Eligible Retail Shareholder.

**Eligible Retail Shareholder** has the meaning given to that term in Section 4.1.

**Entitlement** means an Eligible Shareholder's entitlement to subscribe for New Shares under the Entitlement Offer.

**Entitlement Offer** has the meaning given to that term in the Chairman's Letter.

**Entitlement and Acceptance Form** has the meaning given to that term in Section 3.1.

**Ineligible Foreign Shareholders** has the meaning given to that term in Section 4.1.

**Ineligible Retail Shareholder** has the meaning given to that term in Section 4.1.

**Information** has the meaning given to that term in Section 4.

**Institutional Entitlement Offer** means the offer of New Shares to Eligible Institutional Shareholders under the Entitlement Offer.

**Institutional Shortfall Bookbuild** has the meaning given to that term in Section 2.2.

**Investor Presentation** means the investor presentation announced to ASX on 15 October 2019 and attached to this Offer Booklet.

**Joint Lead Managers** means Citibank Global Markets Australia Pty Ltd and Euroz Securities Limited.

**New Shares** means the Shares offered under the Entitlement Offer.

**Offer Price** has the meaning given to that term in the Chairman's Letter.

**Omni Bridgeway** or **OB** means Omni Bridgeway Holding B.V..

**Placement** has the meaning given in Section 2.1.

**Record Date** means 7.00pm (Sydney) Thursday, 17 October 2019.

**Retail Entitlement** has the meaning given to that term in Section 2.1(b).

**Retail Entitlement Offer** has the meaning given to that term in the Chairman's Letter.

**Retail Entitlement Offer Booklet** has the meaning given to that term in Section 2.1.

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

**Share Registry** means Link Market Services.

**Underwriter** means the sole underwriter, Citibank Global Markets Australia Pty Ltd.

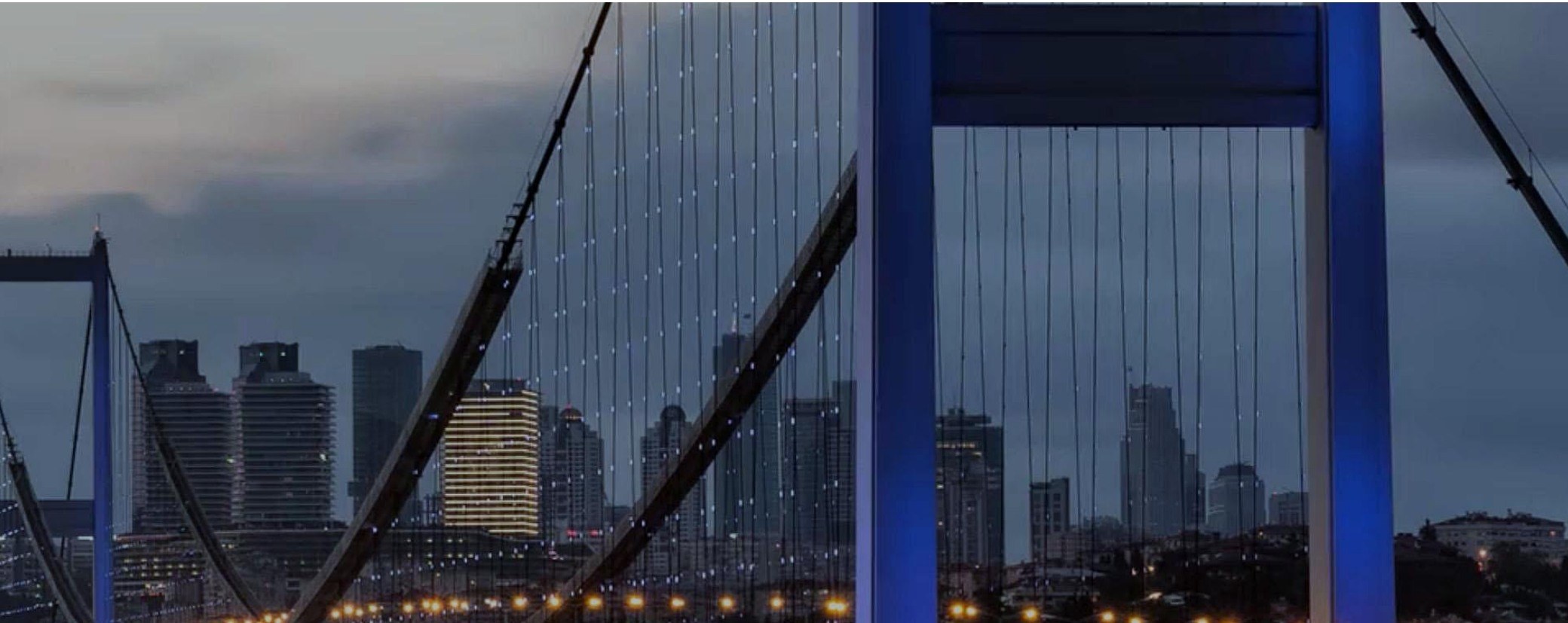
**Underwriting Agreement** means the underwriting agreement between IMF and the Underwriter, described in Section 2.4.

**U.S. Securities Act** means the U.S. Securities Act of 1933, as amended.

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## **APPENDIX - INVESTOR PRESENTATION**





## Acquisition of Omni Bridgeway and Capital Raising

15 October 2019

# IMPORTANT NOTICES AND DISCLAIMER

**You must read the following notices before reading or making any use of this document or any information contained in this document. By continuing to read, use or otherwise act on this document, you agree to be bound by the following terms and conditions, including any modifications to them.**

This presentation ("Presentation") has been prepared by **IMF Bentham Limited (ABN 45 067 298 088) (ASX:IMF) (the Company or IMF)** in relation to IMF's proposed acquisition (**Acquisition**) of Omni Bridgeway Holding B.V. (**OB or Omni Bridgeway**). The Acquisition is to be funded by a fully underwritten pro-rata accelerated non-renounceable entitlement offer of new IMF shares (**New Shares**) to be made to eligible institutional shareholders of IMF (**Institutional Entitlement Offer**) and eligible retail shareholders of IMF (**Retail Entitlement Offer**) under section 708AA of the *Corporations Act 2001* (Cth) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Entitlement Offer**) and an institutional placement of New Shares to certain professional and sophisticated investors (**Placement**, and together with the Entitlement Offer, the **Offer**).

**Summary of information:** This Presentation contains general and background information about IMF's activities current as at the date of the Presentation and should not be considered to be comprehensive or to comprise all the information that an investor should consider when making an investment decision. The information in this Presentation should be read in conjunction with IMF's other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange, available at [www.asx.com.au](http://www.asx.com.au). The information in this Presentation is based on IMF's own information and estimates and has not been independently verified. IMF is not responsible for providing updated information and assumes no responsibility to do so.

**Not an offer:** This Presentation is not a prospectus, product disclosure document or other offering document under Australian law (and will not be lodged with ASIC) or any other law. This Presentation is for information purposes only and should not be considered as, an offer, solicitation, inducement recommendation or an invitation to acquire securities in IMF or any other financial products and neither this document nor any of its contents will form the basis of any contract or commitment. Offers of securities in IMF will only be made in places in which, or to persons to whom, it would be lawful to make such offers. This Presentation must not be disclosed to any other party and does not carry any right of publication. Neither this Presentation nor any of its contents may be reproduced or used for any other purpose without the prior written consent of IMF. This Presentation does not constitute an offer of New Shares of IMF in any jurisdiction in which it would be unlawful. ***In particular, this Presentation may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted under "International Offer Restrictions" in Appendix C of this Presentation.*** This Presentation may not be released to U.S. wire services or distributed in the United States. This Presentation does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (**U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

The release, publication or distribution of this Presentation (including an electronic copy) outside Australia may be restricted by law. If you come into possession of this Presentation, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

**Not financial product advice:** This Presentation is not financial product, investment advice or a recommendation to acquire IMF securities and has been prepared without taking into account the objectives, financial situation or needs of individuals. Each recipient of this Presentation should make its own enquiries and investigations regarding all information in this Presentation including, but not limited to, the assumption, uncertainty and contingencies which may affect future operations of IMF and the impact that different future outcomes may have on IMF. Before making an investment decision prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs, and seek legal, taxation and financial advice appropriate to their jurisdiction and circumstances. IMF is not licensed to provide financial product advice in respect of its securities or any other financial products. Cooling off rights do not apply to the acquisition of IMF securities. Each investor must make its own independent assessment of IMF before acquiring any securities in the company.

**Investment Risk:** An investment in IMF is subject to known and unknown risks, some of which are beyond the control of IMF, including possible loss of income and principal invested. IMF does not guarantee any particular rate of return or the performance of IMF, nor does it guarantee any particular tax treatment. ***Investors should have regard (amongst other things) to the risk factors outlined in this Presentation when making their investment decision. See the "Risk Factors" in Appendix B of this Presentation for certain risks relating to an investment in IMF.***

# IMPORTANT NOTICES AND DISCLAIMER

**Forward looking statements:** This Presentation contains “forward-looking statements” and “forward-looking information”, including statements and forecasts which include without limitation, expectations regarding the financial position of IMF, funds under management, industry growth and other trend projections, statements about the completion of the Acquisition, the impact of the Acquisition, the timing and amount of synergies, the future strategies, results and outlook of the combined IMF and OB and the opportunities available to it, the outcome of the Offer and the use of proceeds. Often, but not always, forward-looking information can be identified by the use of words such as “plans”, “expects”, “is expected”, “is expecting”, “budget”, “outlook”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes”, or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might”, or “will” be taken, occur or be achieved. Such information is based on assumptions and judgments of management regarding future events and results. The purpose of forward-looking information is to provide the audience with information about management’s expectations and plans. Readers are cautioned that forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of IMF and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Refer to the “Risk Factors” section of this Presentation for a summary of certain risk factors that may affect IMF.

Forward-looking information and statements are based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date such statements are made, but which may prove to be incorrect. IMF believes that the assumptions and expectations reflected in such forward-looking statements and information are reasonable. Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. IMF does not undertake to update any forward-looking information or statements, except in accordance with applicable securities laws.

**Past performance:** Past performance information given in this Presentation, including in relation to revenue, success rates, return of capital, internal rates of return and funding commitments, is given for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance.

**Financial data:** All dollar values are in Australian dollars (\$) or AUD) or Euros (€), unless otherwise stated. This Presentation includes pro-forma financial information which is provided for illustrative purposes only and is not represented as being indicative of IMF (or anyone else’s) views on IMF’s future financial position or performance. The pro-forma financial information included in this Presentation is for illustrative purposes and does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the U.S. Securities and Exchange Commission (**SEC**). Investors should be aware that financial data in this Presentation includes “non-IFRS financial information” under ASIC Regulatory Guide 230 “Disclosing non-IFRS financial information” published by ASIC and also “non-GAAP financial measures” within the meaning of Regulation G under the U.S. Securities Exchange Act of 1934. Non-IFRS/non-GAAP measures in this Presentation include the pro-forma financial information. IMF believes this non-IFRS/non-GAAP financial information provides useful information to users in measuring the financial position and conditions of IMF. The non-IFRS/non-GAAP financial information does not have a standardised meaning prescribed by Australian Accounting Standards and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should it be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Investors are cautioned, therefore, not to place undue reliance on any non-IFRS/non-GAAP financial information and ratios included in this Presentation.

**Effect of rounding:** A number of figures, amounts, percentages, estimates, calculations of value and fractions in this Presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Presentation.

**Disclaimer:** None of the Lead Managers and their respective related bodies corporate, affiliates, directors, agents, officers, employees and advisers (each a **Limited Party**) have authorised, caused or permitted the issue, submission or dispatch of this Presentation. The Limited Parties expressly disclaim, to the maximum extent permitted by law, all liabilities (however caused, including negligence) in respect of, make no representations regarding, and take no responsibility for, any part of this Presentation and make no representation or warranty as to the currency, accuracy, reliability or completeness of any information, statements, opinions, conclusions or representations contained in this Presentation. In particular, this Presentation does not constitute, and shall not be relied upon as, a promise, representation, warranty or guarantee as to the past, present or the future performance of IMF. No Limited Party makes any recommendation as to whether any potential investor should participate in the offer of New Shares referred to in this Presentation and the statements in this Presentation which are based on any statement by IMF or any statement by the Lead Manager in this Presentation are made only as of the date of this Presentation unless otherwise stated and the information in this Presentation remains subject to change without notice.

**Information Regarding Target Group:** The information regarding OB contained in this Presentation has been derived from limited audited and unaudited financial information and other information made available by and on behalf of OB during the due diligence process conducted by IMF in connection with the proposed Acquisition. Nothing in this Presentation can be relied on as implying that there has been no change in the affairs of OB since the date of this Presentation, or as a representation as to the future matters in relation to any OB business. Information in this Presentation about OB has not been independently verified.

While IMF has conducted due diligence on the OB businesses in accordance with the usual due diligence procedures, IMF is unable to verify the accuracy of completeness of the information provided to it by, or on behalf of, OB and there is no assurance that this due diligence was conclusive and that all material issues and risks in relation to the proposed Acquisition and the OB have been identified. To the extent that this information is incomplete, incorrect, inaccurate or misleading, there is a risk that the profitability and future results of the operations of combined group may differ (including in a materially adverse way) from IMF’s expectations as reflected in this presentation, or that additional liabilities may emerge.

# AGENDA

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1.	<i>Transaction summary</i>
2.	<i>Overview of Omni Bridgeway</i>
3.	<i>Acquisition rationale</i>
4.	<i>Financials and equity raising overview</i>
5.	<i>Strategy and outlook</i>
6.	<i>Appendix</i> <i>A. Summary of OB Acquisition Agreement and Underwriting Agreement</i> <i>B. Risk factors</i> <i>C. International offer restrictions</i>

# TRANSACTION SUMMARY

The Acquisition of Omni Bridgeway represents a strategically important initiative that satisfies a number of IMF's key growth objectives and accelerates its development as a diversified fund manager with a truly global reach

## Transaction overview

- IMF has executed a binding agreement to acquire 100% of **Omni Bridgeway Holding B.V. ("OB")**
- OB is a leading provider of funding and specialised skills for litigation / arbitration and enforcement proceedings, and for the work-out and monetisation of claims and non-performing loans

**Maximum purchase consideration of €87.5m (~A\$141m) split into 3 categories<sup>(1)</sup>:**

- Upfront cash consideration (€35m)<sup>(2)</sup>
- Deferred consideration (€20m) over 3 years<sup>(3)</sup>
- Deferred & contingent consideration (up to €32.5m) over 5 years<sup>(3)</sup>

Completion is subject to the retention of key OB employees and other limited conditions precedent<sup>(4)</sup>. The transaction is not subject to regulatory approval

## Acquisition rationale

- Acquisition of OB is expected to accelerate IMF's growth and create a major diversified global litigation funding platform across common law and civil law jurisdictions in both developed and emerging markets
- The combined business will provide an end-to-end solution for clients in the pre- and post-judgment space, supported by a global team

## Fully underwritten equity raising

- Upfront Acquisition consideration to be funded by a fully underwritten pro-rata accelerated non-renounceable entitlement offer ("Entitlement Offer"), and an institutional placement ("Placement") (together, the "Offer") to raise gross proceeds of approximately **A\$139m**
- Placement price of A\$3.50** per New Share, representing 7.4% discount to last traded price of A\$3.78
- Entitlement Offer price of A\$3.40** per New Share representing 8.6% discount to the Placement adjusted Theoretical Ex-Rights Price ("TERP") of A\$3.72<sup>(5)</sup>
  - Issue ratio of 1 New Share per 5.8 IMF shares**
- All of the Directors of IMF who are shareholders have indicated they will participate in the Entitlement Offer

Refer following sections for additional information

Refer page 19

Refer section 3

Refer page 21

# AGENDA

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1.	<i>Transaction summary</i>
2.	<i>Overview of Omni Bridgeway</i>
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# OVERVIEW OF OMNI BRIDGEWAY

Omni Bridgeway is a leading provider of funding and specialised skills for litigation / arbitration and enforcement proceedings, and for the work-out and monetisation of claims and non-performing loans

## Overview

- Leading funder of litigation, arbitration and enforcement proceedings with a track record over 30 years
  - +135% historical IRR<sup>(1)</sup> generated over all closed cases
- Global operations with 45 employees across Amsterdam, Cologne, Geneva, Dubai and Singapore

## Recent developments

- 2016:** Established a joint investment fund with €150 million of committed capital with a member of the Aegon Group
- 2017:** Acquired ROLAND ProzessFinanz Germany
- 2019:** Launched a US\$100m joint venture with the International Finance Corporation<sup>(2)</sup> aimed at Distressed Asset and Dispute Resolution funding (“DARP”) in the MENA<sup>(3)</sup> regions

## Financials

FY18 audited financials (ended 31 December 2018)<sup>(1)</sup>

- Revenue and other income of €20 million and net profit of €5 million
- Net assets of €16m (excluding minority interest)
- Claims portfolio of €34 million
- Claim value under management of €2.5+ billion



**320+**

**Pending cases,  
with over €2.5  
billion in total claim  
value**



**30+**

**Years track record**



**45**

**Employees across  
3 continents and 5  
offices**



**4x+**

**Historical money  
multiple over all  
closed cases**



**€175+ million**

**Immediately  
available capital for  
investments**



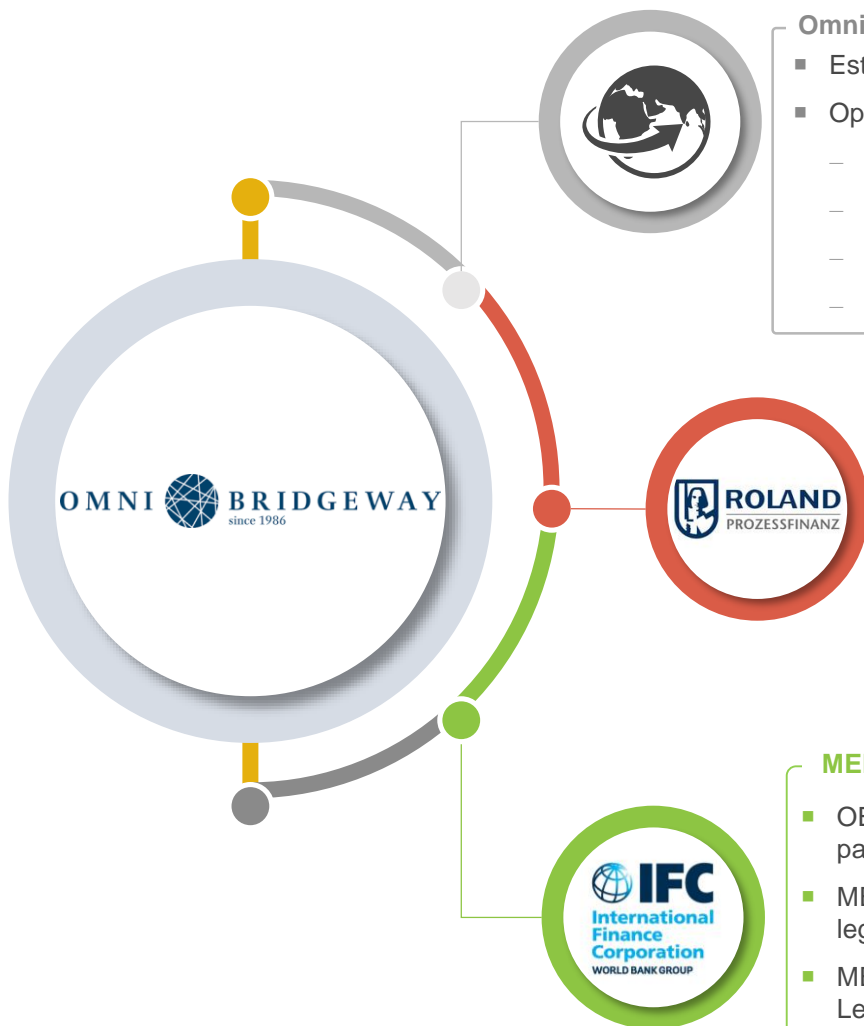
**135%+**

**Historical IRR over  
all closed cases**

Source: OB FY18 annual report

# OVERVIEW OF OMNI BRIDGEWAY

## OPERATING SEGMENTS OVERVIEW



### Omni Bridgeway

- 30+ year track record in enforcement funding, litigation and arbitration with a leading platform

### Omni Bridgeway Capital

- Established €150m co-operative with a member of Aegon Group in 2016
- Operating across Continental Europe and Asia, with strong expertise in:
  - Funding of litigation and arbitration cases
  - Funding and management of enforcement and monetisation of judgments and awards
  - Work-out of non-performing loans and distressed assets
  - Structuring of tailor-made solutions for complex matters

### ROLAND ProzessFinanz AG (“Roland”)

- Acquired by OB in 2017 with complementary geographic coverage and business model
- One of the two market leaders in Germany for domestic funding, primarily active in funding mid-sized claims (€250,000 to €5 million) related to civil law litigation
- A highly experienced team of over 10 lawyers and economists
- Well diversified portfolio of existing claims, with more than 250 claims currently on foot

### MENA Distressed Asset and Recovery Program (“DARP”)

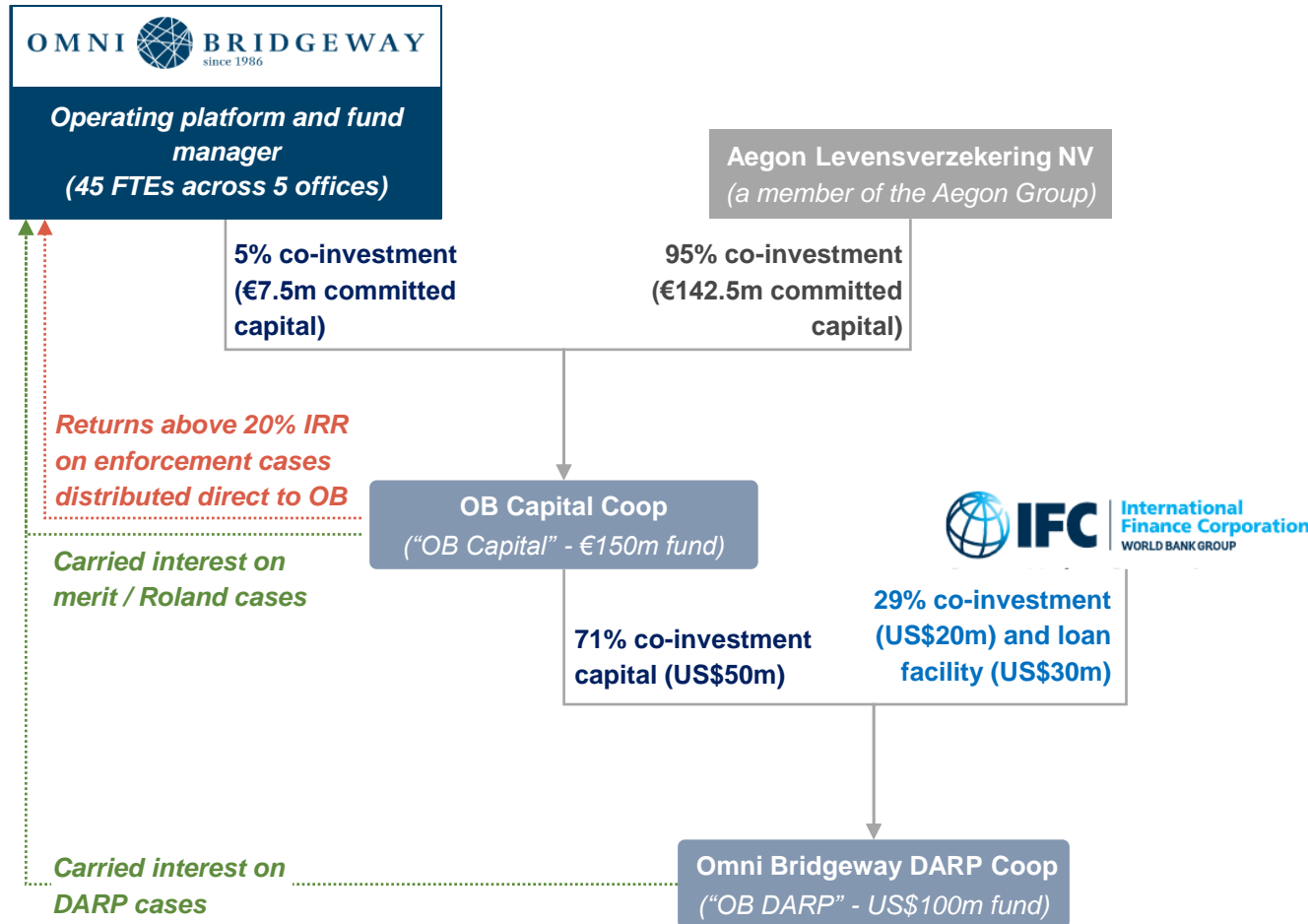
- OB and International Finance Corporation (part of the World Bank Group) launched an investment partnership and technical expertise centre based in Dubai in 2019
- MENA DARP is designed to assist banks in the MENA regions with the funding and cross border legal enforcement of high value (>US\$ 2 million) corporate non-performing loans
- MENA DARP actively focuses on: Pakistan, Egypt, Morocco, Tunisia, Turkey, Greece and Lebanon<sup>(1)</sup>



# OVERVIEW OF OMNI BRIDGEWAY

## SIMPLIFIED FUND STRUCTURE DIAGRAM

Simplified illustration of OB's fund structure<sup>(1)(2)</sup>



### High level cash distribution overview<sup>(2)</sup>

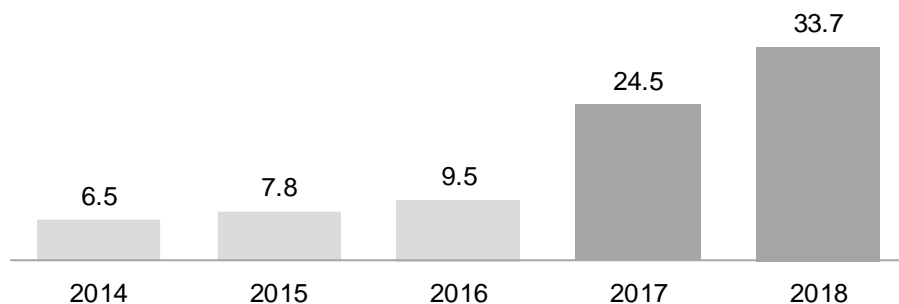
- The funds cover all of the investment and internal operating costs
- For merit cases (e.g. funding of litigation, arbitration cases), Roland and DARP investments, proceeds flow to OB Capital
- For enforcement cases, proceeds up to 20% IRR flow to OB Capital, the remaining proceeds above 20% IRR flow directly to OB
- OB Capital's distribution waterfall is to (1) return capital to investors; (2) meet a 10% hurdle to investors; and (3) pay carried interest to OB depending on the case IRR

# OVERVIEW OF OMNI BRIDGEWAY

## KEY PERFORMANCE OVERVIEW

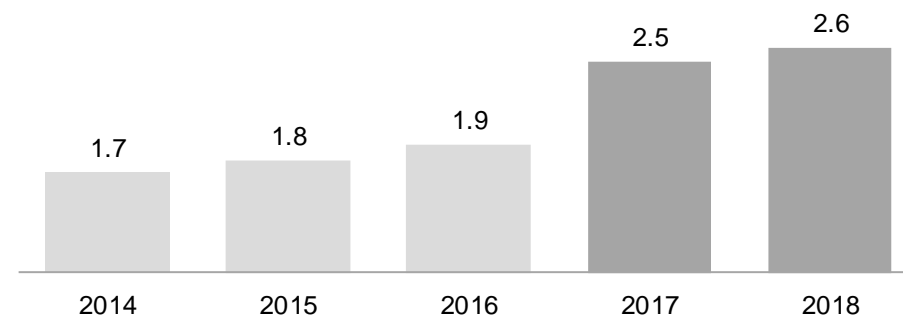
### Capitalised investments in claims portfolio<sup>(1)(2)</sup>

€ millions



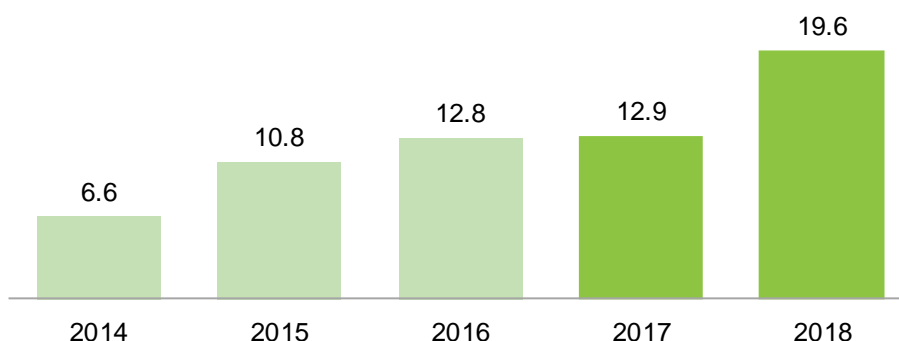
### Claim value under management<sup>(1)(3)</sup>

€ billions



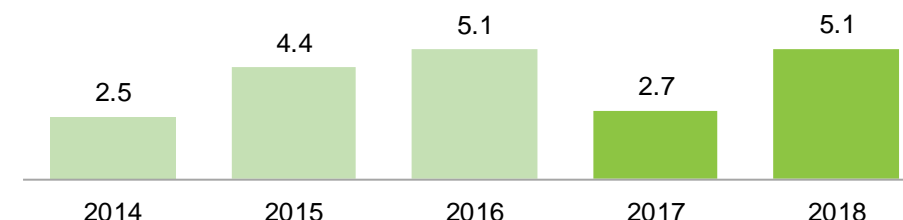
### Revenue and other income<sup>(1)</sup>



€ millions



### Net profit<sup>(1)</sup>

€ millions



 FY17-18 metrics were prepared in accordance with IFRS as endorsed by the European Union  
 FY14-16 metrics were prepared in accordance with the Dutch GAAP

Notes: (1) Based on OB's financial year ending 31 December; (2) The claim portfolio consists of assets recognised from the cost to obtain or fulfil a contract with a customer. Due diligence costs which are related directly to a specific contract are capitalised when acceptance of the contract is expected. Legal and other payments are recognised as an asset and included at cost less impairment loss if these costs are directly attributable to a specific mandate included in the OB portfolio. All capitalised contract costs are amortised on a systematic basis consistent with the timing of the revenue recognition. Impairment tests are performed on an individual assessment of the claims. An impairment provision is recognised when the carrying amount of the asset exceeds the remaining amount that the entity expects to receive for the services related to the mandate (3) Claims value under management as reported by OB

Source: Financials sourced from OB's annual returns and reports, and presented on a consolidated basis (including non-controlling interests)

# OVERVIEW OF OMNI BRIDGEWAY

## KEY EXECUTIVE MANAGEMENT TEAM OVERVIEW

Experienced OB management team will continue working with IMF and bring deep industry and market knowledge, long-standing client relationships and strong investment decision making and business development capabilities

### Executive Management

### Experience



**Jurriaan Braat**  
Managing Director  
Legal

- ~20 years of experience in assessing and coordinating litigation and enforcement proceedings globally
- Unique expertise in successfully negotiating settlements with governments across various jurisdictions
- Prior to OB, Jurriaan worked at DLA Piper specialising in the field of international trade, cross-border litigation, insurance, insolvency and banking law
- Holds a master's degree in Dutch law from the Vrije Universiteit in Amsterdam



**Michiel Jenniskens**  
Managing Director  
Finance & Support

- Michiel is responsible for all finance, tax, control and reporting activities of the group
- Before joining OB, Michiel served as private equity appointed CFO of a major European multinational transport company, after having held several financial management positions, including within TNT N.V.
- Michiel holds a master's degree in Economics as well as in Philosophy (Ethics) from the University of Groningen, and a postgraduate degree as Chartered Controller



**Raymond van Hulst**  
Managing Director  
Strategy, Investment  
Management, and DARP

- ~20 years of investment banking and legal experience in structuring innovative solutions for complex and high value litigation funding and legal enforcement matters
- Successful track record of managing the asset identification processes, enforcement strategies and settlement negotiations for multiple well-known (sovereign) awards and judgments
- Before joining OB in 2001, Raymond was with ABN AMRO Bank Structured Finance, based out of India and Europe
- Holds an MBA from INSEAD in France and a Master of Science in Business Administration from the University of Groningen, the Netherlands



**Wieger Wielinga**  
Managing Director  
Sales & Marketing

- More than 25 years of experience in global litigation, litigation funding and enforcement. He is a regular speaker about litigation funding, group claims litigation and (sovereign) enforcement
- Prior to joining OB, Wieger practised law for many years at what is now Allen & Overy / Loyens & Loeff, specialising in insolvency and restructuring matters as court-appointed receiver and adviser to banks
- Wieger was an officer with the military intelligence service of the Royal Dutch Army, Russian language and interrogation unit
- Holds an MBA from INSEAD, a master's degree in Civil Law from Leiden University, the Netherlands, and a post-doctorate degree in Insolvency Law

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# ACQUISITION RATIONALE

## STRATEGIC & COMMERCIAL RATIONALE

### Acquisition rationale of



#### Combination creates a global diversified fund manager

- Transaction will create one of the world's largest litigation funders by headcount (c.145 FTEs across 18 offices globally)
- Portfolio diversification reduces IMF's idiosyncratic risk and supports IMF's positioning towards an alternative asset manager
- Provides an end-to-end solution for clients from prosecution of claims to enforcement

#### Highly complementary business model and capabilities

- Complementary investment strengths across litigation funding and enforcement with significant cross-referral opportunities
- Enhanced growth profile through expansion into civil law jurisdictions and emerging markets

#### Scale benefits to enhance market positioning and growth

- Increased scale and footprint enhances IMF's market positioning and ability to win business
- Tangible opportunity to enter into new markets given global expertise

#### Pooling of proprietary data and intellectual property

- Proprietary data and IP likely to be critical success factors in litigation funding moving forward
- The combined group will capture decades of investment experience across key jurisdictions as a key competitive advantage

#### Attractive transaction economics

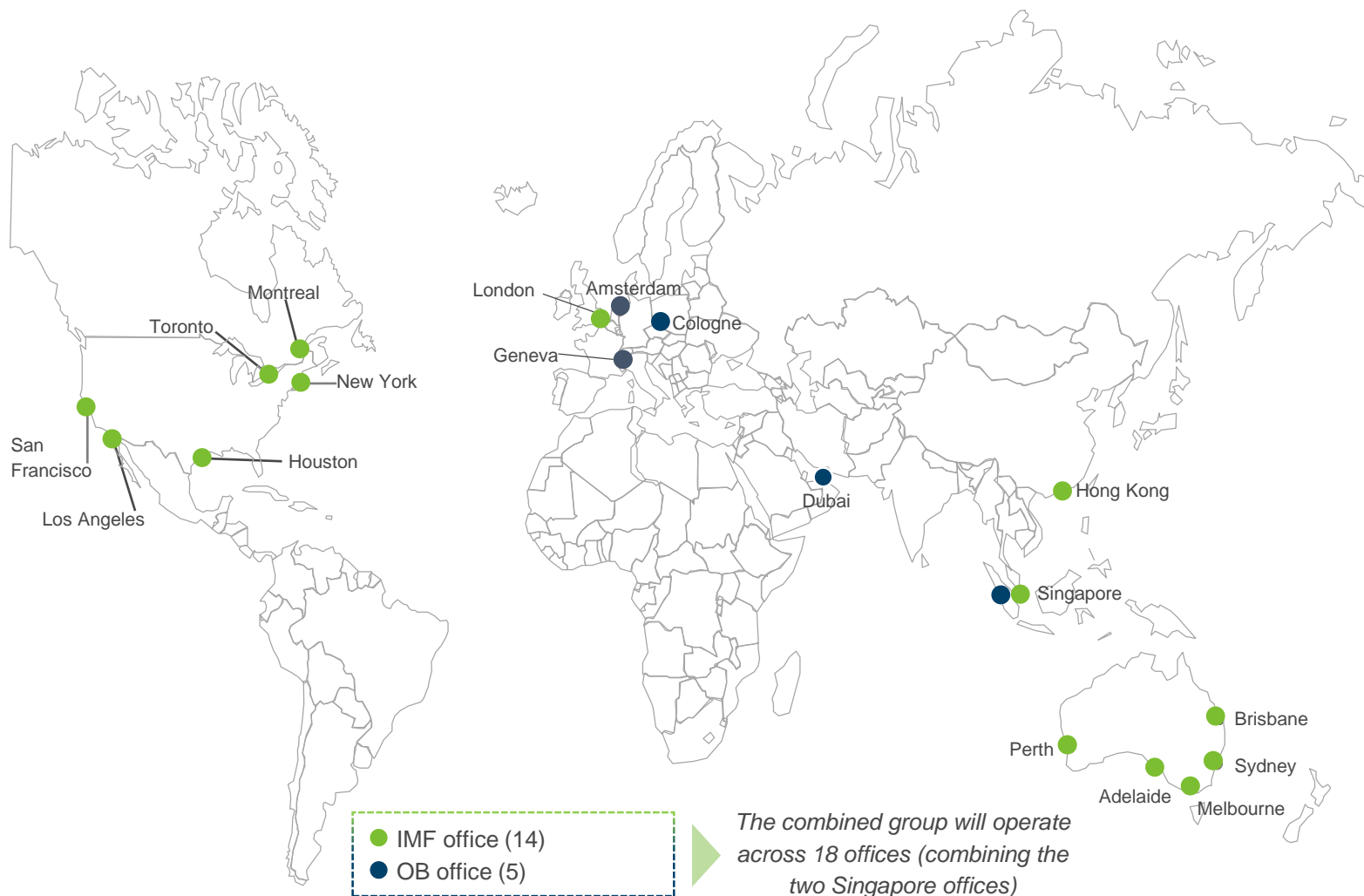
- Attractive transaction structure that is aligned to the high quality underlying portfolio
- Deferred & contingent purchase consideration is tied to the future performance of the business over a 5 year period

#### Strong cultural alignment

- Strong cultural alignment evidenced through IMF's engagement with OB over the past 18 months
- IMF has referred investments to OB in the past and has observed OB's high professional standards

# ACQUISITION RATIONALE

## CREATING A TRULY GLOBAL PLATFORM



 ~145 FTEs combined

**The combined group will become a truly global diversified funder**

IMF believes the offer structure is attractive to acquire an established complementary platform without the risk of a greenfield investment over a multi-year period

**The Acquisition expands IMF's footprint into civil law jurisdictions and emerging markets**

*(refer to the Risk Factors section in Appendix B for the potential impact of the Acquisition and OB on the combined businesses' risk profile)*

# ACQUISITION RATIONALE

## COMPLEMENTARY INVESTMENT STRENGTHS & GEOGRAPHIC PRESENCE

### Complementary capabilities<sup>(1)</sup>

	Litigation and Arbitration	Enforcement	Adverse Cost Guarantees	Non-Performing Assets	Group Claims (Multi-Party)	Portfolio Funding
Australia	IMF Key strength	OB Key strength	IMF Other		IMF Key strength	IMF Other
Asia	Overlap	OB Key strength	OB Other	OB Key strength		IMF Other
North America	IMF Key strength	OB Key strength	IMF Other		IMF Key strength	IMF Other
UK	IMF Key strength	OB Key strength	IMF Other	OB Key strength	IMF Key strength	IMF Other
Europe	Overlap	OB Key strength	OB Other	OB Key strength	Overlap	OB Other
Middle East / Africa	Overlap	OB Key strength	OB Other	OB Key strength		IMF Other

OB		IMF	
	Key strategic strength		Key strategic strength
	Other business activities		Other business activities

 Areas of overlap

- ✓ **Respective strength and experience across different investment types and jurisdictions are complementary** in sourcing, evaluating, funding and servicing an expanded range of investments globally
- ✓ **Significant cross referral opportunities** – The combined group’s growth profile expected to be enhanced by leveraging IMF’s core strength in pre-judgment project (litigation / arbitration / group claims funding) and OB’s post-judgment enforcement skills
- ✓ **Expanded global footprint with limited overlap** that minimises cannibalisation whilst leveraging respective IP developed over decades of experience
  - Singapore is the only overlapping jurisdiction – OB will add complementary presence due to its enforcement capability

**The combined group will be a significant diversified asset manager in the global litigation funding and enforcement industries**

# PRO FORMA ORGANISATION STRUCTURE



**Andrew Saker**

Andrew will be the Managing Director & CEO of the combined group



**Raymond van Hulst**

Proposed that Raymond will join the IMF Bentham board by end of CY19



**Clive Bowman**

IMF Global Chief  
Investment Officer



**Raymond  
van Hulst**



**Jurriaan  
Braat**



**Michiel  
Jenniskens**



**Wieger  
Wielinga**

- Clive will join the existing OB investment committee

- The OB senior executives and investment professionals will join IMF's remuneration (STIP / LTIP) structure from January 2020
- OB team will remain primarily responsible for the current business of OB



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# FINANCIALS AND EQUITY RAISING OVERVIEW

## PROFORMA STATEMENT OF FINANCIAL POSITION

	IMF A\$'000	OB A\$'000	Adjustments A\$'000	Pro-forma A\$'000
<b>ASSETS</b>				
Cash and cash equivalents	226,460	15,231	1 71,343	313,034
Litigation contracts and other receivables	16,866	5,216	-	22,082
Other assets	18,680	5,536	-	24,216
Plant and equipment	1,112	464	-	1,576
Intangible assets - IMF	426,977	-	-	426,977
Claim portfolio and purchased claims - OB	-	61,264	2 93,461	154,725
Goodwill	-	-	3 61,226	61,226
Deferred tax assets	18,848	1,040	-	19,888
<b>TOTAL ASSETS</b>	<b>708,943</b>	<b>88,751</b>	<b>226,030</b>	<b>1,023,724</b>
<b>LIABILITIES</b>				
Trade and other payables	23,992	7,130	-	31,122
Provisions	15,624	2,925	-	18,549
Other liabilities	916	-	4 73,640	74,556
Debt securities	143,971	-	-	143,971
Deferred income tax liabilities	8,943	1,386	-	10,329
<b>TOTAL LIABILITIES</b>	<b>193,446</b>	<b>11,441</b>	<b>73,640</b>	<b>278,527</b>
<b>NET ASSETS</b>	<b>515,497</b>	<b>77,310</b>	<b>152,390</b>	<b>745,197</b>
<b>EQUITY</b>				
Contributed equity	205,558	33	132,677	338,268
Reserves	893	12,478	(12,478)	893
Retained earnings	12,494	(2,860)	(2,055)	7,579
<b>Equity attributable to parent equity holders</b>	<b>218,945</b>	<b>9,651</b>	<b>118,144</b>	<b>346,740</b>
Non-controlling interests	296,552	67,659	34,246	398,457
<b>TOTAL EQUITY</b>	<b>515,497</b>	<b>77,310</b>	<b>152,390</b>	<b>745,197</b>

The pro-forma has been compiled using the 30 June 2019 IMF consolidated audited financial statements, 30 June 2019 OB draft adjusted consolidated management accounts per financial due diligence, and the application of acquisition accounting under AASB 3. OB metrics have been converted based on AUD1:EUR0.62. The actual results from the completion of the Acquisition may differ from those presented. Refer to Risk Factors section in Appendix B regarding considerations in relation to the consolidation accounting process.

1

### Cash and cash equivalents adjustment:

- Represents the capital raising (~A\$139m) amount less transaction and advisory costs (~A\$11m) and upfront consideration payable of €35m (~A\$57m)<sup>(1)</sup>

2

### OB claims portfolio adjustment

- Represents the fair value adjustment of OB's claim portfolio as required under AASB 3
- The fair value has been determined through a detailed review and valuation exercise of OB's claims portfolio by IMF and its advisers<sup>(2)</sup>
- IMF has taken a conservative approach to assessing the portfolio, with potential upside
- Most new investments by OB under IMF ownership will be recognised at cost (in line with IMF's current accounting treatment)

3

### Goodwill

- Assessed as the difference between the (i) present value of the total purchase consideration, including the deferred and deferred & contingent payments (which are subject to performance milestones; and (ii) the fair value of OB net assets acquired, less amounts attributable to non-controlling interests

4

### Other liabilities

- Represents the present value of the deferred and deferred & contingent purchase considerations

# FINANCIALS AND EQUITY RAISING OVERVIEW

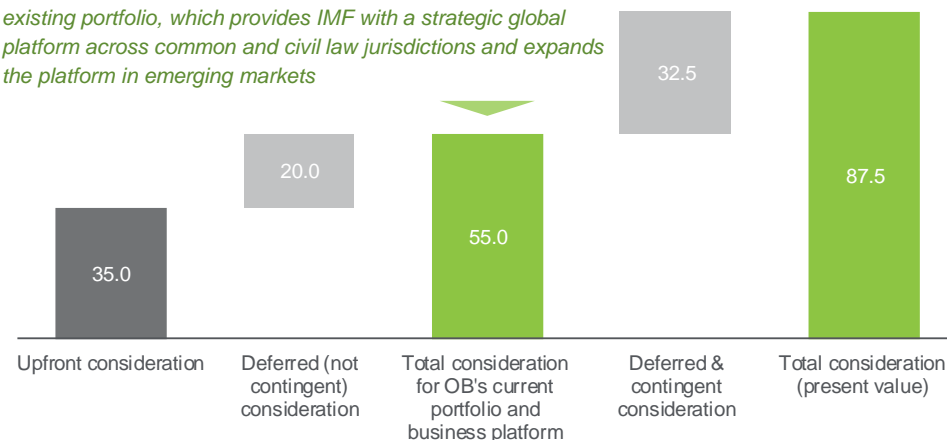
## ACQUISITION TERMS

Purchase consideration for the Transaction comprises:

Tranche	Nominal amount <sup>(1)</sup>	Considerations
1. Upfront cash consideration	€35m ~A\$57m	<ul style="list-style-type: none"> <li>Payable in cash upon completion subject to pre-completion adjustments</li> </ul>
2. Deferred consideration	€20m ~A\$32m	<ul style="list-style-type: none"> <li>IMF shares issued in 2 equal instalments at 12 months and 36 months post transaction completion<sup>(2)</sup></li> </ul>
3. Deferred & contingent consideration	Up to €32.5m ~A\$52m	<ul style="list-style-type: none"> <li>Contingent payments over 5 years subject to performance milestones</li> <li>€8m over years 1 to 3 and €4.25m over years 4 to 5</li> <li>Payable in IMF shares<sup>(2)</sup>, subject to shareholder approval</li> </ul>
<b>Total maximum consideration</b>	<b>€87.5m</b> ~A\$141m	<ul style="list-style-type: none"> <li>Refer Appendix A for a summary of the Acquisition Agreement</li> </ul>

Purchase price waterfall (€m) (not present valued)

Reflects a small premium above IMF's assessed value of OB's existing portfolio, which provides IMF with a strategic global platform across common and civil law jurisdictions and expands the platform in emerging markets



- The total upfront and deferred (but not contingent) consideration of €55m represents a small premium above IMF's assessed value of OB's claim portfolio
- The deferred & contingent consideration is only payable if OB meets certain pre-agreed milestones based on new business growth and performance (monitored under IMF ownership), over a period of 5 years to align incentives
- IMF believes the offer structure is attractive to shareholders to acquire a complementary existing platform from a geographic and capabilities perspective with a track record over a 30-year period

# FINANCIALS AND EQUITY RAISING OVERVIEW

## SOURCES AND USES OF FUNDS

Sources	A\$m <sup>(1)</sup>
Gross proceeds from the Entitlement Offer	120
Gross proceeds from the Placement	19
<b>Total sources of funds</b>	<b>139</b>
Uses	A\$m <sup>(1)</sup>
Upfront purchase consideration for OB <sup>(2)</sup>	57
Co-investment requirement of OB's fund <sup>(3)</sup>	12
Transaction and advisory fees <sup>(4)</sup>	11
Flexibility for future growth / working capital	59
<b>Total uses of funds</b>	<b>139</b>

- In addition to the capital raising, IMF has cash at bank of ~**A\$120m**, proceeds to collect from recently completed matters of ~**A\$50m<sup>(5)</sup>**, and expects additional completions during the course of the financial year
- IMF operating cash costs are ~**A\$3.5m** per month and, in addition, has commitments to cases and funds over the next 12 months
- ~**A\$59m** of capital to support IMF's future funding requirement associated with the targeted enhanced growth trajectory

# FINANCIALS AND EQUITY RAISING OVERVIEW

## EQUITY RAISING OVERVIEW

<p><b>Offer size and structure</b></p>	<ul style="list-style-type: none"> <li>▪ Fully underwritten equity raising to raise up to approximately A\$139 million through:             <ul style="list-style-type: none"> <li>- An institutional placement (<b>Placement</b>) at A\$3.50 per New Share to raise approximately A\$19 million</li> <li>- A 1 for 5.8 pro-rata accelerated non-renounceable entitlement offer to existing shareholders at A\$3.40 per New Share to raise approximately A\$120 million (<b>Entitlement Offer</b>)<sup>(1)</sup> <ul style="list-style-type: none"> <li>- Eligible shareholders will be invited to subscribe for one new IMF share (<b>New Shares</b>) for every 5.8 existing IMF shares held as at 7:00pm (AEDT) on Thursday, 17 October 2019 (<b>Record Date</b>)</li> <li>- The Entitlement Offer is non-renounceable and entitlements will not be tradeable or otherwise transferable</li> </ul> </li> </ul> </li> <li>▪ Approximately 40.6 million New Shares to be issued under the Offer representing approximately 19.8% of current issued capital</li> </ul>
<p><b>Offer pricing</b></p>	<ul style="list-style-type: none"> <li>▪ Placement price of A\$3.50 per New Share, representing a:             <ul style="list-style-type: none"> <li>- 7.4% discount to the last traded price of A\$3.78 on Monday, 14 October 2019; and</li> <li>- 2.9% premium to the Entitlement Offer price</li> </ul> </li> <li>▪ Entitlement Offer price of A\$3.40 per New Share, representing a:             <ul style="list-style-type: none"> <li>- 10.1% discount to the last traded price of A\$3.78 on Monday, 14 October 2019; and</li> <li>- 8.6% discount to placement adjusted TERP of A\$3.72<sup>(2)</sup></li> </ul> </li> </ul>
<p><b>Use of proceeds</b></p>	<ul style="list-style-type: none"> <li>▪ The proceeds will be used to fund (i) the upfront purchase price of the Acquisition of OB; (ii) the co-investment requirement of OB's fund; (iii) transaction and advisory costs; and (iv) working capital and to increase balance sheet flexibility to support IMF's future business growth</li> <li>▪ If the Acquisition does not proceed, IMF will need to consider alternative uses for some of the funds, including the return of some of the proceeds to shareholders, debt reduction, working capital or alternative investment opportunities</li> </ul>
<p><b>Institutional investors</b></p>	<ul style="list-style-type: none"> <li>▪ Institutional Entitlement Offer and Placement to be conducted from Tuesday, 15 October 2019 to Wednesday, 16 October 2019<sup>(3)</sup></li> <li>▪ Entitlements not taken up and those of ineligible institutional shareholders will be sold in an institutional shortfall bookbuild on Wednesday, 16 October 2019 at the Entitlement Offer Price</li> </ul>
<p><b>Retail investors</b></p>	<ul style="list-style-type: none"> <li>▪ Retail entitlement offer to open on Tuesday, 22 October 2019 and close at 5:00pm on Thursday, 31 October 2019<sup>(3)</sup></li> <li>▪ Only eligible shareholders with a registered address in Australia or New Zealand may participate in the Retail Entitlement Offer</li> </ul>
<p><b>Board Participation</b></p>	<ul style="list-style-type: none"> <li>▪ All of the Directors of IMF who are shareholders have indicated they will participate in the Entitlement Offer</li> </ul>
<p><b>Ranking of New Shares</b></p>	<ul style="list-style-type: none"> <li>▪ New Shares will rank equally with existing IMF shares</li> </ul>

(1) The Offer is fully underwritten by the Lead Manager subject to customary terms and conditions and termination rights including a material adverse event (other than relating to the Wivenhoe or Westgem proceedings). A summary of Underwriting Agreement is in Appendix A

(2) The theoretical ex-rights price ("TERP") is a theoretical price at which IMF shares should trade at immediately after the ex-date for the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which IMF shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equal the TERP. The TERP is calculated by reference to IMF's closing price of A\$3.78 on Monday, 14 October 2019.

(3) These timings are indicative only and subject to variation. IMF reserves the right to alter the timetable at its absolute discretion and without notice, subject to the Listing Rules, Corporations Act and other applicable laws.

# FINANCIALS AND EQUITY RAISING OVERVIEW

## EQUITY RAISING TIMETABLE

NOT FOR DISTRIBUTION OR  
RELEASE IN THE UNITED STATES

Event	Date
Trading halt and announcement of Acquisition and Offer	Tuesday, 15 October 2019
Institutional Entitlement Offer and Placement opens	Tuesday, 15 October 2019
Institutional Entitlement Offer and Placement closes	Wednesday, 16 October 2019
Announcement of results of the Institutional Entitlement Offer and Placement	Thursday, 17 October 2019
Trading halt lifted and shares recommence trading on an “ex-entitlement” basis	Thursday, 17 October 2019
Record Date for determining Eligible Shareholders under the Entitlement Offer	7:00pm Thursday, 17 October 2019
Retail Offer Booklet dispatched to Eligible Retail Shareholders	Tuesday, 22 October 2019
Retail Entitlement Offer Opens	Tuesday, 22 October 2019
Settlement of New Shares issued under the Institutional Entitlement Offer and the Placement	Tuesday, 22 October 2019
Allotment and commencement of trading of New Shares issued under the Placement and Institutional Entitlement Offer	Wednesday, 23 October 2019
Retail Entitlement Offer closes	5:00pm Thursday, 31 October 2019
Announcement of results of Retail Entitlement Offer	Monday, 4 November 2019
Settlement of New Shares issued under the Retail Entitlement Offer	Tuesday, 5 November 2019
Commencement of trading of New Shares issued under the Retail Entitlement Offer	Wednesday, 6 November 2019
Dispatch of holding statements of New Shares issued under Retail Entitlement Offer	Thursday, 7 November 2019
Estimated completion of Acquisition	Wednesday, 30 October 2019

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# STRATEGY AND OUTLOOK

The Acquisition of OB by IMF symbolises the completion of IMF’s initial five-year plan to diversify risk through, amongst other things, geographic expansion and sourcing capital from third-parties. We are now actively working on our next five-year plan to commence in FY2021

- OB complements IMF’s infrastructure to create the most comprehensive global platform for sourcing investment opportunities and expanding service offerings
- OB’s fund management structure is consistent with IMF’s strategy, and continues IMF’s transition from a principal investor to a fund manager, with close to A\$2.25 billion in funds under management for the IMF Group with the potential to upsize to A\$4 billion
- With the expanded sourcing capacity and geographic footprint into the second largest litigation market in the world, IMF expects to enhance its capacity to commit investments to its various active funds, accelerating the economics for the investors and IMF as the manager
- OB brings to IMF the opportunity for sourcing enforcement investments and the DARP program with the World Bank, which would have not otherwise been available to IMF. Together, IMF and OB will be in a position to offer clients a one-stop shop from pre-judgment merits based finance to funding for enforcement of judgments and awards
- The expansion of human capital provides direct and indirect benefits to the group, continuing IMF’s “boots on the ground” approach to sourcing opportunities and providing services to its clients. The IMF Group will have a footprint in the three largest litigation markets – the US, Europe and Asia – in a way that is unique in the industry



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2.	<i>Overview of Omni Bridgeway</i>
3.	<i>Acquisition rationale</i>
4.	<i>Financials and equity raising overview</i>
5.	<i>Strategy and outlook</i>
6.	<i>Appendix</i> <i>A. Summary of OB Acquisition Agreement and Underwriting Agreement</i> <i>B. Risk factors</i> <i>C. International offer restrictions</i>

# APPENDIX A – SUMMARY OF SHARE PURCHASE AGREEMENT

<p><b>Acquisition and Consideration Structure</b></p>	<ul style="list-style-type: none"> <li>▪ IMF will acquire 100% of the outstanding shares of Omni Bridgeway Holding B.V. ("OB")</li> <li>▪ Total consideration value of up to €87.5 million comprising:             <ul style="list-style-type: none"> <li>– €35 million – upfront cash consideration payable on completion of Acquisition, subject to closing adjustments</li> <li>– €20 million – deferred consideration comprising two €10 million installments of IMF shares issued at 12 months and 36 months following completion of the Acquisition, subject to closing adjustments</li> <li>– Up to €32.5 million – deferred &amp; contingent consideration of IMF shares issued over the 5 years following completion of the Acquisition subject to achievement of performance milestones. Up to €8 million of IMF Shares issuable for years 1 to 3 upon achieving €8 million of new business generation for OB for each year and €4.25 million of IMF Shares issuable for years 4 and 5 upon achieving €4.25 million of new business generation for OB for each year, with the annual target for each year being cumulative such that any shortfall or surplus is carried forward to subsequent years</li> </ul> </li> <li>▪ The IMF Shares issued as deferred consideration and deferred &amp; contingent consideration will be issued at A\$3.407 per share ("Issue Price"). If the market value of the IMF Shares issued is less than the cash value of the deferred consideration or deferred &amp; contingent consideration, the difference in value will be payable at the election of IMF in whole or in part as cash or IMF shares (subject to IMF shareholder approval) ("Additional Shares")</li> <li>▪ The issue of the IMF Shares as deferred consideration and deferred &amp; contingent consideration is subject to IMF shareholder approval<sup>(1)</sup>. If IMF shareholder approval is not received, the deferred consideration and deferred &amp; contingent consideration will be payable in cash. An additional cash amount will also be payable to the OB sellers if the market value of the IMF Shares that would otherwise have been issued is greater than the cash payment received</li> <li>▪ Any deferred consideration and deferred &amp; contingent consideration must be satisfied in IMF Shares (or cash, if IMF Shares cannot be issued) upon a change of control of IMF</li> </ul>
<p><b>Conditions Precedent</b></p>	<ul style="list-style-type: none"> <li>▪ Completion of the Acquisition of OB is subject to limited conditions precedent, relating to key employees remaining with OB at completion and there being no force majeure type events occurring prior to completion</li> <li>▪ The conditions precedent are for the benefit of IMF and it is expected that completion will occur shortly after settlement of the Institutional Entitlement Offer</li> </ul>
<p><b>Board Nominee</b></p>	<ul style="list-style-type: none"> <li>▪ Raymond van Hulst will be appointed as a director of IMF following completion of the Acquisition</li> </ul>
<p><b>Other conditions</b></p>	<ul style="list-style-type: none"> <li>▪ The share purchase agreement contains limited termination rights if the conditions precedent are not satisfied or completion does not occur by 15 December 2019 (or such other date as agreed by the parties) and if IMF completes the Offer, 5 business days after the completion of the Offer</li> <li>▪ The share purchase agreement also contains a number of representations and warranties and covenants provided by OB that are customary for a transaction of this type</li> </ul>

# APPENDIX A – SUMMARY OF UNDERWRITING AGREEMENT

<p><b>Overview of Underwriting Agreement</b></p>	<ul style="list-style-type: none"> <li>▪ The equity raising is fully underwritten in respect of up to 40.6 million New Shares pursuant to an underwriting agreement ("<b>Underwriting Agreement</b>")</li> <li>▪ The Underwriting Agreement is subject to certain terms and conditions which are customary for an underwriting agreement of this type, including conditions precedent, representations and warranties and termination rights</li> </ul>
<p><b>Termination Rights</b></p>	<ul style="list-style-type: none"> <li>▪ The Underwriter may terminate its obligations under the Underwriting Agreement at any time prior to the settlement of the Placement and Institutional Entitlement Offer or Retail Entitlement Offer if certain termination events specified in the Underwriting Agreement occur. These termination event include, but are not limited to:             <ul style="list-style-type: none"> <li>- IMF ceasing to be listed on ASX or IMF Shares being suspended or ceasing to be quoted on ASX (other than a voluntary suspension approved by the Underwriter)</li> <li>- The Company, or a material subsidiary of the Company, becomes insolvent or is likely to become insolvent</li> <li>- The Acquisition Agreement is terminated, varied (without the consent of the Underwriter) or events occur which make the Acquisition in accordance with the Acquisition Agreement unlikely to occur</li> <li>- ASIC takes regulatory action against IMF or its officers</li> <li>- A delay in the timetable for the Offer for 1 business day, without the approval of the Underwriter</li> </ul> </li> </ul> <p>Certain termination events are qualified by the Underwriter having reasonable grounds to believe and does believe that the event has or is likely to have a material adverse effect on the success, settlement or marketing of the Offer, the likely price at which the Offer shares will trade on ASX, on the ability of the Underwriter to market, promote or settle the Offer or will or likely give rise to a contravention by or liability for the Underwriter under the Corporations Act or applicable laws including (but not limited to):</p> <ul style="list-style-type: none"> <li>- The Underwriter in its opinion made in good faith considers that there is or is likely to be a material adverse change or effect, or any development involving a prospective material adverse change or effect, in or affecting the business, operations, assets, liabilities, financial position or performance, profits, losses, prospects, earnings position, or results of operations of the IMF group or OB group or otherwise (taken as a whole), the market price of the Offer shares or the success, marketing or settlement of the Offer, but excluding changes to general economic, political or financial market conditions (other than those solely or predominately relating to the IMF or OB group), changes in industry conditions in which IMF operates (other than those solely or predominately relating to the IMF group or OB group) and the outcome of the Wivenhoe or Westgem litigation</li> <li>- IMF is or becomes in default of any of the terms and conditions of the Underwriting Agreement or a representation or warranty by IMF is or becomes false or incorrect</li> <li>- A new law or regulation in Australia is introduced which prohibits, or is likely to prohibit, the Offer, capital issues or stock markets</li> <li>- A change to the chief executive officer or chief financial officer of IMF</li> <li>- IMF or OB is subject to a pending, actual or threatened charge, proceeding or investigation for failure to comply with applicable laws</li> <li>- IMF is obligated to provide supplementary disclosure pursuant to section 708A(9) or 708AA(12) of the Corporations Act and such disclosure is not provided in accordance with the Corporations Act</li> <li>- The Underwriter forms the view that the due diligence investigation results into OB are misleading or deceptive</li> <li>- There is a general moratorium or disruption on commercial banking activities, securities settlement or clearance services in Australia, the United States, the United Kingdom or Hong Kong</li> <li>- Trading of securities quoted on ASX, the New York Stock Exchange, the Hong Kong Stock Exchange or the London Stock Exchange is suspended or limited in a material respect and remains suspended or limited for a period of 1 full trading day</li> <li>- After the receipt of the Institutional Entitlement Offer proceeds, an adverse change or disruption to the financial, political or economic conditions, exchange rates or financial markets in Australia, the United States, the United Kingdom or Hong Kong or any change or development involving a prospective adverse change in any of those conditions or markets</li> <li>- An outbreak or escalation of hostilities involving any of Australia, the United Kingdom, the United States, any member of the European Union, Japan, Korea, Hong Kong or China (excluding the existing hostilities or escalation of hostilities in Turkey or Syria, solely between those countries), a national emergency is declared by any of those countries (excluding existing national emergencies and also excluding the existing protests in Hong Kong, but not escalation of them) or a major terrorist act is perpetrated in any of these countries</li> <li>- An event or occurrence which makes it illegal for the Underwriter to satisfy its obligations under the Underwriting Agreement, promote or settle the Offer</li> </ul>
<p><b>Other conditions</b></p>	<ul style="list-style-type: none"> <li>▪ The Underwriting Agreement also contains a number of conditions, representations and warranties from IMF and the Underwriter that are considered standard for an agreement of this type</li> </ul>

# APPENDIX B - RISK FACTORS

## INTRODUCTION

This section discusses some of the risks associated with an investment in IMF. IMF's business is subject to a number of risk factors both specific to its business and of a general nature which may impact on its future performance. Before subscribing for New Shares, prospective investors should carefully consider and evaluate IMF and its business and whether the New Shares are suitable to acquire having regard to their investment objectives and financial circumstances and taking into consideration material risk factors. The below list of risk factors ought not to be taken as exhaustive of the risks faced by IMF or by investors in IMF. The below factors, and others not specifically referred to above, may in the future materially affect the financial performance of IMF and the value of the New Shares offered. The offer of New Shares carries no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares. Potential investors should consider the investment carefully and should consult their professional advisers before deciding whether to apply for New Shares.

## BUSINESS RISKS

### Risks specific to IMF investments

#### *Portfolio concentration*

IMF's current on balance sheet portfolio has a concentration of risks associated with its large investments in the Wivenhoe Dam and Westgem investments. Although IMF has a diversification strategy in place to reduce the concentration risk for future periods and has communicated the prospects of these investments throughout the last year, if one or both investments were to be lost they would have a material impact of IMF's financial results and cash position. IMF has taken steps, including co-funding and After-the-Event (ATE) insurance cover, to mitigate in part these impacts but IMF retains material adverse costs risks on these investments.

#### *Poor investment decisions*

The central task in IMF's business is to choose successful investments. If poor investment selection occurs then this will cause loss to IMF through payment of the client's legal expenses and payment of the successful defendant's costs (in jurisdictions where this is relevant). To mitigate this risk, IMF continues to monitor its performance metrics and conducts detailed investment post-mortems on all investments which are lost to ensure perceived weaknesses and errors are identified and changes made going forward.

#### *Remaining in unsuccessful investments*

It is sometimes the position that investments turn out to be less positive as the litigation proceeds after the initial assessment. While IMF has rights of termination under its funding agreements, if IMF fails to terminate, or is unable to terminate, such funding, then loss will occur to IMF.

#### *Multiple defendants*

In some investments there may be multiple defendants, or defendants may add third parties to the funded litigation, potentially increasing adverse costs if the litigation is unsuccessful.

#### *Time and expense*

If IMF fails to control expenditure on individual investments beyond the proposed budget or such investments take materially longer than originally indicated, then loss may be caused to IMF.

#### *Inability of defendants to pay judgments*

Part of the investment selection process involves an assessment by IMF of the ability of the defendant to pay a judgment if the investment is successful. If IMF fails to properly carry out its assessment of the defendant's ability to pay, or that ability deteriorates after funding is in place, then this will cause loss to IMF even if the investment is successful.

#### *Lost investments*

If selected investments are unsuccessful, either at first instance or subsequent to a defendant's successful appeal upon final judgment, this will result in a write off of the intangible asset represented by such investment (comprising the amount funded to the client and the amount of the associated capitalised overheads required to be allocated to the investment in accordance with Accepted Accounting Practices). In addition, IMF may be liable to the successful defendants in respect of their legal costs incurred pursuant to indemnifications provided for adverse costs. These negative financial impacts can be amplified in situations where IMF funds multiple similar claims by a client or group of clients and a loss in one investment results in the remaining investments being lost or otherwise discontinued.

# APPENDIX B - RISK FACTORS

## **(Business risks continued)**

### *Offshore investment*

IMF has invested in litigation funding agreements in countries other than Australia. IMF has agreed to fund investments in the United States, Canada, Singapore, Hong Kong, the United Kingdom and Europe and may agree to fund other investments in the future in these and other jurisdictions. Some jurisdictions limit the ability of IMF to be directly involved in the conduct and management of those investments. Consequently, the ability to manage such investments can be more difficult than the management of Australian investments and may cause loss to IMF.

### **Fund returns**

IMF's first generation funds (funds 1, 2 & 3), have Class A and Class B stock which carry different rights. Non-controlling Class B stocks carry an entitlement to receive a priority return on invested capital and a further preferred return on committed but undrawn capital. IMF retains control and ownership of the funds via its interests in Class A stock. The returns to IMF are subject to the satisfaction of the Class B priority returns from each fund and a failure to achieve the priority return hurdles could affect the returns achieved from these funds, which could ultimately have an adverse financial impact on IMF. In certain adverse performance circumstances the Class B investors have the right to remove IMF as the manager of the Funds.

IMF's second generation funds (funds 4 & 5) have an American waterfall structure and IMF's capital participation is pari passu with the external investment in those funds. A number of the "Risks Specific to IMF investments" refer to the risk of loss to IMF in respect of those investments. Where the applicable investments are funded by one of IMF's existing funds, these losses would be suffered by the applicable fund. However, in IMF's first generation funds, given that IMF's Class A returns are subordinated to the return of Class B external investor's capital and a preferred return, such losses would delay the receipt of revenues by IMF from those funds.

### **Regulatory change and Judicial Decisions**

It is possible that statute law or the interpretation of the common law may change in a way which is adverse to the interests of IMF. There are now numerous court decisions in Australia and elsewhere (both single Judge and Courts of Appeal) supporting the business model of IMF, but it is possible that higher courts may disagree with existing authorities and such decisions may impact adversely on IMF's business model. In addition, there remains the potential for further regulation of the litigation funding industry in all jurisdictions in which IMF operates and although no applicable legislative body has announced a present intention to enact legislation or secondary regulation which would have a direct impact on IMF's current business operations, no assurance can be given that such legislation or regulation will not be enacted in the future. It is noted that the Australian Law Reform Commission recently completed a review of the litigation funding and contingent fee arrangements for lawyers in Australia and provided its recommendations to the Federal government in January 2019. Whilst no legislation has been proposed in relation to this review at the present time, IMF does not consider that the recommendations if transposed into legislation would have a material impact on IMF's business.

### **Competition**

IMF currently faces increasing levels of competition in each of its operating jurisdictions, particularly in the United States and Australia in the securities class action sector. Such competition may adversely impact on the performance of IMF through either loss of funding opportunities or a compression of funding returns.

### **Poor Performance**

There is no guarantee that IMF may be able to maintain its historical investment performance. Weaker investment performance could materially adversely impact IMF's business in terms of financial performance and in a number of other ways, including its ability to attract future fund investors and obtain adverse cost insurance for investments in jurisdictions where this is a relevant consideration.

### **Reliance on key personnel**

IMF depends substantially on its executive directors and senior management and key personnel to oversee the day-to-day operations and the strategic management of the company. There can be no assurance given that there will be no detrimental impact on IMF if multiple directors or employees cease their employment.

# APPENDIX B - RISK FACTORS

## (Business risks continued)

### Requirement for working capital

IMF's ability to self-fund its working capital requirements is dependent upon the ability to generate sufficient cash flow from the investment portfolio and its funds in a given period to match the capital requirements for future investments in that period. IMF always has the option to modify its capital commitments in line with available cash flow, however to date IMF has generally sought to bridge any cash flow gaps which have arisen by seeking further debt or equity capital funding in various forms. To the extent IMF continues to have such external funding requirements, IMF will be reliant upon there being willing investors to meet such demand. In the event such investment is not forthcoming at any point in time, IMF will need to modify its future investments in line with cash flows generated from its existing investment portfolio.

### Funding to meeting redemption obligations

The IMF Bonds are due to be redeemed in December 2022. The IMF Fixed Rate Notes are due to be redeemed on their maturity date in June 2020, as such, IMF will need to retain sufficient cash to meet such redemption obligations or otherwise refinance the debt. IMF typically has been unable to access bank funding and, in the absence of retained cash reserves, will be reliant upon its ability to access the non-bank debt markets to refinance the IMF Bonds and the IMF Fixed Rate Notes.

### Dividend Blocker in IMF Bonds and Fixed Rate Notes

The IMF Bonds and Fixed Rate Notes contain covenants which prevent IMF paying a dividend in the event that IMF's cash and receivables fall below 75% of the IMF's group aggregate indebtedness and in respect of the Fixed Rate Notes if IMF's Retained Earnings fall below A\$52 million.

### IT & data security

IMF is dependent on technological services for its investment management system. These systems may fail or may not operate properly. IMF may fail to keep its technology up to date with the resultant loss of business opportunities.

### Brand reputation

IMF has played a leadership role in the development of the dispute finance industry in Australia and continues to be a market leading brand for international dispute financing. Given the nature of some of the investments funded by IMF, IMF is acutely aware of the reputation risks facing every business and is not immune to brand and reputation risks which may ultimately decrease stakeholder trust and loyalty, brand equity and compromise financial value in IMF.

### Economic risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on IMF's activities, as well as on its ability to fund those activities. If IMF's offshore operations become significantly larger, these economic risks, and in particular risks associated with currency exchange rates, may increase.

### Exchange rate risk

IMF provides litigation funding services to clients in a number of countries other than Australia and earns revenues in currencies other than Australian dollars. In the ordinary course of business, the IMF Group earns revenue in the currency of the country in which the costs are incurred.

Changes in the value of Australian dollars relative to other currencies in which the IMF Group earns revenues and incurs costs will impact the translation of non-Australian dollars denominated earnings and may impact the Australian dollar value of assets and liabilities denominated in foreign currency recorded on IMF's balance sheet.

### Growth

IMF is currently pursuing a strategy of international expansion, having recently opened offices in Hong Kong, Montreal and London. There are always risks attendant upon growth strategies. There is a risk, for instance, that IMF may mismanage its growth strategy.

# APPENDIX B - RISK FACTORS

## ACQUISITION RISKS

### Completion risk

The Acquisition of OB is subject to a number of conditions, including retention of key employees. If any of these conditions are not satisfied or waived by their due date for satisfaction or there is a counterparty breach, the Acquisition Agreement may be terminated and the Acquisition will not proceed. Failure to complete the Acquisition could have a material adverse affect on IMF and its share price.

Further, If the Acquisition does not proceed, IMF will need to consider alternative uses for some of the funds, including the return of some of the proceeds to shareholders, debt reduction, working capital or alternative investment opportunities.

### Reliance on information provided

IMF has relied on information provided by OB to conduct due diligence in relation to OB. IMF has prepared (and made assumptions in the preparation of) the financial and other information relating to Acquisition of OB included in this Presentation in reliance on information provide by OB. If any of the information relied on by IMF proves to be incomplete, incorrect, inaccurate or misleading, there is a risk that the actual financial position and performance of IMF may be materially different to the financial position and performance reflected in this Presentation. There is no assurance that the due diligence conducted by IMF on OB was conclusive and that all material risks and issues in respect of the Acquisition have been identified. Therefore there is a risk that unforeseen issues and risks may arise which may also have a material impact on IMF.

### Integration risk

The Acquisition of OB involves the integration of OB's business, which has previously operated independently of IMF. There is a risk that the integration may be more complex than currently anticipated, encounter unexpected challenges, take longer than expected, divert management attention and not deliver expected benefits. The Acquisition may also trigger acceleration, review or termination events relating to the OB because of its change of control. These circumstances could impact on IMF's operating and financial performance.

### Funding risk

IMF intends to fund the Acquisition of OB by a fully underwritten pro-rata accelerated non-renounceable entitlement offer and institutional placement of new shares in IMF. The Underwriting Agreement (summarised in Appendix A) is subject to customary termination events including for a material adverse event (other than relating to the Wivenhoe or Westgem proceedings) and if the Underwriting Agreement is terminated, there is a risk that IMF may not be able to raise sufficient funds from the Offer to complete the Acquisition. If the Underwriting Agreement is terminated and the termination trigger also results in the termination of the Acquisition Agreement, IMF would expect to not complete the Acquisition. If the termination trigger does not result in a termination of the Acquisition Agreement, IMF would be contractually obliged to complete the Acquisition (subject to satisfaction of all conditions precedent). In this scenario, IMF expects to fund the upfront purchase price from its existing cash resources.

### Loss of OB personnel

There can be no assurance that there will be no unintended loss of OB personnel, including key personnel, leading up to and following the Acquisition of OB. If key OB personnel or a significant number of other personnel leave, this could have a material adverse effect on the integration and performance of OB following the Acquisition.

### Acquired liabilities

IMF may become directly or indirectly liable for liabilities that have been incurred in the past in relation to OB's business and have not been identified during its due diligence or which are greater than expected, and for which the representations, warranties and indemnities negotiated by IMF in its agreement to acquire OB turn out to be inadequate. IMF has warranty and indemnity insurance to support the warranties and indemnities received from the sellers of OB, however that policy may not respond on all matters and is subject to an excess and maximum liability, and therefore may provide no coverage on a particular liability for IMF. Such liability may adversely affect the financial performance or position of IMF.

# APPENDIX B - RISK FACTORS

## (Acquisition risks continued)

### Future earnings risk

IMF has undertaken financial and commercial analysis of OB in order to determine its attractiveness to IMF and whether to acquire it. To the extent that OB does not perform as anticipated there is a risk that the profitability and future earnings of OB may differ (including in a materially adverse way) from the fair value assessment mentioned in the Presentation.

### Acquisition accounting

Following completion of the Acquisition of OB, IMF will complete a formal fair value assessment of the assets, liabilities and contingent liabilities that represent a present obligation of OB. The assessment is required to be undertaken within 12 months period after completion of the Acquisition. The outcome of this assessment could give rise to potentially materially different values being applied to those used in the pro forma financial information included in this Presentation, which is provided for illustrative purposes only.

### Analysis of Acquisition opportunity

IMF has undertaken financial, tax, legal and commercial analysis on OB in order to determine its attractiveness to IMF and whether to acquire it. It is possible that despite such analysis and the best estimate assumptions made by IMF, the conclusions drawn are inaccurate or are not realised. To the extent that the actual results achieved by the Acquisition of OB are different to those indicated by IMF's analysis, there is a risk that the performance of IMF following the Acquisition may be different (including in a materially adverse way) from what is reflected in this Presentation.

### Compliance risks

*Lack of anti-bribery, corruptions and sanctions ("ABCS") or anti-money laundering ("AML") policies at the Target*

IMF and its advisers have conducted significant diligence on the Target, OB, to determine whether it has in place adequate ABCS and AML policies and procedures. Whilst the due diligence has not revealed any adverse regulatory findings against OB with respect to ABCS or AML requirements, OB does not have any ABCS or AML policies in place. Post-completion, IMF will implement its own ABCS and AML policies for the Target. However, given OB has been operating in markets with significant ABCS and AML risk without any policies and procedures to date, there remains a risk that legacy ABCS or AML issues may be discovered that could impact adversely IMF.

OB has business operations in a number of jurisdictions, including its investment partnership with the International Finance Corporation which is aimed at distressed asset recovery and dispute resolution funding in the Middle East, North Africa and Central Asia regions (**MENA DARP**). MENA DARP actively focuses on Pakistan, Egypt, Morocco, Tunisia, Turkey, Greece and Tunisia. In addition a number of other countries are pre-approved for review of potential DARP opportunities, including Albania, Bosnia & Herzegovina, Bulgaria, Kosovo, Former Yugoslav Republic of Macedonia, Montenegro, Poland, Romania, Serbia, Afghanistan, Algeria, Armenia, Azerbaijan, Belarus, Georgia, Iraq, Jordan, Kazakhstan, Kyrgyz Republic, Moldova, Oman, Syrian Arab Republic, Tajikistan, Tunisia, Turkmenistan, Ukraine, Uzbekistan, West Bank & Gaza, Republic of Yemen

### Geographic risk exposure

Some of the jurisdictions in which OB and its MENA DARP partnership may operate carry a high geographic risk of exposure to non-compliance with applicable anti-money laundering, counter-terrorist, financing, anti-bribery and corruption and sanction laws (Compliance Laws), including the Compliance Laws of those jurisdictions which have extraterritorial effect. Failure to operate a robust compliance program to ensure compliance with these laws could have serious financial, legal and reputational consequences for IMF following the Acquisition of OB. Breach of these laws could expose IMF to significant fines, criminal and civil penalties, civil claims, regulatory investigations, reputational harm and limitations on doing business in certain jurisdictions, which could have a material adverse affect on IMF.

### Increased complexity

Following the Acquisition of OB, IMF will be subject to the laws, regulations and policies of numerous jurisdictions in which it has not previously conducted business and will be supervised by a number of different regulatory authorities. Failure to comply with these laws, regulations and policies may result in a number of materially adverse effects for IMF, including regulatory investigations, legal or regulatory sanctions, financial or reputational loss, litigation, fines, penalties and limitations on doing business in certain jurisdictions. IMF will be exposed to increased compliance costs associated with the more complex regulatory environment in which it will be operating.



# APPENDIX B - RISK FACTORS

## GENERAL RISKS

### Risks associated with an investment in shares

IMF shares are subject to general market risks applicable to all securities listed on a stock exchange. This may result in fluctuations in the IMF share price that are not explained by the performance of IMF.

The price at which IMF shares are quoted on the ASX may increase or decrease due to a number of factors, some of which may not relate directly or indirectly to IMF's performance or prospects.

There is no assurance that the price of the IMF shares will increase in the future, even if IMF's earnings increase. Some of the factors which may affect the price of the IMF shares include:

- (A) fluctuations in the domestic and international markets for listed stocks;
- (B) general economic conditions, including interest rates, inflation rates, exchange rates, commodity and oil prices or changes to government;
- (C) fiscal, monetary or regulatory policies, legislation or regulation;
- (D) inclusion in or removal from market indices;
- (E) the nature of the markets in which IMF operates;
- (F) general operational and business risks;
- (G) variations in sector performance, which can lead to investors exiting one sector to prefer another; and
- (H) initiatives by other sector participants which may lead to investors switching from one stock to another.

Deterioration of general economic conditions may also affect IMF's business operations, and the consequent returns from an investment in IMF shares.

In the future, the sale of large parcels of IMF shares may cause a decline in the price at which IMF shares trade on ASX. No assurance can be given that New Shares will trade at or above the offer price under the Entitlements Issue. No guarantee is provided as to the market performance of New Shares.

### Risk of dilution

Shareholders who do not participate in the Entitlement Offer, or do not take up all of their entitlement under the Entitlement Offer will have their percentage security holding in IMF diluted. Investors should also note that as part of the deferred & contingent consideration for the Acquisition of OB, further IMF shares may be issued to the vendor. Shareholders may have their investment diluted by future capital raisings by IMF. IMF may issue new securities to finance future acquisitions or pay down debt which may, under certain circumstances, dilute the value of an investor's interest.

### Tax laws and application

Future changes in taxation laws, including changes in interpretation or application of the law by the courts or taxation authorities in Australia and the other jurisdictions in which IMF operates, may affect the taxation treatment of an investment in IMF shares, or the holding or disposal of IMF shares. Further changes in tax laws in the various jurisdictions in which IMF operates, may impact the future tax liabilities of IMF.

### Changes in accounting or financial reporting standards

Changes in accounting or financial reporting standards may adversely impact the reported financial performance of IMF.

# APPENDIX C - INTERNATIONAL OFFER RESTRICTIONS

This document does not constitute an offer of New Shares in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

## Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance). No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities. The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

## New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

## Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

# APPENDIX C - INTERNATIONAL OFFER RESTRICTIONS

## Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA. This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) an "accredited investor" (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore. Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

## United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation, solicitation, inducement or recommendation to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

## United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any U.S. state and may only be offered and sold (i) in the United States in transactions exempt from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws to persons who are "qualified institutional buyers" (as such term is defined in Rule 144A under the U.S. Securities Act) and (ii) in "offshore transactions" in compliance with Regulation S. Each prospective U.S. investor will be required to deliver certain representations and warranties regarding its eligibility to make an investment in IMF.

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