



24 March 2020

Ellex Shareholders to Vote on Sale of Lasers & Ultrasound Business to Lumibird for A\$100 million in Cash

Highlights:

- **Shareholders to vote on proposed Lumibird transaction on Friday 24 April, 2020**
- **Independent Expert has concluded the proposed transaction is FAIR and REASONABLE to Ellex shareholders**
- **\$61 million of sale proceeds to be distributed to shareholders by way of a fully franked dividend (\$19.5 million, approx. \$0.14 per share) and a return of capital of up to \$41.5 million (approx. \$0.29 per share)**
- **\$21 million to be retained by the Company (inc. \$2 million escrow), to drive iTrack sales growth and new consumable device acquisitions in glaucoma**
- **Balance of proceeds to meet tax liability arising from proposed transaction, estimated closing adjustments and transaction costs**
- **Shareholders to vote on name change to Nova Eye Medical Limited and subject to shareholder approval, ASX has granted use of the ticker “EYE”**

Adelaide, Australia, 24 March 2020 – Ellex Medical Lasers Limited (ASX:ELX; OTCQX: ELXMY, ELXMF), a world leader in medical technologies for the diagnosis and treatment of eye disease, today announces the dispatch of the Notice of Meeting (NOM), Independent Expert Report (IER) and proxy form to shareholders for the upcoming Ellex Extraordinary General Meeting (EGM) to approve the proposed \$100 million sale of Ellex Lasers & Ultrasound to Lumibird Group SA (Lumibird).

The EGM will be held at 10.00am (Adelaide time; 10.30am AEST) on Friday, 24 April 2020 at Ellex Medical Lasers, 3-4 Second Avenue, Mawson Lakes, SA 5095 Australia. All Ellex shareholders are strongly encouraged to vote by lodging a proxy form with the Ellex share registry by 10.00am (Adelaide time; 10.30am AEST) on Wednesday, 22 April 2020, being not later than 48 hours before the commencement of the EGM.

Any proxy form received after that time will not be valid for the scheduled EGM. Details of how to lodge a proxy form are included in the NOM. In light of the COVID-19 pandemic declaration, Ellex cautions investors from attending the EGM in person.

The Independent Expert appointed by the Board of Directors of Ellex in relation to the proposed transaction, Grant Thornton Corporate Finance Pty Limited (Grant Thornton), has concluded that the proposed transaction is fair and reasonable and therefore in the best interests of Ellex shareholders. The Independent Expert's conclusions should be read in the context of the full Independent Expert's Report and the Notice of EGM attached to this announcement.

The Ellex Board unanimously recommends that shareholders vote in favour of each of the proposed resolutions set out in the NOM. Since the announcement of the proposed transaction, no superior proposal has emerged.

Each Director of Ellex, who is also a shareholder and who is not otherwise restricted from voting, intends to vote in favour of each of the proposed resolutions. The Chairman of the EGM of shareholders intends to vote undirected proxies in favour of all proposed resolutions.

Indicative Timetable

Despatch of Notice of Meeting	24 March 2020
Record date for voting at Extraordinary General Meeting of Shareholders	7:00pm (SA time) on 22 April 2020
Deadline for lodgement of Proxy Forms for the Extraordinary General Meeting of Shareholders	10:00am (SA time) on 22 April 2020
Extraordinary General Meeting of Shareholders	10:00am (SA time) on 24 April 2020
Company announces the results of the Extraordinary General Meeting	24 April 2020 ³
Proposed date of Completion	30 April 2020
Announcement of effective date for the Capital Return on receipt of final Class Ruling	Estimated 12 May 2020 ²
Effective date for the Capital Return	Estimated 13 May 2020 ²
Last day for trading of Shares to be entitled to participate in Equal Capital Reduction	Estimated 14 May 2020 ²
Shares commence trading on an 'ex return of capital' basis (2 business days after receipt of final Class Ruling)	Estimated 15 May 2020 ²
Record Date for determining entitlement to participate in the Equal Capital Reduction (3 business days after receipt of final Class Ruling)	Estimated 18 May 2020 ²
Distribution Date (if Resolution 3 passed) for payment of capital returns and franked dividends to Shareholders (5 business days after Record Date)	Estimated 25 May 2020 ²

Notes:

1 Dates are indicative only and subject to change.

2 Estimates only assuming receipt of the Class Ruling by 12 May 2020.

3 All items set out below are subject to the Resolutions being passed at the Extraordinary General Meeting of Shareholders.

COVID-19 and EGM

As a result of the current uncertainty and to minimise any health risks associated with the coronavirus (COVID-19) pandemic through hosting an indoor meeting of this nature, **Ellex strongly encourages shareholders to consider lodging a directed proxy rather than attending the meeting by person.**

An audio dial-in facility has been established for the purposes of the meeting, as set out below. The service provider has informed Ellex that due to unprecedented demand, investors are advised to register for the conference in advance by using the following link to avoid delays in joining the call directly through the operator:

<https://s1.c-conf.com/diamondpass/10004891-invite.html>

DATE: Friday, 24 April 2020
TIME: 10:00 am (Australian Central Standard Time)
CONFERENCE ID: 10004891

Alternatively, investor can elect to dial-in (noting delays above) on the morning of the meeting. Please allow up to 10-20 minutes for this process.

Participant Dial-in Numbers:

Australia Toll Free: 1800 908299

Australia Local: +61 2 9007 8048

New Zealand: 0800 452 795

Canada/USA: 1855 624 0077

Hong Kong: 800 968 273

Japan: 006 633 868 000

China: 108 001 401 776

Singapore: 800 101 2702

United Kingdom: 0800 0511 453

The audio line will be in listen-only mode (shareholders will not be able to ask questions). Shareholders who wish to ask a question are encouraged to submit their questions to Ellex Investor Relations ahead of the event. The Chairman of the meeting will provide answers to those questions during the meeting.

Investors who still wish to physically attend the meeting are advised to take note of the latest government warnings and recommendations. In order to comply with the latest government recommendations, Ellex may be required to limit the number of persons admitted to the meeting.

This includes adherence to the recently introduced one person per four square metres for all non-essential indoor gatherings.

If the Company is required to make alternate arrangements for the EGM, investors will be notified via the ASX market announcements platform and thereafter on Ellex's website at <https://www.ellex.com/investors/asx-announcements/>.

Food and refreshments will not be served at the meeting. Investors can also contact Dr Tom Duthy, Investor Relations for more information.

- ENDS -

This release dated 24 March 2020 has been authorised for lodgement to ASX by the Board of Directors of Ellex Medical Lasers Limited and lodged by Kimberley Menzies, Company Secretary.

ABOUT ELLEX

Ellex designs, develops, manufactures and sells innovative product that help eye surgeons around the world to effectively and efficiently treat eye disease. Ellex is a world leader in this field. Headquartered in Adelaide, Australia, Ellex has ophthalmic lasers and devices that treat glaucoma, retinal disease primarily caused by diabetes, secondary cataract and vitreous opacities, as well as age-related macular degeneration. Manufacturing is carried out in Adelaide, Australia and Fremont, California. Sales and service directly to eye surgeons is conducted via subsidiary offices in Minneapolis, Lyon, Berlin and Tokyo. A network of more than 50 distribution partners around the world services other markets.

For additional information about Ellex and its products, please visit www.ellex.com

For further information on Ellex please contact:

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