

# Appendix 3C

## Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Adherium Limited	24 605 352 510

We (the entity) give ASX the following information.

### Information about buy-back

1	Type of buy-back	Employee Share Plan buy-back
2	<sup>+</sup> Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	Ordinary
3	Voting rights (eg, one for one)	One for one
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully Paid
5	Number of shares/units in the <sup>+</sup> class on issue	174,881,264
6	Whether shareholder/unitholder approval is required for buy-back	Not required
7	Reason for buy-back	Buy Back of Shares from a former employee no longer entitled to Shares due to his cessation of employment with the Company, in accordance with the terms of the Company's Employee Share Plan (ESP)

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<sup>+</sup> See chapter 19 for defined terms.

## Appendix 3C Announcement of buy-back

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8 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (*eg, details of any proposed takeover bid*)

Not applicable
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### On-market buy-back

9 Name of broker who will act on the company's behalf

Not applicable
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10 Deleted 30/9/2001.

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11 If the company/trust intends to buy back a maximum number of shares - that number

Note: This requires a figure to be included, not a percentage.

Not applicable
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12 If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention

Not applicable
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13 If the company/trust intends to buy back shares/units if conditions are met - those conditions

Not applicable
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### Employee share scheme buy-back

14 Number of shares proposed to be bought back

954,329
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15 Price to be offered for shares

Extinguishment of ESP loan totalling \$477,164.50 originally advanced by the Company to the Shareholder for the purchase of the ESP Shares being cancelled. No cash is payable by the Company for the Buy Back.
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+ See chapter 19 for defined terms.

**Selective buy-back**

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|----|--|----------------|
| 16 | Name of person or description of class of person whose shares are proposed to be bought back | Not applicable |
| 17 | Number of shares proposed to be bought back  | Not applicable |
| 18 | Price to be offered for shares   | Not applicable |

**Equal access scheme**


- |    |   |                |
|----|---|----------------|
| 19 | Percentage of shares proposed to be bought back   | Not applicable |
| 20 | Total number of shares proposed to be bought back if all offers are accepted                      | Not applicable |
| 21 | Price to be offered for shares  | Not applicable |
| 22 | +Record date for participation in offer<br><small>Cross reference: Appendix 7A, clause 9.</small> | Not applicable |

**Compliance statement**

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:  ..... Date: 12 December 2017  
Company secretary  
Print name: Rob Turnbull

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[00165339] + See chapter 19 for defined terms.