



## RELEASE TO AUSTRALIAN SECURITIES EXCHANGE (“ASX”)

TUESDAY, 22 MARCH 2016

### OFFER OF SECURED UNLISTED NOTES

1. IMF Bentham Limited (“IMF”) announces the launch of a secured unlisted corporate note offering to raise a minimum of AUD\$30 million and a maximum of AUD\$50 million (“Offer”).
2. IMF will use the proceeds of the Offer for general corporate purposes including in relation to its growth objectives in Australia, the US and other markets. The new issue of bonds will further diversify IMF’s funding sources and lengthen its debt maturity profile.
3. The bond offering is only open to eligible professional and sophisticated investors. No prospectus or other disclosure documents in relation to the bond will be lodged with the Australian Securities and Investments Commission or any other regulatory authority. The bonds will not be quoted on ASX.
4. FIIG Securities Limited has been appointed as Lead Arranger for the transaction and Acacia Partners has acted as Financial Adviser to IMF.
5. Full terms and conditions of the unlisted secured notes will be set out in an Information Memorandum to be lodged with ASX once the terms have been finalised. The Information Memorandum is not a prospectus or other disclosure document for the purposes of the Corporations Act 2001 and, as noted above, the Offer is only open to eligible professional and sophisticated investors.

A Summary of the key terms of the proposed Offer is set out below:

Issuer	IMF Bentham Limited
Ranking	Secured and unsubordinated
Rating	The bonds will not be rated
Interest rate	7.4% payable semi annual in arrears
Maturity date	30 June 2020
Issuer call	The Issuer may call the Notes on 30 June 2019 at 101% of par plus accrued interest

IMF#2475638v1

**IMF Bentham Limited**  
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Change of control or suspension of ASX Bonds	Investor put option at par
Step Up Margin	In the event total equity falls below \$100 million then the interest rate will step up by 100bps for the period equity is below \$100 million
Covenants	<ul style="list-style-type: none"><li>▪ Negative pledge</li><li>▪ Cross default</li><li>▪ Limitation on senior secured working capital facilities of up to \$10 million</li><li>▪ Limitation on total secured debt of \$150 million</li><li>▪ Limitations on total secured debt incurrence: the Current Resources of the Issuer (ie: cash and receivables) are equal to or greater than 75 per cent of the total Financial Indebtedness of the Group)</li><li>▪ Distribution restriction: same ratio test as for secured debt incurrence plus distributions may only be made from profits or retained earnings generated post 31 December 2015</li><li>▪ Total equity must be greater than \$50 million</li></ul>
Events of default	<ul style="list-style-type: none"><li>▪ Non payment</li><li>▪ Cross default</li><li>▪ Enforcement against assets</li><li>▪ Insolvency/winding-up/creditor arrangement</li><li>▪ Invalidity of notes</li><li>▪ Breach of other covenants/obligations</li><li>▪ No material litigation</li><li>▪ Cessation of business</li></ul>



**Jeremy Sambrook**  
Company Secretary

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**Contacts:  
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**Notes Investors**  
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**Important Information**

*This ASX announcement does not constitute an offer to sell, or a solicitation to buy, any securities in the United States. This ASX announcement may not be distributed or released in the United States. The unlisted secured notes have not been, and will not be, registered under the U.S. Securities Act of 1933 (the 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 or to, or for the account or benefit of, U.S. Persons (as that term is defined in Regulation S of the U.S. Securities Act) except in accordance with an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws.*

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