



Summary of the Dividend Reinvestment Plan (DRP)

This summary sets out the choices for shareholders in relation to future eligible dividends declared by IMF Bentham Limited (ABN 45 067 298 088) (Company).

1. Action required by Shareholders

Action is required if you wish to participate in the DRP and receive future eligible dividends in the form of additional fully paid shares, in respect of part or the whole of your shareholding.

If you wish to participate in the DRP, you must complete the Election Notice that accompanies this summary and forward it to the Company's Share Registry, Computershare Investor Services Pty Limited.

Please note that if you hold more than one parcel of shares and have been allocated different shareholder identification numbers in the register for each parcel, you will need to complete an Election Notice in respect of each parcel.

2. No action required by Shareholders if they wish to receive dividends in cash

If you wish to receive future eligible dividends in cash, no action is required.

3. Features of the Dividend Reinvestment Plan

3.1 Participation in DRP

Shareholders may choose the level of participation in the DRP that suits their requirements and will be able to vary their level of participation at any time prior to the record date for an eligible dividend. (The Board may, at its discretion, limit participation in the DRP to a maximum level of shares in some circumstances, but will notify shareholders if this is to be the case in respect of a given dividend payment).

Full participation relates to all shares entered in the register in the name of the shareholder and all shares subsequently entered in the shareholder's name.

Partial participation relates to the number of shares specified in the Election Notice and all additional shares subsequently issued or transferred to the shareholder under the DRP. For all other shares subsequently entered in the register in the shareholder's name, if a shareholder wishes to have any of those shares participate in the DRP, the shareholder will need to specifically apply for those shares to participate in the DRP.

If you participate in the DRP and you sell some of your shares, your level of participation in the DRP remains the same unless your shareholding falls below the number of shares you have nominated to participate in the DRP, in which case the number of shares you hold becomes the number that participate in the DRP, unless you nominate otherwise by delivery of a Variation/Withdrawal Notice.

3.2 Subscription Price

The subscription price for shares issued or transferred under the DRP will be the average of the daily volume weighted average sale prices of all of the Company's shares sold on ASX and/or any other relevant exchange determined by the Board during the five trading days immediately after the record date for the eligible dividend, or such other range as determined by the Board from time to time, less any discount that the Board may determine from time to time. The amount of the eligible dividend otherwise payable to a shareholder that is to be applied in subscribing for shares under the DRP will be reduced by any applicable withholding tax.

The number of shares issued will be rounded down to the nearest whole number to eliminate any fractions. Rounding balances will be carried forward and reinvested. Any residual amount in your DRP account at the time you cease to be a DRP participant, you cease to be a shareholder of the Company or the DRP is terminated will be donated to one or more registered charities nominated by the board of the Company.

3.3 Ranking of shares

Shares issued or transferred under the DRP to a participating shareholder will be fully paid shares ranking equally in all respects with existing shares of the shareholder that are participating shares in the DRP.

3.4 Costs

Shares issued or transferred under the DRP will not be subject to brokerage, commission, or other transaction costs.

3.5 Records

Shareholders participating in the DRP will be issued with a holding statement as soon as practicable after shares are issued or transferred under the DRP.

3.6 ASX Listing

Application will be made for shares issued under the DRP to be quoted on ASX.

3.7 Modifications

The Board may modify the rules of the DRP from time to time and at any time as it considers appropriate.

3.8 Suspension or termination

The Board may suspend, recommence or terminate the operation of the DRP from time to time and at any time as it considers appropriate.

4. Time periods for participation

Under the DRP your Election Notice (or Variation/Withdrawal Notice) must have been received **prior to 7pm (Sydney time) five business days after the record date for the dividend** (or such other time set by the Board).

Once you have nominated the number of shares that are to participate in the DRP in relation to a dividend, you cannot vary that number after the record date for the purposes of that dividend.

An application (or variation) remains in effect in relation to all subsequent eligible dividends unless and until it is varied by a Variation/Withdrawal Notice.

5. Variation or cessation

Subject to the Rules of the DRP, if you wish to vary your application under the DRP or cease participating you must do so by forwarding a Variation/Withdrawal Notice to the Company's Share Registry.

6. Eligibility to participate

Subject to the Company's constitution and any applicable law, all holders of fully paid ordinary shares are eligible to participate in the DRP.

Shareholders with a registered address or being resident in a country other than Australia or New Zealand on the record date for an eligible dividend may not be eligible to participate in the DRP because of the legal requirements applying in that country or other factors. The Board has the discretion to determine whether any such Shareholder is excluded from participation in the DRP, including because such participation would be unreasonable, impracticable, impossible or illegal.

A shareholder may not participate in respect of shares over which the Company has or is entitled to a charge, lien or other security interest, or otherwise has rights to retain part of all of a

dividend payable in respect of those shares, pursuant to the Company's constitution or the *Corporations Act 2001* (Cth).

The Board is not under any obligation to issue or transfer shares to a shareholder under the DRP if to do so would or might (in the opinion of the Board) result in a breach of the constitution of the Company.

7. Eligible dividends

The Board has a discretion to determine whether a particular dividend is eligible for the purposes of the DRP. The Board will decide this at the time of declaring a dividend.

If the directors determine that a dividend is not an eligible dividend, the dividend will be paid entirely in cash.

8. Tax position

8.1 General

Participating shareholders in the DRP use eligible dividends paid on participating shares to subscribe for additional fully paid shares of the same class. For taxation purposes, shares received under the DRP are treated as though the shareholder had received a cash dividend and then paid it back to the Company to subscribe for new shares.

8.2 Independent tax advice

Neither the Company nor any of its officers or advisers or the Share Registry accepts liability or responsibility in respect of any statement concerning taxation consequences, or in respect of the taxation consequences themselves.

9. Rules prevail

If there is any inconsistency between this Summary and the DRP Rules, the DRP Rules prevail.

10. Enquiries

If you require further information concerning the DRP (other than taxation advice), please contact to either of the following persons at the following addresses:

The Share Registrar

Computershare Investor Services Pty Limited

Online:

www.investorcentre.com

Post address:

GPO Box 2975, Melbourne VIC 3001, Australia

Street address:

Level 4, 60 Carrington Street, Sydney

Fax:

+61 3 9473 2500

The Company Secretary

IMF Bentham Limited

Level 6, 37 St George's Terrace

Perth WA 6000

Telephone: +61 8 9225 2300

Email: legal@imf.com.au

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