



ASX Release
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Opthea Launches A\$45 Million Financing to Progress OPT-302 Expanded Clinical Development

Melbourne, Australia; 3 April 2017 – Opthea Limited (ASX:OPT) (“Opthea”), a developer of novel biologic therapies for the treatment of eye diseases, today announced the launch of an entitlement offer and institutional placement (collectively the “Offer”) to raise approximately A\$45 million.

Proceeds from the Offer will be used to expand the clinical development of OPT-302 as a therapy for eye disease. The Offer follows the announcement today of positive results from Opthea’s Phase 1/2A clinical trial of OPT-302, a novel VEGF-C/D ‘Trap’ therapy for wet age-related macular degeneration (“wet AMD”).

The new capital raised will be used to advance Opthea’s lead molecule, OPT-302, through an expanded clinical development program, including a larger Phase 2B clinical trial in approximately 350 wet AMD patients and Phase 2A clinical trials in diabetic macular edema (“DME”) and wet AMD patients who have been previously treated with anti-VEGF-A therapy and shown a sub-optimal clinical response. The expanded program establishes and diversifies a robust OPT-302 clinical development strategy, whilst increasing the potential value accretion points for the program.

Offer Details

Opthea today announced the Offer to raise approximately A\$45 million, comprising:

- a 1 for 14 accelerated non-renounceable entitlement offer to raise approximately A\$10 million (“Entitlement Offer”); and
- an institutional placement to raise approximately A\$35 million (“Institutional Placement”)

The Entitlement Offer will consist of:

- an accelerated institutional component that will be conducted today and tomorrow (“Institutional Entitlement Offer”); and
- a retail component which will open on 10 April 2017 and close at 5.00pm (AEST) on 24 April 2017 (“Retail Entitlement Offer”)

Proceeds from the Offer will be used for further testing of OPT-302 as a therapy for eye disease through a:

- Phase 2B clinical trial in approximately 350 wet AMD patients;
- Phase 2A clinical trial in approximately 90 patients with DME; and
- Phase 2A clinical trial in wet AMD patients who have been previously treated with anti-VEGF-A therapy and shown a sub-optimal clinical response (“prior-treated patients”)

Proceeds from the Offer will also be used to fund R&D costs to support continued development of OPT-302.

Shares offered under the Offer (“New Shares”) will be issued at a price of A\$0.93 per New Share (“Offer Price”). The Offer Price represents a:

- 10.8% premium to the theoretical ex-raising price (“TERP”), based on the closing price of Opthea’s shares on 29 March 2017¹;
- 14.8% premium to the last traded price of \$0.81 on 29 March 2017; and
- 3.9% premium to the 10 day volume weighted average price to 29 March 2017

The New Shares will rank equally with existing ordinary shares. New Shares issued under the Institutional Placement do not have rights to participate in the Entitlement Offer.

Institutional Placement and Institutional Entitlement Offer

The Institutional Placement and Institutional Entitlement Offer open on 3 April 2017 and close on 4 April 2017.

Entitlements not taken up under the Institutional Entitlement Offer or attributable to shareholders that were not entitled to participate in the Institutional Entitlement Offer will be offered to eligible institutional investors (including institutional shareholders who have subscribed for their Entitlements) concurrently with the Institutional Entitlement Offer and Institutional Placement.

Retail Entitlement Offer

The Retail Entitlement Offer opens on 10 April 2017 and closes on 24 April 2017. Only those retail shareholders with registered addresses in Australia and New Zealand (**Eligible Retail Shareholders**) will be eligible to participate in the Retail Entitlement Offer.

Eligible Retail Shareholders wishing to participate in the Retail Entitlement Offer should carefully read the retail offer booklet and accompanying personalised entitlement and acceptance form, which are expected to be despatched on 10 April 2017. Copies of the retail offer booklet will also be available on the Company’s ASX announcements platform.

Eligible Retail Shareholders will be able to apply for additional shares in excess of their entitlement, for those shares which are not taken up by retail shareholders (**Retail Shortfall**). Eligible Institutional investors may also apply for shares under the Retail Shortfall. Opthea reserves the right to allot and issue any Retail Shortfall shares at its discretion.

Further Information

Shareholders are advised to read the “Equity Raising presentation” and “OPT-302: Phase 1/2A wet AMD Trial Update” presentation released to the ASX this morning (3 April 2017) for further details on the Phase 1/2A wet AMD trial, key risks and the Offer.

If you have any further questions about the Offer, you should seek advice from your stockbroker, accountant or other independent professional adviser, or you can call the Opthea Offer Information Line on 1300 070 933 (within Australia) or +61 3 9415 4301 (outside Australia) at any time between 8:30am and 5:30pm (AEST) on Monday to Friday during the Retail Entitlement Offer period.

¹ The closing price on 29 March 2017 was \$0.81 per share. TERP is the theoretical price at which shares in Opthea should trade immediately after the ex-date of the Entitlement Offer and reflects shares issued under the Offer. The actual price at which Opthea shares trade will depend on many factors and may not be equal to TERP.

For further information contact:

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APPENDIX – TIMETABLE

Event	Date
Trading halt	Thursday, 30 March 2017
Announcement of Phase 1/2A wet AMD Trial Update and Offer	Monday, 3 April 2017
Institutional Entitlement Offer and Institutional Placement opens	Monday, 3 April 2017
Institutional Entitlement Offer and Institutional Placement closes	Tuesday, 4 April 2017
Opthea shares re-commence trading	Wednesday, 5 April 2017
Entitlement Offer record date (7:00pm AEST)	Wednesday, 5 April 2017
Retail Entitlement Offer opens	Monday, 10 April 2017
Settlement of New Shares issued under the Institutional Entitlement Offer and Institutional Placement	Tuesday, 11 April 2017
Allotment and normal trading of New Shares issued under the Institutional Placement and Institutional Entitlement Offer	Wednesday, 12 April 2017
Retail Entitlement Offer closes (5:00pm AEST)	Monday, 24 April 2017
Settlement of New Shares issued under the Retail Entitlement Offer	Tuesday, 2 May 2017
Allotment of New Shares issued under the Retail Entitlement Offer	Wednesday, 3 May 2017
New shares issued under the Retail Entitlement Offer commence normal settlement trading.	Thursday, 4 May 2017

The above timetable is indicative only and subject to change without notice. All references to time are to Australian Eastern Standard Time. The commencement of quotation of new Shares is subject to confirmation from ASX. Subject to the requirements of the Corporations Act, the ASX Listing Rules and any other applicable laws, Opthea reserves the right to amend this timetable at any time, including extending the Retail Entitlement Offer period or accepting late applications, either generally or in particular cases, without notice.

Important notices

This announcement is not a financial product or investment advice, a recommendation to acquire Shares or financial, accounting, legal or tax advice. The information in this announcement does not contain all the information necessary to fully evaluate an investment. It should be read in conjunction with the other materials lodged with ASX in relation to the Offer (including the investor presentation and the key risks set out therein), and Opthea's other periodic and continuous disclosure announcements. This announcement has been prepared without taking into account the objectives, financial or tax situation or needs of individuals. Before making an investment decision, prospective investors should consider the information in this announcement and in the investor presentation in relation to the Offer having regard to their own objectives, financial and tax situation and needs, and should seek legal, tax and other professional advice. Opthea is not licensed to provide financial product advice in respect of an investment in shares.

This announcement does not constitute an offer, invitation or recommendation to subscribe for or purchase any securities and neither this announcement nor anything contained in it shall form the basis of any contract or commitment. In particular, this announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or to any person acting for the account or benefit of a person in the United States, or in any other jurisdiction in which such an offer would be unlawful. New Shares to be offered and sold in the Offer have not been, and will not be, registered under the U.S. Securities Act of 1933 (the "Securities Act"), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States or to any person acting for the account or benefit of a person in the United States, unless the securities have been registered under the Securities Act or an exemption from the registration requirements of the Securities Act and applicable U.S. state securities laws is available.

Forward-looking statements

Certain statements in this ASX announcement may contain forward-looking statements regarding Company business and the therapeutic and commercial potential of its technologies and products in development. Any statement describing Company goals, expectations, intentions or beliefs is a forward-looking statement and should be considered an at-risk statement. Such statements are subject to certain risks and uncertainties, particularly those risks or uncertainties inherent in the process of developing technology and in the process of discovering, developing and commercialising drugs that can be proven to be safe and effective for use as human therapeutics, and in the endeavour of building a business around such products and services. Opthea undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise. Actual results could differ materially from those discussed in this ASX announcement.