



Results of Annual Meeting of Stockholders

BOSTON, Massachusetts, United States and SYDNEY, Australia – 23 May 2017 – GI Dynamics, Inc. (**ASX: GID**) (the **Company**) held its Annual Meeting of Stockholders today and, in accordance with ASX Listing Rule 3.13.2, is pleased to announce the results of all the resolutions put to stockholders as set forth in the Proxy Statement dated 1 May 2017. Resolutions 1, 2, 4, 11, 12 and 13 were approved and resolutions 3 and 5-10 (inclusive) were not approved. Resolution 14 was not required.

The information required under Section 251AA of the Corporations Act is attached.

James Murphy
CFO & Company Secretary



About GI Dynamics

GI Dynamics, Inc. (ASX:GID), is the developer of EndoBarrier, the first endoscopically-delivered device therapy approved for the treatment of type 2 diabetes and obesity. EndoBarrier is approved and commercially available in multiple countries outside the United States. EndoBarrier is not approved for sale in the United States and is limited by federal law to investigational use only in the United States. Founded in 2003, GI Dynamics is headquartered in Boston, Massachusetts. For more information, please visit www.gidynamics.com.

Forward-Looking Statements

This announcement contains forward-looking statements concerning our development and commercialization plans, potential revenues and revenue growth, costs, excess inventory, profitability and financial performance, ability to obtain reimbursement for our products, clinical trials and associated regulatory submissions and approvals, the number and location of commercial centers offering the EndoBarrier, and our intellectual property position. These forward-looking statements are based on GI Dynamics' management's current estimates and expectations of future events as of the date of this announcement. Furthermore, the estimates are subject to several risks and uncertainties that could cause actual results to differ materially and adversely from those indicated in or implied by such forward-looking statements. These risks and uncertainties include but are not limited to, risks associated with the consequences of terminating the ENDO trial and the possibility that future clinical trials will not be successful or confirm earlier results. Further risks are associated with obtaining funding from third parties; the timing and costs of clinical trials; the timing of regulatory submissions; and the timing, receipt and maintenance of regulatory approvals. The timing and amount of other expenses and the timing and extent of third-party reimbursement risks associated with commercial product sales, including product performance, competition, risks related to market acceptance of products, intellectual-property risk; risks related to excess inventory; and risks related to assumptions regarding the size of the available market, the benefits of our products, product pricing, timing of product launches, future financial results and other factors, including those described in our filings with the U.S. Securities and Exchange Commission. Given these uncertainties, one should not place undue reliance on these forward-looking statements. We do not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information or future events or otherwise, unless we are required to do so by law.

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GI DYNAMICS, INC
ANNUAL MEETING (COMMON STOCK)
Monday, 23 May, 2017

RESULT OF GENERAL MEETING
(ASX REPORT)

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolutions	Manner in which the securityholder directed the proxy vote (as at proxy close):			Manner in which votes were cast in person or by proxy on a poll (where applicable)		
	For	Against	Abstain	For	Against	Abstain**
1. Approve an Amendment to our amended and restated certificate of incorporation to increase the authorized share capital and eliminate the Class B shares of common stock of the Company	6,157,316	157,816	560	6,157,316	157,816	560
2. Ratification of issue of CDIs under the Private Placement	1,830,895	48,019	560	1,830,895	48,019	560
3. Approve the grant of options to Bell Potter	1,772,643	4,537,049	6,000	1,772,643	4,537,049	6,000
04A. Elect two Class III Directors - Oern R. Stuge, M.D	6,310,922	-	4,621	6,310,922	-	4,621
04B. Elect two Class III Directors - Daniel J Moore	6,314,422	-	1,121	6,314,422	-	1,121
5. Approve the grant of 30,000 stock options to Oern R. Stuge, M.D	1,252,467	5,063,225	-	1,252,467	5,063,225	-
6. Approve the grant of 8,000 stock options to Timothy J. Barberich	1,252,411	5,063,271	-	1,252,411	5,063,271	-
7. Approve the grant of 8,000 stock options to Graham J. Bradley	1,249,875	5,063,281	-	1,249,875	5,063,281	-
8. Approve the grant of 8,000 stock options to Michael A. Carusi	1,247,012	5,063,281	-	1,247,012	5,063,281	-
9. Approve the grant of 8,000 stock options to Anne J. Keating	1,247,012	5,063,281	-	1,247,012	5,063,281	-
10. Approve the grant of 8,000 stock options to Daniel J. Moore	1,773,300	4,536,993	-	1,773,300	4,536,993	-
11. Approve the grant of 8,000 stock options to Oern R. Stuge, M.D	6,304,126	6,167	-	6,304,126	6,167	-
12. Approve an Additional 10% Placement Capacity	6,255,318	54,815	160	6,255,318	54,815	160
13. Approve the Issue and Transfer of Securities under the 2011 Plan as an exception to ASX Listing Rule 7.1	6,144,492	159,641	6,160	6,144,492	159,641	6,160
14. Approve the adjournment of the Annual Meeting	5,664,468	639,235	6,589	5,664,468	639,235	6,589

** **Note** that votes relating to a person who abstains on Item 1 have the same effect as a vote against (see Proxy Statement). Votes relating to a person who abstains on any Items 2-14 (inclusive) are not counted in determining whether or not the required majority of votes were cast for or against that item.