Universal Biosensors

Universal Biosensors, Inc.

ARBN 121 559 993

Capital Raising Presentation

November 2012

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO ANY US PERSON

Important Disclaimer

- This presentation is intended to provide a general outline only and is not intended to be a definitive statement on the subject matter. This presentation is not financial advice and has been prepared without taking into account the objectives, financial situation or needs of a particular person.
- Before making a decision, investors should consider the information summarised in this document and UBI's periodic and continuous disclosure announcements lodged with the ASX and the Securities and Exchanges Commission (SEC).
- Neither Universal Biosensors, Inc. (UBI), nor its officers or advisors or any other person warrants the accuracy of the analysis herein or guarantees the investment performance of UBI. Investors must make their own independent assessment of UBI and undertake such additional enquiries as they deem necessary or appropriate for their own investment purposes.
- The statements contained in this presentation that are not purely historical are forward-looking statements within the meaning of the US Securities Exchange Act of 1934, as amended. Forward-looking statements in this presentation include statements regarding our expectations, beliefs, hopes, intentions or strategies regarding the proposed offering. All forward-looking statements included in this presentation are based upon information available to us as of the date hereof, and we assume no obligation to update any such forward-looking statement as a result of new information, future events or otherwise. Our actual results could differ materially from our current expectations.
- UBI is subject to a number of risks. For a summary of key risks, refer to UBI's most recent Form 10-K filed with the SEC.
- THIS PRESENTATION IS NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO ANY US PERSON.
- This document does not constitute an offer to sell, or the solicitation of an offer to buy any securities in the United States or to, or for the account or benefit of, any U.S. Person. The securities to be offered under the placement have not been and will not be registered under the US Securities Act of 1933, as amended (Securities Act), or any state securities laws, and may not be offered, sold or delivered, directly or indirectly, in, or to persons in, the United States except in accordance with an available exemption from registration.
- Under applicable United States securities laws all of the shares of our common stock are "restricted securities" as that term is defined in Rule 144 under the Securities Act. Restricted securities may be resold in the public market to United States persons as defined in Regulation S only if registered for resale or if they qualify for an exemption from registration under the Securities Act. We have not agreed to register any of our common stock for resale by security holders.
- Investors who subscribe for shares/CDIs will be required to give the acknowledgements at the end of this presentation.

Universal Biosensors

Contents

An opportunity for growth

- UBI has built a solid foundation with strong partners, growing revenues and established capabilities
- In a fast-moving competitive environment, UBI needs to continue to invest in new product development and respond to market opportunities while meeting its growing working capital requirements
- To date, UBI has financed its growth by leveraging shareholder funds through partner-funded contract R&D

- UBI has an opportunity to loosen these financial constraints to accelerate growth and momentum

Seeking additional equity…

Offer size and structure

- Institutional placement to raise approximately $12m comprising:
  - The issue and allotment of approximately 13.3m new UBI shares/CDIs
  - New shares will rank equally in all respects with existing shares on issue from allotment. To be held and traded in the form of CDIs
  - Wilson HTM Lead Manager and Bookrunner, Veritas Securities Ltd Co-Manager
- Share purchase plan (SPP) will be provided for eligible shareholders:
  - SPP of up to $15k per eligible shareholder, Directors reserve the right to cap SPP
  - SPP booklet to be mailed to shareholders in due course

Offer price

- Fixed offer price of $0.90 per CDI
- Discount based on close on 21 November 2012
- 11.0% to the 5 day VWAP ($1.01)
- 10.9% to the last close ($1.01)

…to accelerate our vision

UBI is looking to strengthen its balance sheet to:

- **Support value creation via new product development**
  - ✓ Accelerating existing initiatives
    - ❖ Patient self-test PT-INR
    - ❖ Immunoassay test platform
    - ❖ Molecular diagnostic test platform
  - ✓ Flexibility to respond to market-driven opportunities
  - ✓ Flexibility to develop products further before partnering
- **Provide working capital to support growth**
  - ✓ Glucose test-strip manufacturing
  - ✓ Coagulation test-strip manufacturing
  - ✓ New product launches and manufacturing

Universal Biosensors

Contents

The UBI Vision

- UBI aims to become a leader in Point-of-Care Diagnostics (POCD)

- Leveraging demonstrated capabilities
  - ✓ Low cost electrochemical sensing technology
  - ✓ Scale-appropriate manufacturing
  - ✓ Hand-held meter technologies (for professional & home use)
  - ✓ Powerful global partnerships

- Driving towards higher economic returns
  - ✓ Delivering higher value diagnostic tests
  - ✓ Playing a greater role in the POCD value chain

UBI has built strong foundations

- ✓ Core technology platform (strip & meter)
- ✓ Low-cost, scale manufacturing
- ✓ Early cash flow
  - ➢ Contract R&D
  - ➢ Strip production
  - ➢ Quarterly Service Fees
- ✓ Validation by a world leader (LifeScan/J&J)

- ✓ Demonstrated broader capability of UBI technology
- ✓ Diversification reduces business risk
- ✓ Long term strip manufacturing secured
- ✓ Second validation by a world leader (Siemens)

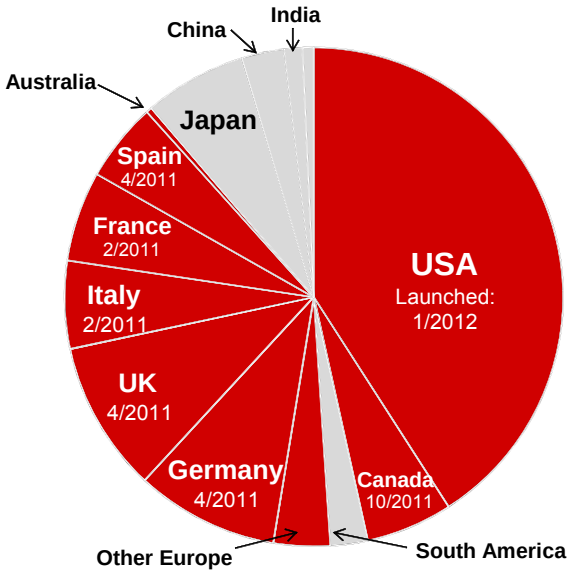
- • Build out a broad test menu
- • Leverage core capabilities (development & manufacturing)
- • Leverage and expand route-to-market partnerships
- • Extract greater returns from the POCD value chain

Universal Biosensors

Contents

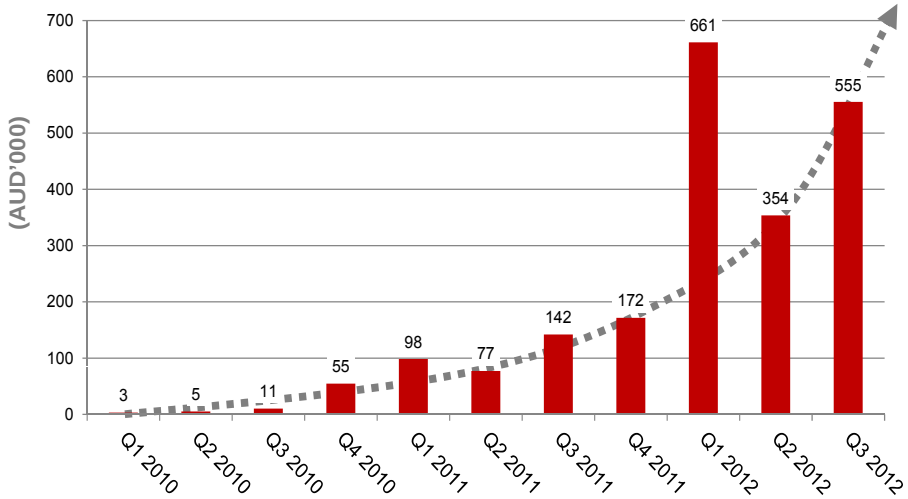
UBI's glucose business is ramping up…

Self Monitored Blood Glucose Market
(2015 estimate*)



Source: Global Data, SMBG Market Study Nov 2009

Quarterly Service Fees* (AUD'000)
(2010-2012)



**Quarterly Service Fees are based on the number of Verio strips sold by LifeScan*
Source: UBI accounts (2010-12)

…and is already profitable

Profit & Loss - 9 Months Ended 30 Sept 2012

LifeScan / Glucose Products only

	A$ Millions
Revenue from products*	14.6
Revenue from services**	4.5
Total revenue	**19.1**
Cost of goods sold and services	14.2
Gross margin	**4.9**
Gross margin as % of revenue	*25%*

* *Revenue earned from strips sold to LifeScan, manufactured by UBI*

** *Includes ~US1c Service Fee earned on every Verio strip sold by LifeScan + fees earned providing R&D Services to LifeScan, but excludes the milestone payment received from Siemens during the period.*

In 2013, Siemens will launch the 1st of 3 tests

Universal Biosensors + SIEMENS

PT-INR testing system:
- in development
- launch expected in 2013

Coagulation test #2:
- feasibility achieved June 2012
- now in development

Coagulation test #3:
- feasibility achieved July 2012
- now in development

- Partnership in “professional” markets for Point-of-Care Coagulation testing worldwide
- UBI will be the exclusive manufacturer of 3 coagulation test strips for Siemens
- Siemens to register, market and distribute products worldwide
- Siemens contributes to development costs: $6M received to date, with 4 milestone payments to come
- UBI returns via gross margin on manufacturing & upside profit share

Universal Biosensors

…in a market with good potential for UBI

Maximum annual PT-INR earnings opportunity (100% market share):

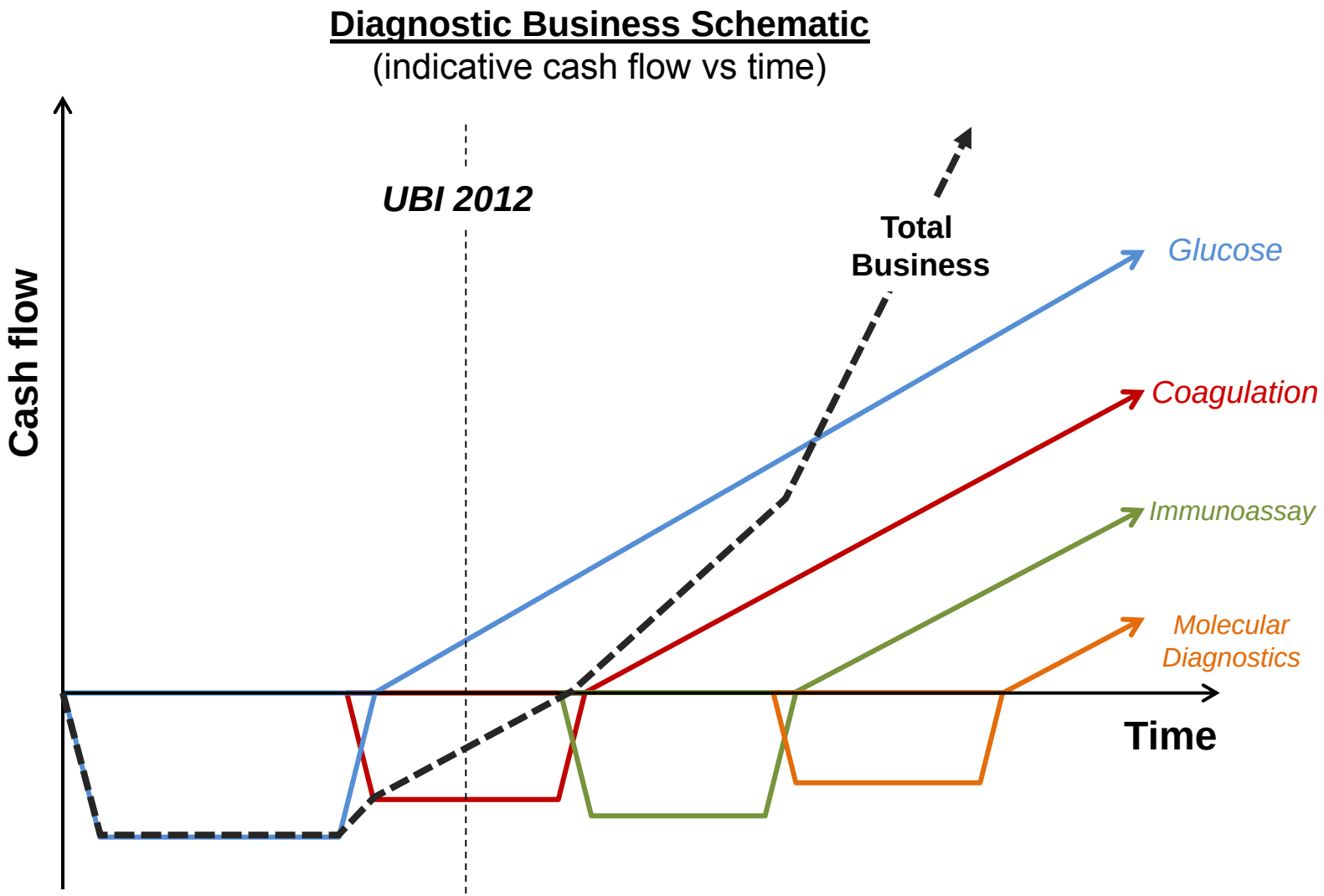
- Consider a target audience of >7 million Warfarin patients worldwide
- Assume 100% of this market
- Consider PT/INR monitoring frequency ranging from 4-weekly to weekly
- Consider earnings per test strip ranging from $0.50 to $1.50

Annual Earnings Opportunity *(at 100% market share)*	**Indicative Earnings per Strip**		
Indicative Testing Frequency	$0.50	$1.00	$1.50
Once every 4 weeks (~91M tests/annum)	$45M	$91M	$136M
Once every 2 weeks (~182M tests/annum)	$91M	$182M	$273M
Once every week (~364M tests/annum)	$182M	$364M	$546M

Note: this analysis is intended to illustrate the scale of the opportunity within PT/INR testing across a range of input assumptions and in no way represents a forecast of likely UBI earnings.

Contents

New annuity streams accelerate growth

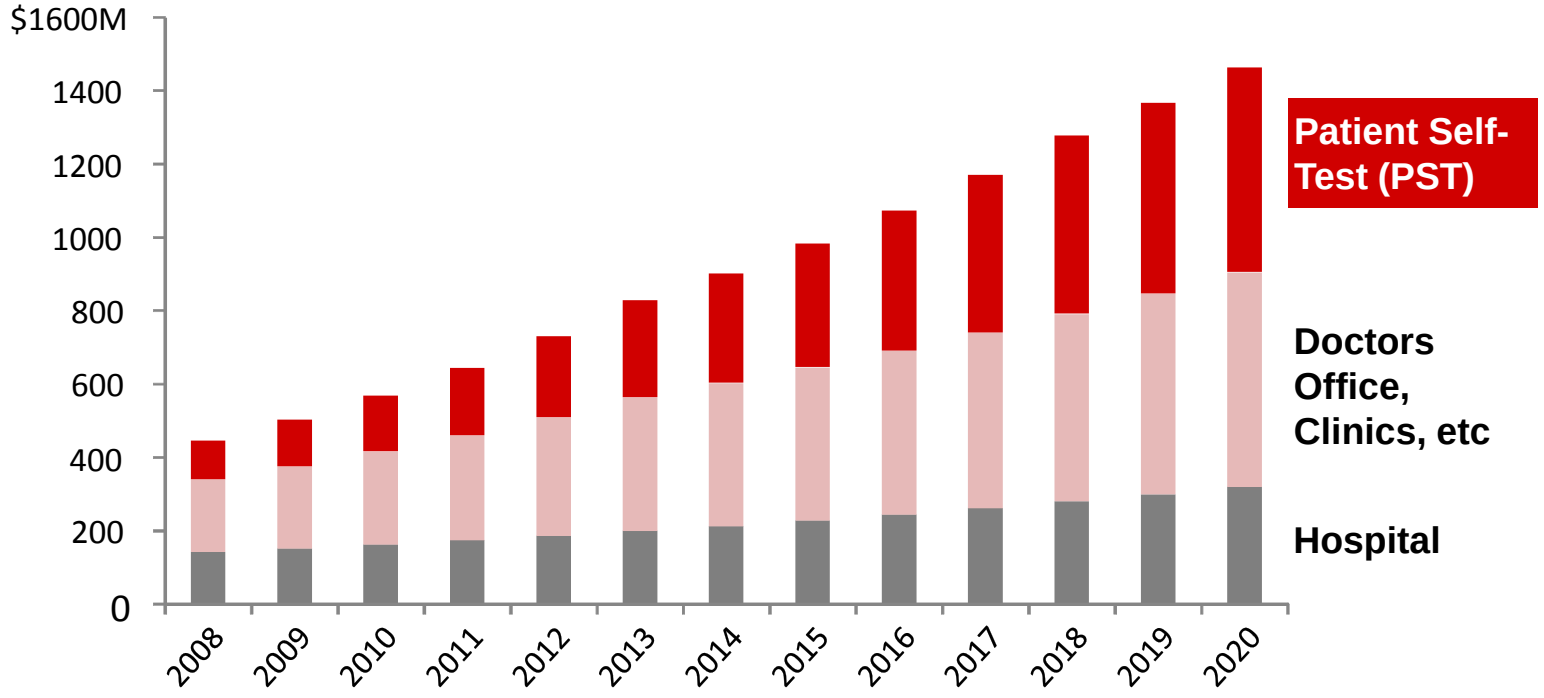


UBI will pursue Patient Self-Test PT-INR…

While UBI has partnered with Siemens to pursue the "professional" PT-INR markets, the Patient Self Test market is open for UBI to pursue independently

Global POC PT/INR Market Projection

(2008-2020, US$M)



Source: Management estimates based on relevant market data

…a great opportunity with leverage for UBI

- **Patient-Self-Test ("PST") PT-INR is UBI's next best market opportunity**
  - ✓ Warfarin is used by over 7 million people
  - ✓ PST PT-INR market is growing strongly driven by new reimbursement in USA (4 tests/month) and emergence of IDTF organisations to service this segment
  - ✓ Studies show strong clinical benefits of self-testing of PT-INR
  - ✓ Market Projected to grow to over $500M

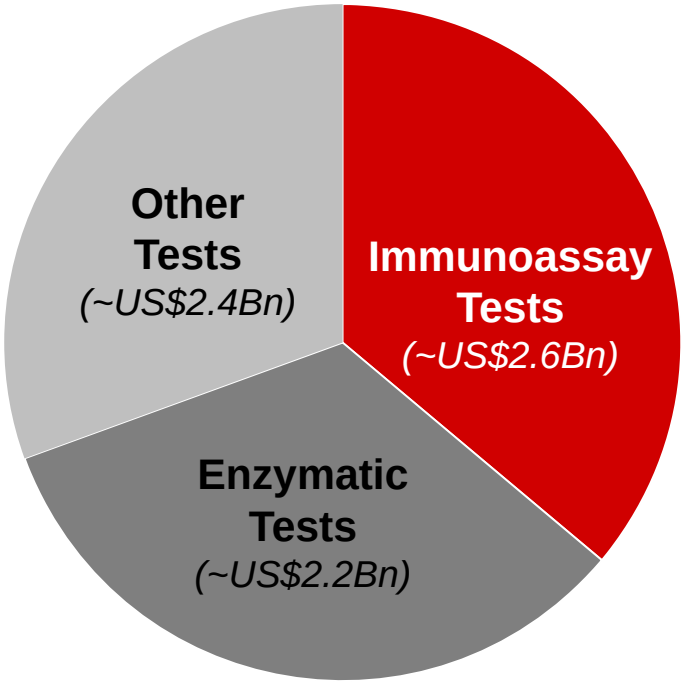
- **Leveraging existing UBI assets**
  - ✓ A working PT-INR strip
  - ✓ Proven manufacturing processes and installed capacity
  - ✓ Home-test reader development experience

- **An opportunity for UBI to extract more from the value chain**
  - ✓ Invest UBI's own resources to develop a commercial system
  - ✓ To become legal manufacturer of a complete POC system
  - ✓ Selling through specialised distributors
  - ✓ With potential to generate higher returns

Immunoassay is the largest POC segment…

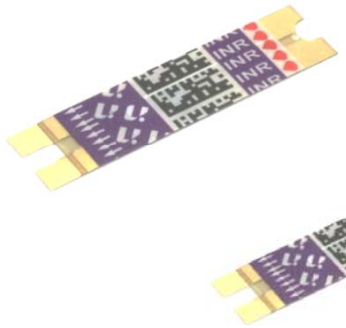
Immunoassays today make up the largest part of the POC diagnostics market and many test menus incorporate immunoassay based tests.

Global POC Diagnostics Market
(Excluding Glucose Testing – 2012E)



Source: Management estimates

UBI is nearing immunoassay feasibility



1) Demonstrate platform using

C-Reactive Protein

- Measure of infection or inflammation
- Potential indicator of
  - ✓ cardiac risk
  - ✓ therapy effectiveness
  - ✓ bacterial vs viral infection
  - ✓ others
- >80M tests annually
- Reimbursement ~US$8-19/test

D-Dimer

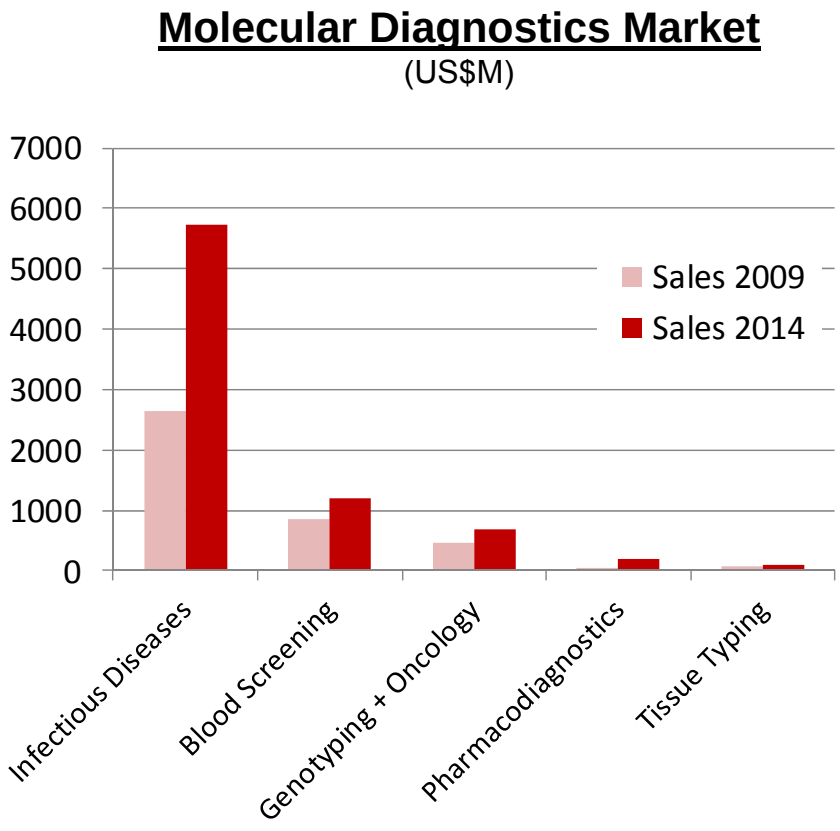
- Rule-out test for Pulmonary Embolism
- Typically used in Hospital / ER settings
- >40M tests annually
- Reimbursement ~US$10-18/test
- Siemens have right of first bid

2) Leverage platform to develop new immunoassay tests

Note: images are for illustrative purposes only

Molecular Diagnostics: ~$5Bn growth market*

Molecular Diagnostics (MDx) involves the analysis of DNA & RNA with infectious diseases the most important application, and the focus for point of care systems



MDx growth driven by:

- aging population & greater incidence of chronic disease, eg cancer
- need for earlier diagnosis & faster treatment to reduce healthcare costs
- improved understanding of the human genome
- advances in chemistry & instrumentation technology

**2012 estimate*
Source: Management estimates based on relevant market data

Success in MDx could be transformational…

Molecular Diagnostics is an attractive space…

- Large market ($4Bn) with high growth (>15% annually)
- Clear need and value proposition
- POC MDX has strong drivers vs alternative approaches (microbiology or central laboratory methods)

…demonstrated by high interest and activity

- R&D investment and innovation
- Company valuations
- Corporate activity

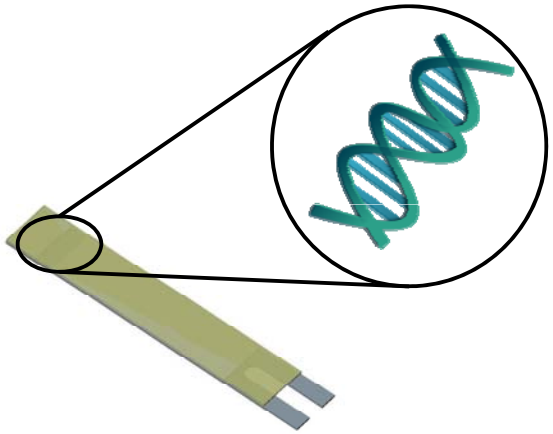
…and with no clear “winners” today

- POC MDx pioneered by small, innovative companies
- Aiming to increase speed, reduce cost and complexity

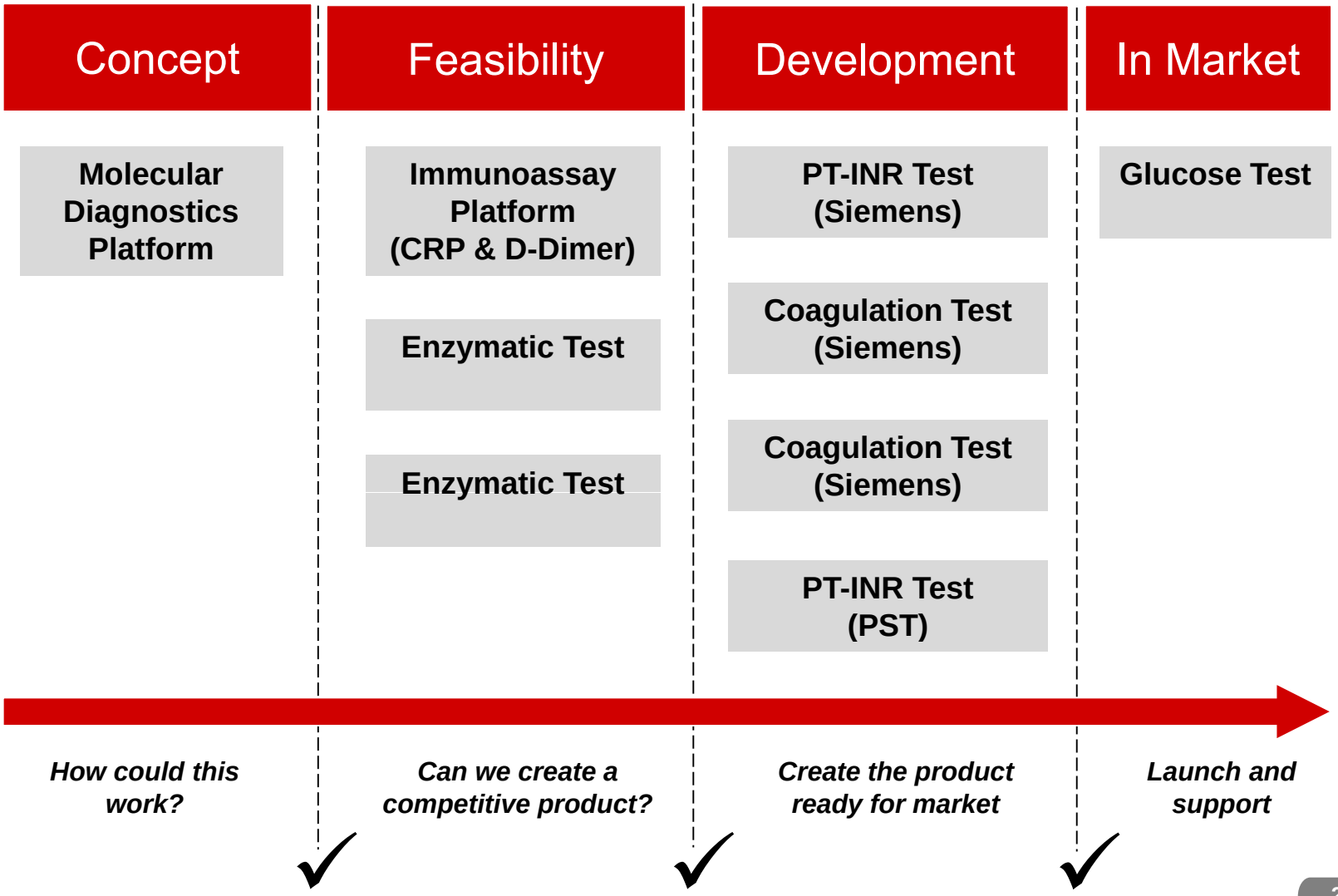
…and UBI has a concept for true POC MDx

- Drawing on in-licensed technology, target DNA or RNA will be detected electrochemically, leveraging UBI's existing expertise in signal amplification, detection, analysis and low cost strip manufacturing

- Our vision is for a portable strip and meter system that would make true POC DNA/RNA testing possible
  - ✓ Results in minutes
  - ✓ Simple to use
  - ✓ At an affordable cost



Creating a pipeline of future POCD products



Universal Biosensors

Contents

- Executive Summary
- The UBI Vision
- The Story So Far
- Looking Ahead
- **Capital Raising**

Capital raising timetable

Placement	Date
Trading halt	22 November 2012
Bids into placement book by 12:00pm (Sydney time)	23 November 2012
Announcement of the Placement and lift trading halt	26 November 2012
Placement settlement	29 November 2012
Placement shares commence trading	30 November 2012

SPP	Date
Record date to determine right to participate in SPP	23 November 2012
SPP opens	28 November 2012
SPP closes	12 December 2012
Allotment of New Shares under the SPP	18 December 2012

Key risks (1/2)

UBI's business is subject to a number of risk factors both specific to its business and of a general nature. UBI's business, financial condition and results of operations could be materially and adversely affected by the occurrence of any of the risks associated with its business. As a result, the trading price of UBI's securities could decline and security holders could lose all or part of their investment.

Before making a decision, investors should consider each of the risks described in this section and UBI's periodic and continuous disclosure announcements lodged with the ASX and the Securities and Exchanges Commission (SEC). **In particular, investors should read the Risk Factors set out in UBI's most recent Form 10-K filing with SEC.** Investors should carefully consider these factors in light of their investment objectives and financial circumstances. If prospective investors are in any doubt regarding the terms and conditions of the capital raising they should seek professional advice from their stockbroker, solicitor, accountant, or other qualified professional advisor. Following is a high level summary of some key risks.

UBI products may not be successful in the marketplace - UBI cannot be sure that the products it has developed or is developing will be successful in the marketplace or will secure adequate market share. Amongst other things, acceptance will depend on the ability to provide and maintain evidence of safety, efficacy and cost effectiveness of the products, the advantages and profile over competing products, the level of support from clinicians, the relative convenience and ease of use, cost-effectiveness compared to other products, the availability of reimbursement from national health authorities, the timing of market introduction, the success of marketing and sales efforts and the growth of the point-of-care market.

UBI is currently highly dependent on LifeScan, Inc. for its income - UBI do not currently have, and may never have, any products or services that generate substantial revenues. The vast majority of UBI's income is currently derived from LifeScan and UBI's business is therefore dependent on manufacturing fees and the service fees derived from the sales of OneTouch Verio® test strips. Any changes in LifeScan's requirements and the level of test strip sales will directly affect UBI's business. UBI expects that LifeScan will manufacture all or a large proportion of its own requirements in the future. If the Master Services and Supply Agreement with LifeScan was terminated UBI would cease to have the potential to receive service fee revenues from the sale of strips. In addition, LifeScan has the ability to terminate the obligation to pay service fees to us by paying us a lump sum amount, but may only do so once it has paid us a specified level of service fees (UBI does not expect this will be achieved until worldwide sales volumes have increased significantly) or as a result of other factors detailed in the Master Services and Supply Agreement.

Reduction of Research and Development Services - If the development and research work UBI undertakes with its partners was materially reduced or ceased, UBI would lose an ongoing source of income which would have a material adverse effect on its business and financial position.

Failure to enter into collaborative arrangements or strategic alliances with respect to UBI's products - UBI's business strategy involves proving the broader applicability of its technology platform for a number of different products/technologies and then entering into collaborative arrangements, licensing agreements or strategic alliances. An inability to enter such arrangement would be detrimental to its strategy, business and financial position.

Collaborative contractual arrangements - To the extent UBI is able to enter into collaborative arrangements or strategic alliances with respect to its products, UBI will be exposed to risks and uncertainties related to those collaborations and alliances. The customer or partner will generally make the key decisions on product choice, timing and use of resources, regulatory approvals, product launch, product manufacture and marketing and promotion. Decisions made by UBI's partner with respect to the commercialization of the products it develops with them will significantly affect the extent and timing of revenues to it.

License Agreement – UBI's tests are based predominantly on intellectual property rights that have been licensed to us from LifeScan. If UBI were to breach the License Agreement and LifeScan were to validly terminate the agreement in response, it would seriously restrict or eliminate UBI's ability to develop and commercialize UBI's existing and future tests.

Key risks (2/2)

Allegedly defective design or the manufacture of allegedly defective test strips could potentially expose UBI to substantial costs, write-offs and reputational damage - Allegedly defective designs or manufacture of allegedly defective products exposes UBI to the risk of product liability claims and product recalls, resulting in substantial costs, write-offs and potential delays in the shipment of product to customers, decreased demand for products, loss of revenue and cash flow, reputational damage, costs of related litigation, increases in UBI's insurance premiums and increased scrutiny by regulatory agencies, claims by UBI's customers and may trigger the dissolution of partnerships or collaborative relationships.

Reduced margins - UBI's margins may be reduced and costs increased which would have a material adverse effect on its business and financial position. The two primary factors that pose this risk include increased manufacturing costs or currency fluctuations.

New product design and development and clinical testing - The design and development of different tests on UBI's platform takes a number of years to complete, is costly and the outcomes are uncertain. Although development risk generally reduces the further a test is developed, the tests UBI develop have a significant degree of technical risk, and irrespective of the stage of development, design and development work and product validation, the development of the test may be unsuccessful or not warrant product commercialization. Additionally, clinical trials may be delayed or may not be successful and marketing authorization may be delayed or not be granted which may result in UBI not being profitable, or trigger dissolution of partnerships or collaborative relationships.

Ongoing regulatory issues - The products UBI is involved in developing are medical devices and therefore subject to extensive regulation in all major markets. The process of obtaining regulatory clearance is costly and time consuming and there can be no assurance that the required regulatory clearances will be obtained.

Manufacturing - There are technical challenges establishing and maintaining commercial manufacturing for products, including maintaining the consistency of incoming raw materials, equipment design and automation, material procurement, production yields and quality control and assurance. UBI may fail to achieve and maintain required production yields or manufacturing standards which could result in patient injury or death, product recalls or withdrawals, product shortages, delays or failures in product testing or delivery, breach of UBI's agreements with any partner and other problems that could seriously harm the business.

Access to capital - UBI may not be able to raise capital or secure credit if and when required. If UBI is unable to raise capital or secure credit when required, it may have to delay, reduce the scope of or eliminate some or all of its development programs or commercialization efforts or liquidate some or all of its assets.

Share price - The market price of UBI's shares historically has been, and UBI expects will continue to be, subject to significant fluctuations. These fluctuations may be due to factors specific to UBI, to changes in analysts' recommendations and earnings estimates, to changes in exchange rates or to factors affecting the medical device industry or the securities markets in general. UBI may experience a material decline in the market price of its shares, regardless of operating performance. No assurances can be given that new CDI's issued pursuant to the capital raising will trade at or above the issue price. None of UBI, its Board or any other person guarantees the market performance of the new CDI's to be issued pursuant to the capital raising.

Other risks - There are a number of other material factors which may impact on UBI, including: i) competition; ii) loss of key employees; iii) litigation impacting the company or any of its partners/ customers; iv) changes in law; v) government policies and legislation; vii) geo-political factors; viii) adverse economic conditions, including interest rate changes and inflation; ix) taxation policies; x) business confidence and consumer sentiment; xi) attitudes towards medical devices companies; xii) the state of world and local stock markets; and xiii) the state of the US, European and Australian economies.

International offer restrictions (1/2)

Hong Kong

The contents of this presentation have not been reviewed or approved by any regulatory authority in Hong Kong. The information in this presentation has not been, and will not be, registered as a prospectus in Hong Kong under the Companies Ordinance (Cap 32) (CO) nor has it been authorised by the Securities and Futures Commission (SFC) in Hong Kong pursuant to the Securities and Futures Ordinance (Cap 571) of the Laws of Hong Kong (the SFO). Accordingly, the mresentation must not be issued, circulated or distributed in Hong Kong other than:

- (i) to "professional investors" within the meaning of SFO and any rules made under that ordinance (Professional Investors); or
- (ii) in other circumstances which do not result in the information in this presentation being a "prospectus" as defined in the CO nor constitute an offer to the public which requires authorisation by the SFC under the SFO.

Unless permitted by the securities laws of Hong Kong, no person may issue or have in its possession for issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to New Shares, which is directed at, or the content of which is likely to be accessed or read by, the public of Hong Kong other than with respect to New Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to Professional Investors. No person allotted New Shares may sell, or offer to sell, such New Shares to the public in Hong Kong within six months following the date of issue of such New Shares. This offering is not an offer for sale to the public in Hong Kong and it is not the intention of the Company that the New Shares be offered for sale to the public in Hong Kong.

Singapore

This presentation has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this presentation and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the New Shares may not be circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an existing holder of the Company shares pursuant to Section 273(1)(cd)(i) of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), (ii) to an institutional investor under Section 274 of the SFA, (iii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA, or (iv) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Note: Where the New Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is: a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the New Shares pursuant to an offer made under Section 275 of the SFA except: to an institutional investor (for corporations, under Section 274 of the SFA) or to a relevant person defined in Section 275(2) of the SFA, or to any person pursuant to an offer that is made on terms that such securities of that corporation or such rights and interest in that trust are acquired at a consideration of not less than S$200,000 (or its equivalent in foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets, and further for corporations, in accordance with the conditions specified in Section 275 of the SFA; where no consideration is or will be given for the transfer; or where the transfer is by operation of law.

International offer restrictions (2/2)

United Kingdom

Neither this presentation nor any other presentation have been delivered for approval to the Financial Services Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000 ("FSMA")) has been published or is intended to be published in respect of the New Shares. Accordingly, the New Shares may not be offered or sold in the United Kingdom by means of this presentation or any other document, except to persons which are qualified investors within the meaning of section 86(7) of FSMA.

This presentation is being distributed only to, and is directed only at, persons in the United Kingdom that are qualified investors, within the meaning of Article 2(1)(e) of European Union Directive 2003/71/EC (the "Prospectus Directive"),that (a) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), or (b) are high net worth entities falling within Article 49(2)(a) to (d) of the Order; and to any other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). This presentation must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this presentation relates is available only to relevant persons and will be engaged in only with such persons. This presentation and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other persons in the United Kingdom. Any person in the United Kingdom that is not a relevant person should not act or rely on this presentation or any of its contents.

New Zealand

No public offering of New Shares is being made to investors in New Zealand (within the meaning of the Securities Act 1978). The New Shares are being offered to investors in New Zealand whose principal business is the investment of money, or who, in the course of and for the purposes of their business, habitually invest money, or who are each required to pay a minimum subscription price of at least NZ$500,000 for the securities before the allotment of those securities, pursuant to exemptions from the Securities Act 1978. The New Shares must not be acquired with a view to the New Shares being re-sold to the public in New Zealand. The offer will not be registered, filed with, or approved by the New Zealand Financial Markets Authority.

United States

This presentation, including the information contained in this disclaimer, is not a prospectus and does not form part of any offer, invitation or recommendation in respect of shares, or an offer, invitation or recommendation to sell, or a solicitation of an offer to buy, shares in the United States or to any person that is, or is acting for the account or benefit of, a US person, or in any other jurisdiction in which such an offer would be illegal. The securities referred to herein may not be offered or sold in the United States, or to or for the account or benefit of, any US Person, unless the securities have been registered under the US Securities Act or an exemption from the registration requirements under the US Securities Act is available. The offer or sale of the securities referred to herein have not been and will not be registered under the US Securities Act. This presentation may not be sent to any investors in the United States or to a US Person (or to any person acting for the account or benefit of a US Person). By accepting this presentation, you agree to be bound by the foregoing limitations.

Investor acknowledgements

As required by Regulation S of the US Securities Act, each applicant for new shares/CDIs will be deemed to have represented and agreed as follows:

- The purchaser is not a US Person (as defined in Regulation S of the US Securities Act) and is not acting for the account or benefit of a US Person;
- The purchaser understands and agrees that, if in the future it decides to resell, pledge or otherwise transfer any Shares or CDIs, it will do so only: (i) outside the US in an offshore transaction in compliance with Regulation S; (ii) pursuant to an effective registration statement under the US Securities Act; or (iii) pursuant to an available exemption from the registration requirements of the US Securities Act, and in each case, in accordance with all applicable securities laws;
- The purchaser agrees not to engage in hedging transactions with regard to Shares unless in compliance with the US Securities Act;
- The purchaser acknowledges that Universal Biosensors and the Lead Manager and others will rely upon the truth and accuracy of these acknowledgements, representations and agreements and agrees that if any such acknowledgements, representations or warranties deemed to have been made by virtue of its purchase or Shares or CDIs are no longer accurate, they must promptly notify Universal Biosensors and the Lead Manager;
- The purchaser acknowledges that certificates representing the Shares and all holding statements in respect of CDIs will bear a restrictive legend, unless Universal Biosensors determines otherwise in compliance with applicable law. Similarly, the trading symbol that identifies the Shares/CDIs on ASX trading screens and elsewhere will be modified by adding a identifier to indicate that they are restricted;
- The purchaser agrees that UBI will refuse to register any transfer of the securities that does not comply with Regulation S or is not made under a registration statement covering the securities or an available registration exemption; and
- The purchaser acknowledges they have not and will not send any materials relating to the SPP to any person in the United States or that is, or is acting for the account or benefit of, a US Person.

Universal Biosensors

Universal Biosensors, Inc.

ARBN 121 559 993

Capital Raising Presentation

November 2012