

Cellmid Limited
Suite 204, 55 Clarence Street
Sydney NSW 2000
ACN: 111 304 119

<http://www.cellmid.com.au/>



Cellmid Limited

Notice of 2020 Annual General Meeting Explanatory Statement | Proxy Form

Monday, 30 November 2020

1:00PM AEDT

Address

Level 5, 126 Phillip Street
Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Important Information for Shareholders about the Company's 2020 AGM

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at Friday, 30 October 2020.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <http://www.cellmid.com.au>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the 2020 AGM as a hybrid meeting, in a manner that is consistent with the temporary modifications to the *Corporations Act 2001* (Cth) introduced by the Commonwealth Treasurer.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 1:00 PM (AEDT) on 30 November, 2020 at Automic Group, Level 5, 126 Phillip Street, Sydney, NSW, 2000 and as a **virtual meeting**.

Please note that to ensure appropriate social distancing physical attendance at the AGM will be limited to 12 persons including the Board of Directors. The Company therefore strongly encourages shareholders to attend the meeting virtually to avoid the disappointment of not being able to attend in person.

If you are a shareholder and you wish to virtually attend the AGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_3PflQOrISfyVf8wppNYnZg

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders will be able to vote and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Company Secretary at lee.tamplin@automicgroup.com.au at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the Annual General Meeting affects your shareholding, and your vote is important.

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Please note the 12 person limit at the physical meeting and that the Company recommends that you attend the meeting virtually to avoid the disappointment of not being able to attend in person.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their *username* and *password*.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website

(<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a *username* and *password*) are advised to take the following steps to attend and vote virtually on the day of the AGM:

1. Login to the Automic website (<https://investor.automic.com.au/#/home>) using your *username* and *password*.
2. **(Registration on the day)** If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.

(Live voting on the day) If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Cellmid Limited ACN 111 304 119 will be held at 1:00PM AEDT on Monday, 30 November 2020 at Automic Group, Level 5, 126 Phillip Street, Sydney, NSW, 2000 and as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 1:00PM (AEDT) on [Saturday, 28 November, 2020].

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the reports during consideration of these items.

Retirement of Fintan Walton as a Director

As announced by the Company on 21 October 2020, and for the purposes of compliance with ASX Listing Rule 14.4, clause 47.1(c) of the Company’s Constitution, and for all other purposes, Dr Fintan Walton, a current Non-Executive Director of the Company will retire from the Company at the conclusion of this Annual General Meeting and does not seek re-election.

Resolutions

Remuneration Report

1. **Resolution 1 – Adoption of Remuneration Report**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2020.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Re-election of Directors

2. **Resolution 2 – Re-election of Dr Martin Cross as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That Dr Martin Cross, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election as a Director of the Company, effective immediately.”

Issue of Director Fee Shares

3. **Resolution 3 – Approval of Issue of Director Fee Shares to Dennis Eck**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 465,437 fully paid ordinary shares to Dennis Eck, a Director of the Company (or his nominee) and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) Dennis Eck as the person who is to receive securities in relation to the entity;

- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 3 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Adoption of Cellmid Employee Incentive Plan

4. Resolution 4 – Adoption of Employee Incentive Plan

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.2 (exception 13(b), and sections 257B(1), 259B(2) and 260C(4) of the Corporations Act) and for all other purposes, the Shareholders of the Company approve the adoption of the Cellmid Employee Incentive Plan on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who is eligible to participate in the Cellmid Employee Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
- Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 4 if:
- (a) the proxy is either:
- (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.
- However, the above prohibition does not apply if:
- (a) the proxy is the Chair of the Meeting; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Other Company Changes

5. Resolution 5 – Appointment of Auditor

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, subject to the Australian Securities & Investments Commission having provided their consent for the current auditor to resign by the date of this meeting, and for the purposes of section 327B(1) of the Corporations Act and for all other purposes, Pitcher Partners Sydney ABN 17 795 780 962, having been nominated by shareholders and consented in writing to act as auditor of the Company, be appointed as auditor of the Company, effective immediately.”

6. Resolution 6 – Divestment of the Company's interest in the Lynamid assets

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That approval is given to the Board to put out to market, and identify potential partners or buyers for, Lynamid Limited or its related midkine asset portfolio, and if the Board, in its sole discretion, deems appropriate, divest the Company's interest in some or all of Lynamid Limited or its midkine assets”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. In the event that Lynamid Limited or its midkine assets are proposed to be sold to any related parties of the Company further shareholder approval would be required pursuant to the ASX Listing Rules.

- Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:
- (a) a person who is expected to obtain a material benefit from the transaction (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
 - (b) an Associate of that person or those persons described in (a).
- However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Lee Tamplin
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 1:00PM (AEDT) on Monday, 30 November 2020 at Automic Group, Level 5, 126 Phillip Street, Sydney, NSW and as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at www.cellmid.com.au.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Monday, 23 November 2020.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at www.cellmid.com.au.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2021 Annual General Meeting (**2021 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2021 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2021 AGM. All of the Directors who were in office when the 2021 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

The performance of the Group depends on the quality of its Directors and executives. To prosper, the Group must attract, motivate and retain highly skilled Directors and executives. To this end, the Group issued options in FY2020 according to the terms and conditions of the Employee Incentive Plan approved by shareholders in 2017. These options have several key features:

- The options are issued at a premium to prevailing share price. During the 2020 financial year, the Company issued options exercisable at prices from 20 to 24 cents each, which is at a significant premium to the 10.5 cents share price at the time of this notice;
- The options are subject to performance hurdles, and will not vest until the hurdles are met;
- Realising any value from the options is subject to significant uncertainties, including general economic conditions and the overall share price performance of the Company, in addition to individual performance of the executives.

Given the conditions of the issuing of these options most of them have little or no practical value at the time of issue and will only accrue practical value if and when the progress of the Company is reflected in an increase in share price. To that end, the interest of the executives receiving these options and the shareholders are aligned entirely.

For the purposes of the Remuneration Report, and in compliance with the Australian Accounting Standards, these options are valued using the Black-Scholes formula, which is a mathematical model of the potential value of the options. The model is used to calculate the value of the options by making a number of assumptions, some of which are arbitrary and can significantly impact the notional value attributed to these options. The model itself assumes constant and heavy trading of equities, which may not be applicable for shares of companies such as Cellmid, where trading is thin and subject to significant variability.

In addition to the valuation impact of the model assumptions unvested options have also been allocated a likelihood of vesting, which further adds to the uncertain nature of the eventual value assigned to the options issued to executives.

In summary, the practical value of the performance options is likely to be significantly lower than the notional value attributed to them in the Remuneration Report.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or

indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to carefully read the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Re-election of Director

Resolution 2 – Re-election of Dr Martin Cross as Director

The Company's Constitution requires that at the Company's annual general meeting, one third of the Directors (not counting the Managing Director) shall retire from office and that a Director shall not hold office for a period of 3 years or past the third annual general meeting following their appointment (whichever is longer). The retiring Directors must not be a Managing Director. The Directors to retire at the annual general meeting are those who have been in office the longest since their last election.

ASX Listing Rule 14.4 also provides that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Dr Martin Cross was appointed as a Director of the Company on 16 October 2017 and was re-elected as a Director at the 2017 AGM.

Under this Resolution, Dr Cross retires by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Dr Cross is a highly regarded pharmaceutical executive with over 30 years' experience including global business management, marketing and sales roles as well as corporate and industry leadership roles directly influencing healthcare policy and government legislation.

From 2013 to 2015, Dr Cross was Chairman of Medicines Australia, the country's peak body representing the research based pharmaceutical industry. Prior to leading Medicines Australia, from 2010 to 2013 Dr Cross was Chairman of both the Generics Medicine Industry Association and Pharmaceutical Industry Council. During this time, Dr Cross was also Managing Director of Alphapharm in Australia and New Zealand, with responsibility for 750 employees and sales of over US \$500m per annum. From 2003 to 2008, Dr Cross was Country Head and Managing Director of Novartis Australia and New Zealand, and Head of Global Marketing and Sales Capabilities from 2001 to 2003, based in Switzerland.

Directors' recommendation

The Directors (excluding Martin Cross) recommend that Shareholders vote in favour of this Resolution.

Issue of Director Fee Shares

Resolution 3 – Approval of Issue of Director Fee Shares to Dennis Eck, a Director of the Company

Background

This Resolution seeks Shareholder approval to issue and allot 465,437 fully paid ordinary shares (**Director Fee Shares**) to Dennis Eck, a Director of the Company, in lieu of cash Directors' fees for the period 27 March 2020 to 26 March 2021.

Mr Eck was appointed as a Director of the Company on 26 March 2018. Under his agreed terms of appointment, Mr Eck agreed to receive his Directors' fees as shares in lieu of a cash payment subject to Shareholder approval being obtained.

Accordingly, Shareholder approval is being sought under Resolution 3 to issue the Director Fee Shares to Mr Eck. The number of Director Fee Shares proposed to be issued to Mr Eck has been calculated as follows:

Director	Average Annual Director Fees (AUD)	Deemed Issue price per share *	Number of Director Fee Shares
Dennis Eck	\$50,000	\$0.1074	465,437

* Note: The deemed issue price was calculated using the 30-day VWAP of the Company's Shares for the period 7 September 2020 – 19 October 2020

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Eck is a Director of the Company he is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue the Director Fee Shares to Mr Eck under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue and Mr Eck will be issued with the Director Fee Shares.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and Mr Eck will not be issued with the Director Fee Shares. Instead, Mr Eck will receive the equivalent remuneration to other non-executive Directors in cash.

If this Resolution is passed and the proposed issue of Director Fee Shares is completed it is noted that a portion of those Director Fee Shares will have been issued for services that have not yet been performed (being the period between the issue date and 26 March 2021 (**Future Service Period**)). Should Mr Eck cease to be a Director

of the Company during the Future Service Period he has agreed to pay back (in cash) the deemed market value of the Director Fee Shares which represent the period of time unserved. The deemed market value would be calculated as the lower of:

- the 30-day VWAP of CDY Shares leading up to the date Mr Eck ceases to be a Director; and
- \$0.1074 being the deemed issue price of the Director Fee Shares.

For example: If Mr Eck ceases to be a Director of the Company on 26 February 2021 the unserved period will be one (1) month which represents 38,786 Director Fee Shares (465,437 / 12).

If the 30-day VWAP of CDY Shares leading up to 26 February 2021 were \$0.10, Mr Eck would be required to pay back to the Company (in cash) \$3,878.60 (38,786 x \$0.10).

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Director Fee Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a Director of a public company, a spouse of a Director of a public company or an entity controlled by a Director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Maria Halasz, David King, Bruce Gordon, Fintan Walton and Martin Cross) carefully considered the issue of these Director Fee Shares to Mr Eck and formed the view that the giving of this financial benefit to Mr Eck is reasonable remuneration, given the circumstances of the Company and the responsibilities to be held by Mr Eck as a Director of the Company.

In reaching the view, the following considerations were taken into account by the non-conflicted Directors:

- (a) the Director Fee Shares do not represent an incentive, but reflect the actual Director fees which are owed, or will be owed, to Mr Eck in accordance with his agreed terms of appointment;
- (b) the value of Mr Eck’s fees (\$50,000 per annum) are reasonable and in accordance with market practice;
- (c) the issue of Director Fee Shares is a cost effective and efficient method to remunerate Mr Eck for his services as a Director of the Company, as opposed to alternative forms of remuneration, such as the payment of cash; and
- (d) the issue of Director Fee Shares allows the Company to attract and maintain high quality professionals to the Board of the Company, without impacting the Company’s cash reserves.

Accordingly, the non-conflicted Directors believe that the issue of Director Fee Shares to Mr Eck falls within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of Resolution 3 of this Notice of Meeting. Therefore, the proposed issue of the Director Fee Shares to Mr Eck requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Director Fee Shares to Mr Eck is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee is Dennis Eck.
- (b) Dennis Eck is a Director of the Company.
- (c) The maximum number of Director Fee Shares to be issued is 465,437.
- (d) The Director Fee Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Director Fee Shares will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).

- (f) The Director Fee Shares will be offered at a deemed issue price of \$0.1074 per Director Fee Share.
- (g) Funds will not be raised from the issue of these Director Fee Shares as the issue is proposed to be made in consideration for services rendered by Mr Eck to the Company.
- (h) The current total remuneration package received by Mr Eck is \$50,000 per annum.

Adoption of Cellmid Employee Incentive Plan

Resolution 4 – Adoption of the Cellmid Employee Incentive Plan

Background

To attract, motivate and retain key employees, officers and contractors, the Company has an employee incentive scheme known as the Cellmid Employee Incentive Plan (**Incentive Plan**). The Plan gives those persons who are eligible an opportunity to participate in the equity of the Company. The Incentive Plan was last approved by Shareholders of the Company on 23 November 2017. As of the date of this Meeting, more than three years would have lapsed since this date, accordingly, the Company seeks Shareholder approval to re-adopt the Incentive Plan for the purposes set out in this Explanatory Statement.

A summary of the key terms of the Incentive Plan is set out in Annexure B, and a copy of the rules of the Incentive Plan is available upon request from the Company.

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

If this Resolution is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

Since the Incentive Plan was last approved by Shareholders on 23 November 2017, the Company advises that it has issued 184,646 fully paid ordinary shares and 5,904,400 unlisted options under the Incentive Plan.

If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 8,000,000 equity securities under the Incentive Plan during the three year period following approval. This maximum is not intended to be a prediction of the actual number of securities to be issued under the Incentive Plan but is specified for the purposes of setting a ceiling on the number of securities approved to be issued under and for the purposes of Listing Rule 7.2, Exception 13(b). Once that number is reached, any additional issues of securities under the Incentive Plan would not have the benefit of Exception 13 without a fresh shareholder approval. Further, the Company will at all times only issue that number of securities which will remain within the 10% of Issued Capital limit over a period of 5 consecutive years as set by the Incentive Plan.

If this Resolution is not approved by Shareholders, the Company will not be able to rely upon ASX Listing Rule 7.2 (exception 13(b)) and any Incentive Securities it chooses to issue under the Incentive Plan will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Incentive Securities are issued.

Shareholder loans

The Board may, in its discretion, also determine that the Company will provide limited recourse loans to participants to use to pay the subscription price for the purchase of Loan Funded Shares under the Incentive Plan.

Permit the Company to take security over its own Shares

Section 259B(1) of the Corporations Act prohibits a company taking security over shares in itself or in a company that controls it, unless one of the exceptions in subsections 259B(2) or 259(3) applies. Section 259(2) of the Corporations Act permits the taking of security by a Company over its own Shares, if the security is taken over shares issued under an employee share scheme approved at a meeting of shareholders via an Ordinary Resolution.

Employee share scheme is defined widely by the Corporations Act and includes the Incentive Plan.

Accordingly, Shareholder approval is being sought under this Resolution to approve the Incentive Plan in order for the Company to take security over its own Shares issued under the Incentive Plan if required to do so.

Exemption for financial assistance

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

- (a) giving of the assistance does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors;
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C of the Corporations Act.

Section 260C(4) of the Corporations Act provides an exemption to financial assistance, if the financial assistance is given under an employee share scheme approved at a meeting of shareholders via an Ordinary Resolution.

As noted above and set out in Annexure B the terms of the Incentive Plan envisages the giving of financial assistance by the Company to eligible and invited participants in the form of interest free, limited recourse loans to acquire Loan Funded Shares in the Company.

Although the Board does not consider that the giving of financial benefit under the Incentive Plan will materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors, Shareholder approval is being sought under this Resolution to enable the Company to qualify for the special exemption offered by section 260C(4) of the Corporations Act.

Employee share scheme buy-back

Section 257B(1) of the Corporations Act sets out the procedure for various forms of share buy-back, including an "employee share scheme buy-back". In order for the Company to undertake a buy-back of Shares under the Incentive Plan using the employee share scheme buy-back procedure under the Corporations Act, the Incentive Plan must be approved by Shareholders of the Company.

Accordingly, Shareholder approval is being sought under this Resolution to approve the Incentive Plan in order for the Company to undertake a buy-back of Shares under the Incentive Plan using the employee share scheme buy-back procedure under the Corporations Act.

Directors Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Other Company Changes

Resolution 5 – Appointment of Auditor

On 13 October 2020, pursuant to section 329(5) of the Corporations Act, Grant Thornton Audit Pty Limited (**Grant Thornton**) submitted an application to the Australian Securities & Investments Commission (**ASIC**) for consent to resign as auditor of the Company with effect from the close of this AGM.

Subject to ASIC having provided their consent for Grant Thornton to resign by the date of this AGM and pursuant to section 327B(1) of the Corporations Act, this resolution seeks approval for Pitcher Partners Sydney ACN 795 780 962 (**Pitcher Partners**) to be appointed as auditor of the Company effective from the close of this AGM.

Pursuant to section 328B of the Corporations Act, the Company has received a valid notice of nomination which nominated Pitcher Partners to be appointed as the new auditor of the Company. A copy of the notice of nomination is set out in Annexure A of this Notice of Meeting.

Pitcher Partners has provided the Company its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act subject to ASIC having consented to the resignation of Grant Thornton and Shareholder approval being obtained.

If ASIC has not granted its consent to the resignation by the date of this AGM this resolution will be removed, and Grant Thornton will continue to hold office as the Company's auditor.

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of this Resolution.

Resolution 6 – Divestment of the Company's interest in the Lynamid assets

Background

In February 2019, the Company advised the market of its intention to separate its consumer health and biotech assets. In May 2019 the Company appointed Bart Wuurman as CEO of its wholly owned biotech subsidiary, Lynamid Limited (Lynamid), to do all required and prepare the business for the separation.

Mr Wuurman has since led the rationalisation of the intellectual property portfolio and the consolidation of the Lynamid assets in preparation for divestment. On 10 September 2020, the Company announced it had engaged C14 Consulting and PharmaVentures Limited to facilitate the divestment from Lynamid and/or its related midkine asset portfolio. The advisers are currently in the process of identifying potential partners or buyers for Lynamid for consideration by the Board.

Lynamid is engaged in the research and development of treatments for inflammatory diseases and cancer targeting midkine, an embryonic growth factor implicated in a number of disease indications. The Company owns a number of patents pertaining to the use of antibodies against midkine for the treatment of these conditions. Lynamid holds an exclusive license in relation to these patents.

Reasons for the divestment:

1. The proposed divestment of Lynamid removes from the Company the disparate risk profile making it primarily a consumer health business. This will present the potential for rerating of the Company on the market with a more appropriate risk/return ratio and valuation;
2. The Company will benefit from the cash freed up as the result of the divestment as it will remove the need for the continued financial support of Lynamid;
3. The divestment will allow management to become more focused on the consumer health operations, implement its planned revenue growth and profitability;
4. Cellmid will no longer be exposed to biotechnology industry risks, including the substantial technical and clinical risks associated with the sector;
5. The divestment may deliver immediate or longer-term benefit for shareholders in the form of cash payment and/or royalties on successful commercialisation of the biotechnology assets;

The Board considers that divestment from Lynamid, or the biotech assets controlled by it, is a prudent decision and is in the interest of shareholders for the reasons outlined above.

Listing Rule 11.2

The Company has sought advice from the ASX in relation to the potential disposal of Lynamid or the Biotech Assets (**Proposed Transaction**) and the application of Listing Rule 11.2 to any related transaction. ASX has confirmed that based on the information provided to it, Listing Rules 11.2 and 11.1.3 do not apply to the Proposed Transaction.

Therefore, the Proposed Transaction does not require Shareholder approval under Listing Rules 11.2 and 11.1.3 to proceed. In the event that Lynamid Limited or its midkine assets are proposed to be sold to any related parties of the Company further shareholder approval would be required pursuant to the ASX Listing Rules.

However, for the purposes of good governance and in order to gauge the views of Shareholders, the Company is seeking an indication from Shareholders as to whether or not they are in favour of the Proposed Transaction by way of this non-binding advisory Resolution. The Directors retain their discretion as to whether or not they proceed with the Proposed Transaction.

The Board notes that this Resolution is advisory only and does not bind the Directors or the Company.

Enquiries

Shareholders are asked to contact the Company Secretary on +61(2) 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2020 Annual Report to Shareholders for the period ended 30 June 2020 as lodged by the Company with ASX on 15 September 2020.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Grant Thornton dated 27 August 2020 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Cellmid Limited ACN 111 304 119.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current Director of the Company.

Director Fee Shares means Shares that are proposed to be issued to Mr Dennis Eck in lieu of cash payments for his Director fees.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "**\$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Incentive Securities means securities which may be issued under the Company's Employee Incentive Plan.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 30 October 2020 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by

Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automic Group, Level 5, 126 Phillip Street Sydney NSW 2000.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2021 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2021 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2021 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2021 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

ANNEXURE A – NOTICE OF NOMINATION OF AUDITOR

To:

Company Secretary
Cellmid Limited
ACN 111 304 119
Suite 204, 55 Clarence Street
Sydney NSW 2000

Date: 14 October 2020

Re: Nomination of Auditor

For the purposes of Section 328B(1) of the Corporations Act 2001, I, Maria Halasz, being a member of Cellmid Limited ACN 111 304 119 (Company) hereby nominate Pitcher Partners of Level 16, Tower 2, Sussex Street, Sydney NSW 2000 as auditor of the Company at the Annual General Meeting to be held on 30 November 2020.

Yours sincerely



Maria Halasz

ANNEXURE B – SUMMARY OF KEY TERMS OF CELLMID EMPLOYEE INCENTIVE PLAN

The rules for the Cellmid Employee Incentive Plan are summarised in the following paragraphs:

- a) The Plan will be open to full time or part time employees, Directors and officers, consultants or contractors of the Company or a controlled entity of the Company (Eligible Persons).
- b) Under the Plan, the Directors at their discretion may offer ordinary fully paid shares in the Company or options to acquire ordinary fully paid shares in the Company to Eligible Persons. However, approval of shareholders under ASX Listing Rule 10.14 will still be required each time the Company proposes to issue shares and/or options under the Plan to a Director, or to anyone whose relationship with the Company is such that the ASX considers approval is necessary.
- c) The shares issued under the Plan have the same rights as other ordinary fully paid shares in the Company subject to restrictions on transfer, which apply where a loan made by the Company remains unpaid or if the shares are issued subject to a Qualifying Period (as defined below).
- d) The subscription price for shares will be the Market Value of the shares on the day of offer or any other date that the Directors determine (having regard to all applicable laws) i.e. the weighted average of the prices at which the shares were traded in the five business days prior to the offer or such other date determined by the Directors (Market Value).
- e) The Company at the time of making an offer to purchase shares may also provide an interest free loan to assist with purchase of those shares. Unless otherwise specified in the offer document the terms of the loan will be as follows:
 - the loan will be interest free and for a term of 5 years
 - the loan will be immediately repayable if a disqualifying event or takeover offer for shares event (as defined in the Plan rules) occurs or the term of the loan expires. If the loan is not repaid, then the Company may sell the shares and after costs apply the sale proceeds to repay the outstanding amounts of the loan. If there is a shortfall between the loan amount still owing and the sale price, the employee will not be required to make good the shortfall. If there is a surplus after the sale of the shares the employee is only entitled to the surplus if the Qualifying Period (as defined below) has expired; and
 - if at the expiry of a loan term, a plan participant does not repay the loan, the Company may sell the shares in such manner as they may determine (which may include a buy-back or other form of sale permitted by statute or law) and after costs, repay the loan. Any surplus will be repaid to the participant. No shortfall between the sale price and the loan amount will be recoverable from the participant.
- f) While an offer to take up shares under the Plan will be at Market Value the incentive for employees to accept the offer is the granting of an interest free loan to fund all or part of the purchase price.
- g) In certain circumstances the Directors may specify in an offer to an Eligible Person that the Eligible Person may not transfer shares for a certain period of time (**Qualifying Period**). Where the Company issues shares under the Plan and there is a loan granted to purchase those shares, the Company retains a lien over the shares until such time as the loan is repaid in full.
- h) Options offered under the Plan are issued free. Options will be exercisable at the price specified in the offer. However, the exercise price will be not less than the Market Value (as defined above). The term of any option cannot be more than 5 years.
- i) Options cannot be exercised in any Qualifying Period specified in the offer or in certain circumstances. Importantly, the terms of the Plan have been amended so that an Option remains exercisable after an Eligible Person has retired or otherwise left the Company, during the 5 year term of the option.
- j) The total number of shares issued and under option pursuant to the Plan or any other employee share scheme of the Company in respect of shares or grant of options over a period of 5 consecutive years will not exceed 10% of the total issued shares of the Company, however the 10% limit shall exclude expired or renounced options.
- k) Options issued under the Plan will not be listed for quotation on any stock exchange.

- l) In the event of a reconstruction of the Company's issued capital, the terms, including the number of options will be reconstructed in a manner so as to ensure that option holders did not receive a benefit, which is not also received by shareholders of the Company and in accordance with the ASX Listing Rules.
- m) In the event of a takeover offer for shares in the Company, the Company will use its reasonable endeavours to procure that an offer or invitation is also made to option holders. If this cannot be procured, then option holders will have the right to exercise their options irrespective of any Qualifying Period or other limitations.
- n) An option holder cannot participate in new issues of securities of the Company without first exercising the option.
- o) By accepting an offer of shares or options in accordance with the Plan, a participant agrees to be bound by the rules of the Plan or other conditions contained in the offer document.
- p) The Plan must comply with the requirements under the ASX Listing Rules and the Corporations Act from time to time.
- q) Any amendment to the Plan rules will also be subject to the requirements of the ASX Listing Rules and the Corporations Act from time to time.
- r) The Plan may only be amended by a resolution of the shareholders of the Company.

The detailed rules of the Plan may be inspected during normal business hours at the registered office of the Company by prior appointment.

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **1:00PM AEDT on Saturday, 28 November 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

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IN PERSON:

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Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

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All enquiries to Automic:

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