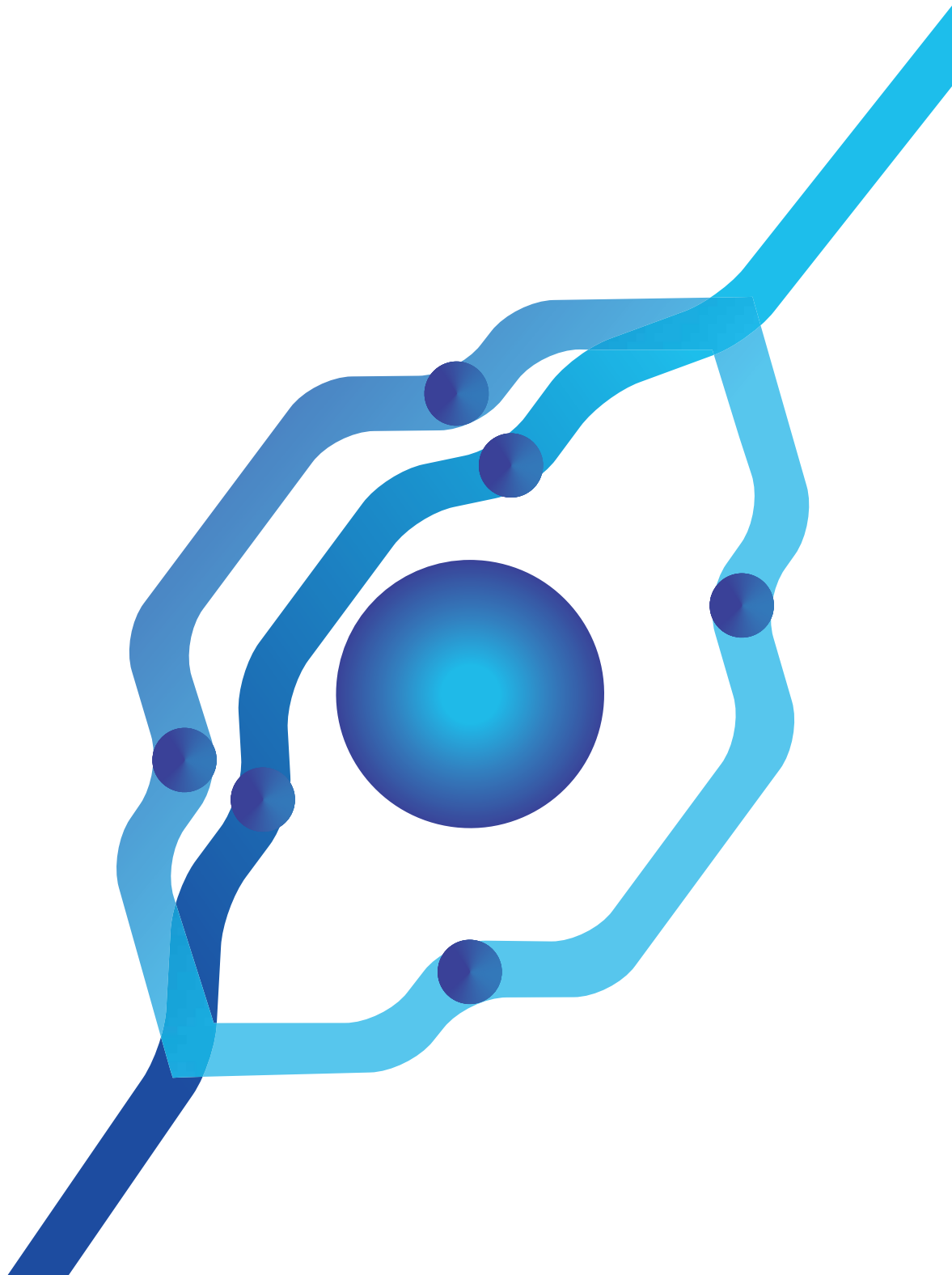


# Notice of Meeting 2021





22 October 2021

Dear Shareholder,

On behalf of the Board of Clarity Pharmaceuticals Ltd (**Clarity Pharmaceuticals** or the **Company**), I am pleased to invite you to attend the first Annual General Meeting (**AGM**) of Clarity Pharmaceuticals as a listed company. Enclosed is the Notice of Meeting setting out the business of the AGM.

Clarity Pharmaceuticals' 2021 AGM will be held on Thursday, 25 November 2021 commencing at 10:00am (Sydney time).

Clarity Pharmaceuticals continues to monitor the ongoing risks from COVID-19. In the interests of the health and safety of our shareholders, our team and other potential attendees and given the uncertainty regarding the rules which may be in place at the time of the meeting relating to in-person gatherings, the Board has decided to hold the AGM as an online (virtual) meeting.

Our virtual AGM will provide you with similar opportunities online as you would have attending a meeting in person. You will be able to view presentations, as well as vote and ask questions or make comments live during the meeting.

Further details on how to participate in the AGM are set out in the attached Notice of Meeting and in the Link Group Online Guide (**Online Guide**).

The Online Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step-by-step guide to successfully logging in to and navigating the site. The Online Guide will be released to the ASX and is also available on our website at <https://www.claritypharmaceuticals.com/investor-center/>.

I encourage you to read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider lodging a directed proxy in advance of the meeting by following the instructions on the Proxy Form.

The Chief Executive Officer, Dr Colin Biggin, and I will report on the performance of Clarity Pharmaceuticals during the year ended 30 June 2021 and will provide an update on the Company since listing on the ASX at the meeting. For further information please also refer to the 2021 Annual Report, which is available on our website <https://www.claritypharmaceuticals.com/investor-center/>.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Clarity Pharmaceuticals unanimously recommend that shareholders vote in favour of all resolutions.

Thank you for your continued support of Clarity Pharmaceuticals and I look forward to your attendance at the 2021 AGM.

Yours faithfully,

A handwritten signature in blue ink, appearing to read "Alan Taylor", is written over a light blue circular stamp.

**Dr Alan Taylor**  
**Executive Chairperson**

**Clarity Pharmaceuticals Ltd  
ABN 36 143 005 341**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of Clarity Pharmaceuticals Ltd (**Clarity Pharmaceuticals** or **Company**) will be held:

Date: Thursday, 25 November 2021

Time: 10:00am (Sydney time)

Venue: (online) <https://meetings.linkgroup.com/CU621>

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Participate and Vote section and Proxy Form are part of this Notice of Meeting.

Further details on how to participate in the AGM are set out in this Notice of Meeting and in the Link Group Online Guide ("**Online Guide**").

The Online Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step-by-step guide to successfully logging in to and navigating the site. The Online Guide will be released to the ASX and is also available on our website at <https://www.claritypharmaceuticals.com/investor-center/>.

It is recommended that shareholders log in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting on a supported web browser on their computer or online device. To log in to the Meeting, shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**), which is printed at the top of their Proxy Form, along with their postcode.

Proxyholders will need a proxy code to log in. This will be provided by the share registry via email within 24 hours prior to the Meeting.

Shareholders will need to contact Link Market Services on 1800 990 363 prior to the Meeting to obtain a personalised PIN number in order to ask a question via the telephone.

**CONSIDERATION OF REPORTS**

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2021 (**Reports**).

All shareholders can view the Company's Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 30 June 2021 on the Company's website at <https://www.claritypharmaceuticals.com/investor-center/>.

Shareholders are not required to vote on this item.

### **QUESTIONS AND COMMENTS**

Following consideration of the Reports, the Chairman of the Meeting will give shareholders a reasonable opportunity to ask questions about or make comments on the business of the meeting, the management of the Company or about the Company generally.

The Company's external auditor, Grant Thornton Audit Pty Ltd (**Auditor**), will attend the meeting and there will be a reasonable opportunity for shareholders to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d. the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. In accordance with section 250PA of the *Corporations Act 2001* (Cth), written questions for the Auditor must be submitted to the Company by no later than the fifth business day before the day on which the AGM is to be held (i.e. by no later than Thursday 18 November 2021).

**ITEMS FOR APPROVAL****Resolution 1. Remuneration Report**

To consider and, if thought fit, pass the following as a non-binding ordinary resolution of the Company:

*“That the adoption of the Company’s Remuneration Report, forming part of the Company’s Annual Report for the financial year ended 30 June 2021, be and is hereby approved for the purposes of section 250R of the Corporations Act 2001 (Cth) and for all other purposes.”*

The Remuneration Report is contained in the 2021 Annual Report (available at <https://www.claritypharmaceuticals.com/investor-center/>). Please note that, in accordance with section 250R(3) of the *Corporations Act 2001 (Cth)* (**Corporations Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

**Voting Exclusion Statement**

A vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2021 Remuneration Report of the Company; or
- b. a closely related party of a member of the KMP (including close family members and companies that the member of the KMP controls).

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or
- b. the vote is cast by the chair of the Meeting and the appointment of the chair as proxy:
  - i. does not specify the way the proxy is to vote on the resolution; and
  - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

“Key Management Personnel” and “closely related party” have the same meaning as set out in the Corporations Act.

**Resolution 2. Re-election of Director – Ms Rosanne Robinson**

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

*“That Rosanne Robinson, who retires in accordance with clause 19.10 of the Company’s Constitution and being eligible for election, is re-elected as a Director of the Company.”*

**Resolution 3. Appointment of Grant Thornton Audit Pty Ltd as Auditor**

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

*“That, in accordance with section 327B(1)(b) of the Corporations Act 2001 (Cth) and for all other purposes, Grant Thornton Audit Pty Ltd, having been nominated by a shareholder and having given its consent in writing to act in the capacity of auditor, be appointed as the auditor of the Company to hold office from the conclusion of this annual general meeting until it resigns or is removed from the office of auditor of the Company.”*

BY ORDER OF THE BOARD

A handwritten signature in blue ink, appearing to read 'R. Vickery', with a stylized flourish at the end.

**Robert Vickery**  
**Company Secretary**  
22 October 2021

## **ENTITLEMENT TO PARTICIPATE AND VOTE**

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board of the Company has determined that persons who are registered holders of shares of the Company as at 7:00pm (Sydney time) on Tuesday, 23 November 2021, will be entitled to **participate** and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

### *Appointment of Proxy*

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company by no later than **10:00am (Sydney time) on Tuesday, 23 November 2021** (48 hours before the AGM). Proxies must be received before that time by one of the following methods:

Online (preferred): [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

By post: Clarity Pharmaceuticals Ltd  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia

By facsimile: 02 9287 0309 (within Australia)  
+61 2 9287 0309 (from outside Australia)

By hand: Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\*during business hours Monday to Friday (9:00am – 5:00pm and subject to public health orders and restrictions)

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

### *Power of Attorney*

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company by no later than 10:00am (Sydney time) on Tuesday, 23 November 2021, being 48 hours before the AGM.



### *Corporate Representatives*

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should provide to the Company's share registry, by email to [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au), prior to the commencement of the AGM a properly executed letter or other document confirming its authority to act as the body corporate's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### *Voting at the Meeting*

It is intended that voting on each of the proposed resolutions at this Meeting will be conducted by a poll, rather than on a show of hands.

## **INFORMATION FOR SHAREHOLDERS AND INSTRUCTIONS ON HOW TO VOTE**

### *Shareholder questions – submitted prior to the Meeting*

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), select 'Voting' and then click 'Ask a Question'.

To allow time for the Company to collate questions and prepare answers, please submit any questions by 5:00pm (Sydney time) on Thursday, 18 November 2021. Questions will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

### *Conduct of meeting*

Clarity Pharmaceuticals is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who attend the Meeting with the opportunity to participate in the business of the Meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the Meeting or about the Company generally.

Clarity Pharmaceuticals will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chairman of the Meeting will exercise his powers as the Chairman to ensure that each shareholder meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

In the event that technical issues arise, Clarity Pharmaceuticals will have regard to the impact of the technical issues on shareholders participating and casting votes online and the Chairman of the Meeting may, in exercising his powers as the Chairman, issue any instructions for resolving the issue and may continue the Meeting if it is appropriate to do so.

*Participation in the AGM*

**No attendance at physical venue**

Shareholders will not be able to attend the Meeting at a physical venue. Shareholders can participate in the Meeting by:

- **Attending the Meeting Online:** shareholders and proxyholders are encouraged to participate in the AGM online, which will allow them to view presentations, ask questions in writing and vote via our online platform (<https://meetings.linkgroup.com/CU621>).
- **Attending the Meeting via Teleconference:** for shareholders and proxyholders who are unable or do not wish to access the Meeting online, this will allow them to listen to the Meeting live and ask questions on the telephone. Shareholders will need to contact Link Market Services to obtain a PIN number and telephone number for the shareholder phone line. Shareholders will not be able to vote via teleconference and must log into the online platform if they wish to vote during the Meeting.
- **Voting by Lodging a Proxy:** by no later than **10:00am (Sydney time) on Tuesday, 23 November 2021** either by lodging a proxy online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) or by returning the enclosed Proxy Form.

Should you have any questions on how to vote, please contact our Share Registry, Link Market Services on +61 1300 554 474 (toll free within Australia) or by email at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au).

Further information regarding the online platform and how to participate is set out in the *Link Group Online Guide* which is available on the Company's website at:

<https://www.claritypharmaceuticals.com/investor-center/>.

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's AGM to be held on **Thursday, 25 November 2021**.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon each of the resolutions to be considered at the Meeting (**Resolutions**). Please note that the Meeting will be a virtual meeting with no physical attendance and all votes will be conducted by a poll.

Subject to the abstentions noted below, the Directors unanimously recommend that Shareholders vote in favour of all Resolutions.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of each Resolution.

Resolution 1, relating to the Remuneration Report, is advisory only and does not bind the Directors or the Company.

Resolutions 2 and 3 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

### **Resolution 1. Remuneration Report**

As required by section 250R(2) of the Corporations Act, a resolution that the Company's Remuneration Report be adopted will be put to the vote. Section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board of the Company (**Board**) will take the outcome of the vote into account in setting remuneration policy for future years.

Shareholders can view the full Remuneration Report at page 11 of the Company's Annual Report which is available on the Company's website at <https://www.claritypharmaceuticals.com/investor-center/>.

Following consideration of the Remuneration Report, the Chairman of the Meeting will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 1.

### **Resolution 2. Election of Director – Ms Rosanne Robinson**

The Board appointed Ms Rosanne Robinson as an independent non-executive Director of the Company in October 2010. In accordance with clause 19.10 of the Constitution, Ms Robinson retires from office at the conclusion of the AGM and is eligible for election as a Director of the Company. If Shareholders do not approve the election of Ms Robinson, then Ms Robinson will cease to be a Director at the conclusion of the Meeting.

The Board has considered whether Ms Robinson has any interest, position or relationship that may interfere with her independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition). The Board considers that Ms Robinson is and, if elected, will continue to be an independent Director.

Ms Robinson brings extensive experience in the nuclear field and a range of commercial expertise and has over 25 years' experience in both governance and management roles in public and private companies and government. Ms Robinson is the General Manager of Business Development at Australian Nuclear Science and Technology Organisation and holds a Bachelor of Business (Accounting), a Graduate Diploma of Accounting (CA) and is a Graduate of the Australian Institute of Company Directors.

Prior to submitting herself for election, Ms Robinson has confirmed that she would continue to have sufficient time to properly fulfil her duties and responsibilities to the Company.

The Board supports the election of Ms Robinson as she will contribute to the Board significant experience and in-depth knowledge of the nuclear medicine industry.

*For the reasons set out above, the Directors, with Ms Robinson abstaining, unanimously recommend that Shareholders vote in favour of Resolution 2.*

### **Resolution 3. Appointment of Grant Thornton Audit Pty Ltd as Auditor**

On 1 June 2021, the Board resolved to appoint Grant Thornton Audit Pty Ltd (**Grant Thornton**) as auditor of the Company until the Company's next AGM in accordance with section 327C(1) of the Corporations Act.

Section 327B(1) of the Corporations Act requires that a public company must appoint an auditor to fill any vacancy in the office of auditor at each AGM. Given that Grant Thornton was appointed as auditor of the Company until the Company's next AGM, the office of auditor will become vacant on the date of the Meeting and the Company is therefore seeking Shareholder approval for the appointment of Grant Thornton as the Company's auditor under section 327B(1)(b) of the Corporations Act. Grant Thornton has given, and has not withdrawn, its consent to act as external auditor of the Company.

In accordance with section 328B(1) of the Corporations Act, a Shareholder of the Company has provided notice in writing nominating Grant Thornton for appointment as auditor of the Company. A copy of this notice is contained in Attachment A to this Notice of Meeting.

If Shareholders approve this Resolution 3, Grant Thornton will be appointed as the auditor of the Company and will hold office as auditor until it is removed or ceases to be an auditor in accordance with section 327B(2) of the Corporations Act. If Shareholders do not approve this Resolution 3, the Board will be required to appoint an auditor to fill the vacancy within one month after the Meeting.

*The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.*

**Attachment A**

**Notice of Nomination of Auditor - Grant Thornton Audit Pty Ltd**

18 October 2021

The Directors  
Clarity Pharmaceuticals Ltd  
Level 12  
680 George Street  
Sydney NSW 2000

Dear Sir/Madam,

**NOMINATION OF GRANT THORNTON AUDIT PTY LTD AS AUDITOR OF CLARITY PHARMACEUTICALS LTD (ABN 36 143 005 341)**

I, Julie Miller as Sole Director of Miller-Burden & Associates Pty Ltd (ACN168 656 719) ATF Miller-Burden Family Trust, being a shareholder of Clarity Pharmaceuticals Ltd, nominate Grant Thornton Audit Pty Ltd for the appointment as auditor of Clarity Pharmaceuticals Ltd at its 2021 Annual General Meeting.

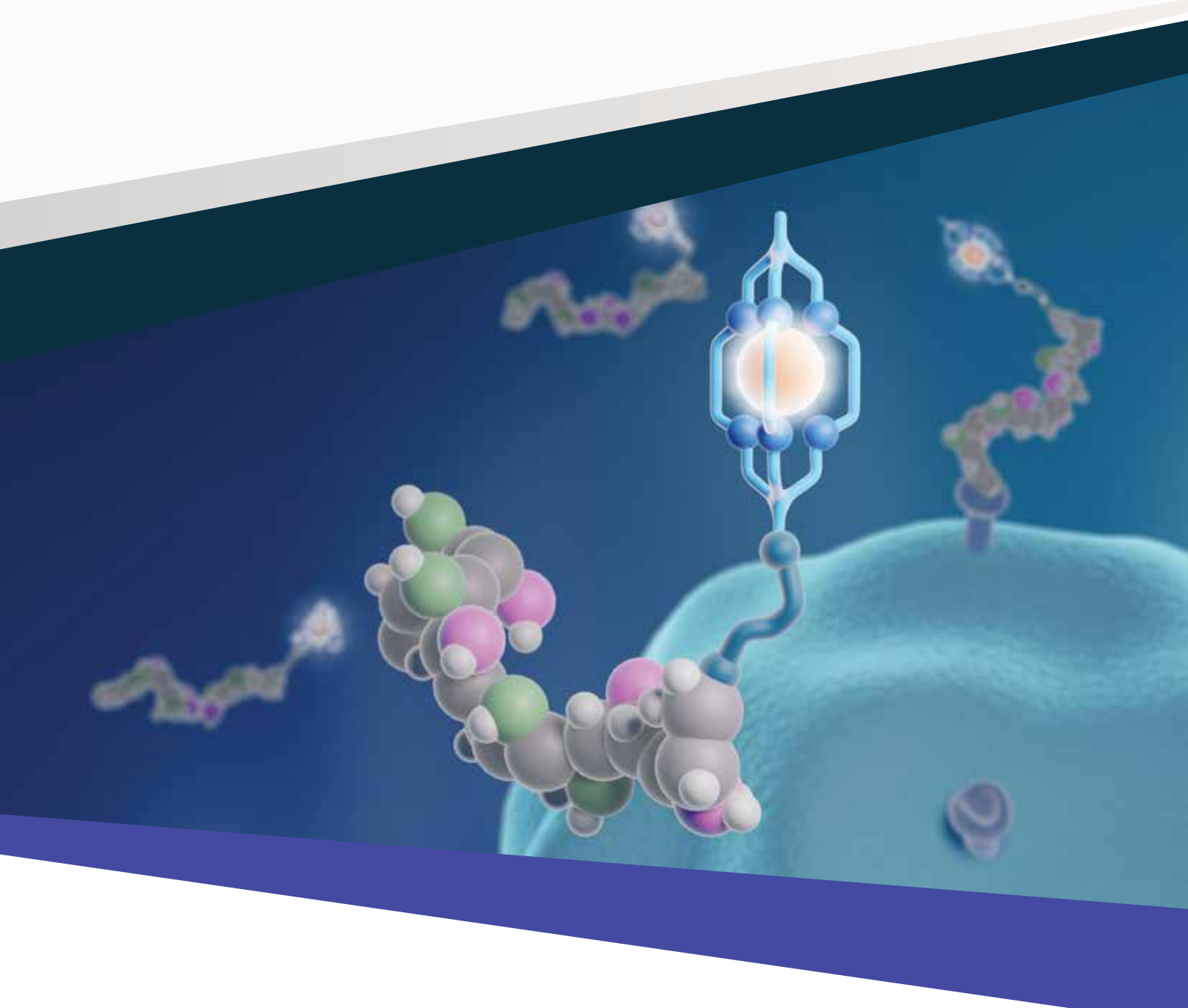
I consent to the distribution of a copy of this notice of nomination as an attachment to the Notice of Meeting and Explanatory Memorandum for the 2021 Annual General Meeting of Clarity Pharmaceuticals Ltd as required by section 328B(3) of the *Corporations Act 2001* (Cth).

Yours faithfully,

A handwritten signature in black ink, appearing to be 'Julie Miller', written over a horizontal line.

**Julie Miller**

Sole Director of Miller-Burden & Associates Pty Ltd (ACN168 656 719)



**LODGE YOUR VOTE**
 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)
 **BY MAIL**  
 Clarity Pharmaceuticals Ltd  
 C/- Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235 Australia

 **BY FAX**  
 +61 2 9287 0309

 **BY HAND**  
 Link Market Services Limited  
 Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**  
 Telephone: 1300 554 474 Overseas: +61 1300 554 474

**X99999999999**
**PROXY FORM**
**APPOINT A PROXY**
 **the Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

 Name

 Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Thursday, 25 November 2021** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting. You may attend the Meeting by logging in online at <https://meetings.linkgroup.com/CU621> and by referring to the details in the Notice of Meeting and Virtual Meeting Online Guide. If you attend the Meeting, your proxy's authority to speak for you will be suspended while you are present at the Meeting. The proxy's authority to vote for you will not be suspended while you are present at the Meeting, but will be revoked if you cast a vote at the Meeting.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**


**VOTING DIRECTIONS**

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.**

**Please read the voting instructions overleaf before marking any boxes with an**

**Resolutions**
**For Against Abstain\***

1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Ms Rosanne Robinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of Grant Thornton Audit Pty Ltd as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on a poll and your votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).


**STEP 1**
**STEP 2**
**STEP 3**

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au) prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Tuesday, 23 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Clarity Pharmaceuticals Ltd  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\*during business hours Monday to Friday (9:00am - 5:00pm)  
and subject to public health orders and restrictions



# Virtual Meeting Online Guide

## Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

---

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

**To attend and vote you must have your securityholder number and postcode.**

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

**Please make sure you have this information before proceeding.**

# Virtual Meeting Online Guide

Welcome to the Link Meeting 2021

**LINK**Group

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

I have read and accept the [Terms & Conditions](#)

**REGISTER AND WATCH AGM**

Help Number: 1800 990 363

## Step 1

Open your web browser and go to <https://meetings.linkgroup.com/CU621>

## Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

**Note:** If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

## 1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

**SHAREHOLDER DETAILS**

Shareholder Number

Post Code

**SUBMIT DETAILS AND VOTE**

OR

**PROXY DETAILS**

Proxy Number

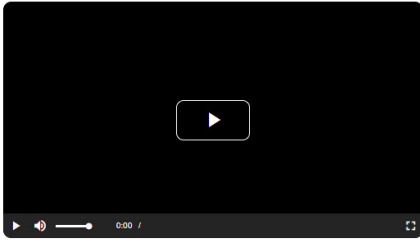
**SUBMIT DETAILS AND VOTE**

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

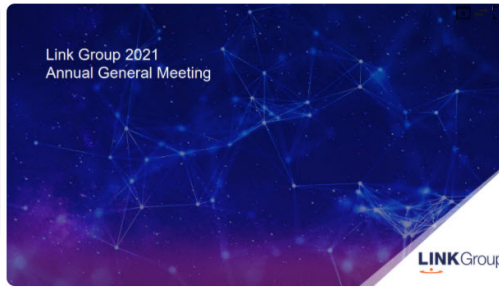
If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



The presentation will begin at XX:XX am/pm ZONE



**+**  
Get a Voting Card

**?**  
Ask a Question

**Downloads**

- Speakers Bio
- Sustainability Report
- Notice of meeting
- Online Guide

ABC COMPANY PTY LTD X123456789

### Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote     Partial Vote

<b>Resolution 2B</b>	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MR. ABC AS A DIRECTOR			
<b>Resolution 2C</b>	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MS XYZ AS A DIRECTOR			
<b>Resolution 3</b>	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT			
<b>Resolution 4</b>	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
ADOPTION OF REMUNERATION REPORT			
<b>SUBMIT VOTE</b>			

## Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

## Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

**Note:** You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

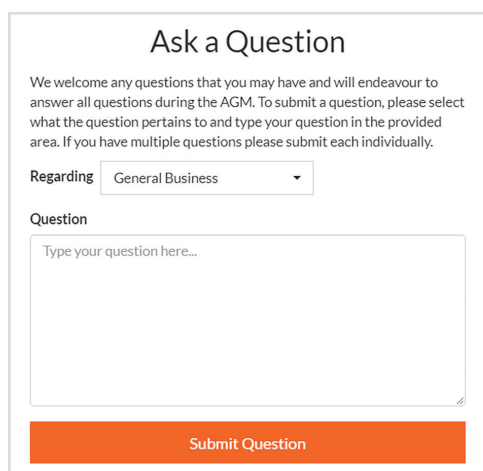
Once voting has been closed all submitted voting cards cannot be changed.

## 2. How to ask a question

**Note:** Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question' and includes a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this is a 'Regarding' dropdown menu set to 'General Business'. A 'Question' section contains a text input field with the placeholder 'Type your question here...'. At the bottom is an orange 'Submit Question' button.

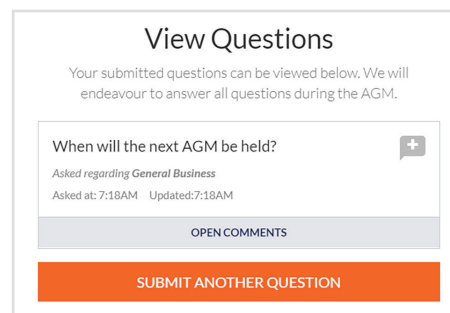
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' box is titled 'View Questions' and includes a message: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.' Below this is a question card for 'When will the next AGM be held?' with a plus icon. The card also shows 'Asked regarding General Business', 'Asked at: 7:18AM', and 'Updated: 7:18AM'. Below the card is a grey 'OPEN COMMENTS' button and an orange 'SUBMIT ANOTHER QUESTION' button.

## 3. Downloads

View relevant documentation in the Downloads section.

## 4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

## 5. Phone Participation

### What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363 before the AGM.

### Joining the Meeting via Phone

#### Step 1

From your land line or mobile device, call: 1800 434 077 or +61 2 9000 2116 (overseas)

#### Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

#### Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

#### Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

## Asking a Question

### Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press \*1** on your keypad should you wish to raise your hand to ask a question.

### Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

### Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.

Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing \*2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop, tablet or mobile device while you ask your question.

### Step 4

Your line will be muted once your question has been answered.

## Contact us

### Australia

T +61 1800 990 363

E [info@linkmarketservices.com.au](mailto:info@linkmarketservices.com.au)