



Volpara Health Technologies Limited

A company registered in New Zealand with company number 2206998
(ARBN 609 946 867)

2017 Annual General Meeting Notice of Meeting

**Thursday 24 August 2017
10am (New Zealand time)
8am (AEST)
Level 12, 86 Victoria Street, Wellington**

Webcast:

<https://edge.media-server.com/m6/p/ri49gpbq>

Chairman's Letter

Dear Shareholder

On behalf of Volpara Health Technologies Limited, I invite you to attend our Annual General Meeting (AGM) at 10am (New Zealand time) on Thursday 24 August 2017 at Level 12, 86 Victoria Street, Wellington.

During the AGM, we will undertake the business outlined on page 3 of this Notice of Meeting which primarily relates to the presentation of the Annual Report for the year ended 31 March 2017, the report of the auditor, and the re-election of two directors who retire by rotation at the AGM in accordance with the Company's constitution. It would be helpful if you could bring the enclosed Proxy Form with you on the day to assist in registration at the AGM.

If you do not plan on attending the AGM, you are encouraged to appoint a proxy to attend and vote on your behalf by lodging your proxy appointment online at www.votingonline.com.au/vhtagm2017. Instructions on how to appoint a proxy are detailed on the back of the Proxy Form. Proxies need to be received no later than 10am (New Zealand time) on 22 August 2017 to be valid for the AGM. Proxies may be lodged online or returned by mail.

Our Chief Executive Officer, Ralph Highnam and I will both speak at the AGM and our presentations will be available before the meeting at our website at www.volparasolutions.com and on the ASX website at www.asx.com.au (ASX:VHT). We encourage you to visit our website regularly for news and updates on our progress.

Do let us know of any questions you may have before the AGM. Details of how to lodge those questions prior to the AGM are on page 11 of this Notice.

We look forward to seeing you at the AGM.

Yours Sincerely,



Roger Allen AM
Chairman

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Notice is hereby given that the 2017 annual general meeting of shareholders (the "AGM" or "annual meeting") of Volpara Health Technologies Limited (the "Company") will be held on Thursday 24 August 2017 commencing at 10am (New Zealand time), at Level 12, 86 Victoria Street Wellington. Shareholders are also invited to attend by Webcast <https://edge.media-server.com/m6/p/ri49gpbq>

At the annual meeting, the following business will be considered along with any other business that may be properly brought before the meeting.

Ordinary Business

1. Presentation of the Annual Report for the year ended 31 March 2017, and the report of the auditor.

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

That John Pavlidis, who retires by rotation in accordance with clause 20.5 of the Company's constitution and who is eligible for re-election, be re-elected as a director of the Company.

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

That John Diddams, who retires by rotation in accordance with clause 20.5 of the Company's constitution and who is eligible for re-election, be re-elected as a director of the Company.

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

That pursuant to, and in accordance with, ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 11,600,000 fully paid ordinary shares in the capital of the Company that were issued at an issue price of \$0.60 per share on the terms and conditions set out in the Explanatory Memorandum to this Notice of Meeting under an institutional placement completed by the Company on 22 November 2016.

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by persons who participated in the share issue and their associates, however the Company need not disregard a vote if:

1. *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
2. *it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

5. To consider and, if thought fit, to pass the following special resolution:

That, for the purpose of ASX Listing Rule 7.1A, and for all other purposes, approval is given for the issue of securities in the capital of the Company totalling up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed by ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Notes forming part of this Notice of Meeting.

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by persons who may participate in the issue of securities under this Resolution and persons who might obtain a benefit, except a benefit solely in the capacity of a holder of securities and any associates of those persons, if this Resolution is passed. However, the Company will not disregard a vote if:

1. *it is cast by a such a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*

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2. *it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

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

That the Board be authorised to fix the fees and expenses of the auditors for the ensuing year.

Please see the Explanatory Notes on page 5 for further information.

Explanatory Notes

Resolutions

Business item 1 does not require a resolution of shareholders and business items 2 - 5 are ordinary resolutions which require approval by a simple majority (greater than 50%) of the votes of those shareholders entitled to vote and voting on the resolution.

Annual Report and Report of the Auditor (Item 1)

The Annual Report is available at <http://volparasolutions.com/investor-information/asx-company-news/> and has been made available in printed copy to those shareholders who requested them.

Election of Directors (Items 2 and 3)

Clause 20.5 of the Company's constitution requires one third of the Directors (or, if their number is not a multiple of three, then the number nearest to one third) to retire from office at the AGM. The Directors to retire are those who have been longest in office since they were last elected or deemed elected. No Director may hold office (without re-election) past the third annual general meeting of the Company following the Director's appointment or 3 years, whichever is longer. A single Managing Director of the Company (appointed under clause 22 of the constitution of the Company) is exempt from these requirements. Any Director who retires by rotation is eligible for re-election at the AGM.

John Pavlidis and John Diddams, being those Directors who have been longest in office since they were last appointed, retire by rotation. John Pavlidis and John Diddams, each being eligible, offer themselves for re-election.

A separate vote will be held for each candidate.

Each of the directors (excluding John Pavlidis) recommends that shareholders vote in favour of item 2.

Each of the directors (excluding John Diddams) recommends that shareholders vote in favour of item 3.

Information about the candidates for re-election

John Pavlidis joined the VHT board in early 2015 with more than 25 years of medical device experience as an executive and company director. John currently serves as the President and CEO of VytronUS, Inc., a venture-backed startup using novel catheter-based ultrasound and robotics technology to treat atrial fibrillation, a cardiac arrhythmia. Prior to VytronUS, John was the President and CEO of Endoscopic Technologies, Inc., a leader in minimally invasive and endoscopic treatment of atrial fibrillation, until it was acquired by AtriCure, Inc. in 2014. Since 2007, John has also served on the board of directors of several health technology startup companies, including U-systems, Inc., which pioneered automated breast ultrasound imaging as an adjunct to mammography for breast cancer screening and was acquired by GE Healthcare in 2012. Previously, John served as President and CEO of R2 Technology, Inc., the pioneer and leader in computer-aided detection of breast cancer, until Hologic, Inc. acquired the company in 2006. Before joining R2 Technology, John was president of the Ultrasound group at Siemens Healthcare, where he led the acquisition and integration of Acuson and subsequent growth of the combined organization to \$1 billion in revenue. He is based in Silicon Valley, California.

John Diddams is the principal of an Australian CPA firm that provides companies with corporate advisory services. John has extensive knowledge and practical experience in the application of Australian Corporations law, ASX Listing Rules, international accounting standards and corporate governance principles. Over the past 25 years John has managed the processes to raise capital, perform due diligence and seek ASX listing for a number of enterprises, including IPOs for a wide range of diverse offerings. These include oil and gas interests, food and retail, a fine wool processing plant, an innovative telephony product, a biotech company, an Internet advertising initiative, a dental device for snoring and sleep apnoea, an indoor skydiving company and the New Zealand developer of the Martin Jetpack. John is currently a non-executive director of ASX-listed Skydive the Beach Group Limited, an adventure tourism business operating in Australia.

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and New Zealand, and a non-executive director of Oliver's Real Food Limited, a healthy and organic fast food chain operating in Australia. John is also a non-executive director and deputy chair of House with No Steps, a not-for-profit organisation that supports 3,000 people to make the most of their abilities. John is chair of the Audit and Risk Committee and is based in Sydney, Australia.

Ratification of previous issue of shares (item 4)

General

Item 4 at the annual meeting seeks shareholder ratification pursuant to, and in accordance with, ASX Listing Rule 7.4 and for all other purposes for the previous issue of 11,600,000 fully paid ordinary shares in the capital of the Company under the institutional placement component of the capital raising that the Company undertook in November 2016 (**Placement Shares**).

Listing Rule 7.4

ASX Listing Rule 7.1 allows a company to issue up to 15% of its issued securities in any 12 month period without obtaining shareholder approval, subject to certain exceptions (for example where such an issue is made under a pro rata offer to all shareholders such as a rights issue).

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of securities made in compliance with ASX Listing Rule 7.1 but without shareholder approval, those securities shall be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

The Placement Shares were issued within the Company's 15% placement capacity in compliance with ASX Listing Rule 7.1

If item 4 at the annual meeting is approved, it will have the effect of ratifying the issue of Placement Shares pursuant to ASX Listing Rule 7.4 and will reinstate the Company's 15% capacity to issue up to 15% of its issued capital, if required, in the next 12 months without shareholder approval. While the Company has no current plans to raise further capital at this time, the Company considers it prudent corporate housekeeping to seek shareholder approval at the general meeting to reinstate its full placement capacity should a need for further capital arise.

If item 4 at the annual meeting is not passed, the Company's 15% placement capacity under ASX Listing Rule 7.1 will remain reduced by the number of Placement Shares issued.

Item 4 at the annual meeting is an ordinary resolution.

Specific information for shareholders required by ASX Listing Rule 7.5

Outlined below is the information required to be provided to shareholders in accordance with ASX Listing Rule 7.5 for the purposes of obtaining shareholder approval pursuant to ASX Listing Rule 7.4 for the issue of the Placement Shares:

1. 11 600 000 fully paid ordinary shares in the capital of the Company were issued on 22 November 2016.
2. The Placement Shares were issued at an issue price of \$0.60 per Placement Share.
3. The Placement Shares are fully paid ordinary shares and rank equally with the existing fully paid ordinary shares on issue.
4. The Placement Shares were issued to a number of institutional investors, who are not related parties, or associates of related parties, of the Company.
5. The funds raised from the issue of the Placement Shares were used to accelerate the business development and sales of the Company's products by growing the global sales team and increasing focus on product development,

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and to supplement working capital to support the rollout of VolparaEnterprise, the Company's Software as a Service (SaaS) subscription based model.

6. A voting exclusion is included in the notice of meeting.

Director's recommendation

Each of the directors recommends that shareholders vote in favour of item 4.

Additional 10% Placement Capacity (item 5)

Summary

ASX Listing Rule 7.1A allows eligible companies to issue further securities up to an additional 10% of the company's issued capital over a 12 month period provided approval by way of a special resolution is received from the holders of ordinary securities at an annual general meeting (**Additional 10% Placement Capacity**). The Additional 10% Placement Capacity is in addition to the Company's standard 15% placement capacity, permitted by ASX Listing Rule 7.1.

The number of equity securities able to be issued under the Additional 10% Placement Capacity is determined in accordance with the formula prescribed by ASX Listing Rule 7.1A.2.

The Company is seeking to have the flexibility conferred by the Additional 10% Placement Capacity to allow it to engage in potential future fundraising opportunities that may arise from time to time.

Detailed Description of ASX Listing Rule 7.1A

Eligible entities

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company confirms it is an eligible entity.

Shareholder Approval

The ability for the Company to issue equity securities under the Additional 10% Placement Capacity is subject to the approval of shareholders by way of a special resolution at an annual general meeting. A resolution under ASX Listing Rule 7.1A cannot be put to any other shareholder meeting.

Equity Securities

Any equity securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of equity securities. The Company, as at the date of this Notice, has on issue one class of quoted equity securities, namely, fully paid ordinary shares.

Formula for Calculating the Additional 10% Placement Capacity

If item 5 is passed, the Company may issue or agree to issue, during the 12 month period following the date of the this annual meeting, the number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A = the number of fully paid ordinary securities on issue 12 months before the issue date or date of agreement to issue,

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- plus the number of fully paid ordinary securities issued in the 12 months with the approval of shareholders under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;

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- less the number of fully paid ordinary securities cancelled in the 12 months.

D = 10%

E = the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the issue date or date of agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or ASX Listing Rule 7.4.

ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The Additional 10% Placement Capacity under ASX Listing Rule 7.1A is in addition to the Company's 15% Placement Capacity, as calculated under ASX Listing Rule 7.1.

As at the date of this NOM, the Company has on issue 145,193,121 fully paid ordinary shares and therefore has the capacity to issue:

- 21,778,968 equity securities pursuant to ASX Listing Rule 7.1 (subject to the ratification of the Company's issues of fully paid ordinary shares the subject of resolution 4); and
- subject to this resolution 5 being passed, 14,519,312 equity securities pursuant to ASX Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated as at the date of issue or date of agreement to issue the equity securities in accordance with the formula prescribed by ASX Listing Rule 7.1A.2, referred to above.

Information Required by ASX Listing Rule 7.3A

Pursuant to ASX Listing Rule 7.3A, the following information is provided in relation to the approval of the Additional 10% Placement Capacity:

The equity securities issued pursuant to the Additional 10% Placement Capacity will be issued at an issue price of not less than 75% of the volume weighted average market price of the Company's quoted fully paid ordinary shares, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the equity securities are to be issued is agreed; or
- if the equity securities are not issued within 5 trading days from the date referred to immediately above, the date on which the equity securities are issued.

An issue of equity securities under ASX Listing Rule 7.1A.2 involves the risk of economic and voting dilution for existing ordinary security holders, including a risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

The table below displays the potential dilution of existing holders of ordinary securities:

DILUTION				
Variable "A" in ASX Listing Rule 7.1A.2 ¹	Dilution Variable	A\$0.2675 (50% decrease in the Deemed Market Price)	A\$0.535 (Deemed Market Price)	A\$0.8025 (50% increase in the Deemed Market Price)
145,193,121	Additional 10% shares issued	14,519,312 ²	14,519,312	14,519,312
	Funds raised	A\$3,883,915.96	A\$7,767,831.92	A\$11,651,747.88
217,789,682 ³	Additional 10% shares issued	21,778,968 ⁴	21,778,968	21,778,968
	Funds raised	A\$5,825,873.94	A\$11,651,747.88	A\$17,477,621.82
290,386,242	Additional 10% shares issued	29,038,624 ⁵	29,038,624	29,038,624
	Funds raised	A\$7,767,831.92	A\$15,535,663.84	A\$23,303,495.76

In addition to the assumptions contained in the footnotes corresponding to specific items in the above table, the table has also been prepared based on the following further assumptions and qualifications:

- the Company issues the maximum securities available under the Additional 10% Placement Capacity;
- the table does not demonstrate any examples of dilution that may be caused to a particular shareholder by issues under the Additional 10% Placement Capacity, and each shareholder should consider their individual dilution as a result of their specific circumstances;
- the table only demonstrates the effect of issues of equity securities under the Additional 10% Placement Capacity, and does not consider placements that may be made by the Company pursuant to its 15% placement capacity in addition to, or instead of, issues pursuant to the Additional 10% Placement Capacity;
- the price of shares is deemed for the purpose of the table above to be \$0.57, being \$0.005 less than the closing price of the Company's ordinary shares traded on the ASX as at 26 July 2017 and is indicative only; and
- the table does not demonstrate the effect of the issue of quoted or unquoted options under the Additional 10% Placement Capacity. It only considers the issue of fully paid ordinary shares.

Date of issue

The Company may issue equity securities under the Additional 10% Placement Capacity from the date of this AGM, and expiring on the earlier of the following:

- 12 months from the date of this AGM; and
- the date of approval by shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature of scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking) (after which date, an approval under ASX Listing Rule 7.1A ceases to be valid).

Purpose of issue under the Additional 10% Placement Capacity

¹ Refer to the formula prescribed by ASX Listing Rule 7.1A.2 above regarding how Variable "A" is calculated. As noted above, the Company's current Variable "A" is subject to the ratification of the Company's issues of fully paid ordinary shares the subject of resolution 4.

² This has been rounded down to the nearest share.

³ This has been rounded up to the nearest share.

⁴ This has been rounded down to the nearest share.

⁵ This has been rounded down to the nearest share.

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The Company may issue equity securities under the Additional 10% Placement Capacity for a variety of purposes, including the following:

- non-cash consideration for the acquisition of new assets and investments in relation to the expansion of the Company's breast imaging business as new opportunities arise, including the possible acquisition of other imaging, PACS or mammography reporting businesses. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or
- cash consideration for the acquisition of new assets and investments in relation to the expansion of the Company's breast imaging business as new opportunities arise, including the possible acquisition of other imaging, PACS or mammography reporting businesses.

Allocation policy under the Additional 10% Placement Capacity

The allottees to whom equity securities may be issued under the Additional 10% Placement Capacity have not yet been determined, but it may include existing shareholders, or new shareholders who are not related parties or associates of a related party of the Company. Further, the Company may engage its Additional 10% Placement Capacity to issue equity securities to the vendors of assets or investments, which the Company may seek to acquire.

Previous approval under ASX Listing Rule 7.1A

The Company has not previously obtained approval under ASX Listing Rule 7.1A.

Special resolution

Item 5 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present in person or by proxy and eligible to vote at the AGM must be in favour of item 5 for it to be passed.

Voting exclusion

A voting exclusion statement is included in the Notice. As at the date of the Notice, the Company has not invited any existing shareholder to participate in an issue of securities under Listing Rule 7.1A. Therefore, no existing shareholders will be excluded from voting on item 5.

Director's recommendation

The Board considers that it is in the best interests of shareholders that the Company have the flexibility to be able to issue equity securities pursuant to the Additional 10% Placement Capacity and recommends that you vote in favour of item 5.

Auditor's remuneration (Item 6)

Deloitte (New Zealand) is the existing auditor of the Company and has indicated its willingness to continue in office. Under section 207T of the Companies Act 1993 of New Zealand, Deloitte (New Zealand) is automatically reappointed at the annual meeting as auditor of the Company. The proposed resolution is to authorise the Directors to fix the auditors' remuneration for the following year for the purposes of section 207S of the Companies Act 1993.

Each of the directors recommends that shareholders vote in favour of item 6.

Important Information

Record Date

Any person who is registered as a shareholder of the Company at 10am (New Zealand time) on 22 August 2017 is entitled to attend and vote at the annual meeting or to appoint a proxy to attend and vote in their place.

Proxies

Any shareholder entitled to attend and vote at the annual meeting may appoint a proxy to attend and vote in their place.

Enclosed with this notice of meeting is a proxy form. For the appointment of a proxy to be valid, the proxy form must be received by Boardroom Pty Limited either by post to GPO Box 3993, Sydney NSW 2001, facsimile +612 92909655 or via website voting at www.votingonline.com.au/vhtagm2017 at least 48 hours before the start of the annual meeting (that is by 10am (New Zealand time) on 22 August 2017).

Any shareholder of the Company entitled to attend and vote at the annual meeting may appoint another person or persons as proxy to attend and vote on his or her behalf. A proxy need not be a member of the Company. If the proxy form is returned without direction as to how the proxy shall vote on the resolution, then the proxy may vote as he or she thinks fit on that resolution. The Chairman offers himself as a proxy to shareholders. If the Chairman is not instructed how to vote on any resolution, he will vote on, and in favour of, each resolution.

All joint holders of a share parcel must sign the proxy form.

Companies must have a Director, a duly authorised officer acting under the express or implied authority of the Company, or an attorney duly authorised by the Company sign the proxy form on the company's behalf.

Corporate Representatives

A corporation that is a shareholder may appoint a representative to attend the annual meeting on its behalf in the same manner as that which in it could appoint a proxy.

Powers of attorney

Any person representing a shareholder(s) by virtue of a power of attorney must bring a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company.

Postal Voting

Pursuant to the Company's constitution a shareholder may not exercise his/her right to vote at the annual meeting by casting a postal vote.

Questions from Shareholders

Volpara Health Technologies Limited aims to ensure that Annual General Meetings and the Annual Report meet shareholders' expectations. Your views are essential to this.

If you would like further information on the Company, or would like to ask the Company or the Auditor a question at this AGM, you may lodge your questions online by visiting the Volpara Health Technologies Limited Share Registry's website www.votingonline.com.au/vhtagm2017 or by completing the enclosed form and returning it in accordance with the instructions.

Questions for the AGM (including written questions to the Auditor) must be received at any of the addresses below by 10am on 24 August 2017. The Chairman of the AGM will answer as many of the frequently asked questions as possible.

The presentations from the Chairman and the Chief Executive Officer will be available immediately prior to the AGM on the Volpara Health Technologies Limited website at www.volparasolutions.com and on the ASX website at www.asx.com.au (Company code: VHT). Shareholders will also be given a reasonable opportunity at the AGM to ask:

- questions about, or make comments on, the management of Volpara Health Technologies Limited and the Annual Report; and
- the Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by Volpara Health Technologies Limited and the independence of the Auditor.

If you would like to make a suggestion or comment on the Annual Report, please advise the Company in one of the following ways (this will allow us to incorporate your views into the content and design of future Annual Reports):

- online at the Company's Share Registry's website: www.boardroomlimited.com.au; or
- write to the Company's Share Registry or the Company Secretary at:

Boardroom Pty Ltd

GPO Box 3993,

Sydney NSW 2001

or post to:

Company Secretary

Volpara Health Technologies

Limited

P.O Box 24404, Wellington

New Zealand

INDUSTRY: Healthcare

VOLPARA HEALTH TECHNOLOGIES LIMITED

A company registered in New Zealand with company number 2206998
(ARBN 609 946 867)

Level 12, 86 Victoria street, Wellington 6011, New Zealand
www.volparasolutions.com

COMPANY CONTACT

craig.hadfield@volparasolutions.com

ASX Code: VHT

For Further Information Contact:

craig.hadfield@volparasolutions.com

BOARD OF DIRECTORS

Roger Allen

Chairman

Mike Brady

Non-Executive Director

John Diddams

Non-Executive Director

Ralph Highnam

Executive Director and CEO

John Pavlidis

Non-Executive Director

Lyn Swinburne

Non-Executive Director

All Correspondence to:

- ✉ **By Mail:** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (NZT) on Tuesday 22 August 2017.**

TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/vhtagm2017
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (NZT) on Tuesday 22 August 2017.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** www.votingonline.com.au/vhtagm2017
- 📠 **By Fax** +61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Volpara Health Technologies Limited

ARBN 609 946 867

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Volpara Health Technologies Limited** and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of **Volpara Health Technologies Limited** to be held at **Level 12, 86 Victoria Street, Wellington on Thursday 24 August 2017 at 10:00am (NZT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 2	To re-elect Mr John Pavlidis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To re-elect Mr John Diddams as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of previous issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	To authorise the Directors to fix auditors remuneration for the following year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017