



13 October 2017

Dear Shareholder

## **ANNUAL GENERAL MEETING**

I am pleased to invite you to attend the Annual General Meeting of Bionomics Limited, to be held at Pullman Adelaide (formerly Crowne Plaza Adelaide), Level 15 Hindmarsh Rooms 1 & 2, 16 Hindmarsh Square Adelaide, South Australia, at 11.00 am (Adelaide time) on Wednesday 15 November 2017, and have enclosed the Notice of Meeting and Explanatory Notes.

If you are unable to attend the meeting in person, I encourage you to return the enclosed Proxy form or cast your vote online in accordance with the instructions contained in the Notice of Meeting. The proxy form should be returned in the envelope provided, or faxed to our Share Registry on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia), so that it is received by 11.00am (Adelaide time) on Monday 13 November 2017.

I look forward to your attendance at the meeting.

Yours sincerely,

A handwritten signature in cursive script that reads "Errol de Souza".

**Dr Errol De Souza**  
**Chairman**

## NOTICE OF ANNUAL GENERAL MEETING 2017

Notice is hereby given that the Annual General Meeting of Bionomics Limited (ACN 075 582 740) ("**the Company**") will be held in the Pullman Adelaide (formerly Crowne Plaza Adelaide), Level 15, Hindmarsh Rooms 1 & 2, 16 Hindmarsh Square Adelaide, South Australia, at 11.00 am (Adelaide time) on Wednesday 15 November 2017 to transact the business set out below.

*Members should refer to the accompanying Explanatory Notes for further information concerning the business to be transacted at this meeting.*

### ORDINARY BUSINESS

#### ***Financial Statements and Reports***

To receive and consider the Company's Financial Report for the financial year ended 30 June 2017 and the accompanying Directors' Report and Auditor's Report.

**Note:** An electronic copy of the Company's Financial Report is available on our website [www.bionomics.com.au](http://www.bionomics.com.au).

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

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

*That the Remuneration Report for the year ended 30 June 2017 be adopted.*

**Note:** The vote on this resolution is advisory only and does not bind the directors or the Company.

#### ***Resolution 2 – Re-election of Non-Executive Director – Mr Peter Turner***

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

*That Mr Peter Turner be re-elected as a director of the Company.*

**Note:** Mr Turner will be retiring by rotation at the Annual General Meeting as required by the Company's Constitution and, being eligible, offers himself for re-election.

### SPECIAL BUSINESS

#### ***Resolution 3 – Approval of Proposed Issue of Share Options to Dr Deborah Rathjen: For the year ended 30 June 2017***

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

*That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue to Dr Rathjen of 75,000 share options in the Company pursuant to the Bionomics Limited Employee Share Option Plan as described in the Explanatory Notes, is approved.*

#### ***Resolution 4 – Approval of Bionomics Limited Employee Equity Plan***

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

*That, for the purpose of Section 260C(4) of the Corporations Act and ASX Listing Rule 7.2, Exception 9(b) and for all other purposes, the Employee Equity Plan and the issue of securities issued pursuant to the Plan, as described in the Explanatory Notes, be approved.*

## **VOTING EXCLUSION AND PROHIBITION STATEMENTS**

### **ASX Listing Rules**

In relation to Resolutions 3 and 4, the Company will disregard votes cast by or on behalf of all directors of the Company and their associates, as required by the ASX Listing Rules.

However, these restrictions will not apply to a vote cast as proxy for a person who is entitled to vote on Resolutions 3 and 4, (as applicable); (a) if the vote is cast in accordance with the directions on the proxy form specifying how the proxy is to vote on that Resolution; or (b) if the vote is cast by the Chairman of the meeting, in accordance with a direction on the proxy form to vote as the proxy decides on that Resolution.

### **Corporations Act**

#### ***Voting by KMP or closely related parties – Resolution 1***

As required by section 250R (4) of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a person who is disclosed in the Remuneration Report as one of the key management personnel of the Company (including the directors), or a closely related party of that person as these persons are not entitled to vote on the resolution in any capacity.

However, under section 250R(5) these restrictions will not apply to a vote cast as proxy for a person who is entitled to vote on Resolution 1: (a) if the vote is cast in accordance with a direction on the proxy form specifying how the proxy is to vote on Resolution 1; or (b) if the Chairman of the meeting is appointed proxy and the appointment does not specify the way the proxy is to vote and expressly authorises the Chairman to vote as he decides on Resolution 1 (even though Resolution 1 is connected directly or indirectly with the remuneration of members of the Company's key management personnel, including the Chairman).

#### ***Chairman or KMP as proxy - Resolutions 1, 3 and 4.***

Subject to the paragraph below, under section 250BD(1) of the Corporations Act, the Company's key management personnel and their closely related parties are not permitted to cast a vote as a proxy for a person, if that person has not included a direction on how to vote on Resolutions 1, 3, and 4 in the proxy form.

Where the Chairman of the meeting is appointed or becomes a proxy, the Chairman is permitted by section 250BD(2) and intends to vote undirected proxies in favour of Resolutions 1, 3 and 4 as the Chairman will be expressly authorised to exercise such proxies even though Resolutions 1, 3 and 4 are connected directly or indirectly to the remuneration of a member of the Company's key management personnel (which includes the Chairman).

"Key management personnel" are the directors of the Company (including the Chairman of the meeting) and those persons having the authority and responsibility for planning, directing and controlling the activities of the Company.

"Closely related parties" are the closely related parties of the key management personnel as defined in the Corporations Act, and include their spouses, children, dependants, certain other family members and controlled companies. The Key Management Personnel are identified as such in the Remuneration Report.

## **PROXIES, POWERS OF ATTORNEY AND CORPORATE REPRESENTATIVES**

A member who is entitled to attend and vote at this meeting may appoint a proxy to attend and vote for the member at the meeting. The proxy need not be a member of the Company and may be an individual or a body corporate.

A member who is entitled to cast more than one vote at the meeting may appoint two separate proxies to vote on their behalf. Where two proxies are appointed, the member may specify the proportion or number of votes each proxy is appointed to exercise failing which each proxy may exercise half of the member's votes. Fractions of votes will be disregarded. If a single proxy is appointed by a member that proxy may vote on a show of hands. If two proxies are appointed by a member, neither proxy may vote on a show of hands.

An appointed proxy has the same rights as the member to speak at the meeting and to join in a demand for a poll.

In order to record a valid vote, members will need to take the following steps:

- Cast your vote online by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and following the instructions and information provided on the enclosed proxy form; or
- Custodian voting - For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions; or
- Complete and lodge the proxy form with the Company at the address or facsimile number specified below, along with any power of attorney or notarially certified copy of a power of attorney (if the proxy form is signed pursuant to a power of attorney), by no later than 48 hours before the Annual General Meeting (i.e. *by no later than 11.00 am (Adelaide time), Monday 13 November 2017*):

Bionomics Limited  
C/- Computershare Investor Services Pty Ltd  
GPO Box 242  
MELBOURNE VIC 3001

*Or facsimile 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)*

A member who is a body corporate may appoint an individual as a representative to exercise the member's voting rights at the Annual General Meeting pursuant to section 250D of the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the meeting.

## **DETERMINATION OF ENTITLEMENT TO ATTEND AND VOTE**

For the purpose of the Corporations Act, the Company has determined that all securities of the Company that are quoted securities at 6.30 pm (Adelaide time) on Monday 13 November 2017 will be taken, for the purpose of the Annual General Meeting, to be held by the persons who held them at that time.

## **QUESTIONS AND COMMENTS BY MEMBERS**

In accordance with the Corporations Act, the Chairman of the Annual General Meeting will allow a reasonable opportunity for members at the meeting to ask questions about, or make comments on, the management of the Company.

Similarly, the Chairman will allow a reasonable opportunity for members at the meeting to ask questions of a representative of the Company's Auditors, Deloitte Touche Tohmatsu, relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditors in relation to the conduct of the audit.

Pursuant to the Corporations Act, members may submit a written question to the Company's Auditors relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the Financial Report to be considered at the Annual General Meeting.

Questions to the Company's Auditors must be given to the Company no later than 5.00pm (Adelaide time) Wednesday 8 November 2017. The Company may examine the contents, or make a copy, of any question so submitted. A list of relevant written questions (prepared by the Company's Auditors) will be made available to members attending the Annual General Meeting at

the start of the meeting.

The Chairman of the Annual General Meeting will allow a reasonable opportunity at the meeting for a representative of the Company's Auditors to answer any written questions submitted in accordance with the above procedure. If the Company's Auditor has prepared written answers to written questions, the Chairman may allow these to be tabled at the meeting and such written answers will be made available to members as soon as practicable after the meeting.

Please send any written questions for the Company's Auditors to:

Bionomics Limited  
31 Dalglish Street  
Thebarton SA 5031  
***Or facsimile: (08) 8354 6150***  
***Or email: [info@bionomics.com.au](mailto:info@bionomics.com.au)***

no later than 5:00pm (Adelaide time) on Wednesday 8 November 2017.

By order of the Board.

**Jack Moschakis**  
**Company Secretary**

Adelaide 13 October 2017

## EXPLANATORY NOTES FOR THE 2017 ANNUAL GENERAL MEETING

*These Explanatory Notes have been prepared to assist shareholders with their consideration of the resolutions set out in the Notice of Annual General Meeting dated 13 October 2017.*

### ORDINARY BUSINESS

#### Financial Statements and Reports

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires the Company's Financial Report, the accompanying Auditor's Report and the Directors' Report for the year ended 30 June 2017 to be laid before the Annual General Meeting.

An electronic copy of the Company's Financial Report (and accompanying Auditor's Report and Directors' Report) is available on our website [www.bionomics.com.au](http://www.bionomics.com.au).

A reasonable opportunity for discussion of the Company's Financial Report (and accompanying Auditor's Report and Directors' Report) will be provided at the Annual General Meeting. There will be no formal resolution put to the meeting in relation to this item of ordinary business.

#### RESOLUTION 1: Adoption of Remuneration Report

The Remuneration Report for the year ended 30 June 2017 is set out in the 2016-17 financial statements, which are available on Bionomics' website at [www.bionomics.com.au](http://www.bionomics.com.au).

Pursuant to section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote at the Company's Annual General Meeting. The vote on the proposed resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies.

Pursuant to the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") to decide whether an extraordinary general meeting of shareholders (**EGM**) is to be held within 90 days of the date of that AGM to consider the election of the Company's directors (other than the CEO and Managing Director). If a spill resolution is passed (that is, more than 50% of votes cast are in favour), all of the Company's directors (other than the CEO and Managing Director) will cease to hold office at the end of the EGM, unless re-elected at that meeting.

The Chairman will allow a reasonable opportunity for members to discuss the Remuneration Report.

#### RESOLUTION 2: Re-election of Non-Executive Director – Mr Peter Turner

Mr Peter Turner will retire by rotation at the Annual General Meeting as required by the Company's Constitution and, being eligible, offers himself for re-election.

Mr Turner was appointed to the Board on 16 June 2016 and last elected at the Annual General Meeting held on 8 November 2016. Whilst Mr Turner was only recently elected by members, Bionomics Constitution requires at least one director to stand for re-election every year and being one of two equal longest serving directors, Mr Turner has put himself forward for re-election.

The Board considers Mr Turner's experience as an executive in big Pharma to be of the highest calibre and his skill set increases the breadth and capacity of the Board. Mr Turner has made a strong contribution in his 17 months tenure as a director and he has the commitment and capacity to continue to serve as a director if re-elected.

As reported in the 2017 Annual Report, Mr Turner's experience and expertise is as follows;

Mr Turner is a former senior executive with global experience in CSL, a large multinational organisation in the biopharmaceutical industry. He has been an Executive Director and COO of CSL and was the founding President of CSL Behring working in Europe and the United States from 2000 to 2011. Mr Turner provided strategic, technical and commercial leadership and was responsible for the integration of large company acquisitions in Europe, the United States and Japan. He has been responsible for significant company re-structuring and turnaround and has overseen thirteen new product launches in the United States and Europe and more in other jurisdictions. During his tenure, overseas sales grew from US\$140 million to \$3.4 billion. Mr Turner is a Non-Executive director of Virtus Health and the Chair of NPS MedicineWise. He is a former Chair of Ashley Services Group.

**The Board (with Mr Peter Turner abstaining), recommends that shareholders vote in favour of the re-election of Mr Peter Turner.**

## **SPECIAL BUSINESS**

### **BACKGROUND TO RESOLUTION 3**

Resolution 3 set out in the Notice of Annual General Meeting is being put before shareholders for the purpose of ASX Listing Rule 10.14 and for all other purposes.

Listing Rule 10.14 requires a listed company to obtain shareholder approval for the issue of securities under an employee incentive scheme such as the Bionomics Employee Share Option Plan (**Option Plan**) to a director (or an associate of a director) of the Company.

Under section 208 of the Corporations Act a public company cannot give a financial benefit to a related party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party. Dr Rathjen is a related party of the Company due to the fact that she is a director of the Company and the issue of share options to Dr Rathjen constitutes a “financial benefit”. However, the directors are of the view that the exemptions under section 211 of the Corporations Act (remuneration and reimbursement) apply; namely the financial benefit is attributed to Dr Rathjen’s employment with the Company and is a reasonable part of her remuneration. Accordingly, the directors are not seeking shareholder approval under section 208 of the Corporations Act, although shareholder approval must be obtained pursuant to ASX Listing Rule 10.14.

### **RESOLUTION 3: ASX Listing Rule 10.14 – Proposed Issue of Share Options to Dr Deborah Rathjen: For the year ended 30 June 2017**

The Company proposes to issue 75,000 bonus share options to Dr Rathjen as part of her total remuneration package for the year ended 30 June 2017. The non-executive directors consider that these options are well deserved and that such an arrangement is in the Company’s best interests as it aligns the interests of Dr Rathjen with the interests of the Company’s shareholders in building sustainable value. The rationale for issuing these bonus share options is to reward performance whilst at the same time preserving the Company’s cash.

The non-executive directors have approved, subject to approval by the Company’s shareholders, the offer to Dr Rathjen of 75,000 bonus share options on the following terms:

- An exercise period commencing on the date of issue of the share options and ending on the date that is five years after the date of issue of the share options.
- Each of these share options will, if exercised at any time during the share option exercise period, entitle Dr Rathjen to subscribe for a fully paid ordinary share in the Company.
- Each share option will have an exercise price of \$0.44. The exercise price of \$0.44 per share option is based on a seven (7) day VWAP of the Company’s shares at 16 August 2017, when the offer of share options to Dr Rathjen was approved by the non-executive directors (subject to approval by shareholders).
- The proposed options are in line with the practice for all senior management who have been invited to accept share options.



Resolution 3 is being put to shareholders for the purposes of ASX Listing Rule 10.14 and for all other purposes. The following information is provided in relation to the terms of the share options and for the purposes of ASX Listing Rule 10.15:

- (a) the maximum number of share options that may be acquired by Dr Rathjen is 75,000;
- (b) the share options will be issued to Dr Rathjen for no consideration (but will have an exercise price as described above);
- (c) details of share options issued to directors since last approval are; Dr De Souza was issued with 500,000 Options in assuming the role of Chairman of the Company; Mr Turner, Mr Wilson and Mr Fisher were each issued 500,000 Options following their respective appointments as Directors of the Company; Dr Rathjen was issued 1,000,000 Options as part of her new employment contract (500,000 share options as part of a long term incentive and 500,000 options as part of a commercialisation incentive); all allocations approved at the 2016 AGM;
- (d) the directors of the Company as listed below are each entitled to participate in the Option Plan:  
  
Dr Errol De Souza  
Dr Deborah Rathjen  
Mr Peter Turner  
Mr David Wilson  
Mr Alan Fisher
- (e) a voting exclusion statement in respect of this Resolution is set out in the Notice of Annual General Meeting;
- (f) there is no loan in relation to the acquisition by Dr Rathjen; and
- (g) if Resolution 3 is approved, the share options are expected to be issued by 15 December 2017 (and in any event, by no later than 15 November 2018).

The share options will not be quoted on the ASX.

**The Board (with Dr Rathjen abstaining), recommends that shareholders vote in favour of the proposed issue of share options to Dr Rathjen.**

#### **RESOLUTION 4: ASX Listing Rule 7.2, Exception 9 – Approval of Bionomics Limited Employee Equity Plan**

Resolution 4 seeks shareholder approval for the Bionomics Limited Employee Equity Plan (**EEP**). The EEP replaces the Employee Share Option Plan that was previously approved by shareholders at the Company's Annual General Meeting in 2014. The EEP has been drafted to reflect changes to the income tax legislation governing employee share schemes, governance changes in respect of the type of equity instruments that are granted to employees and directors, the circumstances in which they are granted, and to provide administrative flexibility.

The underlying purpose of the EEP is to align employees' and directors' interests with shareholders' interests by providing them with equity as part of their remuneration arrangements. This will enable the Company to attract and retain top-level employees and directors.

The procurement and retention of first class executives and employees capable of managing the Company's operations and achieving the Company's strategic objectives is always a difficult task for a relatively young Company, without an earnings history, such as Bionomics. In order to compete with well-established companies, the Board considers the Company essentially has one of two choices: either offer higher cash remuneration or issue equity under a plan such as the EEP.



The EEP enables the Board to award different types of equity instruments tailored to specific application. These can include Rights to acquire shares contingent on meeting specified performance metrics, Options to acquire shares on payment of an exercise price, Rights and/or Options that are contingent on remaining in employment, among others.

Approval of the EEP by shareholders is required for an exception to ASX Listing Rule 7.1, which restricts (in certain circumstances) the issue of new securities in any 12-month period to 15% of issued shares without shareholder approval. Exception 9(b) of ASX Listing Rule 7.2 provides that an issue of securities under an employee incentive scheme (such as the EEP) is exempt from the operation of ASX Listing Rule 7.1 for a period of three years from the date shareholder approval is obtained.

If shareholders approve Resolution 4, the grant of equity instruments (and the issue of any new Shares pursuant to these equity instruments) under the EEP will not be included in the 15% limit imposed by ASX Listing Rule 7.1 for a period of three years from the date of the Annual General Meeting.

If Bionomics elects to transfer (or procure the acquisition and transfer) of Shares to an employee or director to meet his or her entitlements under the Employee EEP (rather than issue new Shares), Bionomics may be considered to be providing financial assistance to that person or any Plan Trustee that it appoints to acquire Shares.

Under section 260C(4) of the Corporations Act, Bionomics may provide such financial assistance under an employee share scheme approved by Bionomics in general meeting. Accordingly, Bionomics is also seeking approval of the EEP for the purposes of section 260C(4) of the Corporations Act.

In accordance with ASX Listing Rule 7.2, Exception 9(b), the following information is provided to shareholders:

- A summary of the terms and conditions of the Employee Equity Plan is set out below.
- As this is a new plan subject to shareholder approval, no issues of equity instruments under this plan have been made.
- a voting exclusion statement for Resolution 4 is included in the Notice of Meeting.

For a copy of the EEP, please contact the Company on 08 8354 6100 or by email to [info@bionomics.com.au](mailto:info@bionomics.com.au).

### Summary of Employee Equity Plan

<b>Eligibility</b>	The Board has discretion to determine which employees or non-executive directors of the Group or other persons are eligible to participate. Director grants that may result in a new issue of shares on exercise of rights must also receive separate shareholder approval (Eligible Participants).
<b>Terms of grant</b>	A grant of equity instruments under the Plan is subject to both the Plan Rules and the terms of the specific grant.
<b>Administration of Plan</b>	The Employee Equity Plan is administered by the Board that may delegate responsibilities to a committee of the Board and/or specified officers of the Company or such other third parties as it considers appropriate.
<b>Exercise price</b>	Unless the Board determines otherwise, the exercise price of share options granted under the Employee Equity Plan will be the weighted average closing price of the Company's shares traded on ASX for the 7 trading days immediately preceding the date on which the invitation is made.

<b>Exercise period</b>	Unless the Board determines otherwise, the equity instruments will become exercisable in equal tranches over a five year period and each tranche can be exercised during the period from the date on which they vest under the terms of the specific grant to the date specified in the terms of the grant that can be no later than the seventh anniversary of the date of grant of the equity instruments.
<b>Lapse and forfeiture</b>	<p>The equity instruments will lapse at the end of their relevant exercise period determined by the Board on grant. However, unless the Board or the terms of the specific grant prescribe otherwise, if the Eligible Participant ceases to be an Eligible Participant for any reason (other than by death, retrenchment or retirement), then:</p> <p>(a) any equity instruments held by that participant for which the exercise period has commenced will lapse 30 days after the date the participant ceased to be an Eligible Participant; and</p> <p>(b) any equity instrument held by that participant for which the exercise period has not commenced will lapse on the date the participant ceased to be an Eligible Participant.</p>
<b>Shares issued</b>	A share issued on the exercise of an equity instrument will be a fully paid ordinary share in the Company ranking equally with, and having the same rights and entitlements as, other ordinary shares in the Company on issue at the date of allotment of the share (other than rights and entitlements accrued prior to the date of allotment of the share).
<b>Delivery of shares</b>	The Board can decide whether to purchase Shares on-market or issue new Shares on exercise of equity instruments.
<b>Restrictions on transfer</b>	An Eligible Participant must not assign or transfer an equity instrument (without the Company's consent), other than a transfer to a legal personal representative in the event that an Eligible Participant has died or become subject to mental health legislation.
<b>Reorganisations or bonus issues</b>	The entitlement of a holder of an equity instrument to Shares or their cash equivalent value will be adjusted to take account of any bonus issues as if the equity instrument had been exercised before the determination of any entitlements in respect to those issues. Any exercise price will be adjusted in the case of a discounted rights issue in accordance with a formula prescribed by ASX Listing Rules. In the case of a reorganisation of issued capital, the entitlement to shares will be adjusted as required by the ASX Listing Rules from time to time.
<b>Performance hurdles and other vesting and exercise conditions</b>	Subject to the terms of the Plan, the vesting and exercise of equity instruments may be conditional on performance hurdles, service requirements, and the satisfaction of any other vesting and exercise conditions set by the Board at the time of grant of the equity instruments.
<b>Early vesting</b>	Equity instruments may vest (in whole or in part) earlier than the vesting date in some circumstances, subject to exercise of the Board's discretion and compliance with the ASX Listing Rules, including if there is a change of control event (such as a takeover bid or scheme).
<b>Restriction on disposal</b>	The Board may impose a restriction on disposal of shares allocated on exercise of an equity instrument.

<b>Clawback</b>	Where, in the opinion of the Board, an equity instrument vests, or may vest, to a Participant as a result of the fraud, dishonesty, breach of obligations or knowing material misstatement of financial statements by a Participant or an employee of the Group other than the Participant and, in the opinion of the Board, the equity instrument would not otherwise have vested, the Board may determine that it has not vested and may, subject to applicable laws, determine any treatment in relation to the equity instrument (including resetting conditions, deeming Shares to be forfeited and/or new instruments be granted subject to substitute conditions) to ensure that no unfair benefit is obtained by the Participant as a result of the actions of another person.
<b>Dilution</b>	Shares will not be issued unless the Board is satisfied that the number of Shares offered or that may be offered under this plus any other equity plan over the previous 3 years is less than 5% of the total shares on issue.
<b>Hedging</b>	A Participant must not enter into any scheme, arrangement or agreement (including options and derivative products) under which the Participant may alter the economic benefit to be derived from an Equity Instrument.
<b>Variations</b>	The Board may terminate, suspend or amend the terms of the Employee Equity Plan at any time. However, the Board may not without the consent of the Participants amend any restriction or other condition relating to the Plan that materially reduces the rights of Participants, except in certain circumstances (for example, if the amendment is required to comply with the ASX Listing Rules or the Corporations Act). After equity instruments have been granted, the terms and conditions for a particular grant cannot be changed without the consent of the Participant.

### **Recommendation**

The Directors as potential recipients of equity instruments under the Employee Equity Plan have an interest in Resolution 4 and therefore abstain from making any voting recommendation to shareholders.

The Chairman of the Meeting intends to vote all available Proxies in favour of this resolution.

Adelaide  
13 October 2017

**Bionomics**

ABN 53 075 582 740



Limited

## Lodge your vote:



**Online:**

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



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 556 161  
(outside Australia) +61 3 9415 4000

## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by 11:00am (Adelaide time) Monday 13 November 2017**

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## Signing Instructions for Postal Forms

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1

#### Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Bionomics Limited hereby appoint

☐

the Chairman  
of the Meeting **OR**



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Bionomics Limited to be held in the **Pullman Adelaide (formerly Crowne Plaza Adelaide), Level 15, Hindmarsh Rooms 1 & 2, 16 Hindmarsh Square, Adelaide, SA on Wednesday 15 November 2017 at 11:00am (Adelaide time)** and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 1, 3 & 4** (except where I/we have indicated a different voting intention below) even though **Items 1, 3 & 4** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 1, 3 & 4** by marking the appropriate box in step 2 below.

### STEP 2

#### Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

##### ORDINARY BUSINESS

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Non-Executive Director - Mr Peter Turner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

##### SPECIAL BUSINESS

3 Approval of Proposed Issue of Share Options to Dr Deborah Rathjen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Bionomics Limited Employee Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_

Date

BNO

999999A

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