



Anteo Diagnostics Limited
(ABN 75 070 028 625)

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Anteo Diagnostics Ltd (“**Anteo**” or the “**Company**”) for 2017 will be held on **Thursday, 16 November 2017 at 10.30 am** (Sydney time) at the offices of **ClarkeKann Lawyers, Level 4, 9 Castlereagh Street, Sydney**. The Explanatory Memorandum accompanying this Notice of Annual General Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and Proxy Form part of this Notice.

The Directors have determined that pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company as at 7pm (Sydney time) on Tuesday, 14 November 2017.

Terms and abbreviations used in this Notice are defined in the Glossary to the Explanatory Memorandum.

BUSINESS

FINANCIAL STATEMENTS

To receive and consider the financial statements of the Company and its controlled entities for the year ended 30 June 2017 and the related Directors’ Report, Directors’ Declaration and Auditors’ Report.

RESOLUTION 1: ADOPTION OF DIRECTORS’ REMUNERATION REPORT

“To adopt the Directors’ Remuneration Report for the year ended 30 June 2017.”

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel of the Company (“**KMP**”) (as identified in the Remuneration Report and which includes all of the Directors) or their closely related parties (defined in the Corporations Act to include certain of their family members, dependents and companies they control), as well as any undirected votes given to a KMP as proxyholder. However, the Company need not disregard a vote cast by a KMP or closely related party of the KMP if:

- (a) it is cast by a person as proxy for a person who is permitted to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by a person chairing the Meeting as proxy for a person who is permitted to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Note: In accordance with section 250R of the Corporations Act 2001, the vote on Resolution 1 will be advisory only and will not bind the Directors or the Company.

RESOLUTION 2: RE-ELECTION OF DIRECTOR (Mr Alan Studley)

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

“That Mr Alan Studley, who retires in accordance with the Company’s Constitution and, being eligible, offers himself for re-election, is hereby re-elected a director of the Company”.

RESOLUTION 3: RE-ELECTION OF DIRECTOR (Dr Geoff Cumming)

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

“That Dr Geoff Cumming, who retires by rotation in accordance with the Company’s Constitution and, being eligible, offers himself for re-election, is hereby re-elected a director of the Company”.

RESOLUTION 4: ISSUES OF SECURITIES UNDER EXECUTIVE/EMPLOYEE SHARE PLAN

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

“That, for the purposes of ASX Listing Rule 7.2, Exception 9(b) and all other purposes, the issue of shares, options and other equity securities under the Company’s Executive/Employee Share Plan (the terms of which are summarised in the Explanatory Memorandum accompanying the Notice of Annual General Meeting) be hereby approved.”

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 4 by directors of the Company or their associates except a director who is ineligible to participate in the executive/employee share plan. However, the Company will not disregard a vote if it is cast by a Director or their associate:

- (a) as the proxy for a person who is entitled to vote, in accordance with the directors on the Proxy Form; or
- (b) being the person chairing the Meeting 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.

In addition, the Company will disregard any votes cast as a proxy on Resolution 4 by a member of the key management personnel of the Company (“**KMP**”) (as identified in the Remuneration Report and which includes all of the Directors) or their closely related parties (defined in the Corporations Act to include certain of their family members, dependents and companies they control), unless the vote is cast:

- (c) as the proxy for a person who is entitled to vote, in accordance with the directors on the Proxy Form; or
- (d) by the person chairing the Meeting 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.

DATED: 16 October 2017.

By order of the Board.



John Hurrell
Executive Chairman

NOTES:

Explanatory Memorandum

The Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum.

Eligibility to vote

In accordance with the Corporations Act and the Company's Constitution, a person's entitlement to vote at the Meeting will be determined by reference to the number of fully paid shares registered in the name of that person (reflected in the register of members) as at 7pm (Sydney time) on Tuesday, 14 November 2017.

Proxy votes

A Shareholder entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote in their place.

Where more than one (1) proxy is appointed, the appointment may specify the proportion or number of votes that the proxy may exercise, otherwise each may exercise half of the votes.

A proxy need not be a Shareholder.

A form of proxy must be signed by the Shareholder or the Shareholder's attorney.

Proxies must reach the Company at least forty eight (48) hours before the meeting at which the person named in the Proxy Form proposes to vote (i.e. not later than 10:30am (Sydney time) on Tuesday, 14 November 2017).

The address for lodgement of proxies is:

Delivery Address:	Postal Address:	Fax Number:
Level 12, 225 George Street Sydney, NSW 2000	Anteo Diagnostics Limited c/- Boardroom Pty Ltd GPO Box 3993 Sydney NSW 2001	+61 2 9290 9655

Power of Attorney

If a proxy is signed by a Shareholder's attorney, the Shareholder's attorney confirms that he has received no revocation of authority under which the proxy is executed and the authorities under which the appointment was signed or a certified copy thereof must also be received at least forty eight (48) hours before the meeting.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

Questions for the Auditor

Under section 250PA of the Corporations Act, Shareholders may submit written questions for the auditor up to five business days before the date of the Meeting. Shareholders wishing to do so may send their questions to the Company at Unit 4, 26 Brandl Street, Eight Mile Plains, QLD 4113 or Fax 07 3219 0553, and the Company will pass them on to the auditor.

2017 Annual Report

Copies of the Company's 2017 Annual Report for the financial year ending 30 June 2017 ("**Annual Report**") comprising the Annual Financial Reports, Directors' Report and Auditor's Report of the Company and the Company's controlled entities will be distributed to those Shareholders requesting a physical copy of these documents. The Company's Annual Report is able to be viewed at the Company's website at www.anteodx.com.

EXPLANATORY MEMORANDUM
ANTEO DIAGNOSTICS LIMITED

INTRODUCTION

This Explanatory Memorandum has been prepared to assist Shareholders in considering the Resolutions set out in the Company's Notice of Meeting. This Explanatory Memorandum forms part of, and should be read in conjunction with, the Company's Notice of Meeting to be held at the offices of **ClarkeKann Lawyers, Level 4, 9 Castlereagh Street, Sydney on Thursday, 16 November 2017** (Sydney time) **at 10.30 am**.

Terms used in this Explanatory Memorandum are defined in the Glossary at page 5 of this Explanatory Memorandum.

BUSINESS

FINANCIAL STATEMENTS

The Corporations Act requires that the Financial Report (including the Directors' Report, Financial Statements and the Audit Report) be laid before the Meeting. Although not requiring a vote of Members, an opportunity will be provided for Members to ask questions on the reports, including of the Company's auditor, who will be available to answer Member questions relating to the Audit Report.

RESOLUTION 1: ADOPTION OF DIRECTORS' REMUNERATION REPORT

Your Board is aware of the sensitivities of Shareholders to remuneration practices generally, and submits its remuneration report to Shareholders for consideration and adoption under a non-binding resolution.

The Remuneration Report appears within the Directors' Report in the Company's Annual Report and describes the remuneration practices of the Company and the rationale underpinning those practices.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with express authorisation to vote the proxy in accordance with the Chairman's intention.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the resolution.

RESOLUTION 2: RE-ELECTION OF DIRECTOR (Mr Alan Studley)

Under the Company's Constitution (clause 19.4), if a Director is appointed to the Board by the other Directors, then that Director must retire from office at, and is be eligible for re-election at the next annual general meeting following their appointment.

Mr Alan Studley was appointed an independent director of the Company on 11 May 2017. Accordingly Mr Studley retires and seeks re-election to the Board.

Mr Studley has held various senior management roles in his career and has more than 30 years' experience as a director of public, private and not-for-profit organisations spanning a diverse range of industries. These include public health, media and communications, superannuation, manufacturing and technology. His roles include Executive Chairman of Revenue Clearing House

Pty Ltd, Chief Operating Officer of Sausage Software Limited, Executive Director of Women's and Children's Healthcare Network, Chief Executive Officer of Point Nepean Community Trust, Group Finance Director of HDM Mattingly Pty Ltd.

Mr Studley is currently a non-executive director of Access Health and ANZGITA (Australian and New Zealand Gastroenterological International Training Association) and has previously held directorships with Health Super, Metropolitan Ambulance Service, Sausage Software, Methodist Ladies' College, Melbourne and other not-for-profit entities.

Mr Studley holds a Master of Business Administration, is a Fellow of the Australian Institute of Company Directors and a Fellow of CPA Australia.

Directors' Recommendation

The Directors (other than Mr Studley) unanimously recommend that Shareholders vote in favour of the re-election of Mr Studley.

RESOLUTION 3: RE-ELECTION OF DIRECTOR (Dr Geoff Cumming)

Under the Company's Constitution (clause 20.1), Dr Cumming retires by rotation and is eligible for re-election at the next annual general meeting following their appointment.

Dr Cumming currently occupies the role as a non-executive director of the Company (Dr Cumming resigned as Managing Director of the Company in March 2016).

Dr Cumming has over 20 years' experience in the healthcare and biotechnology market. Dr Cumming's roles have progressed from pure research to sales and marketing roles through to Managing Director level and Board seats.

Previously Managing Director of Roche Diagnostic Systems – Oceania Regional Centre, where he transformed a loss making business to one achieving over 30% compound annual growth over a four year period and the highest profitability levels in Roche's global organisation. Dr Cumming was also Managing Director and CEO of an Australian based biotechnology company commercialising a range of products in cancer diagnosis and treatment. During his tenure he was responsible for taking research from Sydney University through to product registration. This involved capital raising, managing Intellectual Property, investor relations and forging links with relevant international partners.

Dr Cumming has been a Director of the Company since April 2009, and is a Non-Executive Director of ASX listed Medical Australia Limited and Sienna Diagnostics Limited.

Directors' Recommendation

The Directors (other than Dr Cumming) unanimously recommend that Shareholders vote in favour of the re-election of Dr Cumming.

RESOLUTION 4: ISSUES OF SECURITIES UNDER EXECUTIVE/EMPLOYEE SHARE PLAN

Approval sought

The Company's ESOP has operated since 2008. It is designed to assist with the attraction, motivation and retention of relevant employees of the Company, align the interests of those employees and shareholders by matching rewards with the long term performance of the Company and, accordingly, drive the Company's improved performance.

The ESOP was previously approved by Shareholders at the 2014 Annual General Meeting for the purpose of an exception to 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.

The applicable exception sought in this resolution is contained in Listing Rule 7.2 (Exception 9). The effect of shareholder approval under this exception is that any issues of securities under the ESOP are treated as having been made with the approval of shareholders for the purposes of Listing Rule 7.1. Approval under this exception lasts for three years.

Resolution 4 seeks to refresh shareholder approval for a further three years so that securities issued pursuant to the ESOP are not included within the limit of 15% of issued shares that can be issued without shareholder approval.

The Company established the ESOP for a number of purposes and continues to believe that the ESOP is integral to the Company's financial performance for a number of reasons, including:

- retaining and incentivising its key personnel;
- attract and retain valued employees essential for the continued growth and development of the Company;
- establish a sense of ownership in the Company for the employees;
- promote and foster loyalty and support amongst employees for the benefit of both the employees and the Company;
- enhance the relationship between the Company and its employees for the long term mutual benefit of the parties; and
- enable the Company to attract high calibre individuals, who can bring expertise to the Company.

In accordance with Listing Rule 7.2 (Exception 9):

(a) *Eligibility*

All officers, executives, employees and consultants of the Company that have satisfied the criteria of the Board from time to time, are eligible, at the invitation and discretion of the Company, to be issued Options under the ESOP ("**Eligible Participant**"). An Eligible Participant may be entitled to nominate that Options are held by another person that is an associate of the Eligible Participant;

(b) *Offer of Options*

An offer of Options under the ESOP may be made by the Company to an Eligible Participant at any time and in any form, and may provide conditions relating to the options, such as exercise price and option period.

(c) *Restrictions*

The Board must not issue options if:

- (i) the aggregate number of Options issued to an Eligible Participant under the ESOP together with all other holdings of securities of all other Eligible Participants and shares issued under any other employee plan of the Company would exceed 5% of the issued share capital of the Company;
- (ii) the Eligible Participant would control or hold an interest in more than 5% of the shares in the Company; or
- (iii) in the case of issue to permanent employees, less than 75% of those employees are eligible to participate in the ESOP or other employee schemes of the Company unless the Board determines otherwise.

(d) *Allocation of Shares*

Shares acquired by an Eligible Participant under the ESOP will be ordinary shares, listed on the register of the Company, and be subject to any rights, entitlements and restrictions that the Board may impose from time to time.

(e) *Disposal of Shares*

A Eligible Participant must not dispose of any shares issued on exercise of options, under the ESOP until the end of any period stipulated by the Board has expired.

(f) *Board's discretion and powers*

The Board will administer the ESOP in accordance with the rules of the ESOP ("**Rules**") (and any other terms prescribed by the Board for the operation of the ESOP which are consistent with the Rules). The Board has absolute and unfettered discretion to:

- (i) act or refrain from acting pursuant to the Rules;
- (ii) to exercise any power or discretion under the ESOP, including, determining which employees, Directors, executives or contractors are to be offered options under the ESOP;
- (iii) to delegate its discretions and powers under the ESOP;
- (iv) amend, add or waive any provision of the Rules.

Past Issues under the ESOP

The Company has issued the following Options since the 2014 Annual General Meeting:

Issue Date	Expiry	Exercise Price	Number
10 November 2015	10.11.2018	\$0.20	17,000,000
5 February 2015	15.12.2018	\$0.12	4,000,000
5 February 2015	15.12.2018	\$0.20	1,000,000
16 April 2016	16.04.2019	\$0.135	2,250,000
1 August 2016	01.08.2020	\$0.06	2,000,000
21 February 2017	21.02.2021	\$0.078	2,000,000
Total			28,250,000

GLOSSARY

ASX means Australian Securities Exchange Limited.

Auditor's Report means the auditor's report in the Financial Report.

Board means the board of directors of the Company.

Company or **Anteo** means Anteo Diagnostics Limited (ABN 75 070 028 625).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors mean the current directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

ESOP means the Company's Officer's, Employee and Consultants Share Option Plan.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Listing Rules means the ASX Listing Rules.

Meeting means the meeting convened by the Notice.

Notice means the Notice of Meeting accompanying this Explanatory Memorandum.

Options means options issued under the ESOP.

Proxy Form means the proxy form for the General Meeting accompanying the Notice.

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

Shareholders means a shareholder of the Company.

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 10.30am (Sydney Time) on Tuesday 14 November 2017.**

🖥 TO VOTE ONLINE

- STEP 1:** VISIT www.votingonline.com.au/anteoagm2017
- 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 security holder 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 **10:30am (Sydney Time) on Tuesday 14 November 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/anteoagm2017
- 📠 **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.

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 **Anteo Diagnostics Limited** (Company) 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 shareholder) 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 the Company to be held at **ClarkeKann Lawyers, Level 4, 9 Castlereagh Street, Sydney NSW 2000 on Thursday, 16 November 2017 at 10:30am (Sydney Time)** 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1,4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1,4 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1,4). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

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 1	Adoption of Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director (Mr Alan Studley)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Director (Dr Geoff Cumming)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issues of Securities under Executive/Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2017