



SciGen Limited
ARBN 101 318 852

Notice of Annual General Meeting

NOTICE OF THE ANNUAL GENERAL MEETING TO BE HELD AT 9.30 A.M. SINGAPORE TIME (11.30 A.M. AEST) AT 152 BEACH ROAD, #26-07/08 GATEWAY EAST, SINGAPORE 189721 ON 27 JUNE 2018.

- (i) TO BE VALID PROXY FORMS – FOR CUFS – FOR USE AT THIS MEETING MUST BE COMPLETED AND RETURNED TO THE COMPANY'S SHARE REGISTRY, COMPUTERSHARE INVESTOR SERVICES PTY LIMITED NO LATER THAN 5.00 P.M. SINGAPORE TIME (7.00 P.M. AEST) ON 20 JUNE 2018 FOR CUFS HOLDERS.
- (ii) TO BE VALID PROXY FORMS – FOR SHARES – FOR USE AT THIS MEETING MUST BE COMPLETED AND RETURNED TO THE COMPANY'S SHARE REGISTRY, COMPUTERSHARE INVESTOR SERVICES PTY LIMITED NO LATER THAN 9.30 A.M. SINGAPORE TIME (11.30 A.M. AEST) ON 25 JUNE 2018 FOR SHAREHOLDERS.

SCIGEN LTD
ARBN 101 318 852

SECTION 1 - Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Shareholders of SciGen Ltd ARBN 101 318 852 (the “**Company**”) will be held at 152 Beach Road, #26-07/08 Gateway East, Singapore 189721 on 27 June 2018 at 9.30 a.m. Singapore time (11.30 a.m. AEST) to transact the following business:

BUSINESS

1. Adoption of the Audited Accounts – 31 December 2017

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

Resolution 1:

That the audited accounts of the Company and the Company’s controlled entities including the reports of the Directors and of the Auditors for the year ended 31 December 2017 be approved and adopted by the Shareholders.

2. Retirement and Appointment of Directors

To consider and, if thought fit, pass the following ordinary resolutions:

Resolution 2:

That Mr. Adam Tomasz Polonek who retires from his office as a Director by rotation in accordance with Article 6.1(f) of the Company’s Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, is re-elected as a Director.

Resolution 3:

That Mr. Marcin Dukaczewski who retires from his office as a Director by rotation in accordance with Article 6.1(f) of the Company’s Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, is re-elected as a Director.

Resolution 4:

That Mr. Mateusz Patryk Kosecki who retires from his office as a Director by rotation in accordance with Article 6.1(f) of the Company’s Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, is re-elected as a Director.

Resolution 5:

That Ms. Yvonne Lim Lean Guat who retires from her office as a Director in accordance with Article 6.1(d) of the Company’s Constitution and ASX Listing Rule 14.4 and, being eligible, offers herself for re-election, is re-elected as a Director.

3. Appointment of Auditors

Resolution 6:

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

That, in accordance with Section 205(2) of the Companies Act (Cap. 50) of the Republic of Singapore, Deloitte & Touche LLP is reappointed as the auditors of the Company and that the Directors be authorised to fix the auditor's remuneration.

4. Directors' Remuneration – 31 December 2017

Resolution 7:

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

That in accordance with Article 6.3(a) of the Constitution, the remuneration of the Directors for the year ended 31 December 2017 as shown in the Audited Accounts referred to in Resolution 1 is approved.

5. Other Business

To consider any other business that may be properly brought before the meeting in accordance with the Company's Constitution.

Definitions

All capitalised terms used in this Notice of Annual General Meeting, unless the context otherwise requires, have the meaning set out in the Glossary of this Notice of Annual General Meeting.

By order of the board



Adam Tomasz Polonek
Director, Chief Financial Officer and Company Secretary

Dated: 12 June 2018

SCIGEN LIMITED

ARBN 101 318 852

SECTION 2 – Proxies and proxy forms

Shareholders are encouraged to attend and vote at the Meeting. If a Shareholder is unable or does not wish to attend, the Directors urge the Shareholder to vote or direct voting by completing and returning the enclosed Proxy Form.

A CUFS holder is entitled to direct voting of the underlying Shares but cannot vote personally at the Meeting unless the CUFS holder converts the CUFS into underlying Shares in sufficient time before the Meeting. A CUFS holder may direct the depository nominee, CHES Depositary Nominees Pty Limited (ACN 071 346 506) (**CDN**), on how it should vote with respect to the Resolutions by completing and returning the enclosed CUFS Voting Instruction Form.

1. Shareholders

1.1 **Right to appoint:** Each Shareholder entitled to vote at the Meeting has the right to appoint a proxy to attend and vote for the Shareholder at the Meeting. To appoint a proxy, use the Proxy Form sent out with this Notice.

A proxy or attorney is not entitled to vote while the Shareholder appointing them is present at the meeting.

1.2 **Who may be a proxy:** A Shareholder can appoint anyone to be their proxy. A proxy need not be a Shareholder. The proxy appointed can be described in the Proxy Form by an office held e.g. “*Chair of the Meeting*”.

1.3 **Two proxies:** A Shareholder, who is entitled to 2 or more votes at the Meeting, may appoint 2 proxies. Where 2 proxies are appointed:

- (1) a separate Proxy Form should be used to appoint each proxy; and
- (2) the Proxy Form may specify the proportion, or the number, of votes that each proxy may exercise, and if it does not do so each proxy may exercise half of the votes.

1.4 **Signature(s) of individuals:** In the case of Shareholders who are individuals, the Proxy Form must be signed if the Shares are held:

- (1) by one person, by that Shareholder; or
- (2) in joint names, by any one of them.

1.5 **Signatures on behalf of companies:** In the case of Shareholders which are companies, the Proxy Form must be signed:

- (1) if it has a sole director who is also sole secretary, by that director (and stating that fact next to or under the signature on the Proxy Form); or
- (2) in the case of any other company, by 2 directors or by a director and secretary.

The use of the common seal of the company on the Proxy Form is optional.

1.6 **Lodgement place and deadline:** Proxy Forms must be received with the original or a certified copy of the authority under which the Proxy Form is signed (if the Proxy Form is signed by an attorney or other representative):

(1) by post or facsimile to the Company's Share Registry at:

(i) Computershare Investor Services Pty Limited
GPO Box 242
Melbourne
VIC 3001
Australia
Fax: 1800 783 447

OR

(ii) Computershare Investor Services Pty Limited
Level 5, 115 Grenfell Street
Adelaide
SA 5000
Australia

OR

(2) by delivery to the Principal Registered Office of the Company in Australia being:

Suite 1, 13B Narabang Way
Belrose
New South Wales 2085
Australia
Attention: Company Secretary

by no later than 9.30 a.m. Singapore time (11.30 a.m. AEST) on 25 June 2018.

2. **CUFS holders**

2.1 **General:** Each CUFS holder is not entitled to attend and personally vote on a show of hands at the Meeting. However, the CUFS holder may direct CDN on how it should vote with respect to the Resolutions. The Company is required to provide to all CUFS holders with the Notice of the Annual General Meeting which includes a CUFS Voting Instruction Form permitting the CUFS holder to direct CDN to cast proxy votes in the manner directed by the CUFS holder.

The Company will permit CUFS holders to attend the Meeting as a visitor.

2.2 **Right to appoint:** Each CUFS holder has the right to direct CDN on how to vote for the CUFS holder at the Meeting. To direct CDN as to how to vote on the Resolutions, a CUFS holder must duly complete and lodge the CUFS Voting Instruction Form sent out with this Notice.

CDN will vote in accordance with the duly completed and lodged CUFS Voting Instruction Form, even if any CUFS holder appointing it is present at the Meeting as a visitor.

2.3 **Who may be appointed:** A CUFS holder can only direct CDN on how to vote on the Resolutions.

2.4 **Signature(s) of individuals:** In the case of CUFS holders who are individuals, the CUFS Voting Instruction Form must be signed if the CUFS are held:

(1) by one person, by that CUFS holder; or

(2) in joint names, by any one of them.

2.5 **Signatures on behalf of companies:** In the case of CUFS holders which are companies, the CUFS Voting Instruction Form must be signed:

(1) if it has a sole director who is also sole secretary, by that director (and stating that fact next to or under the signature on the Proxy Form); or

(2) in the case of any other company, by 2 directors or by a director and secretary.

The use of the common seal of the company on the CUFS Voting Instruction Form is optional.

2.6 **Lodgement place and deadline:** Duly completed and signed CUFS Voting Instruction Forms must be received with the original or a certified copy of the authority under which the CUFS Voting Instruction Form is signed (if the CUFS Voting Instruction Form is signed by an attorney or other representative):

(1) by post, delivery or facsimile to the Company's Share Registry at:

(i) Computershare Investor Services Pty Limited
GPO Box 242
Melbourne
VIC 3001
Australia
Fax: 1800 783 447

OR

(ii) Computershare Investor Services Pty Limited
Level 5, 115 Grenfell Street
Adelaide SA 5000
Australia

OR

- (2) by delivery to the Principal Registered Office of the Company in Australia being:

Suite 1, 13B Narabang Way
Belrose
New South Wales 2085
Australia
Attention: Company Secretary

by no later than 5.00 p.m. Singapore time (7.00 p.m. AEST) on 20 June 2018.

NB: To all CUFS holders:

To obtain a free copy of CHESSE Depository Nominees' Financial Services Guide, or any Supplementary Financial Services Guide, go to www.asx.com.au/cdis or phone 1300 300 2790 to have one sent to you.

3. Corporate Representatives

- 3.1 A body corporate may appoint an individual to act as its representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. Unless otherwise stated, the corporate representative may exercise all of the powers the appointing body can exercise. The certificate evidencing the appointment of a corporate representative (or a photocopy or facsimile of it) must be received by the Company at Suite 1, 13B Narabang Way, Belrose, New South Wales 2085 or by facsimile on +61 2 9234 1777 by no later than 5.00 p.m. Singapore time (7.00 p.m. AEST) on 25 June 2018 or produced when registering at the Meeting.

4. Determination of Voting Entitlements

- 4.1 The Company has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the Register of Shareholders at 5.00 p.m. Singapore time (7.00 p.m. AEST) on 25 June 2018.

5. Voting Exclusions

- 5.1 In accordance with the ASX Listing Rules, the Company will disregard a vote on Resolution 7 cast by or on behalf of any director of the Company and any of his or her associates. The directors are:

- Dr Marek Dziki;
- Mr Adam Tomasz Polonek;
- Mr Marcin Dukaczewski;
- Mr Kenneth Gross;
- Mr Mateusz Patryk Kosecki;
- Dr Ju Bo Liu;
- Mr Vaidyanathan Viswanath and
- Ms Yvonne Lim Lean Guat

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 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.

SCIGEN LIMITED

ARBN 101 318 852

SECTION 3 – Explanatory Statement

1. Introduction

- 1.1 This Section 3 is included in, and forms part of the Notice of Annual General Meeting dated 12 June 2018 and should be read together with the Notice of Annual General Meeting.
- 1.2 This explanatory statement contains an explanation of, and information on, the Resolutions to be put to Shareholders and considered at the Annual General Meeting set out in the accompanying Notice of Annual General Meeting to assist Shareholders on their decision on how they wish to vote on the Resolutions.
- 1.3 Shareholders should read this explanatory statement in full together with the accompanying Notice of Annual General Meeting.
- 1.4 If you are in doubt about the action you should or should not take in relation to the Resolutions, you should consult your financial or other professional adviser.
- 1.5 Words and expressions used in the Notice of Annual General Meeting and in this explanatory statement are defined in the Glossary.

2. Resolution 1 - Adoption of Audited Accounts – 31 December 2017

- 2.1 The audited accounts of the Company and the Company's controlled entities, including the reports of the Directors and of the Auditors for the year ended 31 December 2017 are to be tabled at the meeting.

An electronic copy of the 2017 Annual Report is available to download or view on the Company's website at www.scigenltd.com. The 2017 Annual Report CD has also been sent by post to those shareholders who have previously elected to receive a hard copy.

- 2.2 Resolution 1 is for Shareholders to formally approve and adopt these financial statements and reports.

3. Resolution 2 – Re-election of Mr. Adam Tomasz Polonek

- 3.1 Article 6.1(f) of the Constitution requires that at each annual general meeting of the Company, one third of the Directors for the time being must retire from office. The managing director and directors appointed to fill casual vacancies or appointed as additional Directors (holding office until the next annual general meeting) are not to be taken into account.
- 3.2 Article 6.1(i) of the Constitution provides that retiring Directors are eligible for re-election.

3.3 In accordance with Article 6.1(f) of the Constitution, Mr. Adam Tomasz Polonek retires from office and, being eligible, offers himself for re-election as a Director.

3.4 Mr. Adam Tomasz Polonek is a graduate of the Economic Faculty at Academy of Economics in Poland. Mr. Polonek joined Bioton S.A. in 2006 as Deputy Finance Director and since April 2009 as the Finance Director. Mr. Polonek was appointed to the position of Chief Financial Officer of SciGen Ltd in January 2013 and holds finance-related positions in other subsidiaries of SciGen and the Bioton Group. Since December 21, 2011, he has been holding the position of the Chief Financial Officer and Member of the Management Board of Bioton S.A.

Mr. Polonek's professional experience includes successful career in one of the leading investment bank in CEE Europe, CAIB Financial Advisers, which is part of the leading banking Group Unicredit in Europe. During Mr. Polonek's career, he was involved in several Corporate Finance transactions and he has vast experience in stock exchange markets.

3.5 The Board (*other than Mr. Polonek*) recommends that shareholders vote in favour of Resolution 2.

4. Resolution 3 – Re-election of Mr. Marcin Dukaczewski

4.1 Article 6.1(f) of the Constitution requires that at each annual general meeting of the Company, one third of the Directors for the time being must retire from office. The managing director and directors appointed to fill casual vacancies or appointed as additional Directors (holding office until the next annual general meeting) are not to be taken into account.

4.2 Article 6.1(i) of the Constitution provides that retiring Directors are eligible for re-election.

4.3 In accordance with Article 6.1(f) of the Constitution, Mr. Marcin Dukaczewski retires from office and, being eligible, offers himself for re-election as a Director.

4.4 Mr. Marcin Dukaczewski was trained in International Political and Economical Relations at the Warsaw University. Mr. Dukaczewski holds the position of Vice President of the Management Board of Prokom Investments, a Polish private-equity fund.

Mr. Dukaczewski also serves as the Chairman of the Supervisory Board of Petrolinvest SA (oil & gas exploration) and holds directorship positions in other enterprises in Poland.

4.5 The Board (*other than Mr. Dukaczewski*) recommends that shareholders vote in favour of Resolution 3.

5. Resolution 4 – Re-election of Mr. Mateusz Patryk Kosecki

5.1 Article 6.1(f) of the Constitution requires that at each annual general meeting of the Company, one third of the Directors for the time being must retire from office. The managing director and directors appointed to fill casual vacancies or appointed as additional Directors (holding office until the next annual general meeting) are not to be taken into account.

- 5.2 Article 6.1(i) of the Constitution provides that retiring Directors are eligible for re-election.
- 5.3 In accordance with Article 6.1(f) of the Constitution, Mr. Mateusz Patryk Kosecki retires from office and, being eligible, offers himself for re-election as a Director.
- 5.4 Mr. Mateusz Patryk Kosecki is a graduate of the Executive MBA Program of European University, Montreux, Switzerland. Mr. Kosecki is the Foreign Markets Director of Bioton S.A. and is responsible for the operations of the company on overseas market. Mr. Kosecki is also the President of Biolek Sp z.o.o., a member of Bioton Group. Biolek develops innovative and specialized feed additives for animals and innovative food supplements for human use.

Mr. Kosecki possesses extensive experience in international business. From 1995 to 1996 he worked as the Marketing Manager in Lenex Company in Sofia, Bulgaria. From 1997 to 2001, he was Head of Foreign Corporate Governance and Operations of Ciech S.A., the biggest Polish chemical holding company. He has been connected with pharmaceutical industry for more than 10 years. From 2002 to 2006, he was the Country Manager for Ciech Polfa, Russia and from 2006 to 2009, he was Regional Director for Eastern Europe in Bioton S.A.

- 5.5 The Board (*other than Mr. Kosecki*) recommends that shareholders vote in favour of Resolution 4.

6. Resolution 5 - Re-election of Ms. Yvonne Lim Lean Guat

- 6.1 Article 6.1(d) of the Constitution provides that any Director appointed to fill a casual vacancy or as an addition to the existing Directors, other than the Managing Director, only holds office until the next general meeting of the Company and must then retire from office.
- 6.2 Article 6.1(i) of the Constitution provides that retiring Directors are eligible for re-election.
- 6.3 As Ms. Yvonne Lim Lean Guat was appointed by the Directors as an addition to the existing Directors on 8 September 2017, Ms. Lim retires as a Director and, being eligible, offers herself for re-election as a Director.
- 6.4 Ms. Yvonne Lim Lean Guat is the Group Financial Controller, responsible for finance, treasury, taxation and corporate administration functions of the Company. Ms. Lim is a fellow member of Association of Chartered Certified Accountants (ACCA), with more than 15 years of experience in accounting and finance.

She started her career in Ernst & Young before joining Lafarge Group, the global leader in building materials industry. Ms. Lim worked in Lafarge Group from 1996 to 2009, where she rose through the ranks to hold senior finance and accounting position.

- 6.5 The Board (*other than Ms. Lim*) recommends that shareholders vote in favour of Resolution 5.

7. Resolution 6 – Re-Appointment of Auditors

- 7.1 Pursuant to Section 205(2) of the Companies Act, the Company must at each annual general meeting appoint a person or persons to be auditor or auditors of the

Company, and any auditor or auditors so appointed must hold office until the conclusion of the next general meeting.

- 7.2 Consequently, Deloitte & Touche LLP offers itself for re-appointment as the auditors of the Company.
- 7.3 Pursuant to Section 205(16)(a) of the Companies Act, the remuneration of an auditor appointed by the Company at an annual general meeting shall be fixed by the Company in the annual general meeting or, if so authorised by the members at the last preceding annual general meeting, by the directors.
- 7.4 Consequently, the directors can be authorised by the shareholders to fix the remuneration of the auditors for the following year ending 31 December 2018.
- 7.5 The Board recommends that shareholders vote in favour of Resolution 6.

8. Resolution 7 – Directors Remuneration – 31 December 2017

- 8.1 Article 6.3(a) of the Constitution provides that each Director is entitled to remuneration out of the funds of the Company as the Directors determine and as approved by the Company in a general meeting.
- 8.2 The Directors and their associates are excluded from voting on Resolution 7. Accordingly, the Directors make no recommendation in relation to Resolution 7.

SCIGEN LIMITED

ARBN 101 318 852

SECTION 4 – Glossary

1. Definitions

- (1) **AEST** means Australian Eastern Standard Time;
- (2) **ASX** means the ASX Limited ABN 98 008 624 691;
- (3) **ASX Listing Rules** means the listing rules of the ASX, as amended from time to time;
- (4) **Board** means the board of Directors;
- (5) **CDN** means CHESS Depository Nominees Pty Ltd ACN 071 346 506;
- (6) **Company** means SciGen Ltd ARBN 101 318 852;
- (7) **Companies Act** means the Companies Act (Cap. 50) of the Republic of Singapore;
- (8) **Constitution** means the Articles of Association of the Company, as amended from time to time;
- (9) **CUFS** means CHESS Units of Foreign Securities each of which represents a beneficial holding of an underlying Share;
- (10) **CUFS holder** means a holder of CUFS;
- (11) **CUFS Voting Instruction Form** means the form entitled “CDI Voting Instruction Form” which accompanies this Notice permitting a CUFS holder to direct CDN to cast votes in the manner directed by the CUFS holder;
- (12) **Director** means a director of the Company;
- (13) **Meeting** means the annual general meeting being convened by the Directors and pursuant to the Notice of Annual General Meeting;
- (14) **Notice of Annual General Meeting** or **Notice** means this Notice of Annual General Meeting of the Shareholders dated 12 June 2018;
- (15) **Proxy Form** means the form entitled “Proxy Form” which accompanies this Notice;
- (16) **Resolutions** means the resolutions set out in the Notice of Annual General Meeting and **Resolution** means any one of them;
- (17) **Share** means a fully paid ordinary share in the capital of the Company; and
- (18) **Shareholder** means a holder of a Share.

2. Interpretation

In the Notice of Annual General Meeting and accompanying documents, unless the context otherwise requires:

- (1) Reference to:
 - (a) one gender includes the others;
 - (b) the singular includes the plural and the plural includes the singular;
 - (c) a person includes a body corporate;
 - (d) a statute, regulation or provision of a statute or regulation (**Statutory Provision**) includes:
 - (i) that Statutory Provision as amended or re-enacted;
 - (ii) a statute, regulation or provision enacted in replacement of that Statutory Provision; and
 - (iii) another regulation or other statutory instrument made or issued under that Statutory Provision; and
 - (e) money is to Australian dollars, unless otherwise stated.
- (2) "Including" and similar expressions are not words of limitation.
- (3) Where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning.
- (4) Headings and any table of contents or index are for convenience only and do not affect interpretation.

