

ANALYTICA LIMITED
ACN 006 464 866
NOTICE OF 2019 ANNUAL GENERAL MEETING

Notice of 2019 Annual General Meeting

Date: Thursday, 28 November 2019
Time: 10.00am (Brisbane time)
Place: Room E, Level 1,
Christie Offices and Christie Conference Centre Brisbane,
320 Adelaide Street, Brisbane, Queensland

A proxy form is enclosed with this Notice and instructions for its completion and return by post are shown on the form. You can also vote online at www.linkmarket services.com.au.

Important information

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser.

CHAIRMANS LETTER

2019 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

I am writing to you to invite you, as a shareholder in Analytica Limited (**ALT, Analytica** or the **Company**), to attend our Annual General Meeting on Thursday 28 November 2019.

The meeting will be held at the Room E, Level 1, Christie Offices and Christie Conference Centre Brisbane, 320 Adelaide St, Brisbane, Queensland. The meeting will commence at 10.00am with registration available from 9.30am. Following the conclusion of the meeting there will be refreshments and an opportunity to meet with the Board and management.

A proxy form is included in this information pack. The form contains a barcode to assist with the registration process at the meeting. If you attend the meeting, please bring this barcoded form with you. If you are not attending the meeting, the form allows shareholders to appoint a proxy to vote on their behalf. Please refer to the Notice of Meeting and the proxy form for more information.

If you would like to submit questions on any shareholder matters that may be relevant to the meeting then please email your questions to investorrelations@analyticamedical.com. While time may not permit me to address all questions, I will endeavour to address the most frequently raised shareholder matters.

If you are unable to attend the meeting, the Chairman's Address to the meeting and the CEO's presentations will be released to the ASX just prior to the start of the meeting and will also be available on the website.

This Notice of Meeting lists the items to be considered at the meeting and the background information on the proposed resolutions is contained in the Explanatory Memorandum following the Notice of Meeting.

I look forward to welcoming you to the Annual General Meeting of Analytica.

Yours sincerely

Dr Michael Monsour
Chairman

NOTICE OF 2019 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

Notice is given that the Annual General Meeting of shareholders of Analytica Limited will be held on Thursday 28 November 2019 at Room E, Level 1, Christie Offices and Christie Conference Centre Brisbane, 320 Adelaide Street, Brisbane, Queensland. The meeting will commence at 10.00am with registration available from 9.30am

Agenda

1 Financial Statements and Reports

To receive and consider the Financial Report, Director's Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2019.

2 Resolution 1: Adoption of the Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution under section 250R(2) of the Corporations Act:

'That the Remuneration Report for the year ended 30 June 2019 is hereby adopted.'

Notes:

- (1) *This resolution is advisory only and does not bind the Company or the directors.*
- (2) *If 25% or more of votes that are cast are voted against 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') that another meeting be held within 90 days at which all of the Company's directors (other than a managing director) must stand for re-election.*

Voting Exclusion Statement

The Company will disregard and not count any votes cast in favour of Resolution 1 by or on behalf of either or both the following persons:

- (a) *a member of the Company's Key Management Personnel; or*
- (b) *a Closely Related Party of a member of the Company's Key Management Personnel*
unless:
 - (c) *the person*
 - (i) *does so in relation to a resolution where they hold a Directed Proxy Form; or*
 - (ii) *is the Chairman of the meeting and is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution; and*
- (d) *the vote is not cast on behalf of a person described in paragraph (a) and (b) above.*

3 Resolution 2 - Re-election of Mr Ross Mangelsdorf as a Director

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

'That Mr Ross Mangelsdorf, who retires by rotation at the Annual General Meeting in accordance with clause 58 of the Company's constitution and being eligible for re-election, be re-elected as a director of the Company.'

Note: Information about Mr Ross Mangelsdorf, appears in the Explanatory Memorandum accompanying this Notice of Meeting.

4 Resolution 3: Approval of Enhanced Placement Capacity

To consider and, if thought fit, to pass the following resolution as a special resolution:

'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, approval be given for the issue of such a number of shares equal to up to 10% of the issued share capital of the

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Company at the time of the issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by persons and their associates who are expected to participate in, or who will obtain a material benefit (except a benefit solely by reason of being a holder of ordinary securities) as a result of, a proposed issue under ASX Listing Rule 7.1A, 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*

Dated: 24 October 2019

By order of the Board
Bryan Dulhunty
Company Secretary

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Analytica Limited ACN 006 464 866

Appointing a Proxy

1. Shareholders who are unable to attend the Annual General Meeting (**AGM**) are entitled to appoint a proxy to act at the AGM on their behalf, and to vote in accordance with their instructions on the proxy form.
2. A proxy need not be a shareholder of the Company.
3. To appoint a proxy, mark 'X' in Step 1 on the proxy form. A proxy may be an individual or a body corporate. Subject to the voting exclusions set out above, if no voting instructions are given, the proxy may vote as they see fit.
4. A member of the Company's Key Management Personnel (**KMP**) or their Closely Related Party must not, whether in person or by proxy, in their own right vote on the adoption of the Remuneration Report in Resolution 1.
5. If a shareholder appoints a KMP of the Company as disclosed in the 2019 Remuneration Report (which includes each of the directors) as proxy, the KMP will not be able to cast the shareholder's votes on Resolution 1 unless the shareholder directs the KMP how to vote or the Chairman is the shareholder's proxy.
6. If a shareholder appoints the Chairman as their proxy or the Chairman is appointed as the shareholder's proxy by default, then by signing and returning the proxy form the shareholder will be expressly authorising the Chairman to exercise the proxy in respect of the relevant item even though the item is a Remuneration Resolution.
7. If you appoint the Chairman as your proxy and have not directed him how to vote, you are expressly authorising the Chairman to cast your Undirected Proxy Form in accordance with his intentions set out below.
8. The Chairman of the Meeting intends to vote all valid available and Undirected Proxy Forms in favour of all resolutions, including Remuneration Resolutions.
9. If you are a shareholder entitled to cast two or more votes, you may appoint up to two proxies and specify the proportion of voting rights or the number of votes each proxy is appointed to exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.

Sending us your Proxy

10. Completed Proxy Forms must be received by the Share Registry, Link Market Services Pty Limited, at Locked Bag A14 Sydney South NSW 1235 or by fax to +61 2 9287 0309 at least 48 hours before the time for holding the meeting or any adjournment of the meeting. A return envelope is provided.
11. If you wish to submit your appointment of proxy and voting instructions electronically, visit the share registry website, www.linkmarketservices.com.au. You will need your security holder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the Voting/Proxy Form.
12. If your appointment of a proxy is signed by an attorney, or in the case a proxy is submitted electronically, authenticated by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Share Registry, Link Market Services Pty Limited, at Locked Bag A14 Sydney South NSW 1235 by 48 hours before the time for holding the meeting or any adjournment of the meeting.

Determination of shareholders' right to vote

13. The Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the register of shareholders as at 7:00pm (Sydney time) on Tuesday 26 November 2019. Share transfers registered after that time will be disregarded in determining entitlements to vote at the AGM.

Definitions

Closely Related Party means the closely related parties of Key Management Personnel as defined in the Corporations Act, and includes certain members of their family, dependants and companies they control.

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

Directed Proxy Form means a proxy form which specifies how the proxy is to vote.

Key Management Personnel of the Company are the directors of the Company and those other persons having

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authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2018.

Remuneration Resolution means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel and includes Resolutions 1 in this Notice of Meeting.

Undirected Proxy Form means a proxy form which does not specify how the proxy is to vote.

EXPLANATORY MEMORANDUM

2019 ANNUAL GENERAL MEETING

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This Explanatory Memorandum has been prepared to assist shareholders with their consideration of the resolutions to be put to the Annual General Meeting to be held at 10.00am on Thursday, 28 November 2019 at Room E, Level 1, Christie Offices and Christie Conference Centre Brisbane, 320 Adelaide St, Brisbane, Queensland. These explanatory notes should be read with, and form part of, the accompanying Notice of Annual General Meeting.

1 Financial Statements and Reports

The Company's Annual Report 2019 (which includes the Financial Report, the Directors' Report and the Auditor's Report) will be presented to the meeting.

Unless the Company's Share Registry has been notified otherwise, shareholders will not be sent a hard copy of the Annual Report. All shareholders can view the Annual Report, which contains the Financial Report for the year ended 30 June 2019, on the website of the Company - www.analyticamedical.com.

There is no requirement for shareholders to approve these reports. However, the Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company. Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

2 Resolution 1: Adoption of the Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2019 is set out in the Company's 2019 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for directors, including the CEO and the Company's key senior staff. The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, shareholders will be asked to vote on the Remuneration Report.

The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

A voting exclusion applies to Key Management Personnel and their Closely Related Parties in certain circumstances – please see the notes to Resolution 1.

Under the Corporations Act, if 25% or more of the 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) that another meeting be held within 90 days at which all of the Company's directors (other than a managing director) must be considered for re-election.

As the directors have a personal interest in the proposed Resolution, they make no recommendation as to how shareholders should vote on this Resolution.

3 Resolution 2 - Re-election of Mr Ross Mangelsdorf as a Director

Role: Executive Director and CFO (Appointed 7 October 2008, last re-elected in 2016)

Mr Mangelsdorf has a relevant interest in 109,009,642 shares in the Company.

Mr Mangelsdorf retires by rotation in accordance with the ASX Listing Rules and clause 58 of the Company's constitution, and being eligible, offers himself for re-election as a director.

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Mr Mangelsdorf has been a Director/partner of a chartered accounting firm for 38 years. He works with SME production, manufacturing and retail firms assisting with business, taxation and management services

The directors (with Mr Mangelsdorf abstaining) unanimously recommend that shareholders vote in favour of this Resolution.

4 Resolution 3 – Approval of Enhanced Placement Capacity

4.1 Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue shares up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**Enhanced Placement Capacity**). This Enhanced Placement Capacity is in addition to the Company's 15% Placement Capacity under Listing Rule 7.1.

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

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders of the Company present and eligible to vote (in person, by proxy, by attorney or, in the case of a case of a corporate shareholder, by a corporate representative).

If approved, the effect of Resolution 3 will be to allow the directors to issue the shares under Listing Rule 7.1A during the Enhanced Placement Period described below, in addition to the Company's 15% Placement Capacity.

4.2 Calculation of the Enhanced Placement Capacity

The actual number of shares that the Company will have capacity to issue under the Enhanced Placement Capacity will be calculated at the date of issue of the shares in accordance with the formula prescribed in Listing Rule 7.1A.2.

4.3 Minimum Issue Price

The issue price of shares issued under the Enhanced Placement Capacity will not be less than 75% of the volume weighted average price of shares in the same class calculated over the 15 trading days immediately before:

- (a) the date on which the price at which the shares are to be issued is agreed; or
- (b) if the shares are not issued within 5 trading days of the date in paragraph 4.3(a) above, the date on which the shares are issued.

4.4 Enhanced Placement Period

Shareholder approval of the Enhanced Placement Capacity is valid, and shares will only be issued, from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
- (b) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

4.5 Dilution of existing shareholders

- (a) **Dilution risks**

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If Resolution 4 is approved by the shareholders and the Company issues shares under the Enhanced Placement Capacity, the existing shareholders' voting power in the Company will be diluted as shown in the below table.

(b) **Economic risks**

(i) There is a risk that:

- (A) the market price for the Company's shares may be significantly lower on the date of the issue of the shares than on the date of this meeting; and
- (B) the shares may be issued at a price that is at a discount to the market price for the Company's shares on the issue date.

(ii) If shares are issued at a discount to the net tangible asset value per share (**NTA**) there may be a negative impact on NTA.

(b) **Potential dilution of existing ordinary shareholders**

The below table shows the dilution of existing shareholders on the basis of the current market price of shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1.2 as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0015 50% decrease in issue price	\$0.003 issue price	\$0.0045 100% increase in issue price
Current Variable A 3,519,612,332 shares	10% voting dilution	351,961,233 shares	351,961,233 shares	351,961,233 shares
	Funds raised	\$527,942	\$1,056,884	\$1,583,826
50% increase in Variable A 5,279,418,498 shares	10% voting dilution	527,941,850 shares	527,941,850 shares	527,941,850 shares
	Funds raised	\$791,913	\$1,583,826	\$2,375,738
100% increase in Variable A 7,039,224,664 shares	10% voting dilution	703,922,466 shares	703,922,466 shares	703,922,466 shares
	Funds raised	\$1,055,884	\$2,111,767	\$3,167,651

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The table has been prepared on the following assumptions:

- (A) *The Company issues the maximum number of shares available under the Enhanced Placement Capacity.*
- (B) *The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.*
- (C) *The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the Enhanced Placement Capacity, based on that shareholder's holding at the date of the meeting.*
- (D) *The table shows only the effect of issues of shares under Listing Rule 7.1 A, not under the 15% Placement Capacity under Listing Rule 7.1.*
- (E) *The issue price is \$0.003, being the closing price of the shares on 9 October 2019*

4.6 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the Enhanced Placement Capacity as follows:

- (a) The Company may issue shares under the Enhanced Placement Capacity in order to provide additional funding to support the Company's activities and the development of the PeriCoach™ System. Shares may be issued for non-cash consideration.
- (b) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Enhanced Placement Capacity. The identity of the allottees of shares will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the shares on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- (c) The allottees under the Enhanced Placement Capacity have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

4.7 Shareholder Approval previously obtained under ASX Listing Rule 7.1A

The Company obtained shareholder approval under ASX Listing Rule 7.1A at the Company's last Annual General Meeting held on 22 November 2018.

- (a) **Total equity securities issued in the 12 months preceding the Meeting**
The Company has issued shares and unlisted options in the 12 months preceding the date of the meeting. The total number of equity securities issued by the Company in the 12 months preceding the Meeting and the percentage they represent of the total number of equity securities on issue at the commencement of that 12 month period are as follows:

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	Equity Securities
Number of equity securities on issue at commencement of 12 month period	3,337,012,350 ordinary shares 247,116,667 unlisted options Total – 3,584,129,017 equity securities
Equity securities issued in prior 12 month period	182,599,982 ordinary shares Total – 182,599,982 equity securities
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	5.1% increase in equity securities

(b) **Total equity securities issued in the 12 months preceding the Meeting**

As required by ASX Listing Rule 7.3A.6(b), details of equity securities issued in the previous 12 months are as follows:

Issue of non listed options

Number and class / type of securities issued:	182,599,982 ordinary shares
Summary of terms:	Exercise price \$0.005 cents
Names of persons who received securities or basis on which those persons was determined:	Non renounceable issue of 1 new share for every existing 6 shares in the company as at 15 May 2019 (Record Date).
Date of issue/exercise:	7 June 2019
Price at which equity securities were issued:	\$0.005 cents
Discount to market price (if any):	Nil
Total cash consideration received:	\$0.005 cent per share (Total cash received \$913,000)
Amount of cash consideration spent and use of consideration:	Funds raised form part of the general working capital of the company. At the date of this report none of the funds raised have been spent. Expenditure since the capital raising has been meet from funds on hand prior to the capital raising.
Intended use for remaining amount of cash (if any):	Continued development of the Pericoach and AutoStart® and AutoFlush infusion system

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the shares. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this Resolution.

CONTACT INFORMATION

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Analytica Limited ACN 006 464 866

Analytica Limited
320 Adelaide Street
Brisbane, Qld 4000

Telephone: (07) 3278 1950
Email: investorrelations@analyticamedical.com

Company Secretary
Mr Bryan Dulhunty

Share Register
Link Market Services Pty Limited
Locked Bag A14
Sydney South NSW 1235

Telephone: + 61 1300 554 474

Annual Report
To request a copy of the Annual Report, simply contact the Company.
Electronic versions of Analytica Annual Report are available at www.analyticamedical.com

Australian Securities Exchange Listing
ALT

ANALYTICA

Analytica Limited

ACN 006 464 866

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

ANALYTICA LIMITED
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Analytica Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Thursday, 28 November 2019 at Room E, Level 1, Christie Offices and Christie Conference Centre Brisbane, 320 Adelaide Street, Brisbane, Queensland (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

For Against Abstain*

- 1 Adoption of the Remuneration Report
- 2 Re-election of Mr Ross Mangelsdorf as a Director
- 3 Approval of Enhanced Placement Capacity

☐	☐	☐
☐	☐	☐
☐	☐	☐



* 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 votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

ALT PRX1901C

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Tuesday, 26 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

Analytica Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**