



ABN 82 010 975 612

**MEETING DOCUMENTATION
2019 ANNUAL GENERAL MEETING**

at 12:30 pm (AEST) 31 July 2020

Boardroom, Level 27

101 Collins Street

Melbourne

VIC

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

DEFINITIONS

The following capitalised terms, which are used in documents forming part of the Meeting Documentation, have the meanings set out below:

‘Annual General Meeting’, ‘AGM’ or ‘Meeting’ means the proposed meeting of all Shareholders currently scheduled for 12:30 pm (AEST) on 31 July 2020 at Level 27, 101 Collins Street Melbourne VIC to consider and if thought fit, pass the resolutions set out in the Notice of Annual General Meeting;

‘Associates’ has the meaning given to it by sections 10 to 17 of the Corporations Act;

‘ASIC’ means the Australian Securities and Investments Commission;

‘ASX’ means the ASX Limited ABN 98 008 624 691;

‘Board’ means the Board of Directors of TBG;

‘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, dependents and companies they control.

‘Corporations Act’ means the Corporations Act 2001 (Cth);

‘Director’ means a Director of TBG;

‘Explanatory Memorandum’ means the document forming part of the Meeting Documentation containing information on the resolutions set out in the Notice of Annual General Meeting;

‘Key Management Personnel’ has the same meaning as in the accounting standards published by the Australian Accounting Standards Board and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (executive or otherwise) of the Company.

‘Listing Rules’ means the Listing Rules of the ASX;

‘Managing Director’ means the person, if any appointed by the Board as Managing Director of TBG.

‘Meeting Documentation’ means:

- the Explanatory Memorandum;
- the Notice of Annual General Meeting; and
- the proxy form for the Annual General Meeting;

‘Notice of Annual General Meeting’ means the Notice dated 25 June 2020 which is enclosed in the Meeting Documentation;

‘TBG’ or ‘Company’ means TBG Diagnostics Limited ABN 82 010 975 612;

‘Share’ means a fully paid ordinary share issued in the capital of TBG;

‘Shareholder’ means a holder of Shares.

‘Undirected Proxies’ means a proxy form which does not specify how the proxy is to vote on the matter in question.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of TBG Diagnostics Limited will be held at 12:30 pm AEST on Friday 31 July 2020 at Level 27, 101 Collins Street, Melbourne, VIC.

Due to the current Victorian Government COVID-19 non-essential gathering limits and social distancing requirements, the Company encourages shareholders to vote on resolutions via proxy form and join the Meeting via web conference facility rather than attending the Meeting in person as physical attendance at the Meeting may be restricted to comply with the current Government COVID-19 requirements. Proxy forms can be lodged online, by post or in person by following the proxy lodgement instructions on the proxy form, proxy forms must be received by the Company's share registry, Computershare, by 12:30pm AEST on 29 July 2020.

A conference facility will be set up to allow shareholders to join the meeting via phone or web conference. To join the meeting via conference facility please register to attend by 12:30 pm AEST on 28 July 2020 by contacting the Company Secretary, Justyn Stedwell, by email to justyn@stedwell.com.au.

The Australian government is implementing a wide range of measures to contain or delay the spread of COVID-19. If it becomes necessary or appropriate to make alternative arrangements to those set out in the Company's Notice of Meeting, the Company will notify Shareholders accordingly via the Company's ASX Announcement Platform at asx.com.au (ASX: TDL).

ORDINARY BUSINESS

The Financial Statements and Reports

To receive and consider the financial reports of the Company and the consolidated entity and the reports of Directors and Auditor for the financial year ended 31 December 2019.

RESOLUTIONS

1. DIRECTORS' REMUNERATION REPORT

To consider, and if thought fit, to pass the following resolution as a non-binding ordinary resolution in accordance with s250R(2) of the Corporations Act:

"That the Remuneration Report (which forms part of the Directors' Report) for the financial year ended 31 December 2019 be adopted."

Note: *The vote on this resolution is advisory only and does not bind the Directors or the Company. Further information regarding the Remuneration Report appears in the Explanatory Memorandum.*

VOTING EXCLUSION STATEMENT

A vote on Resolution 1 must not be cast (in any capacity) and will be disregarded if cast by or on behalf of any of the following persons:

- (a) member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

(each, an "Excluded Voter" for the purposes of Resolution 1).

However, an Excluded Voter may cast a vote on Resolution 1 if the vote is not cast on behalf of the Excluded Voter and:

- (a) the Excluded Voter does so as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the vote is cast by the Chairman of the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. RE-ELECTION OF DIRECTOR – MS EMILY LEE

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

"That Ms Emily Lee, who was appointed as a director on 7 December 2015, and retires at the 2019 Annual General Meeting by rotation in accordance with rule 10.1.3 of the Company's Constitution, and is eligible for re-election and has consented to be a director of the Company, is re-elected as a director of the Company."

Information about Ms Emily Lee appears in the AGM Explanatory Memorandum and the Company's 2019 Annual Report.

GENERAL

The Corporations Act requires the Financial Report, Directors' Report and Independent Audit Report to be received and considered at the Annual General Meeting.

Neither the Corporations Act nor TBG's Constitution requires Shareholders to vote on such reports other than the section of the Directors Report described as "Remuneration Report" that is the subject of Resolution 1. However, Shareholders will be given ample opportunity to raise questions about the reports at the Annual General Meeting.

Voting Instructions

Voting at the meeting

1. Voting on each resolution will be by way of a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held by him, her or it.
2. In the case of joint shareholders, all holders may attend the Meeting but only one holder may vote at the Meeting in respect of the relevant shares (including by proxy). If more than one joint holder is present, and more than one of the joint holders vote in respect of the relevant shares, only the vote of the joint holder whose name stands first in the register in respect of the relevant shares is counted.
3. TBG has determined that for the purposes of voting at the Annual General Meeting or adjourned meeting, Shares will be taken to be held by those persons recorded in the TBG register of Shareholders as at 7:00pm AEST on 29 July 2020.

Appointment of proxy

4. If you are a Shareholder who is entitled to vote and you elect not to attend in person, you may still exercise your voting rights at the Annual General Meeting by appointing a proxy to attend the Annual General Meeting and exercise your voting rights. To do so, please complete and return the enclosed Proxy Form or visit www.investorvote.com.au to lodge your Proxy Form online. A proxy need not be a Shareholder of TBG.
5. If you wish to use the attached Proxy Form please complete and lodge it in accordance with the instructions on the back of the Proxy Form. To be effective, the Proxy Form and any authority under which the form is signed, must be received by Computershare prior to 12:30 pm (AEST) on 29 July 2020. Proxy forms must be returned:
 - By mail in the enclosed envelope provided or by hand to Computershare at 452 Johnston Street, Abbotsford, Victoria 3067, Australia;
 - By fax, to the Share Registry on 1800 783 447 (within Australia) or +61 (0) 3 9473 2555 (outside Australia);
 - Electronically, via the electronic proxy lodgement platform at www.investorvote.com.au by following the instructions provided; or
 - Electronically, via your mobile device by scanning the QR code that is on the proxy form.

Proxy Voting

6. To appoint a proxy you should complete the proxy section at Step 1 on the attached Proxy Form. If you are entitled to cast 2 or more votes you may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion or number of your votes that each proxy may exercise, each proxy may exercise half your votes. If there is more than one proxy appointed, on a show of hands only one of the proxies may vote, but on a poll, each proxy may exercise votes in respect of those shares the proxy represents.

For proxies without voting instructions that are exercisable by the Chairman, the Chairman intends to vote all available proxies **in favour of** all resolutions.

Bodies Corporate Voting

7. A Shareholder that is a body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the 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. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company. A form of the appointment document may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

EXPLANATORY MEMORANDUM

The following notes have been prepared to assist Shareholders with their consideration of the resolutions set out in the Notice of Annual General Meeting.

Ordinary Business

Financial Statements

As required by the Corporations Act, the Directors' Report, the financial report and Auditor's Report for the financial year ended 31 December 2019 will be laid before the Annual General Meeting. Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and content of the auditor's report. There is no requirement however for Shareholders to approve the reports.

Resolution 1 – Directors' Remuneration Report

Section 300A of the Corporations Act requires the Directors to include in their Directors' Report a section dealing with the remuneration of Directors and other Key Management Personnel ('Remuneration Report') and section 250R(2) of the Corporations Act requires that the Remuneration Report be put to the vote of Shareholders. The Remuneration Report can be found in the Directors' Report section on pages 29 to 36 of the Company's 2019 Annual Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

Section 250R(3) of the Corporations Act provides that the vote on the resolution is advisory only and does not bind the Directors. While the vote does not bind the Company or the Directors, there are important consequences if there is a material "against" vote on this resolution. The two strikes rule set out in the Corporations Act provides that if at least 25% of the votes cast on the adoption of the Remuneration Report at two consecutive annual general meetings are against adopting the Remuneration Report, Shareholders will have the opportunity to vote on a spill resolution under section 250V of the Corporations Act.

NOTE: The Chairman of the Meeting intends to vote all Undirected Proxies in favour of Resolution 1.

Director's Recommendation: The Directors unanimously recommend that Shareholders vote **in favour** of Resolution 1.

Resolution 2 – Re-election of Director – Ms Emily Lee

Resolution 2 deals with the re-election as a director of Ms Emily Lee who was appointed as a Director on 7 December 2015

Under clause 10.1.3 of the Company's Constitution one third, or the number nearest to one third if not divisible by three, of the current Directors must retire by rotation at each annual general meeting. Under clause 10.1.5 of the Company's Constitution, the Directors to retire at any annual general meeting must be those who have been longest in office since their last election.

Accordingly, Ms Lee retires at the end of the 2019 Annual General Meeting of the Company and, being eligible and having consented to act, presents herself for re-election.

Ms Emily Lee is a Melbourne based businesswoman with a substantial track record of success in cross border transactions within the corporate and government sectors in Australia and Asia. Ms. Lee has extensive experience in corporate restructuring, capital raising, listing and managing of public companies on the ASX.

Ms Lee serves as Managing Director of Mercer Capital, a boutique private equity firm based in Melbourne. She is considered to be an independent director of the Company.

NOTE: The Chairman of the Meeting intends to vote all Undirected Proxies in favour of Resolution 2.

Director's Recommendation: The Directors (in the absence of Ms Emily Lee) recommend that Shareholders vote **in favour** of the re-election of Ms Emily Lee as a Director of the Company.

Authorised by Justyn Stedwell, Company Secretary, for and on behalf of the Board of Directors



TBG Diagnostics Limited
ABN 82 010 975 612



Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:30pm AEST on Wednesday, 29 July 2020**.

Proxy Form

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

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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



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.




Proxy Form

Please mark  to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of TBG Diagnostics 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 TBG Diagnostics Limited to be held at **Boardroom, Level 27, 101 Collins Street, Melbourne, VIC on Friday, 31 July 2020 at 12:30 pm (AEST)** 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 **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1 is** 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 **Item 1** 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.

	For	Against	Abstain
1. Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director - Ms Emily Lee	<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

