

Dear Shareholder

**Mediland Pharm Limited Annual General Meeting 2020**

On behalf of the Board of Directors, I am pleased to invite you to attend our 2020 **Annual General Meeting (AGM)** of the shareholders of Mediland Pharm Limited which will be physically held at Holiday Inn Parramatta, 18-40 Anderson Street, Parramatta NSW 2150 at 11.00 am AEDT on Wednesday, 25 November 2020.

Please note, given the impact of the Coronavirus COVID-19 and social distancing rules in place, we will provide various alternatives to participate in the AGM including attending virtually (by Zoom) or dialling in, to listen to the AGM. **We strongly encourage shareholders to attend via Zoom.** The details on how to attend and participate in the AGM online will be provided in the Notes section of the Notice of the 2020 AGM (see below). The Meeting ID and passcode has been provided to the shareholders through the Chairman's letter to the Shareholders which have been mailed out and electronically distributed to those shareholders who elected to receive electronic information on AGM.

For those who decide to attend in person, the hotel is registered as a COVID safe venue with the NSW Government. As such the hotel adheres to a COVID 19 Safety Plan as developed under NSW Government Guidelines. Therefore, restrictions will apply to mitigate the spread of COVID-19 (for example social distancing). If you are planning to attend the AGM physically, **please pre-register** to attend five business days prior to the meeting.

In accordance with temporary modifications to the *Corporations Act* under the Corporations (Coronavirus Economic Response) Determination (No.1) 2020, hard copies of the **Notice of the 2020 Annual General Meeting** (the **Notice**) are not being mailed to shareholders. The Notice of the 2020 Annual General Meeting can be viewed and downloaded at <https://www.medilandpharm.com.au/shareholder-information/> and the Company's announcement page on ASX: <https://www2.asx.com.au/markets/trade-our-cash-market/announcements> (use "MPH").

If you are unable to attend the meeting physically or virtually, we encourage you to submit your voting instructions online at [www.investorvote.com.au](http://www.investorvote.com.au). Online proxies and voting forms must be received by 11.00 am AEDT on Monday, 23 November 2020.

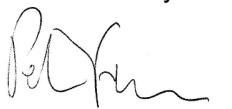
The Annual Report will be available on the Mediland Pharm Limited website at [www.medilandpharm.com.au](http://www.medilandpharm.com.au). If you would prefer to receive your copy of the Annual Report electronically, please visit [www.investorcentre.com](http://www.investorcentre.com) and provide your e-mail address. If you are new to the Investor Centre website, simply click: Access a Single Holding Enquiry" and enter your SRN/HIN and postcode.

A representative of the Company's auditor will be available during the meeting to answer questions relevant to the audit of the statutory financial statements for the year ended 30 June 2020. In addition, the Company will be happy to accept and answer questions that are submitted prior to the Meeting. Shareholders are invited to submit written questions relevant to the business of the AGM by sending an e-mail containing their question(s) to [lr@medilandpharm.com.au](mailto:lr@medilandpharm.com.au) by 17th November 2020.

For all enquiries regarding the Notice of Meeting, your holding of Shares, change of address or other registry matters, please contact Computershare 1300 850 505 (for callers within Australia) and +61 (0)3 9415 4000 (for callers outside Australia).

I look forward to your attendance at the meeting.

Yours sincerely



**Peter French**  
Chairman

**MEDILAND PHARM LIMITED**  
**ABN 83 628 420 824**

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**NOTICE OF ANNUAL GENERAL MEETING**  
**AND**  
**EXPLANATORY STATEMENT**

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**Date of Meeting:** 25 November 2020  
**Time of Meeting:** 11.00 am AEDT  
**Place of Meeting:** Holiday Inn Parramatta,  
18-40 Anderson Street, Parramatta NSW 2150

This Notice of Annual General Meeting and Explanatory Statement should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor, or other professional adviser prior to voting.

Should you wish to discuss the matters in this notice of Annual General Meeting, please do not hesitate to contact Indira Naidu (Company Secretary) by e-mail at [Indira.naidu@medilandpharm.com.au](mailto:Indira.naidu@medilandpharm.com.au).

**MEDILAND PHARM LIMITED**  
ABN 83 628 420 824  
**2020 NOTICE OF ANNUAL GENERAL MEETING**

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**Notice** is hereby given that the Annual General Meeting of Mediland Pharm Limited (“**Mediland**” or “**the Company**”) will be held at Holiday Inn Parramatta, 18-40 Anderson Street, Parramatta NSW 2150 at 11.00 am (AEDT) on Wednesday, 25 November 2020 to conduct business set out in this Notice.

The Explanatory Statement which accompanies, and forms part of this Notice of Meeting describes the various matters to be considered and contains a glossary of defined terms that are not defined in full in this Notice of Meeting. The Explanatory Statement, the Schedules noted above, and the Proxy Form are part of this Notice.

Due to COVID-19 restrictions on public gatherings and the temporary modifications to the *Corporations Act 2001* (Cth) (*Corporations Act*) under the Corporations (Coronavirus Economic Response) Determination (No.1) 2020, (Cth) the Meeting will be held physically however, online attendance is encouraged where shareholders can attend and ask questions online.

- Shareholders can watch and participate in the Meeting online by using: a **Computer** or **Mobile** device, by entering the following URL in your browser <https://zoom.us/join> or by using the Zoom App. The Meeting ID and Passcode has been provided to the shareholders on the Chairman’s Letter to shareholders which have been either mailed or electronically distributed as requested by the Shareholders.

If you have been nominated as a third-party proxy, for any enquiries relating to the virtual participation, please contact the Company’s Share Registry on 1300 850 505 (for callers within Australia) and +61 (0)3 9415 4000 (for callers outside Australia).

Shareholders, guests, and proxies will be able to log in to the meeting from 10.30 am (AEDT) on the date of the Meeting to ensure any technical issues are resolved before the Meeting.

Further information on how to participate virtually is set out in this Notice of Meeting.

If it becomes necessary to make further alternative arrangements for holding the Meeting, the Company will ensure that shareholders are given as much notice as possible. Further information and guidance will be made available on the Company’s website at <https://www.medilandpharm.com.au/shareholder-information/> and via the ASX market announcements page at <https://www2.asx.com.au/markets/trade-our-cash-market/announcements>, search code “MPH”.

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## **BUSINESS OF THE MEETING**

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### **AGENDA**

#### **FINANCIAL STATEMENTS AND REPORTS**

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To receive and consider the Financial Statements, the Directors’ report for the Company and Auditor’s report for the Group for the year ended 30 June 2020.

Note: There is no requirement for Shareholders to approve these reports.

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

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

*“That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Company adopt the Remuneration Report for the financial year ended 30 June 2020.”*

*Note: Resolution 1 will be decided as if it were an ordinary resolution, but under section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.*

**MEDILAND PHARM LIMITED**  
ABN 83 628 420 824  
**2020 NOTICE OF ANNUAL GENERAL MEETING**

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**Voting Exclusion Statement:**

*In accordance with sections 250BD(1) and 250R(4) of the Corporations Act, no member of the Key Management Personnel of the Company or the Group (**KMP**) (details of whose remuneration are included in the Remuneration Report), nor a Closely Related Party of a KMP, may vote on Resolution 1.*

*However, in accordance with the Corporations Act, a person described above may vote on Resolution 1 if:*

- it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the Proxy Form as to how to vote on Resolution 1; or*
- it is cast by the Chairman of the Meeting as proxy for a person who is permitted to vote and the appointment of Chairman as proxy:*
  - a.) does not specify the way the proxy is to vote on the Resolution; and*
  - b.) expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of a KMP.*

*If the Chairman of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chairman will vote any proxies which do not indicate on their Proxy Form the way the Chairman must vote, in favour of Resolution 1.*

*If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.*

**MEDILAND PHARM LIMITED**  
ABN 83 628 420 824  
**2020 NOTICE OF ANNUAL GENERAL MEETING**

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**RESOLUTION 2 - Re-election of Dr Peter French as Director**

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

*“That, Dr Peter French, who is retiring in accordance with the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company.”*

**Note:** Dr French retires as a Director in accordance with the requirement of clause 21.2 of the Constitution. Being eligible, he offers himself for re-election. Biographical information on Dr French is set out in the explanatory notes to this notice.

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**RESOLUTION 3 – Confirmation of change in Auditor Appointment**

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

*“That, for the purposes of section 327B (1) of the Corporations Act 2001 and for all other purposes, BDO Audit Pty Ltd of Level 11, 1 Margaret Street, Sydney, NSW, 2000, having been nominated by a shareholder and consented in writing to act as auditor of the Company, be appointed auditor of the Company, effective immediately”.*

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**OTHER BUSINESS**

To transact any other business that may be lawfully brought forward in accordance with the Constitution of the Company, the *Corporations Act* and the ASX Listing Rules.

**BY ORDER OF THE BOARD**



**Indira Naidu**  
**Company Secretary**  
**23 October 2020**

**MEDILAND PHARM LIMITED**

ABN 83 628 420 824

**2020 NOTICE OF ANNUAL GENERAL MEETING (continued)**

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**NOTES**

**YOUR VOTE**

The business of Annual General Meeting affects your shareholding, and your vote is important.

**WHO MAY VOTE**

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting and any adjourned meeting will be those persons set out in the register of Shareholders as at 7 pm (AEDT) on 23 November 2020. This means that any Shareholder registered at 7 pm (AEDT) on 23 November 2020 is entitled to attend and vote at the Meeting.

**VOTING IN PERSON**

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

**VOTING ONLINE**

If you are unable to attend the meeting, we encourage you to submit your vote online at [www.investorvote.com.au](http://www.investorvote.com.au). For intermediary online subscribers only (custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com).

**PROXIES**

A shareholder entitled to vote is entitled to appoint a proxy to attend and vote instead of the stakeholder. A suitable proxy form accompanies this Notice of Annual General Meeting.

A proxy need not be a shareholder.

If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy

may exercise, each proxy may exercise half of the votes held by that Shareholder.

Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.

A Proxy Form accompanies this Notice. Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.

If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.

The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the *Corporations Act*.

If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.

The Proxy Form (together with any relevant authority) must be received by no later than 11 am (AEDT) on 23 November 2020 before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).

The completed Proxy Form must be delivered to Computershare Investor Services Pty Limited, either:

- By facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
- By post to GPO Box 242, Melbourne, VIC 3001; or
- By delivery to Level 3, 60 Carrington Street
- **Not less than 48 hours prior to the meeting. Proxy Forms received later than this time will be invalid.**

Shareholders are encouraged to submit their Proxy Forms Online ahead of the meeting. If you wish to post a Proxy Form, please be aware of current postal timeframes, including the possibility of delays due to COVID-19 regulations and reduced frequency of deliveries.

### **VIRTUAL PARTICIPATION**

Due to COVID-19 restrictions on public gatherings, physical participation is discouraged. Alternative, online access to the Meeting will be provided through Zoom.

In accordance with the *Corporations Act* (as modified by the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020), and to facilitate Shareholder participation, the Chairman has determined that Shareholders will have the opportunity to participate in the Annual General Meeting through online platform.

Shareholders can watch and participate in the Meeting online by using:

- **Computer or Mobile** device, by entering the following URL in your browser <https://zoom.us/join> or by using the Zoom App.
- The Meeting ID and Passcode has been provided to the shareholders on the Chairman's Letter to Shareholders which have been either mailed or electronically distributed as requested by the Shareholders.

If you choose to participate in the Meeting online, you can log in to the Meeting by

entering the meeting ID for the online Meeting and you will be able to view the Annual General Meeting live.

Dial in details below:

+61 2 8015 6011  
+61 3 7018 2005  
+61 7 3185 3730  
+61 8 6119 3900  
+61 8 7150 1149

Quick Links to test and check a suitable option to participate in the AGM:

- Join by phone: <https://support.zoom.us/hc/en-us/articles/201362663-Joining-a-meeting-by-phone>
- To test computer or audio device: <https://support.zoom.us/hc/en-us/articles/201362283-Testing-computer-or-device-audio>
- To test your video: <https://support.zoom.us/hc/en-us/articles/201362313-Testing-your-video>

### **CORPORATE REPRESENTATIVE**

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the *Corporations Act* authorising him or her to act as that company's representative. The authority must be sent to the Company's Share Registry at least 24 hours in advance of the Meeting.

### **POLL**

Voting on all items will be determined by a poll during the Meeting. Shareholders not attending the Meeting may vote online or use the Voting Form enclosed with the AGM letter for those who have received this correspondence via the post before the deadline listed above.

### **SHAREHOLDER QUESTIONS**

Shareholders are able to submit written questions ahead of the Meeting. To submit a written question, shareholders are encouraged to email [ir@medilandpharm.com.au](mailto:ir@medilandpharm.com.au) by no later than

17 November 2020 which is **five business days before the Meeting**. Questions should relate to matters that are relevant to the business of the meeting as outlined in the Notice of the Meeting.

Shareholders may also ask questions online during the meeting. The Chair will address the shareholder questions, during the meeting at appropriate times.

#### **WEBCAST**

The meeting will be recorded and will be available on the Company's website: [www.medilandpharm.com.au](http://www.medilandpharm.com.au).

#### **RESULTS OF THE MEETING**

Voting results will be announced on the Australian Securities Exchange as soon as practical after the Meeting and will also be made available on the Company's website at: [www.medilandpharm.com.au](http://www.medilandpharm.com.au).

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**MEDILAND PHARM LIMITED**  
ABN 83 628 420 824

**EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING**

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting be held at Holiday Inn Parramatta, 18-40 Anderson Street, Parramatta NSW 2150 at 11.00 am AEDT on Wednesday, 25 November 2020.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

Terms used but not defined in this Explanatory Memorandum have the meanings given to them in the Glossary.

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**1. FINANCIAL REPORT AND DIRECTORS' REPORT**

The first item of the Notice of Meeting deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2020, together with the Directors' declaration and report in relation to that financial year and the auditor's report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

**Action Required**

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the financial reports and accounts and on the management of the Company.

The Chairman will also provide Shareholders a reasonable opportunity to ask the auditor or the auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the independent audit report;
- (c) the accounting policies adopted by the Company in relation to the preparation of accounts; and
- (d) the independence of the auditor in relation to the conduct of the audit.

The Chairman will also allow a reasonable opportunity for the auditor or their representative to answer any written questions submitted to the auditor under section 250PA of the *Corporations Act* (which requires questions to be submitted no later than 5 business days prior to the Meeting).

The Company will not provide a hard copy of the Financial report to Shareholders unless specifically required to do so. The Financial Report will be available at <http://www.medilandpharm.com.au>.

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## MEDILAND PHARM LIMITED

ABN 83 628 420 824

EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

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**2. RESOLUTION 1 – REMUNERATION REPORT****Background**

In accordance with section 250R (2) of the *Corporations Act*, the Company is required to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2020 annual financial report, be adopted. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2020.

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

**Voting consequences**

While the vote on Resolution 1 is advisory only and does not bind the Directors or the Company, under the *Corporations Act*, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the re-election of all of the Directors (other than the Managing Director) who were in office when the applicable Director's Report was approved at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the Directors (other than the Managing Director) who were in office when the Directors' Report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders, will be the Directors of the Company. At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

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**MEDILAND PHARM LIMITED**  
ABN 83 628 420 824  
**EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)**

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### **3. RESOLUTION 2 – RE-ELECTION OF DR PETER FRENCH AS DIRECTOR**

#### **Background**

The Company's Constitution provides that an election of directors must be held at each annual general meeting. Dr French retires and being eligible, wishes to stand for re-election in accordance with the Company's Constitution. Dr French was appointed as a Director of the Company on 6 November 2019.

Dr French was appointed to the Board in November 2018 as a Director. (Qualifications: BSc (Sydney University, 1977); MSc (Sydney University, 1982), PhD Deakin University, 1986), MBA (Deakin University, 2001)). Dr. Peter French is an experienced senior executive and director in public and private companies primarily in the biotechnology and healthcare sector. His roles have included:

- Founder and non-executive director of Cryosite Limited (ASX:CTE) 2000-2006;
- Managing director of Probiomics Limited (ASX:PCC) 2003-2006;
- CEO and Managing director of Benitec Biopharma Limited (ASX:BLT) 2010-2015

#### **Directors' recommendation**

The Directors unanimously (excluding Dr French) recommend that the Shareholders vote in favour of Resolution 2.

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### **4. RESOLUTION 3 – Confirmation of Change in Auditor Appointment**

#### **Background**

As announced on the ASX/to members on 26 August 2020, BDO Audit Pty Ltd ("BDO Audit") was appointed auditor of the Company following the resignation of BDO East Coast Partnership ("BDO ECP") and ASIC's consent to the resignation in accordance with s329(5) of the *Corporations Act 2001* ("the Act").

The change of auditor arose as a result of BDO ECP restructuring its audit practice to provide for audits to be conducted by BDO Audit, an authorised audit company, rather than by BDO ECP.

As a result of the timing of the change, BDO Audit filled a casual vacancy in accordance with s327C(1) of the Act. Under section 327C(2) of the Act, an auditor who has been appointed under s327C(1) of the Act only holds office until the Company's next Annual General Meeting.

The Company is required to appoint an auditor to fill any vacancy at each Annual General Meeting (after its first annual general meeting) pursuant to s327B(1)(b) of the Act.

Pursuant to section 328B of the Act, the Company received a valid notice of nomination of auditor that nominated BDO Audit to be appointed as the auditor of the Company. A copy of the nomination is attached as Annexure A to this Notice of Meeting.

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**MEDILAND PHARM LIMITED**

ABN 83 628 420 824

**EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)**

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BDO Audit has provided the Company with its written consent to act, subject to shareholders'/members' approval being granted, as the Company's auditor in accordance with s328A(1) of the Act.

In accordance with s327B(1)(b) of the Act, an ordinary resolution is required at this Annual General Meeting to appoint BDO Audit as the Company's auditor and shareholders'/members' approval is sought to that appointment.

**Directors' recommendation**

The Directors unanimously recommend that the Shareholders vote in favour of 3.

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**MEDILAND PHARM LIMITED**

ABN 83 628 420 824

**EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)**

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**Glossary of Terms**

The following terms and abbreviations used in the Notice of Meeting and this Explanatory Statement have the following meanings:

**"AEDT"** means Australian Eastern Daylight Time.

**"Annual General Meeting"** or **"Meeting"** means the annual general meeting of Shareholders to be held at 241 Castlereagh Street, Sydney NSW 2000 on 28 November at 11.00am AEST or any adjournment thereof.

**"Associate"** has the meaning given to that term in sections 10 to 17 of the Corporations Act.

**"ASIC"** means the Australian Securities Investment Commission.

**"ASX"** means ASX Limited CAN 008 624 691, or the securities exchange conducted by ASX, as the context requires.

**"Board"** means the board of directors.

**"Chair"** means the person appointed to chair the Meeting convened by this Notice.

**"Closely Related Party"** has the meaning given to that term in section 9 of the *Corporations Act*.

**"Company"** or **"Mediland"** means Mediland Pharm Limited ABN 83 628 420 824.

**"Constitution"** means the constitution of the Company, as amended from time to time.

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

**"Directors"** means the directors of the Company, from time to time..

**"Explanatory Memorandum"** means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time.

**"Equity Securities"** includes a Share, a right to a share or option, an option, a convertible security, and any security that ASX decides to classify as and Equity Security.

**"Financial Report"** means the financial report of the Company ending 30 June 2020 and attached to this Notice of Meeting.

**"Group"** means the Company and its controlled entities.

**"Key Management Personnel"** or **"KMP"** has the same meaning as in the accounting standards 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 (whether executive or otherwise) of the Company.

**"Notice"** or **"Notice of Meeting"** means the notice convening the annual general meeting of the Company to be held on 25 November 2020 which accompanies this Explanatory Memorandum.

**"Proxy Form"** means the proxy form that is enclosed with, and forms part of, this Notice.

**Annexure A: NOMINATION OF BDO AUDIT PTY LTD. AS AUDITORS**

The Directors  
Mediland Pharm Limited  
Suite 4, Level 19, 227 Elizabeth Street,  
Sydney, NSW 2000  
Australia

26 August 2020

Dear Directors

The undersigned being a member of Mediland Pharm Limited hereby nominates BDO Audit Pty Ltd for appointment as auditor of the company at the forthcoming Annual General Meeting.

Yours faithfully

**John Shen**  
**Executive Director**

# MEDILAND

Pharm Limited

ABN 83 628 420 824

MPH

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

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 am (AEDT)** Monday, 23 November 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.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

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

### Lodge your Proxy Form:

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#### Online:

Lodge your vote online at [www.investorvote.com.au](http://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



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

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

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



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



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I ND

## Proxy Form

Please mark ☒ to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Mediland Pharm 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 Mediland Pharm Limited to be held at 18-40 Anderson Street, Parramatta NSW 2150 on Wednesday, 25 November 2020 at 11.00 am (AEDT) 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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 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 Resolution 1 by marking the appropriate box in step 2.

### 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                  |
|------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| Resolution 1 Adoption of Remuneration Report               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 Re-election of Dr Peter French as Director    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 Confirmation of change in Auditor Appointment | <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.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

MPH

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