



12<sup>th</sup> October 2022

Dear Shareholder

**Annual General Meeting – Notice of Meeting and Proxy Form**

Notice is hereby given that the Annual General Meeting (AGM) of Cryosite Ltd (CTE, the Company) will be held at 10.00 am (AEDT) on 17th December 2021 at the offices of Stone & Chalk, Level 4, 11 York Street Sydney NSW 2000.

In accordance with the Corporations Act, the Company will not be sending hard copies of the Notice of Meeting and accompanying Explanatory Memorandum (Notice of Meeting) to Shareholders.

The Notice of Meeting are being made available to shareholders electronically. To view and download a copy of the Notice of Meeting please visit the Company's website (<https://www.cryosite.com>). The Notice of Meeting and the Annual Report are also available on ASX's website, under the Company's ticker code CTE.

All resolutions for the AGM will be decided via a poll. The poll will be conducted based on votes submitted by proxy, together with any votes cast at the AGM.

The Company strongly encourages shareholders who are unable to attend in person to vote via proxy for the purposes of the AGM. A personalized Proxy Form is attached to this letter for return to Link Market Services (Registry) or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

Shareholders who have elected to receive notices from the Company in electronic format will receive an email directly from the Registry. Shareholders who have not elected to receive communications from the Company by email are recommended to update their email addresses and communication preferences via the Registry website [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

CTE also encourages shareholders to lodge their proxy votes online. To do that, shareholders can login to [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) using the holding details (SRN or HIN) that will be available on the personalised Proxy Form dispatched by the Registry. Once logged in, select Voting and follow the prompts to lodge your vote. Proxy instructions must be received no later than 48 hours before the commencement of the Meeting.

Shareholders that experience any problems accessing the proxy voting screen(s) can contact the Registry by phone on 1300 554 474 or by email at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)

By Order of the Board of Directors

Steven Waller  
Chairman

## CRYOSITE LIMITED

ACN 090 919 476

### NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders (**Shareholders**) of:

Cryosite Limited (**Cryosite** or the **Company**) will be held:

Date: Thursday, 17 November 2022

Time: 10.00am (Sydney time)

Venue: Stone and Chalk

Level 4, 11 York Street

Sydney NSW.

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

The business of the Meeting is as follows:

#### **A      CONSIDERATION OF REPORTS**

To receive and consider the Company's Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 30 June 2022 (the **Reports**).

All Shareholders can view the Annual Report which contains the Annual Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 30 June 2022 on Cryosite's website at: <https://investors.cryosite.com/investors/?page=announcements>

#### **B.      QUESTIONS AND COMMENTS**

Following consideration of the Reports, the Chairman will give Shareholders attending the meeting a reasonable opportunity to ask questions about, or comment on, the Reports and the management of the Company.

The Chairman will also give Shareholders a reasonable opportunity to ask the Company's external auditor Mazars Risk & Assurance (**Auditor**) questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by Shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit.

All Shareholders present at the Meeting will have a reasonable opportunity to ask questions during the AGM.

Shareholders who prefer to register questions in advance of the AGM are invited to do so. Please log onto [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and select Voting and click 'Ask a Question', or otherwise email any questions to the Chief Financial Officer ([Jane.hao@cryosite.com](mailto:Jane.hao@cryosite.com)) or please complete the enclosed shareholder question form and return to Link Market Services. To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (Sydney time) on Thursday 10 November 2022.

Questions received in advance by email or online will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to Shareholders.

## **C ITEMS FOR APPROVAL**

### **Resolution 1. Election of Director Mr Steven Waller**

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

*"That Mr Steven Waller, a Director of Cryosite Limited who resigns in accordance with clause 59.2 of the Constitution, and being eligible, and offering himself for election, is elected as a Director of Cryosite Limited."*

### **Resolution 2. Re – election of Director Mr Andrew Kroger**

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

*"That Mr Andrew Kroger, a Director of Cryosite Limited who retires in accordance with clause 60.4 of the Constitution, and being eligible, and offering himself for re-election, is re-elected as a Director of Cryosite Limited."*

### **Resolution 3. Adoption of Remuneration Report**

To consider and, if thought fit, pass the following as a **non-binding resolution** of the Company:

*"That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth), the Company's Remuneration Report for the financial year ended 30 June 2022, as set out in the Directors' Report, be adopted."*

The Remuneration Report is contained in the 2022 Annual Report (available at <https://investors.cryosite.com/investors/?page=announcements>) Please note that, in accordance with section 250R(3) of the Corporations Act 2001 (Cth) (**Corporations Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

#### **Voting exclusion statement**

In accordance with section 250R of the Corporations Act, a vote on Resolution 2 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the key management personnel (**KMP**) whose remuneration details are included in the 2022 Remuneration Report; or
- b. a closely related party of such member of the KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing and specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- b. the vote is cast by the Chairman of the Meeting and the appointment of the Chairman as proxy:
  - i. does not specify the way the proxy is to vote on the resolution; and
  - ii. expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

For the purpose of the voting exclusion above, "key management personnel" and "closely related party" have the same meaning as set out in the Corporations Act.

#### **Resolution 4. Renewal of Proportional Takeover Provisions**

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

"That, the proportional takeover provision in Clause 31 of the Company's Constitution, as set out in Attachment A of the Notice of Meeting, be renewed for a period of three years commencing on the day this resolution is passed."

By order of the Board

**Steven Waller**

Chairman

12 October 2022

## **ALL RESOLUTIONS BY POLL**

In accordance with the Corporations Act and pursuant to clause 40.2.3 of the Company's Constitution, the Chairman will call a poll for each of the Resolutions proposed at the AGM.

## **ENTITLEMENT TO ATTEND AND VOTE**

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7.00pm (Sydney time) on Tuesday, 15 November 2022 will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first in the Company's share register will be counted.

### *Appointment of Proxy*

If you are a shareholder entitled to attend and vote, at the AGM you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act 2001 (Cth) (the **Act**) to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies to attend and vote at the AGM on that shareholder's behalf and the appointment may specify the proportion or number of votes each proxy may exercise at the AGM. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes. A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. To be effective, the proxy form (and, if the appointment is signed or authenticated by the shareholder's attorney, the authority under which it was signed or authenticated or a certified copy of the authority) must be received at the Share Registry of the Company no later than 10.00am (Sydney time) on Tuesday, 15 November 2022 (being 48 hours before the AGM). Proxies must be received before that time by one of the following methods:

**Online (preferred):** [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**BY MAIL:** Cryosite Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia

**BY FAX:** 02 9287 0309 (within Australia)  
+61 2 9287 0309 (from outside Australia)

**BY HAND:** Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\*during business hours Monday to Friday (9:00am to 5:00pm) and subject to public health orders and restrictions if in place.

**ALL ENQUIRIES TO:**

Telephone: 1300 554 474 Overseas: +61 1300 554 474

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

***Power of Attorney***

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10.00am (Sydney time) on Tuesday, 15 November 2022, being 48 hours before the AGM.

***Corporate Representatives***

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the body corporate's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

IMPORTANT: If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on resolution 3, then by submitting the proxy form you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution, even though the Resolution is connected, directly or indirectly, with the remuneration of the KMP.

**SHAREHOLDER QUESTIONS – SUBMITTED PRIOR TO THE MEETING**

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) select Voting then click 'Ask a Question'.

This includes any questions for the Chairman or Mazars Risk & Assurance (the Auditor). To allow time to collate questions and prepare answers, please submit any questions by 5:00pm (Sydney time) on Thursday, 10 November 2021 (being no later than the fifth business day before the AGM is held). Questions will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

**CONDUCT OF MEETING**

Cryosite is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. Cryosite will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chairman of the Meeting will exercise his powers as the Chairman to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

**ENCLOSURES**

Enclosed are the following documents:

- proxy form to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on Cryosite's share registry's website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) to ensure the timely and cost-effective receipt of your proxy; and
- a reply-paid envelope for you to return the proxy form.

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held on Thursday, 17 November 2022.

The purpose of the Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolution 1 and 2, are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolutions.

Resolution 3, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolution 4 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

### **Resolution 1: Election of Mr Steven Waller as a director**

Mr Waller is an independent non-executive Director of the Company and Chairman of the Board. He was appointed as Director in November 2021. Mr Waller has an M.B.A. (Macq) and is a graduate of the Australian Institute of Company Directors. Mr Waller brings extensive pharmaceutical knowledge, combined with experience in senior roles in large pharmaceutical companies, both in Australia and internationally. In Australia Mr Waller has held senior management roles at Aspen Pharmacare Australia Pty Limited, and Sigma Healthcare Limited. Between 1996 and 2008 Mr. Waller held several international roles in sales, marketing and general management with Johnson and Johnson.

Mr Waller was also a director of the NSW Branch of the Pharmacy Guild of Australia Director. Mr Waller currently runs his own consulting business which has provided services to the pharmaceutical industry and the broader health care industry in Australia, including government agencies.

Prior to submitting himself for re-election, Mr Waller has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports Mr Waller's re-election as a Non-Executive Director as Mr Waller provides a valuable contribution to the Board and Company, specifically in relation to pharmaceutical knowledge, combined with large international pharmaceutical company experience and networks. Mr Waller and is therefore recommended to shareholders for re-election.

The Board considered whether Mr Waller has any interest, position or relationship that may interfere with his independence as a director, having regard to the relevant factors as set out in the ASX Corporate Governance Council Principles & Recommendations (4th edition) (ASX Principles). The Board considers that Mr Waller (if re-elected), will continue to be an independent Director.

### ***Directors' Recommendation:***

On the basis of Mr Waller's skills, qualifications and experience in the areas of pharmaceutical knowledge, combined with large international pharmaceutical company experience and networks and his contribution to the Board's activities, the Directors in the absence of Mr Waller unanimously support the re-election of Mr Waller as a Director (with Mr Waller abstaining from providing a recommendation)

### **Resolution 2: Re-election of Mr Andrew Kroger as a director**

Mr Kroger is a non-executive Director of the Company. He was appointed as Director in November 2011. Mr Kroger has had a career in stockbroking, law and general management including two years running Forsyth Group in 1990 which was Australia's ninth largest gold producer at that time Mr Kroger has a Bachelor of Economics and a Bachelor of Laws from Monash University.

Prior to submitting himself for re-election, Mr Kroger has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports Mr Kroger's re-election as a Non-Executive Director as Mr Kroger provides a valuable contribution to the Board and Company, specifically in relation to law, compliance and commercial negotiation therefore is recommended to shareholders for re-election.

The Board considered whether Mr Kroger has any interest, position or relationship that may interfere with his independence as a director, having regard to the relevant factors as set out in the ASX Corporate Governance Council Principles & Recommendations (4th edition) (ASX Principles) . The Board considers that Mr Kroger (if re-elected), will continue to be a Non-independent Director, by virtue of his substantial shareholding and his length of tenure on the Board.

***Directors' Recommendation:***

On the basis of Mr Kroger's skills, qualifications and experience in the areas of law, compliance and commercial negotiation and his contribution to the Board's activities, the Directors in the absence of Mr Kroger unanimously support the re-election of Mr Kroger as a Director (with Mr Kroger abstaining from providing a recommendation)

**Resolution 3: Adoption of Remuneration Report**

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of Directors and key management personnel (KMP) of the Company (Remuneration Report) be put to the vote of Shareholders for adoption by way of a non-binding vote.

Broadly, the Remuneration Report details the remuneration policy for the Company which:

- discusses The Company's policy in relation to remuneration of the KMP;
- discusses the relationship between the Board's remuneration policy and Company performance;
- details any performance conditions attached to KMP remuneration; and
- sets out remuneration details for each KMP.

Shareholders can view the full Remuneration Report in the Annual Report which is available on Cryosite's website at <https://investors.cryosite.com/investors/?page=announcements>

Following consideration of the Remuneration Report, the Chair of the Meeting will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on this Resolution 3 is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

***Directors' Recommendation:***

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors abstain from providing a recommendation in relation to Resolution 3.

**Resolution 4. Renewal of Proportional Takeover Provisions**

Clause 31 of the Constitution (at attachment A) provides that the Company must not register a transfer of shares which would give effect to a contract, resulting from the acceptance of an offer made under a proportional takeover bid unless shareholders, in a general meeting, approve the offer. Under the *Corporations Act 2001* (Cth) and clause 31.8 of the Constitution, clause 31 (inclusive) ceases to have effect at the end of three years from when they were adopted or on the date that they were last renewed.

The proposed resolution seeks to reinstate the provision of clause 31 (inclusive) of the Constitution for three years from the date of approval of the proposed resolution.

The Directors consider that it is in the interests of shareholders for the Company to include a proportional takeover rule and approval is therefore being sought to renew clause 31 (inclusive) of the constitution.

**What is a proportional takeover bid?**

In a proportional takeover bid, the bidder offers to buy a proportion only of each shareholder's shares in the target company.

### **Why are the proportional takeover approval provisions required?**

A proportional takeover bid means that control of a company may pass without shareholders having the chance to sell all of their shares to the bidder. In addition, this means the bidder may take control of a company without paying an adequate amount for gaining control.

In order to deal with this possibility, the *Corporations Act 2001* (Cth) permits a company, in certain circumstances to provide in its constitution that if a proportional takeover bid is made for shares in the company, shareholders must vote at a general meeting on whether to accept or reject the offer.

The majority decision of shareholders present and voting at the meeting will be binding on all shareholders.

The benefit of the provision is that shareholders are able to decide collectively whether the proportional offer is acceptable in principle, and it may ensure that any partial offer is appropriately priced.

If the offer does proceed, individual shareholders can then make a separate decision as to whether they wish to accept the bid for their shares.

### **What is the effect of the proportional takeover approval provisions?**

If a proportional takeover bid is made, the Directors must ensure a shareholder vote on a resolution to approve the bid at least 14 days before the last day of the bid period. The vote is decided on a simple majority.

Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities, is entitled to vote, but the bidder and its associates are not allowed to vote (and if they do vote, their votes must not be counted).

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. Any contracts formed by acceptances will be rescinded. If the bid is approved (or taken to have been approved), the transfers must be registered provided they comply with the *Corporations Act 2001* (Cth) and the Company's Constitution.

If the resolution is not voted on before the 14- day deadline specified in the *Corporations Act 2001* (Cth), the bid will be taken to have been approved.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for 3 years from that date of their renewal pursuant to Resolution 4. The provisions may again be renewed by a special resolution of shareholders.

### **No present acquisition proposals**

At the date this Notice of Meeting was prepared, no Director is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

### **Potential advantages and disadvantages**

While the renewal of clause 31 (inclusive) will allow the Board to ascertain shareholders' views on a proportional takeover bid, the Directors consider that the proportional takeover approval provisions have no potential advantages or disadvantages for them. They remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover approval provisions for shareholders include:

- the provisions give all shareholders (other than the offeror and its associates) an opportunity to study the terms of a proportional takeover proposal to determine whether it is in their best interests that it proceed and, on that basis, enables shareholders to decide whether or not to accept the offer;
- the provisions may discourage the making of a proportional takeover bid which may be considered to be opportunistic and may prevent control of the Company passing without the payment of an appropriate control premium;
- the provisions may assist shareholders in not being locked in to a minority interest in the Company;

- the provisions may increase shareholders' bargaining power and may assist in ensuring that any future proportional takeover offer is structured so as to be attractive to a majority of independent shareholders; and
- knowing the view of the majority of shareholders may assist each individual shareholder in assessing the likely outcome of the proportional takeover scheme bid and whether to approve or reject that bid.

The potential disadvantages for shareholders include:

- proportional takeover bids for shares in the Company may be discouraged and may reduce any speculative element in the market price of the Company's shares arising from a takeover offer being made;
- shareholders may lose an opportunity of selling some of their shares at a premium;
- the chance of a proportional takeover bid being successful may be reduced due to the delay, cost and uncertainty in convening a General Meeting; and
- the renewal of clause 31 (inclusive) may also be considered an additional restriction on the ability of shareholders to deal freely with their shares.

***Directors' Recommendation:***

The Board considers that the potential advantages for shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

## **ATTACHMENT A**

### **31. Proportional Takeover Bid**

31.1 Registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under a Proportional Takeover Bid is prohibited unless and until an Approving Resolution approving the Proportional Takeover Bid is passed.

31.2 A person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under the Proportional Takeover Bid was made, held Bid Class Shares is entitled to:

- 31.2.1 vote on an Approving Resolution; and
- 31.2.2 has one vote for each Bid Class Share held.

31.3 Where offers have been made under a Proportional Takeover Bid, the Directors must ensure that an Approving Resolution is voted on at a meeting of the persons described in clause 31.2 before the Approving Resolution Deadline in accordance with this clause.

31.4 An Approving Resolution is passed if more than 50% of the votes cast on the resolution are cast in favour of the resolution, and otherwise is taken to have been rejected.

31.5 The provisions of this Constitution that apply to a general meeting of the Company apply, with such modifications as the circumstances require, to a meeting that is called under this clause 31 as if the meeting was a general meeting of the Company.

31.6 If an Approving Resolution to approve the Proportional Takeover Bid is voted on in accordance with this clause 31 before the Approving Resolution Deadline, the Company must, on or before the Approving Resolution Deadline, give:

- 31.6.1 the bidder; and
- 31.6.2 each relevant financial market,

a written notice stating that an Approving Resolution to approve the Proportional Takeover Bid has been voted on and whether it was passed or rejected.

31.7 If no resolution has been voted on in accordance with this clause 31 as at the end of the day before the Approving Resolution Deadline, a resolution to approve the Proportional Takeover Bid is taken, for the purposes of this clause, to have been passed in accordance with this clause.

31.8 This clause 31 automatically ceases to have effect at the end of 3 years beginning:

- 31.8.1 where this clause has not been renewed in accordance with the Corporations Act, the Effective Date; or
- 31.8.2 where this clause has been renewed in accordance with the Corporations Act, on the date of last renewal.

## LODGE YOUR VOTE



### ONLINE

<https://investorcentre.linkgroup.com>



### BY MAIL

Cryosite 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  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150; or  
Level 12, 680 George Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



**X99999999999**

## PROXY FORM

I/We being a member(s) of Cryosite 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 General Meeting of the Company to be held at **10:00am on Thursday, 17 November 2022 at Suite 2, Level 19, 88 Phillip Street, Sydney NSW** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolution 3:** 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 3, 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 Election of Director Mr Steven Waller

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re – election of Director Mr Andrew Kroger

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Renewal of Proportional Takeover Provisions

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\* 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).

## 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](http://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, 15 November 2022**, 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

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Voting 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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Cryosite 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\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

or

Level 12  
680 George Street  
Sydney NSW 2000

\*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

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