

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme      Probiotec Limited

ACN/ARSN      075 170 151

**1. Details of substantial holder (1)**

Name      Charles Wayne Stringer , Jane Stringer and Inston Pty Ltd

ACN/ARSN (if applicable)     

There was a change in the interests of the  
substantial holder on

22/09/2016

The previous notice was given to the company on

04/03/2015

The previous notice was dated

04/03/2015

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	9,637,690	18.2%	12,460,845	23.54%
<b>Important note:</b> Since the date of its last substantial holder notice, the substantial holder's voting power has increased by: <ul style="list-style-type: none"><li>335,715 ordinary shares (or 0.7%) through on market trades (see section 3); and</li><li>2,462,440 ordinary shares (or 4.65%) due to an association with the persons stated in section 5. This association will cease immediately following the company's annual general meeting scheduled for 29 November 2016. There is no agreement, arrangement or understanding between the substantial holder and the persons specified in section 5 (or any other party) in relation to the exercise of votes attached to their respective shareholdings in the company or any other matter relating to the company.</li></ul>				

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or

scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
30/10/15	Inston Pty Ltd	On market trade	\$49,661.00	Ordinary 162,080	162,080
12/06/15	Inston Pty Ltd	On market trade	\$6264.86	Ordinary 30,831	30,831
11/06/15	Inston Pty Ltd	On market trade	\$4949.00	Ordinary 26,000	26,000
10/06/15	Inston Pty Ltd	On market trade	\$380.00	Ordinary 2,000	2,000
09/06/15	Inston Pty Ltd	On market trade	\$2163.91	Ordinary 11,389	11,389
05/06/15	Inston Pty Ltd	On market trade	\$11080.80	Ordinary 61,560	61,560
04/06/15	Inston Pty Ltd	On market trade	\$1050.00	Ordinary 6,000	6,000
06/03/15	Inston Pty Ltd	On market trade	\$4000.00	Ordinary 20,000	20,000
05/03/15	Inston Pty Ltd	On market trade	\$2784.14	Ordinary 15,855	15,855

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Charles Wayne Stringer	Charles Wayne Stringer		Direct	Ordinary 2,688,574	2,688,574
Charles Wayne Stringer and Jane Stringer	Inston Pty Ltd		Charles Wayne Stringer and Jane Stringer each own 50% of Inston Pty Ltd (ACN 069 982 538)	Ordinary 7,309,831	7,309,831

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Ganter Corporation Pty Ltd (ACN 059 138 304) and Rudi Ganter	<p>Charles Wayne Stringer, Inston Pty Ltd, Ganter Corporation Pty Ltd and Rudi Ganter may be considered associates by virtue of Inston Pty Ltd and Ganter Corporation Pty Ltd jointly signing section 249N notices and section 203D notices on 22 September 2016 in respect of the company and a nomination of directors notice in respect of the forthcoming annual general meeting of the company (the Notices).</p> <p>The Notices are attached in Annexure A to this form and the Notices (or the contents of the Notices) have also been publicly disclosed by the company including in the notice of annual general meeting dated 27 October 2016. The Notices set out the full extent of the association between: (1) Charles Wayne Stringer and Inston Pty Ltd, and (2) Ganter Corporation and Rudi Ganter.</p> <p>The association will cease following the annual general meeting on 29 November 2016. There is no agreement, arrangement or understanding between the substantial holder and such associates (or any other party) in relation to the exercise of votes attached to their respective shareholdings in the company or any other matter relating to the company.</p>

#### 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Charles Wayne Stringer	11/23 Beaconsfield Pde, Port Melbourne VIC 3207
Inston Pty Ltd	11/23 Beaconsfield Pde, Port Melbourne VIC 3207
Jane Stringer	11/23 Beaconsfield Pde, Port Melbourne VIC 3207
Ganter Corporation Pty Ltd	12 Uplands St, Balwyn North VIC 3104
Rudi Ganter	12 Uplands St, Balwyn North VIC 3104

#### Signature

print name Charles Wayne Stringer

capacity

sign here



date

8/11/16

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Charles Wayne Stringer

Date 8/11/16

Probiotec Limited – Notice of Annual General Meeting

## Appendix A – Notices of Resolutions to be moved at a General Meeting

TO: Probiotec Limited  
Attention: The Company Secretary, Jared Stringer  
[jared\\_stringer@probiotec.com.au](mailto:jared_stringer@probiotec.com.au)

### NOTICE OF RESOLUTIONS PROPOSED TO BE MOVED AT A GENERAL MEETING Removal of Robert Maxwell Johnston as a director Removal of Richard David Kuo as a director

This notice is given in accordance with s249N(1) of the Corporations Act.

The following members, namely:

- (a) Inston Pty Ltd, the holder of 13.105% of the shares on issue by Probiotec Limited ("Probiotec"); and
- (b) Ganter Corporation Pty Ltd, the holder of 3.765% of the shares on issue by of the shares on issue by the company,

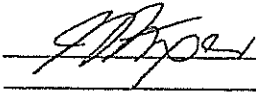
being members with at least 5% of the votes that may be cast on each of the following resolutions, give Probiotec notice of resolutions they propose to move at a general meeting, namely:

- 1 That Robert Maxwell Johnston be removed as a director of the company at the close of the meeting at which this resolution is passed.
- 2 That Richard David Kuo be removed as a director of the company effective at the close of the meeting at which this resolution is passed.

Dated: 22 September 2016


EXECUTED by INSTON PTY LTD

  
CHARLES WAYNE STRINGER, director

  
JANE ELISABETH STRINGER, director

EXECUTED by GANTER CORPORATION  
PTY LTD

  
RUDOLF ANDREW GANTER, director

  
LAUREL MARY GANTER, director

Note:

- 1. s249O of the Corporations Act provides:
  - (2) If a company has been given notice of a resolution under section 249N, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given.
  - (3) The company must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
- 2. ASX Listing Rule 3.17A provides that Probiotec:
  - must give ASX, within two business days of receipt:
  - 3.17A.1 Information about the material terms of any notice which it receives under section ... 249N ... of the Corporations Act ... from a holder ... of securities calling, or requesting the calling of, or proposing to move a resolution at, a general meeting; ...
- 3. The notes to ASX Listing Rule 3.17A.1 include the following:
  - it should be noted that if a reasonable person would expect information about such a notice to have a material effect on the price or value of the entity's securities, the information must be given to ASX immediately under the Listing Rule 3.1 and not within two business days of receipt.

TO: Probiotec Limited  
Attention: The Company Secretary, Jared Stringer  
[jared\\_stringer@probiotec.com.au](mailto:jared_stringer@probiotec.com.au)

**NOTICE OF RESOLUTIONS PROPOSED TO BE MOVED AT A GENERAL MEETING**  
**Removal of Robert Maxwell Johnston as a director**  
**Removal of Richard David Kuo as a director**

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EXECUTED by INSTON PTY LTD



CHARLES WAYNE STRINGER, director

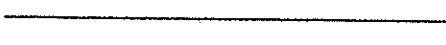


JANE ELISABETH STRINGER, director

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PTY LTD



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**NOTICE OF RESOLUTIONS PROPOSED TO BE MOVED AT A GENERAL MEETING**

**Removal of Robert Maxwell Johnston as a director**

**Removal of Richard David Kuo as a director**

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Dated: 22 September 2016

EXECUTED by INSTON PTY LTD

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CHARLES WAYNE STRINGER, director

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EXECUTED by GANTER CORPORATION  
PTY LTD

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TO: Probiotec Limited  
Attention: The Company Secretary, Jared Stringer  
[jared\\_stringer@probiotec.com.au](mailto:jared_stringer@probiotec.com.au)

**NOTICE OF INTENTION TO MOVE RESOLUTION FOR REMOVAL OF DIRECTOR –  
ROBERT MAXWELL JOHNSTON AS A DIRECTOR**

This notice is given under s203D of the Corporations Act.

Inston Pty Ltd and Ganter Corporation Pty Ltd intend to move the following resolution at the next general meeting of the company which is held more than two months after this notice is given (or, if possible, at a general meeting of the company which is held less than two months after this notice is given):


*That Robert Maxwell Johnston be removed as a director of the company effective at the close of the meeting at which this resolution is passed.*

Dated: 22 September 2016

EXECUTED by INSTON PTY LTD



CHARLES WAYNE STRINGER, director

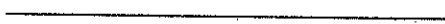


JANE ELISABETH STRINGER, director

EXECUTED by GANTER CORPORATION  
PTY LTD



RUDOLF ANDREW GANTER, director



LAUREL MARY GANTER, director

TO: Probiotec Limited  
Attention: The Company Secretary, Jared Stringer  
[jared\\_stringer@probiotec.com.au](mailto:jared_stringer@probiotec.com.au)

**NOTICE OF INTENTION TO MOVE RESOLUTION FOR REMOVAL OF DIRECTOR –  
ROBERT MAXWELL JOHNSTON AS A DIRECTOR**

This notice is given under s203D of the Corporations Act.

Inston Pty Ltd and Ganter Corporation Pty Ltd intend to move the following resolution at the next general meeting of the company which is held more than two months after this notice is given (or, if possible, at a general meeting of the company which is held less than two months after this notice is given):

*That Robert Maxwell Johnston be removed as a director of the company effective at the close of the meeting at which this resolution is passed.*

Dated: 22 September 2016

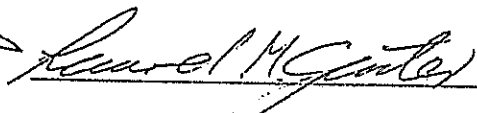
EXECUTED by INSTON PTY LTD

\_\_\_\_\_  
CHARLES WAYNE STRINGER, director

\_\_\_\_\_  
JANE ELISABETH STRINGER, director

EXECUTED by GANTER CORPORATION  
PTY LTD

  
\_\_\_\_\_  
RUDOLF ANDREW GANTER, director

  
\_\_\_\_\_  
LAUREL MARY GANTER, director



TO: Probiotec Limited  
Attention: The Company Secretary, Jared Stringer  
[jared\\_stringer@probiotec.com.au](mailto:jared_stringer@probiotec.com.au)

**NOTICE OF INTENTION TO MOVE RESOLUTION FOR REMOVAL OF DIRECTOR –  
RICHARD DAVID KUO AS A DIRECTOR**

This notice is given under s203D of the Corporations Act.

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*That Richard David Kuo be removed as a director of the company effective at the close of the meeting at which this resolution is passed.*

Dated: 22 September 2016

EXECUTED by INSTON PTY LTD



CHARLES WAYNE STRINGER, director



JANE ELISABETH STRINGER, director

EXECUTED by GANTER CORPORATION  
PTY LTD



RUDOLF ANDREW GANTER, director



LAUREL MARY GANTER, director

TO: Probiotec Limited  
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RICHARD DAVID KUO AS A DIRECTOR**

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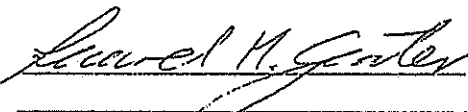
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EXECUTED by INSTON PTY LTD

\_\_\_\_\_  
CHARLES WAYNE STRINGER, director

\_\_\_\_\_  
JANE ELISABETH STRINGER, director

EXECUTED by GANTER CORPORATION  
PTY LTD  
  
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