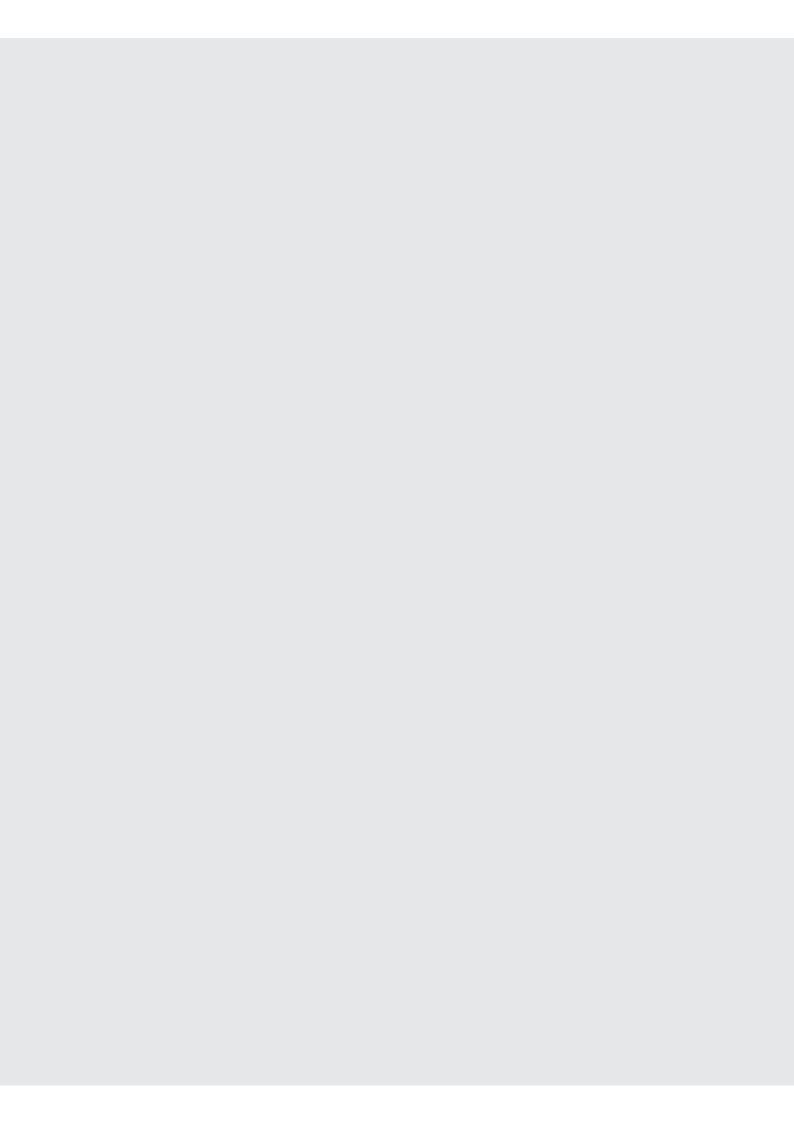


# CONNECTING HEALTH SOLUTIONS

# Sigma Pharmaceuticals Limited ABN 15 088 417 403

NOTICE IS GIVEN that the Annual General Meeting of Sigma Pharmaceuticals Limited (Company) will be held at the ANZ Pavilion, Victorian Arts Centre, 100 St Kilda Road, Melbourne, Victoria on Wednesday 3 May 2017 at 11.00am.





# NOTICE OF ANNUAL GENERAL MEETING

# **Items of Business**

# 1. Chairman's Address and Presentation by the Managing Director and Chief Executive Officer

# 2. Financial Statements and Reports

To consider the Company's Financial Report and Directors' and Auditor's Reports for the year ended 31 January 2017.

# 3. Remuneration Report

To adopt the Remuneration Report for the year ended 31 January 2017.

The vote on this resolution is advisory and does not bind the Company or its Directors.

## 4. Re-election of Directors

4.1 To re-elect as a Director Mr David Bayes who retires by rotation in accordance with Rule 3.6 of the Company's Constitution and, being eligible, offers himself for re-election.

4.2 To re-elect as a Director Mr Ray Gunston who retires by rotation in accordance with Rule 3.6 of the Company's Constitution and, being eligible, offers himself for re-election.

# **Special Business**

# **5. Renewal of Proportional Takeover Provisions**

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

'That, for the purposes of sections 648G and 136(2) of the Corporations Act and for all other purposes, the Company modify its Constitution by renewing the proportional takeover approval rules set out in rules 29.8 to 29.13, on and with effect from the date of the Meeting'.

## 6. Change of Company Name

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

'That, with effect from the date that ASIC alters the details of the Company's registration in accordance with section 157 of the Corporations Act, the name of the Company be changed to Sigma Healthcare Limited'.

# Information for Shareholders:

# **Shareholders of the Company**

For the purpose of voting at the Meeting, the Board has determined that persons holding Shares in the Company which are listed for quotation on the Australian Securities Exchange at 7.00pm in Melbourne on Monday 1 May 2017 will be treated as Shareholders of the Company.

## **Appointment of Proxies**

Proxies may be appointed for the Annual General Meeting. Please note that:

- a Shareholder entitled to attend and vote at the Meeting is entitled to appoint no more than two proxies to attend and vote on behalf of the Shareholder. Where two proxies are appointed, each proxy must be appointed to represent a specified number of votes or proportion of the Shareholder's voting rights. If no number or proportion is specified, each proxy may exercise half of the votes:
- a proxy need not be a Shareholder of the Company and may be an individual or a body corporate;
- a Shareholder that is a body corporate or a body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body corporate may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of their appointment, including any authority under which the appointment is signed, unless it has previously been provided to the Company;
- if a Shareholder appoints a KMP (as defined in the explanatory notes) as proxy, the KMP will not be able to cast the Shareholder's votes on Item 3 unless the Shareholder directs the KMP how to vote or the Chairman of the Meeting is appointed as proxy. If a Shareholder appoints the Chairman as their proxy (or the Chairman is appointed proxy by default) and the Shareholder does not direct the Chairman how to vote, then by signing and returning the proxy form the Shareholder will be expressly authorising the Chairman to exercise the proxy for the relevant Item even though the Item is connected with the remuneration of the KMP; and

• if a Shareholder appoints the Chairman of the meeting as proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote (if permitted under the proxy form and subject to any applicable voting restrictions), as proxy in favour of the resolution.

#### **Joint Holders**

In the case of joint holders of shares any one of the joint holders may vote at any meeting, but if more than one of such joint holders submits a vote, the vote of the first named of the joint holders in the Register of Members, whether submitted in person or by proxy or by attorney or in any other approved means, will be accepted to the exclusion of the votes of the other joint holder(s).

## **Lodgement of Proxy Forms**

A proxy form accompanies this Notice of Meeting. To be effective, the completed proxy form and the power of authority (if any) under which the proxy form is signed or a certified copy of the relevant authority must be received by the Company at least 48 hours before the start of the Meeting (that is, by 11.00am Melbourne time on Monday, 1 May 2017).

Proxies (and, if applicable, authorities) may be returned:

## By mail:

Link Market Services Limited Locked Bag A14 Sydney South NSW 1235

## By hand:

Link Market Services Limited Level 12, 680 George Street Sydney 2000

# By facsimile:

+61 2 9287 0309

## Online:

at www.linkmarketservices.com.au
Login to the Link website using the
details as shown on the proxy form.
Select 'Voting' and follow the prompts
to lodge your vote. To use the online
voting facility, Securityholders will need
their 'Holder Identifier' (Securityholder
Reference Number (SRN) or Holder
Identification Number (HIN) as shown
on the front of the proxy form).

If you have any difficulties lodging your vote online, or if you require an additional proxy form, please contact Link Market Services on +61 1300 139 653.

# NOTICE OF ANNUAL GENERAL MEETING CONTINUED

# **Explanatory Notes** on Resolutions

# **Item 2 - Financial Statements** and Reports

The Corporations Act 2001 (Cth) (Corporations Act) requires the Directors to lay before the Meeting the Financial Report, Directors' Report and the Auditor's Report for the financial period ended 31 January 2017.

Shareholders have been provided with relevant information concerning the Company's financial statements in the Annual Report of the Company for the year ended 31 January 2017. The Annual Report is currently being printed and will be made available on the Company's website and dispatched to Shareholders who have elected to receive a hard copy on 7 April 2017. A copy of the financial statements and the associated reports will also be tabled at the Meeting.

There is no requirement either in the Corporations Act or the Company's Constitution for Shareholders to vote on the reports. However, Shareholders will be given a reasonable opportunity to ask questions and make comments on these reports at the Meeting.

The Company's auditors will be present at the meeting.

## **Item 3 - Remuneration Report**

The Corporations Act requires a non-binding resolution to be put to Shareholders for the adoption of the Remuneration Report and a reasonable opportunity for Shareholders to comment on and ask questions about the Remuneration Report.

The Remuneration Report is contained in the Annual Financial Report. Copies of the Annual Financial Report, including the Remuneration Report, are available on the Company's website at www.sigmaco.com.au or may be obtained from the Office of the Company Secretary by telephoning (03) 9215 9215.

The Remuneration Report includes:

- an explanation of the Company's policy for determining the remuneration of the Key Management Personnel;
- a discussion of the relationship between that policy and the Company's performance;
- prescribed information regarding key management personnel; and
- where any element of the remuneration of a member of the key management personnel depended on the satisfaction of a performance condition, a summary of that performance condition and an explanation of why it was adopted in relation to the relevant personnel.

The vote on the proposed resolution in this item is advisory only and will not bind the Company or its directors. However, if comments are made on the Remuneration Report at the meeting, the Company's remuneration report in respect of the financial year ending 31 January 2017 will include an explanation of the Board's proposed action in response to those comments or, if no action is proposed, the reasons why.

If at least 25% of the votes cast on the resolution are against adoption of the Remuneration Report at two consecutive AGMs, the Company will be required to put to Shareholders a resolution proposing that a general meeting (Spill Meeting) be held within 90 days of the second AGM to consider the election of directors of the Company (Spill Resolution). If more than 50% of the votes cast on the Spill Resolution are in favour of the Spill Resolution, the Spill Resolution will be passed and all of the directors in office will cease to hold office immediately before the end of the Spill Meeting, unless they are re-elected at the Spill Meeting.

# Voting Restrictions

The Corporations Act prohibits any votes being cast on the proposed resolution in Item 3 by or on behalf of:

- a member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report (KMP); or
- · a closely related party of a KMP,

whether the votes are cast as a shareholder, proxy or in any other capacity and the Company will disregard any such votes, unless:

- the vote is cast by a proxy appointed in writing that specifies how the proxy is to vote on Item 3, and is not cast on behalf of a KMP or a closely related party of a KMP; or
- the vote is cast as a proxy by the Chairman of the meeting and the proxy appointment expressly authorises the Chairman to exercise an undirected proxy.

A closely related party of a KMP includes a spouse of the KMP or a child or dependant of the KMP or the KMP's spouse, anyone else in the KMP's family who may be expected to influence the KMP or be influenced by the KMP in the KMP's dealings with the entity, or a company the KMP controls.

The Chairman of the meeting intends to vote undirected proxies (subject to the instructions set out in the proxy form and any other applicable restrictions) in favour of Item 3.

If you are a KMP or a closely related party of a KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as described above), you may commit an offence by breaching the voting restrictions that apply to you under the Corporations Act.

## Item 4 - Re-election of Directors

Rule 3.6 of the Company's Constitution requires one-third of the current Directors (excluding the Managing Director), or the whole number nearest one-third, to retire by rotation at each Annual General Meeting. Accordingly, Mr David Bayes and Mr Ray Gunston being amongst the longest serving Directors, retire at the end of the Meeting. Being eligible, Mr David Bayes and Mr Ray Gunston offer themselves for re-election.

Each election will be conducted as a separate resolution.

Profiles on each of the Directors are set out below.



Mr David Bayes

FAICD

Non-Executive Director, Chairman of the People and Remuneration Committee, Member of the Risk Management and Audit Committee

Appointed a Director of Sigma Pharmaceuticals Limited in June 2007. Mr Bayes has held a variety of board and executive positions including former Chief Executive Officer of Choice Hotels Australasia, Chief Operating Officer of Mortgage Choice. Chief Executive Officer and Director of Bakers Delight, former Non-Executive Director of Chiquita Brands South Pacific Ltd. former Non-Executive Director of North Western Healthcare Network and former Vice President and Director of McDonald's Australia. Mr Bayes is a Non-Executive Director of the Australian Institute of Company Directors and is the current President of the Victoria Council. Australian Institute of Company Directors. Mr Bayes has over 30 years' experience in multi-outlet retail business. Mr Bayes has not held any directorships of listed entities in addition to those set out above during the last three years.



Mr Raymond M Gunston

BComm (Hons), DipEd, FCPA, FTA, GAICD

Non-Executive Director, Chairman of the Risk Management and Audit Committee, Member of the People and Remuneration Committee

Mr Gunston was appointed a Director of Sigma Pharmaceuticals Limited in July 2010. Mr Gunston is a Non-Executive Director and Chairman of the Board, Audit and Risk Committee of Hotel Property Investments Limited. He has over 30 years of extensive corporate and financial services experience in the public and private sectors, specialising in finance, treasury, mergers and acquisitions, and accounting. He is a former Chief Financial Officer of Tatts Group Limited, and a former director of many of the Tatts Group's subsidiary and associate companies, and the former Interim CEO for the Essendon AFL Football Club. Mr Gunston is currently General Manager - Infrastructure, Major Projects and Investment of the Australian Football League. Mr Gunston has not held any directorships of listed entities in addition to those set out above during the last three years.

# Item 5 - Renewal of Proportional **Takeover Provisions**

Under the Corporations Act, a company may include provisions in its constitution to enable it to refuse to register shares acquired under a proportional takeover bid unless a resolution approving the bid is passed by Shareholders. A proportional takeover bid is a takeover bid where the offer made to each securityholder is only for a proportion of that holder's securities. If a Shareholder accepts in full an offer under a proportional takeover bid, they will dispose of the specified proportion of their Shares and retain the balance of their Shares.

The Company's Constitution contains provisions requiring Shareholder approval of a proportional takeover bid in rules 29.8 to 29.13. For these provisions to be operative, specific approval of the proportional takeover rules is required. As the renewal of these provisions in the Constitution is taken to be a modification of the Constitution under section 648D(1) of the Corporations Act, the resolution in Item 5 to approve the renewal of the proportional takeover rules in the Constitution must be approved by special resolution.

The Directors consider it in the interests of Shareholders to renew approval of these provisions into the Constitution. If the resolution in Item 5 is passed, the proposed proportional takeover provisions (in rules 29.8 to 29.13 of the Constitution) will be reinserted for a further three years from the time the resolution is passed. If the resolution in Item 5 is approved, the proportional takeover provisions will be in exactly the same terms as the previous provisions and will be renewed with effect from the date of the Meeting.

Where the approval of members is sought to renew proportional takeover provisions, the Corporations Act requires certain information to be included in the Notice of Meeting. That information is set out on the following page.

# NOTICE OF ANNUAL GENERAL MEETING CONTINUED

# Effect of Proportional Takeover Provisions

If a proportional takeover bid is made, the Directors must ensure that a resolution of relevant security holders to approve the takeover bid is voted on. The resolution must be voted on before the 14th day before the last day of the bid period (that is, no later than 15 days before the last day of the bid period).

The vote is decided on a simple majority of those entitled to vote – the bidder and its associates are not able to vote on the resolution. If the resolution is not passed, binding acceptances under the takeover bid must be rescinded and offers failing to result in binding contracts will be taken to have been withdrawn. If the resolution is not voted on before the required deadline, the bid will be taken to have been approved.

If the bid is approved (or taken to have been approved), transfers under the takeover bid can be registered (provided they otherwise comply with other provisions of the Corporations Act and the Constitution).

The proportional takeover approval provisions do not apply to full takeover bids and will only apply until three years after the date of renewal. The provisions may be renewed for a further term, but only by a special resolution of Shareholders.

# Reasons for Proportional Takeover Provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their shares. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium.

These provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any proportional takeover bid is appropriately priced.

# Knowledge of Any Acquisition Proposals

As at the date this notice of meeting was prepared, no Director of the Company is aware of any proposal by any person to acquire or to increase a substantial interest in the Company.

# Review of Proportional Takeover Provisions

While the previous proportional takeover provisions were in effect, there were no full or proportional takeover bids for the Company. Therefore there has been no example against which to review the advantages or disadvantages of the previous proportional takeover provisions for the Directors and Shareholders respectively. The Directors are not aware of any potential takeover bid that was discouraged by these provisions.

# Potential Advantages and Disadvantages

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages for Shareholders of the proportional takeover provisions include:

- Shareholders have a say in whether an offer under a proportional takeover bid should proceed;
- they may help Shareholders to avoid being locked in as a relatively powerless minority;
- they increase Shareholders' bargaining power and may assist in ensuring that any proportional takeover bid is adequately priced; and
- of the majority of Shareholders may help each individual Shareholder assess the likely outcome of the proportional takeover bid and decide whether to accept or reject an offer under the bid.

The potential disadvantages for Shareholders include:

- provisions place a hurdle that may discourage proportional takeover bids being made for shares in the Company;
- Company's share price may be depressed or the Shareholders may lose an opportunity to sell some of their shares at a premium; and
- likelihood of a proportional takeover succeeding may be reduced.

The Directors do not believe the potential disadvantages outweigh the potential advantages of reinserting the proportional takeover provisions for a further three years.

## Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the resolution in Item 5.

# Item 6 - Change of Company Name

The Directors have determined to change the Company name to Sigma Healthcare Limited to better reflect the Company's broader healthcare focus. The name Sigma Pharmaceuticals Limited implies that the Company is a manufacturer, which is no longer the case. The proposed name of Sigma Healthcare Limited will more closely align with the Company's business, which today is more of a holistic healthcare business rather than being product centric alone, and signifies the Company's broader commitment to healthcare solutions for its customer and business partners.

Item 6 seeks Shareholder approval for the change of name in accordance with section 157 of the Corporations Act. Item 6 is a Special Resolution. The change of name of the Company will take effect from when ASIC alters the details of the Company's registration.

## Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the resolution in Item 6.

# Want to Submit a Question in Advance of the Meeting?

Questions can be submitted online at www.linkmarketservices.com.au. Questions must be received by the Company's Share Registry, Link Market Services Limited, by 5.00pm (Melbourne time) on Wednesday, 26 April 2017.



Sigma Pharmaceuticals Limited

Registered Office 3 Myer Place Rowville VIC 3178 Australia

www.sigmaco.com.au











# **LODGE YOUR VOTE ONLINE** www.linkmarketservices.com.au Sigma Pharmaceuticals 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** Level 12, 680 George Street, Sydney NSW 2000 **ALL ENQUIRIES TO** Telephone: 1300 139 653 Overseas: +61 1300 139 653



X9999999999

# PROXY FORM

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

## APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 11:00am on Wednesday, 3 May 2017 at the ANZ Pavilion, Victorian Arts Centre, 100 St Kilda Road, Melbourne, Victoria (the Meeting) and at any postponement or adjournment

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.

| Resolutions |  | For | Against Abstain* |   |   | For | Against Abstain* |
|-------------|--|-----|------------------|---|---|-----|------------------|
|             | dopt the Remuneration Report<br>n binding advisory vote) |     |                  | 6 | Change of Company Name to Sigma<br>Healthcare Limited |     |                  |
|             | e-elect as a Director<br>David Bayes                     |     |                  |   |   |     |                  |
|             | e-elect as a Director<br>Ray Gunston                     |     |                  |   |   |     |                  |
|             | ewal of Proportional Takeover<br>visions                 |     |                  |   |   |     |                  |

# SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)

Director/Company Secretary (Delete one) Sole Director and Sole Company Secretary 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" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

## **LODGEMENT OF A PROXY FORM**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 11:00am (Melbourne time) on Monday, 1 May 2017, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### **ONLINE**

#### www.linkmarketservices.com.au

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



## **BY MAIL**

Sigma Pharmaceuticals 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\* Level 12 680 George Street Sydney NSW 2000

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







# **COMMUNICATIONS PREFERENCE**

We encourage you to receive all your shareholder communications via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



## **ONLINE**

## www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).