

Notice of Annual General Meeting

AZURE HEALTHCARE LIMITED

ABN 67 108 208 760

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Azure Healthcare Limited ("Company") will be held at 11.00 am (Melbourne time) on Wednesday, 28 November 2018, at the Australian Institute of Management, Level 20, 380-390 La Trobe Street, Melbourne, Victoria 3000 to transact the following business.

1 Financial Statements and Reports

To receive and consider the Financial Report of the Company and the Reports of the Directors and Auditor for the year ended 30 June 2018.

ORDINARY BUSINESS

2 Re-election of Director – Mr Brett Burns

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

"That Brett Burns, who retires in accordance with Clause 15.3 of the Company's Constitution and ASX Listing Rule 14.5, and being eligible for re-election, be re-elected as a Director of the Company."

3 Election of Director – Mr Tony Glenning

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

"That Tony Glenning, who retires in accordance with Clause 15.3 of the Company's Constitution and ASX Listing Rule 14.5, and being eligible for election, be elected as a Director of the Company."

4 Remuneration Report

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

"That the Remuneration Report for the financial year ended 30 June 2018 (as set out in the Director's Report on pages 23 to 32 of the 2018 Annual Report) be adopted."

(Please note: the vote on this resolution is advisory only)

5 Appointment of Auditor

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

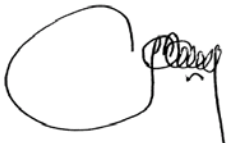
“That, for the purposes of Section 327B(1) of the Corporations Act 2001 (Cth) and for all other purposes, Ernst & Young, having been nominated and having consented in writing to act in the capacity of auditor of the Company, be appointed as the auditor of the Company, on the terms and conditions set out in the Explanatory Statement.”

SPECIAL BUSINESS

To transact any other business which may be brought forward in accordance with the Constitution of the Company.

DATED: 26th October 2018

By Order of the Board

A handwritten signature in black ink, appearing to read 'Jason A. D'Arcy', written over a large, faint, oval-shaped stamp or watermark.

.....
Jason A. D'Arcy
Company Secretary

VOTING AND PROXIES

Voting Entitlements

In accordance with the Corporations Act, the directors have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the Company's share register at 7.00pm Melbourne time on Monday 26 November 2018.

Proxies and Authorised Representatives

1. A proxy form accompanies this Notice of Annual General Meeting.
2. A shareholder can attend and vote at the Annual General Meeting either by:
 - Attending and voting in person, or if the shareholder is a corporate shareholder, appointing a representative on the corporate shareholders behalf; or
 - Appointing an attorney or proxy to attend and vote for the shareholder.
3. A proxy need not be a shareholder of the Company.
4. Where a shareholder wishes to appoint two proxies, an additional proxy form can be obtained by contacting the Company's share registry.
5. A shareholder appointing two proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise one half of the shareholder's votes. Fractions of votes are to be disregarded.
6. The Corporations Act 2001 restricts members of the key management personnel (KMP) and their closely related parties from voting in relation to Item 4 unless you have directed them how to vote.

The term "closely related party" is defined in the Corporations Act and includes a member of the KMP's spouse, dependent and certain other close family members, as well as any companies controlled by the KMP.

If you intend to appoint a member of the KMP (such as one of the directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 4. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him how to vote by either marking the relevant boxes for Item 4. However, if the Chairman is your proxy and you do not mark any of the boxes opposite Item 4, he will still be able to exercise your proxy as you will be deemed to have expressly authorised him to do so. The Chairman intends to vote all available proxies in favour of Item 4.

7. The Chairman will vote all available proxies in accordance with the Board recommendations set out in the Explanatory Notes accompanying this Notice of meeting.
8. To be valid, the proxy form must be signed by the shareholder or the shareholder's attorney and must be lodged at the share registry of the Company by mailing or delivering it to Computershare Investor Services Ltd, Yarra Falls 452 Johnston Street, Abbotsford, Victoria; or by facsimile on (within Australia) 1800 783 447 or

(outside Australia) +61 3 9473 2555 or for voting online please use www.investorvote.com.au or for Intermediary Online Subscribers only (custodians) www.intermediaryonline.com

9. Proxies must be received prior to 11.00 am (Melbourne time) Monday 26 November 2018.
10. Further details in relation to proxies are contained on the proxy form accompanying this Notice of Annual General Meeting.
11. A shareholder which is a body corporate and entitled to attend and vote at the meeting, or a proxy which is a body corporate and is appointed by a shareholder entitled to attend and vote at the meeting, may appoint an individual to act as its representative at the meeting by providing that person with a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative. A form of notice of appointment can be obtained from Computershare Investor Services Pty Ltd.

Voting Exclusions

Items 4 – Remuneration Report

The Company will disregard any votes cast (in any capacity) on the proposed resolution in Item 4 by or on behalf of a member of the KMP named in the Remuneration Report or that KMP's closely related party unless:

- it is cast as proxy for the person entitled to vote in accordance with a direction on the proxy form; or
- it is cast by the Chairman where he has been expressly authorised to exercise the proxy (even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP).

Explanatory Memorandum to Notice of Annual General Meeting of Azure Healthcare Limited

This Explanatory Memorandum has been prepared for the information of shareholders of Azure Healthcare Limited (**Company**) in connection with the business to be conducted at the Annual General Meeting to be held at the Australian Institute of Management, Level 20, 380-390 La Trobe Street, Melbourne, Victoria 3000 at 11.00 am on Wednesday 28 November 2018.

The purpose of this Explanatory Memorandum is to provide shareholders with the information which is reasonably required by shareholders to decide how to vote on the relevant resolutions and to meet the disclosure and notice obligations contained in the Corporations Act and the Australian Securities Exchange Listing Rules (**ASX Listing Rules**). This Explanatory Memorandum should be read in conjunction with the Notice of Annual General Meeting.

1 – Financial Statements and Reports

The Corporations Act requires that the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2018 be laid before the Annual General Meeting (**AGM**). However, neither the Corporations Act nor the Company's constitution requires shareholders to vote on, approve or adopt those reports.

Members will be given a reasonable opportunity at the meeting to ask questions and make comments on the Reports. The Company's Auditor will also be available to receive questions and comments from shareholders about the preparation and content of the Financial Report and Auditor's Report and the conduct of the audit generally.

Further, any shareholder entitled to cast a vote at the AGM may submit written questions to the Auditor if:

- (a) the question is relevant to:
 - i. the preparation and content of the Auditor's Report to be considered at the AGM; or
 - ii. the conduct of the audit of the 2018 Financial Report to be considered at the AGM;
 - iii. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - iv. the independence of the auditor in relation to the conduct of the audit, and
- (b) the shareholder gives the question to the Company no later than 5 business days before the day on which the AGM is to be held.

Written questions should be addressed to:

The Company Secretary
Azure Healthcare Limited
Unit 1, 31 Sabre Drive
Port Melbourne VIC 3207
Facsimile: (03) 9209 9699

Item 2 – Re-election of Director – Mr Brett Burns

The experience, qualifications and other details about the candidate for election to the office of Director are set out below.

Mr Brett Burns (BCom, LLB)

Mr Burns was appointed as a Director on 21 October 2015 in accordance with clause 15.1(c) of the Company's Constitution. In accordance with clause 15.3 of the Company's Constitution, Mr Burns retires, and being eligible, offers himself for re-election as a Director of the Company.

Brett Burns is a founding Partner of law firm CBW Partners having worked in a variety of roles within ASX Top 50 companies, government, national and international law firms. During Brett's 20 year career he has served as Company Secretary and General Counsel for the ASX listed Transurban Group (ASX:TCL), in private practice with international law firm Baker & McKenzie and in regulatory roles with the Australian Securities and Investments Commission. Brett specialises in mergers, acquisitions, capital markets and governance for ASX Listed companies. Brett also serves as a Non Executive director of one of Australia's largest tap ware manufacturers, a consumer finance Company and is also a member of the Australian Institute of Company Directors.

Brett specialises in mergers, acquisitions, capital markets and governance for ASX Listed companies. Brett also serves as a non-executive director of a privately held consumer finance company with approximately \$70 million loan book under management as well as a director of other privately held vehicles.

Recommendation: The directors (excluding Mr Burns) recommend that shareholders vote in favour of this resolution.

Item 3 – Election of Director – Mr Tony Glenning

The experience, qualifications and other details about the candidate for election to the office of Director are set out below.

Mr Tony Glenning

Mr Glenning was appointed as a Director on 3 September 2018 in accordance with clause 15.1(c) of the Company's Constitution. In accordance with clause 15.3 of the Company's Constitution, Mr Glenning retires, and being eligible, offers himself for election as a Director of the Company.

Tony Glenning is a seasoned Chief Executive and Non Executive Director with a career spanning 25 years in the software development industry, 14 of those years living and working in Silicon Valley. In 1999, he founded Tonic Systems, a web application development Company which he built up over 8 years and sold to Google in 2007 as part of the Google doc suite of products. He transferred to Google post acquisition where he worked as Senior Software Engineer for two years. From 2010 to mid 2018, Mr Glenning was an Investment Director for Starfish Ventures, based in Melbourne, a venture capital firm that specialises in Australian high growth technology businesses, and during that time held directorships at Aktana, Atnail, DesignCrowd, MetaCDN and Nitro Software. He started a new, part-time, position as the Fund Manager for Skalata Ventures in October 2018.

Mr Glenning is also a Non Executive Director of ASX listed Pro Medicus (PME). He holds a Bachelor of Engineering (Electrical) and a Bachelor of Computer Science from The University of Melbourne, and a Master of Science (MSEE) from Stanford University in California.

Recommendation: The directors (excluding Mr Glenning) recommend that shareholders vote in favour of this resolution.

Item 4 - Remuneration Report

The Remuneration Report for the financial year ended 30 June 2018 sets out the Company's remuneration arrangements for the Directors and senior executive officers of the Company.

The Remuneration Report (which forms part of the Directors' Report) is required to include discussion on a number of issues relating to remuneration policy and its relationship to the Company's performance.

As required under section 250R(2) of the Corporations Act, a resolution will be put to Shareholders to adopt the Remuneration Report. Shareholders should note that the vote on this resolution is advisory only and is not binding on the Board. The Remuneration Report for 2017 received 97.56% of the votes cast for this resolution.

Recommendation: The Directors recommend that shareholders vote in favour of the adoption of the Remuneration Report.

Item 5 – Appointment of auditor

The Company's previous auditor, BDO East Coast Partnership, have applied for and received ASIC consent to resign as the Company's auditor. The Board would like to thank BDO for their previous assistance and services.

Following a review and receipt of a number of competitive submissions, the Azure board, on the recommendation of the Audit Committee, selected Ernst & Young on the basis of their excellent reputation and international experience as auditor to numerous companies in the healthcare industry. Ernst & Young has consented to act as the Company's auditor.

In accordance with section 328B(1) of the Corporations Act, Mr Graeme Billings, a Shareholder and Director, has nominated Ernst & Young be appointed as auditors. A copy of that nomination is attached to the Notice of Annual General Meeting (Schedule 1).

Recommendation: The Directors recommend that shareholders vote in favour of the appointment of Ernst & Young as auditors of the Company.

SCHEDULE 1 – NOMINATION OF AUDITOR

2 October 2018

The Directors
Azure Healthcare Limited
Unit 1, 31 Sabre Drive Port Melbourne VIC 3207

Dear Sirs

NOMINATION OF AUDITOR

In accordance with the provisions of Section 328B of the Corporations Act, I Graeme Billings, being a shareholder of Azure Healthcare Limited, hereby nominate Ernst & Young for appointment as auditor of the Company.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Graeme Billings', with a long horizontal flourish extending to the right.

GRAEME BILLINGS

AZV

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

Proxy Form

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Vote and view the annual report online


- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number:

SRN/HIN:

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

 **For your vote to be effective it must be received by 11.00 am (Melbourne time) on Monday, 26 November 2018**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

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

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

☐

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

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Azure Healthcare Limited hereby appoint

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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 Azure Healthcare Limited to be held at the Australian Institute of Management, Level 20, 380-390 La Trobe Street, Melbourne, Victoria on Wednesday 28 November 2018 at 11.00 am (Melbourne time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 4 (except where I/we have indicated a different voting intention below) even though Item 4 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 4 by marking the appropriate box in step 2 below.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 2	Re-election of Director - Mr Brett Burns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Election of Director - Mr Tony Glenning	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /
