

## Notice of Annual Meeting of Stockholders & Proxy Statement

**11 April 2019 – Melbourne, Australia and Minnesota, United States** – Osprey Medical (ASX:OSP) is pleased to present the attached Notice of Annual Meeting of Stockholders & Proxy Statement which will be distributed to investors on or about 11 April 2019. The annual report will be mailed to investors who have requested it.

Osprey's Annual Meeting of Stockholders will be held at *Johnson Winter & Slattery's* Melbourne office, Level 34, 55 Collins Street, Melbourne, Victoria, Australia on Thursday, 9 May 2019 at 9.00am Australian Eastern Standard Time (Wednesday, 8 May 2019 at 6.00pm U.S. Central Daylight Time).

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### About Osprey Medical (ASX: OSP)

Osprey Medical's vision is to make heart imaging procedures safer for patients with poor kidney function. The amount of dye (contrast) used during angiographic imaging procedures increases the patient's risk for dye-related kidney damage known as Contrast Induced Acute Kidney Injury (AKI). The Company's core technologies originated from research conducted by Dr David Kaye at Melbourne's Baker Institute. Its proprietary dye reduction and monitoring technologies are designed to help physicians minimize dye usage and monitor the dose of dye real time throughout the procedure. The Company's DyeVert™ Plus System reduces contrast while maintaining image quality in a self-adjusting easy-to-use design that monitors dye usage. Osprey Medical's Board and Management are comprised of experienced and successful personnel with established track records covering medical device development, regulatory approvals, sales and marketing, and mergers-acquisitions. Osprey Medical's advisory board comprises world-recognised experts in heart and kidney diseases.

### Foreign Ownership Restriction

Osprey's CHES Depositary Interests (CDIs) are issued in reliance on the exemption from registration contained in Regulation S of the US Securities Act of 1933 (Securities Act) for offers or sales which are made outside the US. Accordingly, the CDIs have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the US. The holders of Osprey's CDIs are unable to sell the CDIs into the US or to a US person unless the re-sale of the CDIs is registered under the Securities Act or an exemption is available. Hedging transactions with regard to the CDIs may only be conducted in accordance with the Securities Act.

# OSPREY MEDICAL INC.

ARBN 152 854 923

**Australian Registered Office:** Level 13, 41 Exhibition Street, Melbourne, Victoria, 3000, Australia  
**USA Office and Headquarters:** 5600 Rowland Drive, Suite 250, Minnetonka, MN 55343, United States

## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

**NOTICE IS GIVEN** that the Annual Meeting of Stockholders of Osprey Medical Inc. (**Company**) will be held at Johnson Winter & Slattery's Melbourne office, Level 34, 55 Collins Street, Melbourne, Victoria, Australia on Thursday, 9 May 2019 at 9.00am Australian Eastern Standard Time (Wednesday, 8 May 2019 at 6.00pm U.S. Central Daylight Time).

### Items of Business

#### 1 Re-election of Class III Directors

To consider and, if thought fit, to pass the following resolutions as separate ordinary resolutions:

- (a) "That Mrs Sandra Lesenfants, being a director who retires in accordance with the Company's amended and restated bylaws and being eligible, offers herself for re-election, be re-elected as a Class III director of the Company."
- (b) "That Mr Michael McCormick, being a director who retires in accordance with the Company's amended and restated bylaws and being eligible, offers himself for re-election, be re-elected as a Class III director of the Company."

#### 2 Ratification and approval of prior issue of CHESS Depositary Interests

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the stockholders ratify and approve the prior allotment and issue of 64,516,130 CHESS Depositary Interests (**CDIs**) (equivalent to 32,258,065 shares of common stock (**Shares**)) in the Company at an issue price of A\$0.155 per CDI (equivalent to A\$0.31 per Share), on the terms and conditions in the accompanying Explanatory Memorandum."

##### *Voting Exclusion*

*The Company will disregard any votes cast in favor of Item 2 by or on behalf of a person who participated in the issue of the CDIs, or any of their associates, unless the vote is cast:*

- *by a person as proxy for a person who is entitled to vote on Item 2, in accordance with the directions on the proxy form; or*
- *by a person chairing the meeting as proxy for a person who is entitled to vote on Item 2, in accordance with a direction on the proxy form to vote as the proxy decides.*

#### 3 Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the accompanying Explanatory Memorandum."

##### *Voting Exclusion*

*The Company will disregard any votes cast in favor of Item 3 by or on behalf of a person who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by*

reason of being a holder of Shares or CDIs), or any of their associates, if the resolution under Item 3 is passed, unless the vote is cast:

- by a person as proxy for a person who is entitled to vote on Item 3, in accordance with the directions on the proxy form; or
- by a person chairing the meeting as proxy for a person who is entitled to vote on Item 3, in accordance with a direction on the proxy form to vote as the proxy decides.

#### **4 Approval of Stock Option Exchange Offer**

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

“That, for the purposes of ASX Listing Rules 6.23.2 and 6.23.4 and for all other purposes, approval be given to the cancellation of up to 9,215,104 stock options issued to current employees (including the Chief Executive Officer), current consultants and independent non-executive directors under the Osprey Medical, Inc. 2006 Stock Incentive Plan and the 2016 Stock Incentive Plan (**2016 Plan**) in consideration for the issue of 9,215,104 new stock options under the 2016 Plan, pursuant to a Stock Option Exchange Offer, on the terms set out in the accompanying Explanatory Memorandum.”

##### *Voting Exclusion*

*The Company will disregard any votes cast in favor of this Item 4 by or on behalf of any person who holds a stock option that is the subject of the resolution, and any of their associates, unless the vote is cast:*

- by a person as a proxy for a person entitled to vote on Item 4, in accordance with the directions on the proxy form; or
- by a person chairing the meeting as proxy for a person who is entitled to vote on Item 4 in accordance with a direction on the proxy form to vote as the proxy decides.

#### **5 Approval of amendment to 2016 Stock Incentive Plan to increase the number of shares of common stock reserved for issuance thereunder**

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

“That, for the purpose of Exception 9 of ASX Listing Rule 7.2 and for all other purposes, approval is given to (i) increase the aggregate number of Shares which may be issued or transferred pursuant to awards under the Company’s 2016 Plan by 9,772,284 Shares (equivalent to 19,544,568 CDIs) such that a total of 16,950,520 Shares (equivalent to 33,901,040 CDIs) will be reserved for issuance under the 2016 Plan (subject to adjustment as provided by the 2016 Plan), and (ii) amend Section 3.1 of the 2016 Plan to reference that the aggregate number of Shares that may be issued under the 2016 Plan will be 16,950,520 Shares (subject to adjustment as provided by the 2016 Plan).”

##### *Voting Exclusion*

*The Company will disregard any votes cast in favor of Item 5 by or on behalf of a director of the Company (except one who is ineligible to participate in any employee incentive plan operated by the Company), or any of their associates, unless the vote is cast:*

- by a person as a proxy for a person entitled to vote on Item 5, in accordance with the directions on the proxy form; or
- by a person chairing the meeting as proxy for a person who is entitled to vote on Item 5 in accordance with a direction on the proxy form to vote as the proxy decides.

#### **6 Approval of amendment to the Amended and Restated Certificate of Incorporation to increase the authorized shares of common stock**

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

“That approval is given of a proposal to amend the Company’s Amended and Restated Certificate of Incorporation to increase the total number of authorized shares of capital stock of the Company from 650,000,000 shares to 1,150,000,000 shares and the total number of Shares from 630,000,000 Shares to 1,130,000,000 Shares.”

## EXCHANGE OFFER OPTION GRANTS TO THREE DIRECTORS FOR APPROVAL

### 7 Grant of Stock Option Exchange Offer Options to Mr John Erb, Chairman of the Company

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

“That, subject to Items 4 and 5 being approved by stockholders and the cancellation of options to purchase 460,000 Shares (equivalent to 920,000 CDIs) under the Stock Option Exchange Offer (being options currently held by Mr John Erb), approval is given, for the purpose of ASX Listing Rule 10.14 and all other purposes, for the Company to grant new options to purchase 460,000 Shares (equivalent to 920,000 CDIs) under the Company’s 2016 Plan to the Chairman, Mr John Erb, in accordance with the Stock Option Exchange Offer and on the terms set out in the accompanying Explanatory Memorandum.”

#### *Voting Exclusion*

*The Company will disregard any votes cast in favor of Item 7 by or on behalf of a director of the Company (except one who is ineligible to participate in any employee incentive scheme operated by the Company), or any of their associates, unless the vote is cast:*

- *by a person as a proxy for a person entitled to vote on Item 7, in accordance with the directions on the proxy form; or*
- *by a person chairing the meeting as proxy for a person who is entitled to vote on Item 7 in accordance with a direction on the proxy form to vote as the proxy decides.*

### 8 Grant of Stock Option Exchange Offer Options to Mr Neville Mitchell, a Director of the Company

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

“That, subject to Items 4 and 5 being approved by stockholders and the cancellation of options to purchase 215,000 Shares (equivalent to 430,000 CDIs) under the Stock Option Exchange Offer (being options currently held by Mr Neville Mitchell), approval is given, for the purpose of ASX Listing Rule 10.14 and all other purposes, for the Company to grant new options to purchase 215,000 Shares (equivalent to 430,000 CDIs) under the Company’s 2016 Plan to Mr Mitchell, in accordance with the Stock Option Exchange Offer and on the terms set out in the accompanying Explanatory Memorandum.”

#### *Voting Exclusion*

*The Company will disregard any votes cast in favor of Item 8 by or on behalf of a director of the Company (except one who is ineligible to participate in any employee incentive scheme operated by the Company), or any of their associates, unless the vote is cast:*

- *by a person as a proxy for a person entitled to vote on Item 8, in accordance with the directions on the proxy form; or*
- *by a person chairing the meeting as proxy for a person who is entitled to vote on Item 8 in accordance with a direction on the proxy form to vote as the proxy decides.*

### 9 Grant of Stock Option Exchange Offer Options to Mr Michael McCormick, President & CEO and a Director of the Company

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

“That, subject to Items 4 and 5 being approved by stockholders and the cancellation of options to purchase 3,540,000 Shares (equivalent to 7,080,000 CDIs) under the Stock Option Exchange Offer (being options currently held by Mr Michael McCormick), approval is given, for the purpose of ASX Listing Rule 10.14 and all other purposes, for the Company to grant new options to purchase 3,540,000 Shares (equivalent to 7,080,000 CDIs) under the Company’s 2016 Plan to the President & CEO and a director of the Company, Mr Michael McCormick, in accordance with the Stock Option Exchange Offer and on the terms set out in the accompanying Explanatory Memorandum.”

#### *Voting Exclusion*

*The Company will disregard any votes cast in favor of Item 9 by or on behalf of a director of the Company (except one who is ineligible to participate in any employee incentive scheme operated by the Company), or any of their associates, unless the vote is cast:*

- *by a person as a proxy for a person entitled to vote on Item 9, in accordance with the directions on the proxy form; or*

- *by a person chairing the meeting as proxy for a person who is entitled to vote on Item 9 in accordance with a direction on the proxy form to vote as the proxy decides.*

## **2019 OPTION GRANTS TO DIRECTORS FOR APPROVAL**

### **10 Grant of 2019 Options to Mr John Erb, Chairman of the Company**

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

“That, subject to Item 5 being approved by stockholders, approval is given, for the purpose of ASX Listing Rule 10.14 and all other purposes, for the Company to grant options to purchase 80,000 Shares (equivalent to 160,000 CDIs) under the Company’s 2016 Plan to the Chairman, Mr John Erb, in the 2019 financial year, on the terms set out in the accompanying Explanatory Memorandum.”

#### *Voting Exclusion*

*The Company will disregard any votes cast in favor of Item 10 by or on behalf of a director of the Company (except one who is ineligible to participate in any employee incentive scheme operated by the Company), or any of their associates, unless the vote is cast:*

- *by a person as a proxy for a person entitled to vote on Item 10, in accordance with the directions on the proxy form; or*
- *by a person chairing the meeting as proxy for a person who is entitled to vote on Item 10 in accordance with a direction on the proxy form to vote as the proxy decides.*

### **11 Grant of 2019 Options to Mrs Sandra Lesenfants, a Director of the Company**

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

“That, subject to Item 5 being approved by stockholders, approval is given, for the purpose of ASX Listing Rule 10.14 and all other purposes, for the Company to grant options to purchase 40,000 Shares (equivalent to 80,000 CDIs) under the 2016 Plan to Mrs Lesenfants, in the 2019 financial year, on the terms set out in the accompanying Explanatory Memorandum.”

#### *Voting Exclusion*

*The Company will disregard any votes cast in favor of Item 11 by or on behalf of a director of the Company (except one who is ineligible to participate in any employee incentive scheme operated by the Company), or any of their associates, unless the vote is cast:*

- *by a person as a proxy for a person entitled to vote on Item 11, in accordance with the directions on the proxy form; or*
- *by a person chairing the meeting as proxy for a person who is entitled to vote on Item 11 in accordance with a direction on the proxy form to vote as the proxy decides.*

### **12 Grant of 2019 Options to Mr Neville Mitchell, a Director of the Company**

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

“That, subject to Item 5 being approved by stockholders, approval is given, for the purpose of ASX Listing Rule 10.14 and all other purposes, for the Company to grant options to purchase 50,000 Shares (equivalent to 100,000 CDIs) under the 2016 Plan to Mr Mitchell, in the 2019 financial year, on the terms set out in the accompanying Explanatory Memorandum.”

#### *Voting Exclusion*

*The Company will disregard any votes cast in favor of Item 12 by or on behalf of a director of the Company (except one who is ineligible to participate in any employee incentive scheme operated by the Company), or any of their associates, unless the vote is cast:*

- *by a person as a proxy for a person entitled to vote on Item 12, in accordance with the directions on the proxy form; or*
- *by a person chairing the meeting as proxy for a person who is entitled to vote on Item 12 in accordance with a direction on the proxy form to vote as the proxy decides.*

### **13 Grant of 2019 Options to Mr Michael McCormick, President & CEO and a Director of the Company**

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

“That, subject to Item 5 being approved by stockholders, approval is given, for the purpose of ASX Listing Rule 10.14 and all other purposes, for the Company to grant options to purchase 2,370,000 Shares (equivalent to 4,740,000 CDIs) under the 2016 Plan to the President & CEO and a director of the Company, Mr Michael McCormick, in the 2019 financial year, on the terms set out in the accompanying Explanatory Memorandum.”

#### *Voting Exclusion*

*The Company will disregard any votes cast in favor of Item 13 by or on behalf of a director of the Company (except one who is ineligible to participate in any employee incentive scheme operated by the Company), or any of their associates, unless the vote is cast:*

- *by a person as a proxy for a person entitled to vote on Item 13, in accordance with the directions on the proxy form; or*
- *by a person chairing the meeting as proxy for a person who is entitled to vote on Item 13 in accordance with a direction on the proxy form to vote as the proxy decides.*

#### **Record Date**

You may vote at the meeting if you were a stockholder of record or a beneficial owner of Shares held in street name on 26 March 2019 at 7.00pm Australian Eastern Daylight Time (3.00am U.S. Central Daylight Time) (the **Record Date**).

#### **Voting by Proxy:**

Whether or not you plan to attend the Annual Meeting, you are entitled to vote only if you were an Osprey Medical Inc. stockholder on the Record Date. This means that owners of Shares as of that date are entitled to vote at the Annual Meeting and any adjournments or postponements of the meeting. Record holders of CDIs as of close of business on the Record Date, are entitled to receive notice of and to attend the meeting or any adjournment or postponement of the meeting and may instruct our CDI Depositary, CHESS Depositary Nominees Pty Ltd, (CDN), to vote the Shares underlying their CDIs by following the instructions on the enclosed CDI Voting Instruction Form or by voting online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). Doing so permits CDI holders to instruct CDN to vote on behalf of the CDI holders at the meeting in accordance with their written instructions.

This Notice of Annual Meeting of Stockholders and the 2018 annual report are available at [www.ospreymed.com](http://www.ospreymed.com).

Dated this 10 April 2019.

By Order of the Board

**Brendan Case**  
**Australian Secretary**

## PROXY STATEMENT

### 2019 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON 9 MAY 2019

The board of directors of Osprey Medical Inc. (**Company**) is soliciting proxies for use at the Annual Meeting of stockholders to be held at Johnson Winter & Slattery's Melbourne office, Level 34, 55 Collins Street, Melbourne, Victoria, Australia on Thursday, 9 May 2019 at 9.00am Australian Eastern Standard Time (Wednesday, 8 May 2019 at 6.00pm U.S. Central Daylight Time) (**Annual Meeting**) and at any adjournment or postponement of the meeting. We expect to mail this proxy statement and accompanying Notice of Annual Meeting of Stockholders (**Notice of Annual Meeting** or **Notice**) to our stockholders on or about 9 April 2019.

#### QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

##### *What is the purpose of the meeting?*

At the Annual Meeting, stockholders are invited to act upon the matters outlined in the Notice of Annual Meeting. At the meeting, management will also report on matters of current interest to our stockholders and respond to any questions from our stockholders. The matters outlined in the Notice of Annual Meeting include:

- the re-election of Mrs Sandra Lesenfants and Mr Michael McCormick as Class III directors (**Items 1(a) and 1(b)**)
- the ratification and approval of prior issue of CHESS Depositary Interests (**Item 2**);
- approval of 10% placement facility (**Item 3**);
- approval of Stock Option Exchange Offer (**Item 4**);
- approval of amendment to 2016 Stock Incentive Plan to increase the number of shares of common stock reserved for issuance thereunder (**Item 5**)
- approval of amendment to Amended and Restated Certificate of Incorporation to increase the authorized shares of common stock (**Shares**) (**Item 6**)
- approval of grant of Stock Option Exchange Offer options to Mr John Erb, Chairman of the Company (**Item 7**);
- approval of grant of Stock Option Exchange Offer options to Mr Neville Mitchell, a director of the Company (**Item 8**);
- approval of grant of Stock Option Exchange Offer options to Mr Michael McCormick, President & CEO and a director of the Company (**Item 9**);
- approval of 2019 grant of options to Mr John Erb, Chairman of the Company (**Item 10**);
- approval of 2019 grant of options to Mrs Sandra Lesenfants, a director of the Company (**Item 11**);
- approval of 2019 grant of options to Mr Neville Mitchell, a director of the Company (**Item 12**);
- approval of 2019 grant of options to Mr Michael McCormick, President & CEO and a director of the Company (**Item 13**)

##### *Who is entitled to vote at the meeting?*

Only those stockholders of record or beneficial owners of Shares held in street name on 26 March, 2019 at 7.00pm Australian Eastern Daylight Time, (3.00am U.S. Central Daylight Time) (**Record Date**), will be entitled to receive notice of and to vote at the meeting and any adjournment or postponement thereof. CHESS Depositary Interest (**CDI**) holders as of the Record Date are entitled to receive notice of and attend the meeting and may instruct CHESS Depositary Nominees Pty Ltd (**CDN**) to vote at the meeting by following the instructions on the CDI Voting Instruction Form or by voting online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

As of the Record Date, we had 215,898,685 Shares outstanding (equivalent to 431,797,370 CDIs), all of which were entitled to vote with respect to the proposals to be acted upon at the meeting, subject to the voting exclusions noted in the Items of Business. Each CDI represents one half of a Share.

Stockholders who vote for or against resolutions, or who cast an abstention, will be counted as present and entitled to vote for purposes of determining whether a quorum is present.

##### *Will any investors be excluded from voting on any of the proposals at the meeting?*

Yes. In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast in favor on certain resolutions by certain persons and associates of those persons. Voting exclusions apply with regard to Items 3 to 5



and 7 to 13. Please refer to the each of these Items in the Items of Business for details in relation to the exclusions that apply.

In respect of the voting exclusion for Item 3, there are no known stockholders or other security holders who would be excluded from voting on this Item as at the date of this Notice. For further details see the explanation under the title: “Voting Exclusion for Item 3” on pages 1-2.

***What are my voting rights?***

Holders of our Shares are entitled to one vote for each Share held as at the Record Date. Holders of our CDIs are entitled to direct CDN to vote one vote for every two CDIs held by such holder as at the Record Date. Therefore, as of the Record Date, a total of 215,898,685 votes are entitled to be cast at the meeting.

***How many Shares must be present to hold the meeting?***

In accordance with our amended and restated bylaws, holders of Shares equal to a majority of the voting power of the outstanding Shares entitled to vote at a stockholder meeting as of the Record Date must be present at the Annual Meeting in order to hold the meeting and conduct business. This is called a quorum. Shares are counted as present at the meeting if:

- you are stockholder of record and you are present and vote in person at the meeting;
- you have properly and timely submitted your proxy as described below under “How do I vote my shares of Osprey Medical common stock?”; or
- you have properly and timely submitted your CDI voting instruction form as described below under “How do I vote if I hold CDIs?”

***What is a proxy?***

It is your designation of another person to vote stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. When you designate a proxy, you also may direct the proxy how to vote your Shares. We refer to this as your “proxy vote”.

***What is the difference between a stockholder of record and a “street name” holder?***

If you own Shares registered directly in your name with our U.S. share registrar, Gray Plant Mootty, you are considered the stockholder of record with respect to those Shares. As a stockholder of record, you have the right to grant your voting proxy directly to the company or to vote in person at the Annual Meeting.

If your Shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the stockholder of record with respect to those Shares, while you are considered the beneficial owner of those Shares. In that case, your Shares are said to be held in “street name” and this notice was forwarded to you by that organisation. Street name holders generally cannot vote their Shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their Shares using the method described below under “How do I vote my shares of Osprey Medical common stock?” Since a street name holder is not the stockholder of record, you may not vote your Shares in person at the Annual Meeting unless you obtain a “legal proxy” from the broker, bank, trustee, or nominee that holds your Shares giving you the right to vote the Shares at the meeting.

CDN is the stockholder of record for all Shares beneficially owned by holders of CDIs. Holders of CDIs are entitled to receive notice of and to attend the Annual Meeting and may direct CDN to vote at the Annual Meeting by using the method described below under “How do I vote if I hold CDIs?”

***How do I vote my shares of Osprey Medical common stock?***

If you are a stockholder of record, there are three ways to vote:

- over the Internet by following instructions below; or
- by completing, signing, and returning the enclosed proxy card; or
- in person at the Annual Meeting.

Valid proxies must be received by Link Market Services Limited no later than 9.00am on Tuesday, 7 May 2019, Australian Eastern Standard Time, (Monday, 6 May 2019 at 6.00pm U.S. Central Daylight Time).



To vote by the Internet, you will need to use a control number that was provided to you in the materials with this Notice of Annual Meeting and follow the additional steps when prompted. The steps have been designed to authenticate your identity, allow you to give voting instructions, and confirm that those instructions have been recorded properly.

If you hold your Shares in street name, you must vote your Shares in the manner prescribed by your broker, bank, trust or other nominee, which is similar to the voting procedures for stockholders of record. You will receive a voting instruction form (not a proxy card) to use in directing the broker, bank, trust or other nominee how to vote your Shares.

Please refer to “Will any investors be excluded from voting on any of the proposals at the meeting?” for a summary of voting exclusions applicable to each proposal to be voted on at the Annual Meeting.

***How do I vote if I hold CDIs?***

Each CDI holder as at the Record Date is entitled to direct CDN to vote one vote for every two CDIs held by such holder. Such CDI holders are entitled to receive notice of and to attend the Annual Meeting and any adjournment or postponement of the Annual Meeting and may instruct our CDI Depositary, CDN, to vote the Shares underlying their CDIs by following the instructions and returning the enclosed CDI Voting Instruction Form or by voting online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). Valid voting instructions must be received by Link Market Services Limited no later than 9.00am on Monday, 6 May 2019, Australian Eastern Standard Time, (Sunday, 5 May 2019 at 6.00pm U.S. Central Daylight Time). Doing so permits CDI holders to instruct CDN to vote on behalf of the CDI holders at the meeting in accordance with their written instructions.

Alternatively, CDI holders may vote at the Annual Meeting by informing the Company that they wish to nominate themselves or another person to be appointed as CDN’s proxy for the purpose of attending and voting at the meeting by completing Step 2 in the enclosed CDI Voting Instruction Form.

***What does it mean if I receive more than one printed set of proxy materials?***

If you receive more than one printed set of proxy materials, it means that you hold Shares or CDIs registered in more than one account. To ensure that all of your Shares and CDIs are voted, please submit proxies or voting instructions for all of your Shares and CDIs.

***How can I attend the meeting?***

All of our stockholders and CDI holders are invited to attend the Annual Meeting. You may be asked to present valid photo identification, such as a driver’s license or passport, before being admitted to the meeting. If you hold your Shares in street name or are a CDI holder, you also may be asked to present proof of ownership to be admitted to the meeting. A brokerage or holding statement or letter from your broker, bank, trust or other nominee are examples of proof of ownership.

***Can I vote my Shares in person at the meeting?***

If you are a stockholder of record, you may vote your Shares in person at the meeting by completing a ballot at the meeting. Even if you currently plan to attend the meeting, we recommend that you submit your proxy as described above so your vote will be counted if you later decide not to attend the meeting. If you submit your vote by proxy and later decide to vote in person at the Annual Meeting, the vote you submit at the meeting will override your proxy vote.

If you are a street name holder, you may vote your Shares in person at the meeting only if you obtain and bring to the meeting a signed letter or other form of proxy from your broker, bank, trust or other nominee giving you the right to vote the Shares at the meeting.

Please refer to “How do I vote if I hold CDIs?” if you are a CDI holder.

***How can I raise questions relevant to the Company’s audit to the external auditor?***

The Company’s auditor, Baker Tilly Virchow Krause, LLP, is based in Minneapolis, Minnesota, U.S. and will not attend the Company’s Annual Meeting of Stockholders.

Stockholders may submit questions relevant to the Company’s audit to the Company’s registered office at Level 13, 41 Exhibition Street, Melbourne, Victoria. The Australian Secretary of the Company will ensure that the questions are provided to the Company’s auditor and co-ordinate responses.

***What is the voting requirement to approve each of the proposals included in the notice of meeting?***

### ***Items 1(a) and (b) — Election of Directors***

You may vote “FOR” or “ABSTAIN” on the election of the directors nominated for election. Abstentions are considered Shares present and entitled to vote for purposes of determining a quorum, but will not be treated as either a vote “FOR” or “AGAINST” the resolutions.

Directors are elected by a plurality of the votes of the Shares present in person or represented by proxy and entitled to vote at the Annual Meeting. Accordingly, the three director nominees receiving the highest number of “FOR” votes will be elected.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Under ASX Listing Rule 14.2.1, a proxy form must allow stockholders to vote for a resolution, against a resolution or to abstain from voting on a resolution. However, ASX granted the Company a waiver from ASX Listing Rule 14.2.1 to the extent necessary to permit the Company not to provide in its proxy form for holders of CDIs to vote against a resolution to elect a director. The terms of the waiver are that: (i) the Company complies with the relevant U.S. laws as to the content of proxy forms applicable to resolutions for the election of directors; (ii) any notice given by the Company to CDI holders under ASX Settlement Operating Rule 13.8.9 makes it clear that holders are only able to vote for such resolutions or abstain from voting, and the reasons why this is the case; (iii) the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs; and (iv) the waiver from ASX Listing Rule 14.2.1 only applies for so long as the relevant U.S. laws and the Company’s amended and restated bylaws permit the election of directors by way of a plurality of the votes cast on such resolutions.

### ***Item 2 — Ratification and approval of prior issue of CDIs***

You may vote “FOR,” “AGAINST” or “ABSTAIN” on the proposal to approve, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, the prior allotment and issue of 64,516,130 CDIs (equivalent to 32,258,065 Shares) in the Company at an issue price of A\$0.155 per CDI (equivalent to A\$0.31 per Share), on the terms and conditions in the accompanying Explanatory Memorandum.

The proposal to ratify and approve the prior issue of 64,516,130 CDIs (equivalent to 32,258,065 Shares) requires an affirmative vote of a majority of the Shares present in person or represented by proxy at the Annual Meeting and entitled to vote on this proposal. Abstentions are considered Shares present and entitled to vote and thus will have the effect of a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

### ***Item 3 — Approval of 10% Placement Facility***

You may vote “FOR,” “AGAINST” or “ABSTAIN” on the proposal to approve, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, the issue of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 (**10% Placement Facility**).

The proposal to approve the 10% Placement Facility requires the affirmative vote of 75% of the Shares present in person or represented by proxy at the Annual Meeting and entitled to vote on this proposal. Abstentions are considered Shares present and entitled to vote and thus will have the effect of a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

### ***Item 4 - Approval of Stock Option Exchange Offer***

You may vote “FOR,” “AGAINST” or “ABSTAIN” on the proposal to approve Item 4.

The proposal to cancel up to 9,215,104 stock options issued to current employees (including the Chief Executive Officer), current consultants and independent non-executive directors under the Osprey Medical, Inc. 2006 Stock Incentive Plan and the 2016 Stock Incentive Plan (**2016 Plan**) in consideration for the issue of 9,215,104 new

stock options under the 2016 Plan requires an affirmative vote of a majority of the Shares present in person or represented by proxy at the Annual Meeting and entitled to vote on this proposal. Abstentions are considered Shares present and entitled to vote and thus will have the effect of a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

***Item 5 - Approval of amendment to 2016 Stock Incentive Plan to increase the number of shares of common stock reserved for issuance thereunder***

You may vote “FOR,” “AGAINST” or “ABSTAIN” on the proposal to approve an increase to the option pool under the Company’s 2016 Plan by 9,772,284 Shares (equivalent to 19,544,568 CDIs) such that a total of 16,950,520 Shares (equivalent to 33,901,040 CDIs) will be reserved for issuance under the 2016 Plan (subject to adjustment as provided by the 2016 Plan), and (ii) consequential amendments to Section 3.1 of the 2016 Plan to reference that the aggregate number of Shares that may be issued under the 2016 Plan will be 16,950,520 Shares (subject to adjustment as provided by the 2016 Plan).

The proposal to approve the increase of the share pool under the 2016 Plan and amend Section 3.1 of the 2016 Plan requires an affirmative vote of a majority of the Shares present in person or represented by proxy at the Annual Meeting and entitled to vote on this proposal. Abstentions are considered Shares present and entitled to vote and thus will have the effect of a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

***Item 6 - Approval of amendment to the Amended and Restated Certificate of Incorporation to increase the authorized shares of common stock***

You may vote “FOR,” “AGAINST” or “ABSTAIN” on the proposal to approve Item 6.

The proposal to amend the Company’s Amended and Restated Certificate of Incorporation to increase the total number of authorized shares of capital stock of the Company from 650,000,000 shares to 1,150,000,000 shares and the total number of Shares from 630,000,000 Shares to 1,130,000,000 Shares requires an affirmative vote of a majority of the Shares present in person or represented by proxy at the Annual Meeting and entitled to vote on this proposal. Abstentions are considered Shares present and entitled to vote and thus will have the effect of a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

***Items 7 – 9 — Approval of Stock Option Exchange Offer to three Directors of the Company***

You may vote “FOR,” “AGAINST” or “ABSTAIN” on each proposal to approve the following option grants in connection with the Stock Option Exchange Offer:

- Mr John Erb, Chairman and independent non-executive director – options to purchase 460,000 Shares (equivalent to 920,000 CDIs) (Item 7);
- Mr Neville Mitchell, independent non-executive director – options to purchase 215,000 Shares (equivalent to 430,000 CDIs) (Item 8); and
- Mr Mike McCormick, President, CEO and executive director – options to purchase 3,540,000 Shares (equivalent to 7,080,000 CDIs) (Item 9).

Each proposal requires an affirmative vote of a majority of the Shares present in person or represented by proxy at the Annual Meeting and entitled to vote on this proposal. Abstentions are considered Shares present and entitled to vote and thus will have the effect of a vote “AGAINST” these proposals.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of each of these proposals. The same result will occur if you do not instruct CDN how to vote your Shares.

***Items 10 – 13 — Approval of 2019 Grant of Options to four Directors of the Company***

You may vote “FOR,” “AGAINST” or “ABSTAIN” on each proposal to approve the 2019 grant of options to:

- Mr John Erb, Chairman and independent non-executive director – options to purchase 80,000 Shares (equivalent to 160,000 CDIs) (Item 10);
- Ms Sandra Lesenfants, independent non-executive director – options to purchase 40,000 Shares (equivalent to 80,000 CDIs) (Item 11); and
- Mr Neville Mitchell, independent non-executive director – options to purchase 50,000 Shares (equivalent to 100,000 CDIs) (Item 12); and
- Mr Mike McCormick, President, CEO and director – options to purchase 2,370,000 Shares (equivalent to 4,740,000 CDIs) (Item 13).

Each proposal requires the affirmative vote of the holders of a majority of the Shares present in person or represented by proxy at the Annual Meeting and voting on such proposals at the Annual Meeting. Abstentions are considered Shares present and entitled to vote and thus will have the effect of a vote “AGAINST” these proposals.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome each of these proposals. The same result will occur if you do not instruct CDN how to vote your Shares.

***Can I change my vote after submitting my proxy?***

Yes. If you are a stockholder of record, you may change your vote at any time before your proxy is voted at the Annual Meeting, in any of the following ways:

- by submitting a later-dated proxy by the Internet before 9.00am Australian Eastern Standard Time on Tuesday, 7 May 2019, (Monday, 6 May 2019 at 6.00pm U.S. Central Daylight Time);
- by submitting a later-dated proxy to the Australian Secretary of the Company, which must be received by the Australian Secretary before the time of the Annual Meeting;
- by sending a written notice of revocation of proxy to the Australian Secretary of the Company, which must be received by the Australian Secretary before the time of the Annual Meeting; or
- by voting in person at the Annual Meeting.

If you are a holder of CDIs and you direct CDN to vote by completing the CDI Voting Instruction Form, you may revoke those instructions by delivering to Link Market Services Limited, no later than 9.00am Australian Eastern Standard Time on Monday, 6 May 2019, (Sunday, 5 May 2019 at 6.00pm U.S. Central Daylight Time), a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent.

***Who pays for the cost of proxy preparation and solicitation?***

We pay for the cost of proxy preparation and solicitation, including the reasonable charges and expenses of brokerage firms, banks, trusts or other nominees for forwarding proxy materials to street name holders. We are soliciting proxies by mail. In addition, our directors, officers and regular employees may solicit proxies personally, telephonically, electronically or by other means of communication. The Company’s directors, officers and regular employees will receive no additional compensation for their services other than their regular compensation.

## EXPLANATORY MEMORANDUM

### Business

#### ITEM 1 – RE-ELECTION OF CLASS III DIRECTORS

The Amended and Restated Bylaws of Osprey Medical, Inc. (**Osprey** or **the Company**) provide that the Board shall be divided into three classes, each class being as equal in number as reasonably possible; designated: Class I, Class II and Class III. Each class has a three year term.

At the 2016 Annual Meeting, Mr Mike McCormick was elected as a Class III director by stockholders. At the 2018 Annual Meeting, Mrs Sandra Lesenfants, appointed by the Company's board of directors (the **Board**) as an independent non-executive director of the Company in June 2017, was elected as a Class III director and Mr Andrew Jane and Dr Christopher Nave were re-elected as Class II directors by stockholders.

The term of office of the Class III directors will expire at this year's Annual Meeting. Therefore, in accordance with the Company's Amended and Restated Bylaws, the following Class III directors are submitted for re-election by stockholders this year:

- Mrs Sandra Lesenfants; and
- Mr Mike McCormick.

The term of the Class III directors will next expire at the Annual Meeting of stockholders to be held in 2022.

#### 1 (a) Re-election of Mrs Sandra Lesenfants to the Board

Mrs Lesenfants was appointed as an independent non-executive director of the Company on 20 June 2017.

Mrs Lesenfants currently serves as the Vice President & General Manager of endoVenous business in the Medtronic Cardiac & Vascular Group. In her role, she is responsible for leading the development and global marketing of meaningful innovations and solutions to address chronic venous insufficiency, deep venous disease, and embolisation.

Mrs Lesenfants has broad commercial strategy experience and global business management skills from the vascular businesses at Medtronic, Covidien, EV3, and Siemens Healthcare. She has led several key integrations including the acquisition of Sapheon and its VenaSeal closure system, the integration of endoVenous business from Covidien's Vascular Therapy business into Medtronic, and the integration of the embolization sales team from Medtronic's Neurovascular division into endoVenous.

Mrs Lesenfants is on the board of directors of The American Venous Forum Foundation. She has a biomedical computer engineering degree from the University of Technology of Compiègne Engineering Institute in France.

Mrs Lesenfants is considered to be an independent director.

#### Board Recommendation and Chairman's voting intention for Item 1(a):

The directors (other than Mrs Lesenfants) recommend that stockholders vote "FOR" this Item.

The Chairman intends to vote undirected proxies "FOR" this Item.

#### 1 (b) Re-election of Mr Michael McCormick to the Board

Mr McCormick was appointed President and CEO, and a director of the Company in March 2010. Mr McCormick has more than 30 years of experience in the medical device industry and president level experience with public and private medical device companies.

Prior to joining Osprey, he was President and CEO of Anulex Technologies, Inc., focused on supporting the healing of spinal soft tissues; President of Centerpulse Spine-Tech and was involved in the successful sale of Centerpulse Inc. to Zimmer in 2003 for US\$3.2 billion.

Mr McCormick also spent 10 years in sales and sales leadership positions with Boston Scientific's Cardiovascular Division (SCIMED) and Baxter Healthcare.

Mr McCormick is currently on the board of directors of Formae, Inc. He received a BBA from the University of Texas at Austin.

As Mr McCormick is the President and CEO of the Company, he is not considered by the Board to be an independent director.

**Board Recommendation and Chairman's voting intention for Item 1(b):**

The Board (other than Mr McCormick) unanimously recommends that stockholders vote "FOR" this Item.

The Chairman of the meeting intends to vote undirected proxies "FOR" this Item.

**ITEM 2 RATIFICATION AND APPROVAL OF PRIOR ISSUE OF CDIS**

**Background**

On 6 November 2018, the Company raised A\$10.0 million under a private placement of 64,516,130 CHESS Depositary Interests (**CDIs**) (equivalent to 32,258,065 shares of common stock (**Shares**)) at A\$0.155 per CDI (**Placement**). The Placement was to funds and investment mandates for which Allan Gray Australia Pty Ltd (**Allan Gray Australia**) acts as investment manager.

The CDIs issued under the Placement were issued within Osprey's 15% placement capacity under ASX Listing Rule 7.1 and its 10% placement capacity under ASX Listing Rule 7.1A. Accordingly, stockholder approval of the Placement was not required.

The Placement was undertaken in conjunction with a non-renounceable entitlement offer which raised approximately A\$4.3 million (**Entitlement Offer**).

The Placement consisted of:

- 50,926,230 CDIs (equivalent to 25,463,115 Shares) which were issued within the Company's 15% placement capacity in accordance with ASX Listing Rule 7.1; and
- 13,589,900 CDIs (equivalent to 6,794,950 Shares) which were issued within the Company's 10% placement capacity approved by stockholders at the Annual Meeting on 10 May 2018 in accordance with ASX Listing Rule 7.1A.

**ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities if the number of those securities exceeds 15% of the number of securities on issue at the commencement of the 12 month period. Unless ASX Listing Rule 7.1A applies, issues of securities exceeding this 15% limit require stockholder approval.

**ASX Listing Rule 7.1A**

ASX Listing Rule 7.1A enables certain eligible entities to seek stockholder approval to issue additional equity securities comprising up to 10% of its issued share capital over a 12 month period after the annual general meeting at which a resolution regarding ASX Listing Rule 7.1A is passed by special resolution. At the Company's last Annual Meeting on 10 May 2018, the Company obtained approval from its stockholders to issue equity securities under Listing Rule 7.1A.

**ASX Listing Rule 7.4**

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A. It provides that where a Company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A (and provided that the previous issue did not breach ASX Listing Rule 7.1 or 7.1A) those securities will be deemed to have been made with stockholder approval for the purpose of ASX Listing Rule 7.1 or 7.1A (as the case may be).

Item 2 seeks stockholder ratification and approval under ASX Listing Rule 7.4 for the issue by the

Company of 64,516,130 CDIs (equivalent to 32,258,065 Shares) under the Placement. If Items 2 and 3 are approved, the Company's 15% placement capacity under ASX Listing Rule 7.1 and the 10% placement capacity under ASX Listing Rule 7.1A, will be refreshed from the date of the Annual Meeting.

#### **Ratification and approval of the issue of CDIs under the Placement**

Ratification by stockholders of the Company for the Placement, being 64,516,130 CDIs (equivalent to 32,258,065 Shares), is now sought pursuant to ASX Listing Rule 7.4 in order to reinstate the Company's capacity to (i) issue up to 15% of its issued capital, if required, in the next 12 months without stockholder approval in accordance with ASX Listing Rule 7.1, and (ii) issue up to 10% of its issued capital, if required, in accordance with ASX Listing Rule 7.1A.

#### **Specific Disclosure of Information**

ASX Listing Rule 7.5 requires that the following information be provided to stockholders in relation to the CDIs issued under the Placement:

- a) The total number of CDIs issued by the Company under the Placement was 64,516,130 CDIs (equivalent to 32,258,065 Shares), comprising 50,926,230 CDIs (equivalent to 25,463,115 Shares) issued pursuant to ASX Listing Rule 7.1 and 13,589,900 CDIs (equivalent to 6,794,950 Shares) issued pursuant to ASX Listing Rule 7.1A.
- b) The CDIs were issued at A\$0.155 per CDI (equivalent to \$0.31 per Share).
- c) The CDIs were issued on the same terms as, and rank equally in all respects with, the Company's other CDIs.
- d) The CDIs were issued and allotted to Allan Gray Australia, for and on behalf of its funds and investment mandates. As at 30 November 2018, Allan Gray Australia, following the allotment of CDIs under the Entitlement Offer, held 14.94% of the issued capital of the Company.
- e) The funds raised from the Placement are primarily being used by the Company for the following purposes:
  - to expand US sales team and resources to accelerate GPO-focused growth strategy, with a focus on geographies with a high proportion of member hospitals (particularly Premier hospitals);
  - ongoing support for post approval market trials, registry studies and physician sponsored trials for specific presentations and publications;
  - to accelerate pilot sales programmes in Western Europe – Italy, Germany and UK; and
  - continued research and development of the product portfolio.

#### **Voting Exclusion Statement for Item 3**

A voting exclusion applies to this Item as set out in the Items of Business.

#### **Directors' Recommendation**

The Board unanimously recommends that stockholders vote "FOR" this Item.

The Chairman of the meeting intends to vote undirected proxies "FOR" this Item.

### **ITEM 3 APPROVAL OF 10% PLACEMENT FACILITY**

#### **Background**

ASX Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalization of A\$300 million or less. The Company is an eligible entity.

The Company is now seeking stockholder approval by way of a special resolution to have the ability to issue "equity securities" under the 10% Placement Facility. "Equity securities" includes (a) a share, (b) a unit, (c) a right to a share or unit or option, (d) an option over an issued or unissued security and (e) a convertible security (an **Equity Security**).



The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer below).

The Company proposes to use the funds raised from the issue of Equity Securities under the 10% Placement Facility for working capital requirements and ongoing business development activities and/or for acquisition of new assets or investments (including expenses associated with such acquisition).

#### **Description of Listing Rule 7.1A**

##### **(a) Stockholder approval**

The ability to issue Equity Securities (such as CDIs) under the 10% Placement Facility is subject to stockholder approval by way of a special resolution at an annual general meeting.

##### **(b) Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

##### **(c) Formula for calculating 10% Placement Facility**

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained stockholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

**A** is the number of shares on issue 12 months before the date of issue or agreement to issue:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 or 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without stockholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

*Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of stockholders under Listing Rule 7.1 or 7.4.

##### **(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A**

If passed, Item 3 will allow the Board to issue up to an additional 10% of the Company's issued capital during the 12 month period following the date of the Annual Meeting without requiring further stockholder approval. This is in addition to the Company's 15% annual placement capacity provided for in ASX Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section (c) above).

##### **(e) Minimum Issue Price**

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days

immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

**(f) 10% Placement Period**

Stockholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the Annual Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual Meeting at which the approval is obtained; or
- (ii) the date of the approval by stockholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by the ASX (**10% Placement Period**).

**ASX Listing Rule 7.1A**

The effect of Item 3 will be to allow the Company to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

Item 3 is a special resolution and therefore requires approval of 75% of the votes cast by stockholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate stockholder, by a corporate representative).

**Specific information required by ASX Listing Rule 7.3A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 trading days on which trades in that class were recorded immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Item 3 is approved by stockholders and the Company issues Equity Securities under the 10% Placement Facility, the existing stockholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
  - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing stockholders and holders of CDIs on the basis of the current market price of CDIs and the number of CDIs for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice of Annual Meeting on the assumption that Item 2 is approved by stockholders.

The table also shows:

- (i) two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of CDIs the Company has on issue. The number of CDIs on issue may increase as a result of issues of ordinary securities that do not require stockholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future stockholders’ meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0575 50% decrease in Issue Price	\$0.1150 Issue Price	\$0.2300 100% increase in Issue Price
<b>Current Variable A</b>  431,797,370	<b>10% Voting dilution</b>	43,179,737	43,179,737	43,179,737
	<b>Funds Raised</b>	\$2,482,835	\$4,965,670	\$9,931,340
<b>50% increase in current Variable A</b>  647,696,055	<b>10% Voting dilution</b>	64,769,606	64,769,606	64,769,606
	<b>Funds Raised</b>	\$3,724,252	\$7,448,505	\$14,897,009
<b>100% increase in current Variable A</b>  863,594,740	<b>10% Voting dilution</b>	86,359,474	86,359,474	86,359,474
	<b>Funds Raised</b>	\$4,965,670	\$9,931,340	\$19,862,679

The table has been prepared on the following assumptions:

- (i) The Company issues (as CDIs) the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No options are exercised into Shares before the date of the issue of the Equity Securities under ASX Listing Rule 7.1A.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular stockholder by reason of placements under the 10% Placement Facility, based on that stockholder’s holding at the date of the Annual Meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of CDIs.
- (vii) The issue price is A\$0.115, being the closing price of the CDIs on ASX on 8 February 2019.

- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Item 3 for the issue of the Equity Securities will cease to be valid in the event that stockholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
  - (i) non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or
  - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards working capital requirements and ongoing business development activities and/or for acquisition of new assets or investments (including expenses associated with such acquisition).

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:
  - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing stockholders can participate;
  - (ii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iii) the financial situation and solvency of the Company; and
  - (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Annual Meeting but may include existing substantial stockholders and/or new stockholders who are not related parties or associates of a related party of the Company.

Further, if the Company is acquires new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

- (f) The Company obtained stockholder approval under Listing Rule 7.1A at the Annual General Meeting held on 10 May 2018.

The Company issued, during the 12 months preceding the date of this Annual Meeting, 92,289,164 CDIs (equivalent to 46,144,582 Shares) representing 27.2% of the total number of CDIs on issue at the commencement of that period. In addition, the Company issued, during the 12 months preceding the date of this Annual Meeting, 3,700,254 options to purchase Shares (**Options**) (equivalent to 7,400,508 CDIs) representing 2.2 % of the CDIs on issue at the commencement of that period.

The Options were granted for nil consideration on the terms set out below, under the Company's 2016 Stock Incentive Plan (**2016 Plan**). Each Option provides an entitlement to one Share, being two CDIs. The basis for the issue of the Options was to support the achievement of the Company's business strategy by linking employee rewards to improvements in the financial performance of the Company and the interests of stockholders. The fair value of the Options issued over this period using the Black-Scholes-Merton option pricing model is US\$670,503.

- (g) The Company issued, during the 12 months preceding the date of this Annual Meeting, the Equity Securities set out in the table below:

<b>Date of issue</b>	<b>Allottee/s</b>	<b>Equity Security</b>	<b>Price (and discount to market if any)</b>	<b>Key terms</b>
11 – 31 May 2018	Directors under the terms of the 2016 Plan following stockholder approval at the 2018 Annual Meeting and to employees under the terms of the 2016 Plan	2,364,383 Options (to purchase 2,364,383 Shares; equivalent to 4,728,766 CDIs)	Nil consideration	2,364,383 Options (unquoted) issued at an exercise price of A\$0.38 per Share and an expiry date of between 27 September 2027 and 22 May 2028
10 September 2018	Employees under the terms of the 2016 Plan	125,000 Options (to purchase 125,000 Shares; equivalent to 250,000 CDIs)	Nil consideration	<ul style="list-style-type: none"> <li>• 50,000 Options have an expiry date of 25 July 2028 at an exercise price of A\$0.38 per Share;</li> <li>• 50,000 Options have an expiry date of 20 August 2028 at an exercise price of A\$0.42 per Share; and</li> <li>• 25,000 Options have an expiry date of 10 September 2028 at an exercise price of A\$0.42 per Share.</li> </ul>
6 November 2018	Allan Gray Australia under a private placement on 6 November 2018	64,516,130 CDIs (quoted) (equivalent to 32,258,065 Shares (unquoted))	A\$0.155 per CDI (this price represented an 11.4% discount to the closing price on 26 October 2018)	The CDIs rank equally with the existing class of quoted securities
30 November 2018	Existing CDI holders who participated in the Entitlement Offer announced to the ASX on 30 October 2018	27,773,034 CDIs (quoted) (equivalent to 13,886,517 Shares (unquoted))	A\$0.155 per CDI (this price represented an 11.4% discount to the closing price on 26 October 2018)	The CDIs rank equally with the existing class of quoted securities
21 December 2018	Employees under the terms of the 2016 Plan	22,500 Options (to purchase 22,500 Shares; equivalent to 45,000 CDIs)	Nil consideration	<ul style="list-style-type: none"> <li>• 7,500 Options have been issued with an expiry date of 29 October 2028 at an exercise price of A\$0.10 per Share;</li> <li>• 7,500 Options have been issued with an expiry date of 26 November 2028 at an exercise price of A\$0.10 per Share; and</li> </ul>

Date of issue	Allottee/s	Equity Security	Price (and discount to market if any)	Key terms
				<ul style="list-style-type: none"> <li>7,500 Options have been issued with an expiry date of 10 December 2028 at an exercise price of A\$0.10 per Share.</li> </ul>
14 January 2019	Employees under the terms of the 2016 Plan	30,000 Options (to purchase 30,000 Shares; equivalent to 60,000 CDIs)	Nil consideration	<ul style="list-style-type: none"> <li>10,000 Options have been issued with an expiry date of 14 January 2029 at an exercise price of A\$0.12 per Share;</li> <li>10,000 Options have been issued with an expiry date of 7 January 2029 at an exercise price of A\$0.11 per Share;</li> <li>5,000 Options have been issued with an expiry date of 1 January 2029 at an exercise price of A\$0.11 per Share; and</li> <li>5,000 Options have been issued with an expiry date of 1 January 2029 at an exercise price of A\$0.11 per Share.</li> </ul>
5 March 2019	Employees under the terms of the 2016 Plan	1,158,371 Options (to purchase 1,158,371 Shares; equivalent to 2,316,742 CDIs)	Nil consideration	<ul style="list-style-type: none"> <li>5,350 Options have been issued with an expiry date of 19 February 2029 at an exercise price of A\$0.22 per Share;</li> <li>1,153,021 Options have been issued with an expiry date of 1 March 2029 at an exercise price of A\$0.22 per Share.</li> </ul>

(g) The Company raised approximately AU\$14.3m (US\$10.2m) from both the Placement and the Entitlement Offer before costs. The funds will be used by the Company for the following purposes:

- (i) to expand US sales team and resources to accelerate GPO-focused growth strategy, with a focus on geographies with a high proportion of member hospitals (particularly Premier hospitals);
- (ii) ongoing support for post approval market trials, registry studies and physician sponsored trials for specific presentations and publications;
- (iii) to accelerate pilot sales programmes in Western Europe – Italy, Germany and UK; and
- (iv) continued research and development of the product portfolio.

As at 31 March 2019, the Company has not had to draw upon the funds raised from the issue of securities described above.

#### **Board recommendation and Chairman’s voting intention for Item 3**

The Board unanimously recommends that stockholders vote “FOR” this Item.

The Chairman of the meeting intends to vote undirected proxies “FOR” this Item.

#### **Voting Exclusion for Item 3**

A voting exclusion applies to this Item as set out in the Items of Business.

At the date of the Notice, the Company has not approached any particular existing stockholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing stockholder's votes will therefore be excluded under the voting exclusion.

#### **ITEM 4 – APPROVAL OF STOCK OPTION EXCHANGE OFFER**

##### **Background**

###### ***Introduction***

On 28 February 2019, the Board authorized, subject to stockholder approval and receipt of any necessary waivers from ASX, the terms of a stock option exchange offer pursuant to which the Company's current employees (including the Chief Executive Officer), current consultants and independent non-executive directors, would be given the opportunity to exchange eligible stock options for new stock Options.

###### ***Decline in market price***

Osprey has experienced a sharp decline in the price of its CDIs on ASX over the last year. The CDIs currently trade around A\$0.11 after previously trading above A\$0.40 as recently as January 2018. Prior to last year, Osprey's CDIs consistently traded above A\$0.20 and for a period in 2015 traded above A\$0.80.

###### ***Impact on Options***

All Options issued by Osprey since its initial public offering (**IPO**) in 2012 have, in accordance with the terms of the 2006 Stock Incentive Plan and 2016 Plan, been priced at the prevailing market price on ASX on the relevant grant date. Given the recent decline in the market price of the CDIs, most of the post-IPO Options are now significantly "out-of-the-money" with exercise prices far exceeding the current market price. The Board believes that outstanding "out-of-the-money" Options are no longer effective as performance and retention incentives because they provide little or no perceived value to the optionholders.

##### **Stock Option Exchange Offer**

###### ***Proposal***

In order to re-incentivise current participants in Osprey's stock incentive plans, Osprey is proposing to conduct a one-time stock option exchange offer, under which Eligible Participants (see definition below) will exchange their current Options with an exercise price of A\$0.60 or higher per Share (equivalent to A\$0.30 or higher per CDI), for new Options at a per Share exercise price that reflects the current market price (**Stock Option Exchange Offer**). The Board believes that the Stock Option Exchange Offer will serve as a means of motivating and retaining individuals with "out-of-the-money" stock options.

###### ***Key offer terms***

The key terms of the proposed Stock Option Exchange Offer are as follows:

- (a) **exchange ratio**: the applicable exchange ratio will be 1:1, meaning that each Option, whether vested or unvested, will be cancelled in exchange for the issue of a new Option to purchase the same number of Shares.
- (b) **exercise price**: the exercise price per Share for all new Options will be equal to the closing price of a CDI on ASX on the grant date, multiplied by two (i.e. the transmutation ratio of CDIs to Shares).
- (c) **eligible participants**: all current employees (including the Chief Executive Officer), current consultants and independent non-executive directors with Options granted under Osprey's 2006 Stock Incentive Plan and 2016 Plan, with an exercise price of A\$0.60 or higher per Share (equivalent to A\$0.30 or higher per CDI), will be eligible to participate in the Stock Option Exchange Offer (**Eligible Participants**). Osprey's directors will not be issued new Options under the Stock Option Exchange Offer unless separate stockholder approval is obtained for such issuances (refer to Items 7 to 9 below).
- (d) **vesting**: the vesting schedule of all new Options will "restart" from the grant date. This means that all new Options will be unvested at the grant date regardless of whether the Option it replaced was vested.



As with the current Options, continued service with Osprey through each vesting date will be required for vesting. The maximum term of the new Options will be 10 years.

- (e) **2016 Stock Incentive Plan:** all new Options issued under the Stock Option Exchange Offer will be issued under the 2016 Plan, regardless of whether the Option it is replacing was issued under the 2006 Stock Incentive Plan. As a result, Osprey is, in conjunction with the Stock Option Exchange Offer, seeking stockholder approval to increase the number of Shares reserved under the 2016 Plan in order to accommodate the issuance of new Options under the Stock Option Exchange Offer (refer to Item 5 below).
- (f) **voluntary participation:** participation in the Stock Option Exchange Offer will be voluntary for all Eligible Participants. If an Eligible Participant chooses not to participate, they will retain their existing Options until they are exercised or cancelled or expired by their terms.

***Number of eligible stock options***

Osprey currently has the following Options outstanding under its equity incentive plans:

- (a) 329,000 Options held by former consultants. These Options will not be eligible to participate in the Stock Option Exchange Offer.
- (b) 4,969,285 Options held by employees, consultants and the Chairman which were granted (i) prior to the IPO under the 2006 Stock Incentive Plan, or (ii) after the IPO, with an exercise price below A\$0.60 per Share (equivalent to an exercise price below A\$0.30 per CDI) under the 2006 Stock Incentive Plan or the 2016 Plan. These Options will not be eligible to participate in the Stock Option Exchange Offer.
- (c) 9,215,104 Options held by Eligible Participants. These stock options will be eligible to participate in the Stock Option Exchange Offer (**Eligible Stock Options**).

The Shares issueable upon exercise of the Eligible Stock Options constitute approximately 4% of Osprey's Shares on a fully-diluted basis.

***Separate Stockholder Approvals Required for Participation by Directors***

As referred to above, separate stockholder approvals are being sought for the purposes of Listing Rule 10.14 (refer to Items 7 to 9) for the replacement Options proposed to be issued to the Chief Executive Officer and two independent non-executive directors who would otherwise be Eligible Participants.

***Stockholder Approval Required to Amend 2016 Stock Incentive Plan to Increase Shares Reserved Thereunder***

As referred to above, separate stockholder approval is being sought to amend the 2016 Plan to increase the current number of Shares reserved thereunder (refer to Item 5) so that there is a sufficient number of Shares available under the 2016 Plan for the Options which will replace the Eligible Stock Options originally issued under the 2006 Stock Incentive Plan. Unless Item 5 is approved by stockholders, the Company will be unable to implement the Stock Option Exchange Offer as currently proposed and it may be necessary or appropriate (subject to the terms of the ASX waiver described below) to change the terms of the Stock Option Exchange Offer from those described in this Item 4.

***Worked example***

Set out below is a worked example to illustrate the mechanics of the Stock Option Exchange Offer, assuming a closing date of 31 May 2019.

The exercise price of all options granted under the 2006 Stock Incentive Plan and 2016 Plan is set at the closing price of a CDI on ASX on the grant date, multiplied by two (i.e. the transmutation ratio of CDIs to Shares). The exercise price is considered to be the fair market value of the Shares for US tax purposes. The options are "at the money", rather than "in the money", at the date of grant and have no intrinsic value at that point.

All new Options will be unvested (and not capable of exercise) as of the new grant date and will be subject to a new "restarted" vesting schedule. Each new Option will be unexercisable while it remains unvested. Vesting is contingent on continued service. By accepting the Stock Option Exchange Offer, Eligible Participants are effectively "starting over" their grants. All future value is based on the Option vesting and there being an appreciation in market price, thereby providing a genuine incentive.

**Current holding**

<b>Holding</b>	100 options
<b>Grant date</b>	1 January 2017
<b>Vesting schedule</b>	25% vested after first anniversary of grant date (ie. 1 January 2018), the remainder vesting monthly for the three years thereafter.
<b>Number vested at 31 May 2019</b>	59 (rounded up to the nearest whole number)
<b>Number unvested at 31 May 2019</b>	41
<b>Exercise price</b>	\$1.00
<b>Expiry date</b>	1 January 2027

**Stock Option Exchange Offer**

<b>Holding</b>	100 options
<b>Grant date</b>	31 May 2019 (assumed closing date for Stock Option Exchange Offer)
<b>Vesting schedule</b>	25% vested after first anniversary of grant date (ie. 31 May 2020), the remainder vesting monthly for the three years thereafter.
<b>Number vested at 31 May 2019</b>	0
<b>Number unvested at 31 May 2019</b>	100
<b>Exercise price</b>	Closing price of a CDI on ASX on 31 May 2019, multiplied by two (i.e. to take into account the transmutation ratio of CDIs to Shares)
<b>Expiry date</b>	31 May 2029

***ASX Listing Rules and waiver***

ASX Listing Rule 6.23.3 prohibits a change which has the effect of reducing the exercise price of an option or increasing the period for exercise. This prohibition also applies where an option is cancelled in consideration for a new option with a reduced exercise price or an increased exercise period. As the Stock Option Exchange Offer has the practical effect of reducing the exercise price of the Options and increasing the period for exercise, the Company applied for, and ASX granted to the Company, a waiver for ASX Listing Rule 6.23.3. The terms of the waiver permit the Company to cancel 9,219,000- Options issued to its employees under the 2006 Stock Incentive Plan and the 2016 Plan in consideration for the issuance of 9,219,000 new Options that have reduced exercise prices and extended exercise periods under the Stock Option Exchange Offer, subject to the Company obtaining stockholder approval for the Stock Option Exchange Offer.

ASX Listing Rule 6.23.2 requires stockholder approval for a change to options which has the effect of cancelling an option for consideration, and ASX Listing Rule 6.23.4 requires stockholder approval for changes which are not prohibited by ASX Listing Rule 6.23.3. Because both Rules apply to the Stock Option Exchange Offer, stockholder approval is also being sought for these purposes.

***Intended Implementation of the Stock Option Exchange Offer As Soon As Practicable Following Stockholder Approval***

The Board expects that the Stock Option Exchange Offer will begin as soon as practicable, but no later than two (2) months following stockholder approval, if received. The Board reserves the right to amend, postpone or, under certain circumstances, cancel the Stock Option Exchange Offer once it has commenced, but the Stock Option Exchange Offer will not be materially amended in a manner more beneficial to Eligible Participants without first seeking additional stockholder approval.

***Overview of the Stock Option Exchange Offer Process***

Upon initiation of the Stock Option Exchange Offer, Eligible Participants holding Eligible Stock Options will receive a written offer setting out the precise terms of the Stock Option Exchange Offer and may voluntarily elect to participate. Eligible Participants will be given at least 20 business days to elect to surrender Eligible Stock Options in exchange for the new Options. Upon completion of the Stock Option Exchange Offer, surrendered Eligible Stock Options will be cancelled and new Options will be granted.

**Board Recommendation and Chairman's voting intention for Item 4**

The Board believes that the Stock Option Exchange Offer is in the best interests of the Company and its stockholders, because the new Options granted under the Stock Option Exchange Offer would provide added incentive to, and help motivate and retain, the Company's current service providers. Furthermore:

- (a) the number of Options eligible for the Stock Option Exchange Offer is not significant in the context of the Company's capital structure;
- (b) Osprey's overall capital structure will not change given that Options will be exchanged on a 1-for-1 basis; and
- (c) the new Options will be unquoted, meaning their grant should not have any significant effect on the market for Osprey's quoted securities.

The Board unanimously recommends that stockholders vote "FOR" this Item 4.

The Chairman of the Meeting intends to vote undirected proxies "FOR" this Item 4.

**ITEM 5 – APPROVAL OF AMENDMENT TO 2016 STOCK INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK RESERVED FOR ISSUANCE THEREUNDER**

**Background**

At the 2018 Annual Meeting on 10 May 2018, stockholders approved the issuance of up to 6,902,150 Shares under all awards under the Company's 2016 Plan. The Board sought to implement this Share pool so that there would be a sufficient number of Shares available for issuance under the 2016 Plan to make equity awards at that time.

The Board approved a further 4% increase to the Share pool at the beginning of 2019 in accordance with section 3.1(d) of the 2016 Plan (see the description of this section in the summary of the 2016 Plan in Annexure A) and accordingly, 7,178,236 Shares are currently reserved for issuance under the 2016 Plan (**Current Plan Limit**).

As at 6 March 2019, 14,513,389 Shares were subject to outstanding awards under the 2016 Plan and the former 2006 Stock Incentive Plan, and 192,078 Shares remain available for future issuance under the 2016 Plan.

As stated above in Item 4 of this Explanatory Memorandum, all new Options issued under the proposed Stock Option Exchange Offer will be issued under the 2016 Plan, regardless of whether the Option it is replacing was previously issued under the 2006 Stock Incentive Plan or 2016 Plan. As a result, Osprey will need, in conjunction with the Stock Option Exchange Offer, to obtain stockholder approval to increase the Current Plan Limit of the 2016 Plan by at least 5,710,000 Shares. This number represents the Shares subject to Options issued under the 2006 Stock Incentive Plan which the Board expects to be surrendered and cancelled pursuant to the Stock Option Exchange Offer. Should Item 5 be approved by stockholders, based on the Option register as at 6 March 2019, there will remain 1,817,231 Shares that will be subject to outstanding awards under the 2006 Stock Incentive Plan.

In addition, the Board is seeking stockholder approval to increase the Current Plan Limit by a further 4,062,284 Shares (in addition to the extra Shares required to be reserved for the Stock Option Exchange

Offer) to ensure there is a sufficient number of Shares available to make new equity awards under the 2016 Plan and, therefore, be able to continue to incentivize the Company's current service providers. The Board is therefore seeking stockholder approval to increase the Current Plan Limit by a total of 9,772,284 Shares.

Should stockholder approval be granted for this resolution, the number of Shares authorized for issuance under the 2016 Plan will increase to 16,950,520 Shares (**New Plan Limit**).

#### **Stockholder approval requirement**

ASX Listing Rule 7.1 prohibits, subject to certain exceptions, the Company issuing equity securities which, in aggregate, would exceed 15% of the Company's Shares in any 12 month period. Exception 9 of ASX Listing Rule 7.2 (**Exception 9**) provides that this 15% limit does not apply to the issue of securities by an entity under an employee incentive scheme if the issue of securities under the scheme has been approved by stockholders within three years before the date of issue of the relevant securities.

The 2016 Plan was last approved by stockholders for the purposes of Exception 9 at last year's Annual Meeting on 10 May 2018. As Exception 9 is only available if there is no change to, among other things, the number of securities to be issued under the scheme, this Item 5 seeks stockholder approval again to give effect to the proposed amendments to the 2016 Plan and to approve the issue of securities under the 2016 Plan, as amended, for the purpose of Exception 9.

The Company will however, be required to obtain stockholder approval under ASX Listing Rule 10.14 in relation to any future issuance of securities under the 2016 Plan to a director, associate of a director or any person whose relationship with the Company is, in ASX's opinion, such that approval should be obtained.

The number of securities issued under the 2016 Plan since the last stockholder approval on 10 May 2018 is 3,700,508 Options.

If stockholders' approval is obtained for the purpose of Exception 9, the Company will be able to issue securities under the 2016 Plan, subject to the New Plan Limit, without those securities counting towards the Company's 15% limit on new issues under ASX Listing Rule 7.1 for a three year period commencing on the date of the Annual Meeting.

A summary of the terms of the 2016 Plan is set out in Annexure A.

#### **Board Recommendation and Chairman's voting intention for Item 5:**

The directors do not make any recommendation in respect of this item of business given the interest of the directors.

The Chairman of the meeting intends to vote undirected proxies "FOR" this Item 5.

#### **Voting Exclusion for Item 5**

A voting exclusion applies to this Item as set out in the Items of Business.

### **ITEM 6 – APPROVAL OF AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED SHARES OF COMMON STOCK**

The Board is requesting stockholder approval of an amendment to the Company's Amended and Restated Certificate of Incorporation (**Charter**) to increase the total number of authorized shares of capital stock of the Company—from 650,000,000 shares to 1,150,000,000 shares and the total number of Shares from 630,000,000 Shares to 1,130,000,000 Shares (**Charter Amendment**). The additional Shares to be authorized by adoption of the Charter Amendment would have rights identical to the currently outstanding Shares of the Company.

The Company desires to increase its number of authorized Shares to create sufficient Shares to accommodate future activities. Although the Board has no immediate plans to issue the additional Shares, it desires to have the Shares available to provide additional flexibility to use its Shares for business and financial purposes in the future as well to have sufficient Shares available to provide appropriate equity incentives to employees. The additional

Shares may be used for various purposes without further stockholder approval unless required by the ASX Listing Rules. These purposes may include raising capital.

The Board has approved the Charter Amendment, which also requires approval by the holders of a majority of the voting interests of the outstanding Shares. If the Charter Amendment is approved, it will become effective upon filing of the Charter Amendment with the Secretary of State of the State of Delaware.

Annexure B contains a copy of the proposed Charter Amendment.

#### **Board Recommendation and Chairman's voting intention for Item 6:**

The Board unanimously recommends that stockholders vote "FOR" this Item 6.

The Chairman of the Meeting intends to vote undirected proxies "FOR" this Item 6.

### **ITEMS 7 TO 9 – EXCHANGE OFFER OPTION GRANTS TO THREE DIRECTORS**

#### **Introduction**

Subject to stockholder approval of Items 4 and 5 above, Osprey is proposing to conduct the Stock Option Exchange Offer under which Eligible Participants (including the Chief Executive Officer and the independent non-executive directors) will exchange their current Options with an exercise price of A\$0.60 or higher per Share (equivalent to A\$0.30 or higher per CDI), for new Options at a per Share exercise price that reflects the current market price. The new (replacement) Options will be governed by the 2016 Plan.

The Company proposes that Mr John Erb and Mr Neville Mitchell, two independent non-executive directors, and Mr Michael McCormick, the Chief Executive Officer, participate in the Stock Option Exchange Offer in accordance with the terms described in Item 4 of this Explanatory Memorandum. Separate stockholder approvals are being sought for the replacement Options that may be issued to Mr Erb, Mr Mitchell and Mr McCormick under the Stock Option Exchange Offer for the purposes of ASX Listing Rule 10.14.

#### **Replacement Options**

ASX Listing Rule 10.14 provides that a company must not permit a director to acquire securities under an employee incentive scheme without the prior approval of stockholders. As the replacement Options will be issued pursuant to the 2016 Plan, the resolutions under Items 7 to 9 seek stockholder approval under ASX Listing Rule 10.14 and for all other purposes, for each of the following replacement Options to be issued following the cancellation of an equivalent number of Options in accordance with the Stock Option Exchange Offer:

- to Mr John Erb, Chairman and independent non-executive director - options to purchase 460,000 Shares (equivalent to 920,000 CDIs) (Item 7);
- to Mr Neville Mitchell, independent non-executive director - options to purchase 215,000 Shares (equivalent to 430,000 CDIs) (Item 8); and
- to Mr Mike McCormick, President, CEO and director – options to purchase 3,540,000 Shares (equivalent to 7,080,000 CDIs) (Item 9).

The maximum number of Shares issuable pursuant to exercise of Options that may be acquired by the directors if stockholder approval is given for Items 4 and 5, and Items 7 to 9, is 4,215,000. The directors' respective holdings of Options will not be increased by the approval of these Items, because the new Options would replace surrendered and cancelled Eligible Stock Options at a ratio of 1:1 under the Stock Option Exchange Offer.

Subject to stockholder approval (and provided Mr Erb, Mr Mitchell and Mr McCormick elect to participate in the Stock Option Exchange Offer), the Options will be issued to Mr Erb, Mr Mitchell and Mr

McCormick on completion of the Stock Option Exchange Offer and in any event, within 12 months after the Annual Meeting.

Items 7 to 9 (inclusive) are each subject to Items 4 and 5 being approved by the stockholders.

### **Principal terms of the Options**

If Items 7 to 9 are approved by the stockholders (and assuming Items 4 and 5 are also approved), the Options to be issued to the directors will be issued on the same terms and conditions described in Item 4. In particular:

- The vesting schedule of all of the new Options will “restart” from the grant date. This means that all new Options will be unvested at the grant date regardless of whether the Option it replaced was vested. As with the current Options, continued service with Osprey through each vesting date will be required for vesting. The maximum term of the new Options will be 10 years.
- The exercise price per share for all new Options will be equal to the closing price of a CDI on ASX on the grant date, multiplied by two (i.e. the transmutation ratio of CDIs to Shares).
- If vested, each Option may be exercised for one Share.
- The new Options will be issued in consideration for the surrender and cancellation of the director’s Eligible Stock Options.
- The new Options will be issued under the 2016 Plan, regardless of whether the Option it is replacing was issued under the 2016 Plan or 2006 Stock Incentive Plan.

The Options issued to Mr McCormick, Mr Erb and Mr Mitchell do not have performance hurdles, but rather will be subject to the same time-based vesting as their current Options, though as mentioned above the vesting schedule will “restart”.

### **Source of Shares**

The number of Shares authorized for issuance under the 2016 Plan as at the date of this Notice is 7,178,236 Shares. Should stockholder approval be granted in relation to Item 5, the number of Shares authorized for issuance under the 2016 Plan will increase to 16,950,520 Shares.

At the discretion of the Board, the Shares required in connection with the Options may be provided either by issuing new Shares or by acquiring existing Shares.

### **Other information required by ASX Listing Rule 10.15**

In accordance with ASX Listing Rule 10.15.4, details of the directors who have received Options under the 2016 Plan since the last Annual Meeting are set out below:

- Mr Erb received 178,000 Options for nil consideration, at an exercise price of A\$0.38 per Share, on 11 May 2018 in accordance with approval granted at the 2018 Annual Meeting;
- Ms Lesenfants received 211,833 Options for nil consideration, at an exercise price of A\$.038 per Share, on 11 May 2018 in accordance with approval granted at the 2018 Annual Meeting;
- Mr Mitchell received 61,250 Options for nil consideration, at an exercise price of A\$0.38 per Share, on 11 May 2018 in accordance with approval granted at the 2018 Annual Meeting; and
- Mr McCormick received 725,000 Options for nil consideration, at an exercise price of A\$0.38 per Share, on 11 May 2018 in accordance with approval granted at the 2018 Annual Meeting.

No other securities have been issued to any of the other directors since the 2018 Annual Meeting under the 2016 Plan.

Mr Erb, Mr Mitchell and Mr McCormick have not received, and will not receive, any loan from the Company in connection with the grant of Options.

All directors of the Company as at the date of this Notice, being Mr Erb, Mr Andrew Jane, Mrs Lesenfants, Mr Neville Mitchell, Mr Michael McCormick and Dr Christopher Nave, are eligible to participate in the

2016 Plan, however, Mr Andrew Jane, Mrs Lesenfants and Dr Christopher Nave are not Eligible Participants for the purposes of the Stock option Exchange Offer.

#### **Board Recommendations and Chairman's voting intentions for Items 7 - 9:**

The directors (excluding Mr Erb, Mr Mitchell and Mr McCormick in respect of their own proposed participation in the Stock Option Exchange Offer) unanimously recommend that stockholders vote "FOR" Items 7 to 9.

The Chairman of the meeting intends to vote undirected proxies "FOR" each of these Items.

#### **Voting Exclusions for Items 7 - 9**

A voting exclusion applies to Items 7 to 9 as set out in the Items of Business

### **ITEMS 10 TO 13 – ANNUAL OPTION GRANTS TO FOUR DIRECTORS**

#### **Introduction**

The Company is proposing to issue Options to four directors of the Company, Mr Erb, Mrs. Lesenfants, Mr Mitchell and Mr McCormick, under the 2016 Plan as annual option grants for the 2019 financial year.

ASX Listing Rule 10.14 provides that a company must not permit a director to acquire securities under an employee incentive scheme without the prior approval of stockholders. Accordingly, the resolutions under Items 10 to 13 seek stockholder approval under ASX Listing Rule 10.14 and for all other purposes, for each of the following grants of Options:

- to Mr John Erb, Chairman and independent non-executive director - options to purchase 80,000 Shares (equivalent to 160,000 CDIs) (Item 7);
- to Mrs Sandra Lesenfants, independent non-executive director - options to purchase 40,000 Shares (equivalent to 80,000 CDIs) (Item 8);
- to Mr Neville Mitchell, independent non-executive director - options to purchase 50,000 Shares (equivalent to 100,000 CDIs) (Item 9); and
- to Mr Mike McCormick, President, CEO and director – options to purchase 2,370,000 Shares (equivalent to 4,740,000 CDIs) (Item 10).

The maximum number of Shares issuable pursuant to exercise of Options that may be acquired by the directors if stockholder approval is given for Items 10 to 13, is 2,540,000. Subject to stockholder approval, the Options will be granted to Mr Erb, Mrs. Lesenfants, Mr Mitchell and Mr McCormick on or shortly following the date of the Annual Meeting, and in any event, within 12 months after the Annual Meeting.

Items 10 to 13 (inclusive) are each subject to Item 5 being approved by stockholders.

#### **Principal terms of the Options**

If Items 10 to 13 are approved by stockholders, the Options to be issued to the directors under the 2016 Plan on the following terms and conditions:

##### *Exercise Price*

The exercise price of the Options will be equal to the closing price of the Company's CDIs on ASX (multiplied by two for the per Share exercise price) on the date of the grant of the Options. Upon exercise, each Option will entitle the optionee to one Share.

The Options will be granted for nil consideration.

##### *Performance Hurdles*

The Options issued to the independent non-executive directors do not have performance hurdles, but rather will be subject to time-based vesting (as described below).



The Board seeks to set fees for its independent non-executive directors at a level which provides the Company with the ability to attract and retain independent non-executive directors of the highest calibre with relevant professional expertise while also incurring a cost which is acceptable to stockholders. Options are currently issued to the Company's independent non-executive directors to supplement their cash fee in order to conserve the Company's cash.

The Company's two non-independent non-executive directors, Mr Andrew Jane and Dr Christopher Nave, do not receive any directors' fees and have not been issued any Options by the Company.

The Options issued to Mr McCormick, the President, CEO and a director of the Company, are also subject to time-based vesting (as described below) and do not have other performance hurdles.

The Board believes that equity-based remuneration is an effective way to attract, retain and motivate the Company's key executives, including Mr McCormick. When used appropriately, it can provide a vehicle for linking executive pay to a company's performance, thereby aligning the interests of executives with those of stockholders. As the future value of the proposed Option grant to Mr McCormick is dependent on the stock performance of the Company, the Board (excluding Mr McCormick) is of the view that the issuance of Options to Mr McCormack is aligned with the long term interests of stockholders.

#### *Vesting of Options*

The Options to be issued to each of the independent non-executive directors and Mr McCormick have exercise and vesting terms established by the Nomination and Remuneration Committee of the Company and the Board.

For each director, 25% of the Options will vest on 1 March 2020 and the remainder of the Options will vest in equal monthly installments over the subsequent 36-month period.

Vesting of the Options ceases in the event that the service of the director terminates.

In no event are the Options exercisable more than ten years after the date of grant.

#### *Change in Control*

In the event of a change in control (as defined in the award agreement consistent with the 2016 Plan), all outstanding Options issued to the independent non-executive directors and Mr McCormick shall be subject to one of the following:

- all unvested Shares subject to Options shall fully vest and all outstanding Options will be capable of exercise; or
- all outstanding Options will be cancelled and the optionee will receive a payment equal to the excess of the fair market value (as defined in the award agreement consistent with the 2016 Plan) of the Shares subject to the Options (regardless of whether or not such Options are then exercisable or the Shares are then vested) over their aggregate exercise price. If the aggregate exercise price of the Shares subject to the Options exceeds the fair market value of the Shares by greater than ten percent (10%) of the fair market value of the Shares, then the Options may be cancelled without making a payment to the optionee.

#### **Source of Shares**

At the discretion of the Board, the Shares required in connection with the Options may be provided either by issuing new Shares or by acquiring existing Shares.

#### **Other information required by ASX Listing Rule 10.15**

In accordance with ASX Listing Rule 10.15.4, details of the directors who have received Options under the 2016 Plan since the last Annual Meeting are set out above in Items 7 to 9 under the title "Other information required by ASX Listing Rule 10.15".

Mr Erb, Mrs Lesenfants, Mr Mitchell and Mr McCormick have not received, and will not receive, any loan from the Company in connection with the grant of Options.

All directors of the Company as at the date of this Notice, being Mr Erb, Mr Andrew Jane, Mrs Lesenfants, Mr Neville Mitchell, Mr Michael McCormick and Dr Christopher Nave, are eligible to participate in the 2016 Plan.

**Board Recommendations and Chairman's voting intentions for Items 10 to 13:**

The directors (excluding Mr Erb, Mrs Lesenfants, Mr Mitchell and Mr McCormick in respect of their own proposed grant) unanimously recommend stockholders vote "FOR" Items 10 to 13.

The Chairman of the meeting intends to vote undirected proxies "FOR" each of these Items.

**Voting Exclusions for Items 10 - 13**

A voting exclusion applies to Items 10 to 13 as set out in the Items of Business

**OTHER BUSINESS**

The Company, being a company incorporated in the state of Delaware, United States, is not required to meet the *Corporations Act 2001* (Cth) requirements to lay before the meeting the annual financial report and other related reports. The Board of the Company has however decided to lay before the meeting the Company's financial statements and the reports for the year ended 31 December 2018. The Corporations Act does not require a vote of stockholders on the reports or statements. However, the stockholders will be given ample opportunity to raise questions or comments in relation to the management of the Company.

Copies of the full financial report for consideration at the meeting can be accessed on the Company's website: <http://www.ospreymed.com>

If a hard copy is preferred by the stockholder, please contact the Company's share registry.

**STATUS OF CDIS**

The CDIs were issued and are traded on ASX in reliance on the safe harbour provisions of Regulation S under the U.S. Securities Act of 1933, as amended, and in accordance with the procedures established pursuant to the provisions of the no-action letter dated 7 January 2000 given to ASX by the staff of the U.S. Securities and Exchange Commission for offers or sales which are made outside the U.S. Accordingly, the CDIs have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the U.S. The holders of the CDIs are unable to sell the CDIs into the U.S. or to a U.S. person unless the re-sale of the CDIs is registered under the Securities Act or an exemption is available. Hedging transactions with regard to the CDIs may only be conducted in accordance with the Securities Act. The relief was given subject to certain procedures and conditions described in the no-action letter. One of the conditions is that the issuer provides notification of the Regulation S status of its securities in shareholder communications such as this Notice of Annual Meeting.

**LOCATION OF OSPREY MEDICAL, INC. ANNUAL MEETING OF STOCKHOLDERS**

Johnson Winter & Slattery  
Level 34, 55 Collins Street, Melbourne, Victoria, Australia  
on Thursday, 9 May 2019  
at 9.00am Australian Eastern Standard Time  
(Wednesday, 8 May 2019 at 6.00pm U.S. Central Daylight Time).

Beneficial owners of common stock held in the form of CDIs or in street name by a broker, bank, trust or other nominee may need proof of ownership to be admitted to the meeting. A brokerage or holding statement or letter from the broker, bank, trust or other nominee are examples of proof of ownership.

## **Annexure A**

### **OSPREY MEDICAL, INC. 2016 STOCK INCENTIVE PLAN**

#### **Summary of the 2016 Plan**

The summary of the 2016 Stock Incentive Plan (**2016 Plan**) provided below is qualified by reference to the full text of the 2016 Plan, which is available on request from the Company.

#### ***Purpose***

The purpose of the 2016 Plan is to promote the success and enhance the value of the Company by linking the individual interests of the members of the Board of Directors and the Company's employees and consultants to those of stockholders and by providing such individuals with an incentive for outstanding performance to generate superior returns for stockholders. The 2016 Plan is further intended to provide the Company with flexibility in its ability to motivate, attract, and retain the services of members of the Board of Directors, employees and consultants upon whose judgment, interest, and special effort the successful conduct of the Company's operation is largely dependent.

#### ***Administration***

The 2016 Plan is administered by the Nomination and Remuneration Committee of the Board of Directors, which may delegate its duties and responsibilities to subcommittees of directors and/or officers for awards to certain non-executive employees, subject to certain limitations that may be imposed under applicable law or regulation. The full Board of Directors will administer the 2016 Plan with respect to awards to members of the Board of Directors. The Nomination and Remuneration Committee, or the Board of Directors, as applicable, is referred to as the "plan administrator" of the 2016 Plan. The plan administrator will have the authority to grant and set the terms of all awards under, make all determinations and interpretations under, prescribe all forms for use with, and adopt rules for the administration of, the 2016 Plan, subject to its express terms and conditions.

#### ***Eligibility***

Employees, consultants and directors and those of subsidiaries are eligible to receive awards under the 2016 Plan. As of 1 April 2019, the Company had approximately 56 employees, 5 non-employee directors, 3 of whom have received stock options under the prior stock option plan, and a limited number of outside consultants who were eligible to participate in the 2016 Plan.

#### ***Limitation on Awards and Shares Available***

A total of 7,178,236 shares of common stock ("**Shares**") are currently reserved for issuance under awards granted under the 2016 Plan. If Item 5 in the Items of Business of the Notice of Annual Meeting is approved by stockholders, 16,950,520 Shares would be reserved for issuance under awards granted under the 2016 Plan.

The 2016 Plan provides that, on the first day of each of the Company's fiscal years during the term of the 2016 Plan, the number of Shares that may be issued from time to time and the number of Shares available for granting incentive stock options under the 2016 Plan will be increased by an amount equal to the lesser of (i) four percent (4%) of the number of Shares that may be issued under all awards under the 2016 Plan on the last day of the immediately preceding fiscal year, and (ii) such number of Shares determined by the Board. Each annual increase in the number of Shares available for issuance under the 2016 Plan requires the approval of the Board and is effective upon the first day of each applicable fiscal year.

If an award under the 2016 Plan is forfeited, expires or is settled for cash, any Shares subject to such award may, to the extent of such forfeiture, expiration or cash settlement, be used again for new grants under the 2016 Plan. However, the following Shares may not be used again for grant under the 2016 Plan: (1) Shares tendered by a participant or withheld by the Company in payment of the exercise price of an option; (2) Shares tendered by a participant or withheld by us to satisfy any tax withholding obligation with respect to an award; (3) Shares subject to a Stock Appreciation Right (**SAR**) that are not issued in connection with the stock settlement of the SAR on its exercise; and (4) Shares purchased on the open market with the cash proceeds from the exercise of options. Any Shares forfeited by a participant or repurchased by the Company at the same price paid by the participant so that Shares are returned to the Company may also be used again for grant under the 2016 Plan.

## Awards

The 2016 Plan provides for the grant of stock options, including ISOs and nonqualified stock options (**NSOs**), restricted stock, dividend equivalents, stock payments, restricted stock units (**RSUs**), performance Shares, other incentive awards and SARs. Certain awards under the 2016 Plan may constitute or provide for a deferral of compensation, subject to Section 409A of the U.S. Internal Revenue Code, which may impose additional requirements on the terms and conditions of such awards. All awards under the 2016 Plan will be set forth in award agreements, which will detail all terms and conditions of the awards, including any applicable vesting and payment terms and post-termination exercise limitations. Awards generally will be settled in Shares, but the plan administrator may provide for cash settlement of any award. A brief description of each award type follows.

- *Stock options*, including ISOs, as defined under Section 422 of the Code, and nonqualified stock options, may be granted pursuant to the 2016 Plan. Stock options provide for the purchase of Shares in the future at an exercise price set on the grant date. ISOs, by contrast to NSOs, may provide tax deferral beyond exercise and favourable capital gains tax treatment to their holders if certain holding period and other requirements of the Code are satisfied. The exercise price of a stock option may not be less than 100% of the fair market value of the underlying share on the date of grant (or 110% in the case of ISOs granted to certain significant shareholders), except with respect to certain substitute options granted in connection with a corporate transaction. The term of a stock option may not be longer than ten years (or five years in the case of ISOs granted to certain significant shareholders). Vesting conditions determined by the plan administrator may apply to stock options and may include continued service, performance and/or other conditions.
- *SARs* may be granted pursuant to the 2016 Plan. SARs entitle their holder, upon exercise, to receive from us an amount equal to the appreciation of the Shares subject to the award between the grant date and the exercise date. The exercise price of a SAR may not be less than 100% of the fair market value of the underlying share on the date of grant (except with respect to certain substitute SARs granted in connection with a corporate transaction) and the term of a SAR may not be longer than ten years. Vesting conditions determined by the plan administrator may apply to SARs and may include continued service, performance and/or other conditions.
- *Restricted stock, RSUs and performance Shares* may be granted pursuant to the 2016 Plan. Restricted stock is an award of nontransferable Shares that remain forfeitable unless and until specified conditions are met, and which may be subject to a purchase price. RSUs are contractual promises to deliver Shares in the future, which may also remain forfeitable unless and until specified conditions are met. Delivery of the Shares underlying RSUs may be deferred under the terms of the award or at the election of the participant, if the plan administrator permits such a deferral. Performance ~~shares~~Shares are contractual rights to receive a range of ~~shares of common stock~~Shares or the fair market value of such number of ~~shares~~Shares in cash in the future based on the attainment of specified performance goals, in addition to other conditions which may apply to these awards. Conditions applicable to restricted stock, RSUs and performance ~~shares~~Shares may be based on continuing service, the attainment of performance goals and/or such other conditions as the plan administrator may determine. In addition, with respect to a share of restricted stock with performance-based vesting, dividends which are paid prior to vesting shall only be paid out to the holder to the extent that the performance-based vesting conditions are subsequently satisfied and the share of restricted stock vests.
- *Dividend equivalents* may be granted pursuant to the 2016 Plan, except that no dividend equivalents may be payable with respect to options or stock appreciation rights pursuant to the 2016 Plan. Dividend equivalents represent the right to receive the equivalent value of dividends paid on Shares and may be granted alone or in tandem with awards other than stock options or SARs. Dividend equivalents are credited as of dividend record dates during the period between the date an award is granted and the date such award vests, is exercised, is distributed or expires, as determined by the plan administrator. Dividend equivalents may not be paid on performance awards granted under the 2016 Plan unless and until such performance awards have vested.
- *Stock payments and other incentive awards* may be granted pursuant to the 2016 Plan. Stock payments are awards of fully vested Shares that may, but need not, be made in lieu of base salary, bonus, fees or other cash compensation otherwise payable to any individual who is eligible to receive awards. Other incentive awards are awards other than those enumerated in this summary that are denominated in, linked to or derived from Shares or value metrics related to Shares, and may remain forfeitable unless and until specified conditions are met.

- *Performance bonus awards* may also be granted pursuant to the 2016 Plan. Performance bonus awards include any of the foregoing awards that are granted subject to vesting and/or payment based on the attainment of specified performance goals.

#### ***Claw-Back Provisions, Transferability, and Participant Payments***

All awards will be subject to the provisions of any claw-back policy implemented by the Company to the extent set forth in such claw-back policy and/or in the applicable award agreement. Other than by will or the laws of descent and distribution, awards under the 2016 Plan are generally non-transferable, and are exercisable only by the participant. With regard to tax withholding, exercise price and purchase price obligations arising in connection with awards under the 2016 Plan, the plan administrator may, in its discretion, accept cash or check, Shares that meet specified conditions, a “market sell order” or such other consideration as it deems suitable.

#### ***Amendment and Termination***

The Board of Directors may amend or terminate the 2016 Plan at any time; however, except in connection with certain changes in capital structure, stockholder approval will be required for any amendment that increases the number of Shares available under the 2016 Plan. The 2016 Plan will expire on the tenth anniversary of the date on which the 2016 Plan was adopted by the Board of Directors, or August 12, 2026, and in no event may any award be granted under the 2016 Plan after that date.

#### **U.S. Federal Income Tax Consequences**

The following is a summary of the general federal income tax consequences to U.S. taxpayers and the Company of awards granted to U.S. taxpayers under the 2016 Plan. Tax consequences for any particular individual may be different.

If an optionee is granted a nonqualified stock option under the 2016 Plan, the optionee should not have taxable income on the grant of the option. Generally, the optionee should recognise ordinary income at the time of exercise in an amount equal to the fair market value of a share of common stock at such time, less the exercise price paid. The optionee’s basis in the common stock for purposes of determining gain or loss on a subsequent sale or disposition of such Shares generally will be the fair market value of common stock at the time the optionee exercises such option. Any subsequent gain or loss will be taxable as a capital gain or loss. The Company or its subsidiaries generally should be entitled to a federal income tax deduction at the time and for the same amount as the optionee recognises ordinary income.

A participant receiving ISOs will not recognise taxable income upon grant. Additionally, if applicable holding period requirements are met, the participant will not recognise taxable income at the time of exercise. However, the excess of the fair market value of common stock received over the exercise or base price is an item of tax preference income potentially subject to the alternative minimum tax. If stock acquired upon exercise of an ISO is held for a minimum of two years from the date of grant and one year from the date of exercise, the gain or loss (in an amount equal to the difference between the fair market value at the time of sale and the exercise or base price) upon disposition of the stock will be treated as a long-term capital gain or loss, and the Company will not be entitled to any deduction. If the holding period requirements are not met, the ISO will be treated as one that does not meet the requirements of the Code for ISOs and the tax consequences described for nonqualified stock options will apply.

The current federal income tax consequences of other awards authorized under the 2016 Plan generally follow certain basic patterns: stock appreciation rights are taxed and deductible in substantially the same manner as nonqualified stock options; nontransferable restricted stock subject to a substantial risk of forfeiture results in income recognition equal to the excess of the fair market value over the price paid, if any, only at the time the restrictions lapse (unless the recipient elects to accelerate recognition as of the date of grant); restricted stock units, share-based performance awards, dividend equivalents and other types of awards are generally subject to tax at the time of payment based on the fair market value of the award at such time. Compensation otherwise effectively deferred is taxed when paid. In each of the foregoing cases, the Company will generally have a corresponding deduction at the time the participant recognises income.

**Annexure B**

**CERTIFICATE OF AMENDMENT OF  
THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
OSPREY MEDICAL INC.**

Osprey Medical Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, and originally incorporated on August 31, 2005 under the name V-KARDIA INC., does hereby certify as follows:

FIRST: that the Board of Directors of said corporation, by unanimous written consent in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, duly adopted resolutions setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation be amended by amending and restating the first paragraph of ARTICLE IV thereof to be and read as follows:

The total number of shares of capital stock this Corporation is authorized to issue is one billion one hundred fifty million (1,150,000,000). The Corporation is authorized to issue two (2) classes of shares, designated "Common Stock" and "Preferred Stock". The total number of shares of Common Stock authorized to be issued is one billion one hundred thirty million (1,130,000,000) shares, \$0.0001 par value per share. The total number of shares of Preferred Stock authorized to be issued is twenty million (20,000,000) shares, \$0.0001 par value per share.

SECOND: that thereafter, pursuant to the aforesaid resolution of its Board of Directors, a meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of aforesaid amendment.

THIRD: that the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by Mike McCormick, its President and CEO and attested by Daniel Tenenbaum, its Secretary, this \_\_\_\_ day of May, 2019.

**OSPREY MEDICAL, INC.**

By: \_\_\_\_\_  
Mike McCormick  
Its President and CEO

ATTEST:

By: \_\_\_\_\_  
Daniel Tenenbaum  
Its Secretary

## LODGE YOUR VOTE



### ONLINE

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



### BY MAIL

Osprey Medical Inc.  
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  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: +61 1300 554 474

## LODGEMENT OF A CDI VOTING INSTRUCTION FORM

This CDI Voting Instruction Form (and any Power of Attorney under which it is signed) must be received at an address given above by **9:00am (AEST) on Monday, 6 May 2019**, being not later than 72 hours before the commencement of the Meeting. Any CDI Voting Instruction Form received after that time will be invalid.

CDI Voting Instruction Forms may be lodged using the reply paid envelope or:



### ONLINE

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

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

## HOW TO COMPLETE THIS CDI VOTING INSTRUCTION FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's CDI register. If this information is incorrect, please make the correction on the form. CDI Holders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your CDIs using this form.**

### DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

Each CHESS Depositary Interest (CDI) is evidence of an indirect ownership in the Company's shares of common stock (Shares). The underlying Shares are registered in the name of CHESS Depositary Nominees Pty Ltd (CDN). As holders of CDIs are not the legal owners of the Shares, CDN is entitled to vote at the Meetings of stockholders on the instruction of the registered holders of the CDIs.

### APPOINTMENT OF A PROXY

If you wish to attend the Meeting in person or appoint some person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert your name(s) or the name of your chosen appointee in the box in Step 2. Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Annual General Meeting* including any cut off time for receipt of valid proxies.

### 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 holder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with Link. 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:** with respect to an Australian company, 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. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

# CDI VOTING INSTRUCTION FORM

STEP 1

## DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

I/We being a holder of CHESS Depositary Interests (CDIs) of Osprey Medical Inc (**Company**) hereby direct CHESS Depositary Nominees Pty Ltd (**CDN**) to vote the shares underlying my/our CDI holding at the Annual Meeting of stockholders of the Company to be held at **9:00am (AEST) on Thursday, 9 May 2019 at Johnson Winter & Slattery's Melbourne office, Level 34, 55 Collins Street, Melbourne, Victoria, Australia (the Meeting)** and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

STEP 2

## PROXY APPOINTMENT – this only needs to be completed if you wish to attend the Meeting or appoint another person to attend the Meeting

If you wish to attend the Meeting in person or appoint another person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert their name(s) in this box.

Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Annual Meeting* including any cut off time for receipt of valid proxies.

STEP 3

## VOTING INSTRUCTIONS

**Voting instructions will only be valid and accepted by CDN if they are signed and received no later than 72 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.**

### Resolutions

	For	Abstain*		For	Against	Abstain*
<b>1a</b> Election of Mrs Sandra Lesenfants as a Class III Director	<input type="checkbox"/>	<input type="checkbox"/>	<b>7</b> Grant of Stock Option Exchange Offer Options to Mr John Erb, Chairman of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>1b</b> Election of Mr Michael McCormick as a Class III Director	<input type="checkbox"/>	<input type="checkbox"/>	<b>8</b> Grant of Stock Option Exchange Offer Options to Mr Neville Mitchell, a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2</b> Ratification and approval of prior issue of CHESS Depositary Interests	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3</b> Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>4</b> Approval of Stock Option Exchange Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>5</b> Approval of amendment to 2016 Stock Incentive Plan to increase the number of shares of common stock reserved for issuance thereunder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>6</b> Approval of amendment to the Amended and Restated Certificate of Incorporation to increase the authorized shares of common stock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<b>9</b> Grant of Stock Option Exchange Offer Options to Mr Michael McCormick, President & CEO and a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<b>10</b> Grant of 2019 Options to Mr John Erb, Chairman of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<b>11</b> Grant of 2019 Options to Mrs Sandra Lesenfants, a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<b>12</b> Grant of 2019 Options to Mr Neville Mitchell, a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<b>13</b> Grant of 2019 Options to Mr Michael McCormick, President & CEO and a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you do not mark the "For", "Against" or "Abstain" box, as applicable, your vote will not be counted. If you mark the "Abstain" box for Resolution 1a or 1b, it will not be treated as a vote "For" or "Against" such Resolutions. If you mark the "Abstain" box for Resolutions 2 to 13, it will have the effect of a vote "Against" such Resolutions.

STEP 4

## SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual)

Joint CDI Holder 2 (Individual)

Joint CDI Holder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.



## LODGE YOUR VOTE



### ONLINE

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



### BY MAIL

Osprey Medical Inc.  
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  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: +61 1300 554 474

## LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **9:00am (AEST) on Tuesday, 7 May 2019**, 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](http://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, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).

## 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.

### 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).

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

# PROXY FORM

I/We being a member(s) of Osprey Medical Inc (**Company**) 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 Meeting of the Company to be held at **9:00am (AEST) on Thursday, 9 May 2019 at Johnson Winter & Slattery's Melbourne office, Level 34, 55 Collins Street, Melbourne, Victoria, Australia (the Meeting)** and at any postponement or adjournment of the Meeting.

**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	Abstain*		For	Against	Abstain*
<b>1a</b> Election of Mrs Sandra Lesenfants as a Class III Director	<input type="checkbox"/>	<input type="checkbox"/>	<b>7</b> Grant of Stock Option Exchange Offer Options to Mr John Erb, Chairman of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>1b</b> Election of Mr Michael McCormick as a Class III Director	<input type="checkbox"/>	<input type="checkbox"/>	<b>8</b> Grant of Stock Option Exchange Offer Options to Mr Neville Mitchell, a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	For	Against	Abstain*			
<b>2</b> Ratification and approval of prior issue of CHES Depositary Interests	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>9</b> Grant of Stock Option Exchange Offer Options to Mr Michael McCormick, President & CEO and a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>
<b>3</b> Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>10</b> Grant of 2019 Options to Mr John Erb, Chairman of the Company	<input type="checkbox"/>	<input type="checkbox"/>
<b>4</b> Approval of Stock Option Exchange Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>11</b> Grant of 2019 Options to Mrs Sandra Lesenfants, a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>
<b>5</b> Approval of amendment to 2016 Stock Incentive Plan to increase the number of shares of common stock reserved for issuance thereunder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>12</b> Grant of 2019 Options to Mr Neville Mitchell, a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>
<b>6</b> Approval of amendment to the Amended and Restated Certificate of Incorporation to increase the authorized shares of common stock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>13</b> Grant of 2019 Options to Mr Michael McCormick, President & CEO and a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>



\* 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. If you mark the "Abstain" box for Resolution 1a or 1b, it will not be treated as a vote "For" or "Against" such Resolutions. If you mark the "Abstain" box for Resolutions 2 to 13, it will have the effect of a vote "Against" such Resolutions.

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).