

COMPUMEDICS LIMITED
ACN 006 854 897

NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY MEMORANDUM

Date of Meeting
7 November 2019

Time of Meeting
10.30 am AEDT

Place of Meeting
30-40 Flockhart Street, Abbotsford Victoria 3067

COMPUMEDICS LIMITED
ACN 006 854 897

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is given that the Annual General Meeting of Compumedics Limited (ACN 006 854 897) ("**the Company**") will be held at 30-40 Flockhart Street, Abbotsford Victoria 3067 Australia on Thursday 7th November 2019 at 10.30 am (AEDT).

The accompanying Explanatory Memorandum ("Explanatory Memorandum") provides additional information relating to the matters to be considered at the Annual General Meeting and forms part of this Notice of Annual General Meeting ("Notice"). Certain terms and abbreviations used in this Notice and the Explanatory Memorandum have defined meanings, which are explained in the Explanatory Memorandum.

Business

1. Financial Statements and Reports (Note 1)

To receive and consider the financial report of the Company and the reports of the Directors and the Company's auditor for the year ended 30 June 2019.

2. Re-election of Director

Mr. David Lawson who retires by rotation offers himself for re-election as a Director of the Company.

3. Adoption of Remuneration Report (Note 2)

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

"That the section of the report of the Directors entitled "Remuneration Report" dealing with the remuneration of the Company's Key Management Personnel be adopted".

Notes

- (1) Under s 250R(3) of the Corporations Act, the vote on this item is advisory only and does not bind the Directors or the Company.
- (2) Key Management Personnel whose remuneration details are contained in the Remuneration Report (and their closely related parties) are restricted from voting on this resolution under s 250R(4) of the Corporations Act.

BY ORDER OF THE BOARD

David Lawson
2nd October 2019

VOTING AND PROXIES

Eligibility

You will be eligible to vote at the meeting if you are registered as a holder of shares of the Company at 7 pm Melbourne time on 5th November 2019.

Appointing a proxy

If you are entitled to attend and vote at the meeting, you can appoint a proxy to attend and vote on your behalf. A proxy need not be a Shareholder of the Company and may be an individual or a body corporate.

If you are a Shareholder, and you are unable or do not wish to attend and vote at the meeting, and you wish to appoint a proxy, please complete and return the enclosed proxy form. If you are entitled to cast two or more votes, you may appoint two proxies and specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. If you require a second proxy form, please contact the Registry on 1300 288 664.

Lodging your proxy form

You can lodge your proxy form by:

- Mailing it to the Registry at PO Box 2226, Strawberry Hills NSW 2012
- Faxing it to the Registry on + 61 2 8583 3040
- Hand delivering it to the Registry at Level 29, 201 Elizabeth Street, Sydney NSW 2000
- Lodging your proxy online at <https://investor.automic.com.au/#/loginsah> in accordance with the instructions given there (you will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website).

Your completed proxy form (and any necessary supporting documentation) must be received by the Registry no later than 10.30am (AEDT) on 5th November 2019.

If the proxy form is signed by an attorney, the original power of attorney under which the proxy form was signed (or a certified copy) must also be received by the Company by 10.30am on 5th November 2019 unless it has been previously provided to the Company. If the proxy is signed under power of attorney, the signatory must also declare that they have had no notice of revocation of the power of attorney.

If you appoint a proxy, you may still attend the meeting. However, if you vote on a resolution your proxy is not entitled to also vote on that resolution.

Voting at the meeting

At the meeting, on a show of hands each Shareholder present may cast one vote. For these purposes a Shareholder being 'present' includes a person present as a proxy, attorney or body corporate representative.

Please note that the Chairman of the meeting intends to vote undirected proxies in favour of all resolutions.

EXPLANATORY MEMORANDUM

Defined Terms

The following terms, which are used in this Notice (including this Explanatory Memorandum), have the meanings set out below:

'Board' means the board of directors of the Company;

'Company' means Compumedics Limited ACN 006 854 897;

'Corporations Act' means the Corporations Act (Cth) 2001;

'Key Management Personnel' or 'KMP' are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report section of the Directors' Report identifies the relevant persons for the year ended 30 June 2018;

'Shareholder' means a person who is registered as a holder of shares of the Company and "Shareholders" means all the holders of shares of the Company.

Item 1:

Financial Statements and Reports

During this item there will be an opportunity for Shareholders at the meeting to ask questions and comment on the Director's Report, Financial Statements and Independent Audit Report for the financial year ended 30 June 2019. No resolution will be required to be passed on this matter.

Item 2:

Re-election of Director

Mr. David Lawson who retires by rotation offers himself for re-election as a Director of the Company.

Mr Lawson has been Chief Financial Officer and the Company Secretary of the Company for over twenty years. In that time, Mr Lawson has been extensively involved in the development of the Company, the subsequent off-shore acquisitions in the US and Germany, private equity placements and recent refinancing of the Company. Mr Lawson also has been involved in the operational turn around of the Company and brings a significant amount of experience and knowledge to the Board. Mr Lawson is also a Director of Swinburne Venture Pty Ltd the intellectual property commercialisation arm of Swinburne University.

Item 3:

Adoption of Remuneration Report

The Corporations Act requires that the section of the Directors' report relating to director and executive remuneration (the "Remuneration Report") be put to a vote of Shareholders for its adoption. The vote is advisory only and does not bind the directors of the Company.

The Remuneration Report can be found at pages 6 to 12 of the Financial Statements in the Company's 2019 Annual Report. Following consideration of the Remuneration Report, Shareholders will be given a reasonable opportunity to ask questions or comment on the Remuneration Report.

A vote must not be cast (in any capacity) on Resolution 3 by or on behalf of a member of Compumedics Limited's Key Management Personnel ("**KMP**"), details of whose remuneration are included in the Remuneration Report, or their closely related parties, whether as a shareholder or as a proxy. However, a vote may be cast on Resolution 3 by a KMP, or a closely related party of a KMP, if:

- the vote is cast as a proxy;
- appointed by writing that specifies how the proxy is to vote on Resolution 3; and
- the vote is not cast on behalf of a KMP or a closely related party of a KMP.

If the Chairman of the meeting is appointed as your proxy, you are expressly authorising the Chairman of the meeting to exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.