

ASX RELEASE

Apiam Animal Health Limited (ASX: AHX)

Notice of 2022 Annual General Meeting and Proxy Form

Bendigo, 24th October 2022 - In accordance with Listing Rule 3.17, Apiam Animal Health Limited (Apiam or the Company) attaches a copy of the following documents:

- 1. Letter to Shareholders regarding arrangements for Annual General Meeting;
- 2. Notice of Annual General Meeting; and
- 3. Proxy Form.

Authorisation

This announcement is authorised for release by the Board of Directors of Apiam Animal Health Limited.

--Ends-

For further information, please contact:

Dr Chris Richards Managing Director Apiam Animal Health Limited chris@apiam.com.au

Catherine Ross Investor Relations catherine.ross@apiam.com.au 0421 997 481

About Apiam Animal Health Limited

Apiam Animal Health is one of Australia's leading rural veterinary businesses made up of 74 business sites including 59 Veterinary Clinics and 296 highly experienced veterinarians as part of a team of 1014 dedicated professionals. The majority of Apiam's vet clinics, production animal, and allied businesses have been around a long time, many of them decades and are spread Australia wide reaching into the heart of dairy, beef, sheep and pig country and the regional towns that are at their centre.

Apiam Animal Health is committed to providing best in class care for its clients, the animals in their care and the communities where people live and work. The Company's purpose, to enrich the lives of animals, people and communities, is applied across all businesses from vet clinic to production animal consultancy, logistics and laboratory with vets and allied staff sharing expertise and specialist knowledge. Apiam is focused on meeting the needs of its clients and shaping the future of the industry to deliver best practice animal health and welfare at a local level and nationally.



27–33 Piper Lane East Bendigo 3550; PO Box 2388, Bendigo DC, Vic 3554

P: 03 5445 5999 E: enquiries@apiam.com.au W: apiam.com.au

ACN: 604 961 024

13 October 2022

Dear Shareholder

The Annual General Meeting (AGM) of Apiam Animal Health Limited (Apiam or the Company) is scheduled to be held on **Tuesday**, **24 November 2022 at 9.00 am** (AEDT). On behalf of the Directors of the Company I invite shareholders to join us at the meeting at Lakeside Hotel Bendigo, 286 Napier Street, Bendigo, VIC 3550 (Lake Drive Room 2 – Ground floor).

In accordance with section 110D Corporations Act 2002 we will not be sending you a hard copy of the Notice of Meeting or Proxy Form by post ahead of the Meeting. Instead you are able to view and download a copy of the Notice of Meeting and Proxy Form at https://www.apiam.com.au/corporate-governance/#key or at our share registry's website www.investorserve.com.au by logging in and selecting Company Announcements from the main menu.

If you have elected not to receive the Company's FY22 Annual Report in hard copy it is available on the Company's website.

Even if you intend to attend the meeting, the Directors strongly encourage all shareholders to lodge a directed proxy form by 9.00am (AEDT) on Tuesday 22 November 2022. This will allow your directed proxy vote to be counted if for any reason you cannot attend on the day.

There will be an opportunity to ask questions at the meeting and you may also submit your questions in writing to the Company Secretary at company.secretary@boardroomlimited.com.au at least 7 days before the Meeting.

The Chairman and Managing Directors' Addresses given at the AGM will be uploaded to the Company's website and the ASX platform prior to the Meeting.

I take this opportunity to point out recent changes to the Corporations Act 2001 (Cth) (Corporations Act) that facilitate electronic communications with shareholders. The Corporations Amendment (Meetings and Documents) Act 2022 (Amendment Act) includes a new requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the Corporations Act (Notice). The Company will fulfill this new requirement by making a Notice available on our website at https://www.apiam.com.au/corporate-governance/#key.

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Any further updates required to be given in relation to the Meeting will be made available to shareholders on the Company's website and the Company's ASX announcements platform.

Professor Andrew Vizard

Chairman Apiam Animal Health Limited



Notice of annual general meeting and explanatory memorandum

Apiam Animal Health Limited

ACN 604 961 024

Date: Thursday 24 November 2022

Time: 9.00 am (AEDT)

Place: The meeting will be held at Lakeside Hotel Bendigo, 286 Napier

Street, Bendigo, VIC 3550

NOTICE OF 2022 ANNUAL GENERAL MEETING

Notice is hereby given that the 2022 Annual General Meeting (**Meeting**) of Shareholders of Apiam Animal Health Limited (**Company**) will be held as follows:

Time: 9.00am (AEDT)

Date: Thursday, 24 November 2022

Place: Lakeside Hotel Bendigo, 286 Napier Street, Bendigo, VIC 3550

Proxy appointments must be received by **9.00am (AEDT)** on **Tuesday, 22 November 2022**. Even if you plan to attend the Meeting in person, we encourage you to submit a directed proxy vote so that your vote will be counted if for any reason you cannot attend on the day.

We also invite you to submit questions to the Company or Company's auditor in advance of the Meeting. Questions must be received by no later than **9.00am (AEDT)** on **Thursday**, **17 November 2022**. The Company will endeavour to address as many of the more frequently raised relevant questions as possible during the Meeting. However, there may not be sufficient time to address all questions raised. Please note that individual responses may not be sent to shareholders.

Please submit any written questions to the Company to the Company Secretary at company.secretary@boardroomlimited.com.au.

Please note that this is a meeting at a physical venue only. To prevent the spread of COVID-19, all participants are strongly encouraged to practice physical and social distancing and wear a mask. If you have a fever, cough or difficulty breathing, or you are feeling unwell, please do not attend the meeting.

If it becomes necessary for the Company to give further updates about the Meeting, information will be lodged with the ASX and posted on the Company's website at https://www.apiam.com.au/corporate-governance/#key .

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the 2022 Annual General Meeting:

Ordinary Business

1. FINANCIAL AND RELATED REPORTS

Agenda Item 1	Financial and Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2022.

2. ADOPTION OF REMUNERATION REPORT (ADVISORY RESOLUTION)

Resolution 1	Adoption of Remuneration Report (advisory resolution)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2022 Annual Report and is available from the Company's website (https://www.apiam.com.au/corporate-governance/#annual-reports). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
Resolution (Advisory)	To consider and, if thought fit, pass the following resolution as an advisory resolution : "That the Remuneration Report for the financial year ended 30 June 2022 included in the Directors' Report of the Annual Report as required under section 300A of the Corporations Act, be adopted by the Company."
Voting Exclusion	A voting exclusion and prohibition statement applies to this resolution. Please see below.

3. RE-ELECTION OF DIRECTOR

Resolution 2	Re-election of Ms Evonne Collier as Director (ordinary resolution)
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution:
	"That, for the purpose of rules 12.4 and 12.5e of the Constitution, Listing Rules 14.4 and 14.5 and for all other purposes, and being eligible, Ms Evonne Collier is re-elected as a Director at the first AGM following appointment."

4. RATIFICATION OF ISSUES OF SHARES

Pagalution 2	Potification of issue of the Pomocy Placement Charge (Ordinary Possibility)
Resolution 3	Ratification of issue of the Romsey Placement Shares (Ordinary Resolution)
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution :
	"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 1,165,320 Shares on 2 June 2022 on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.
Resolution 4	Ratification of issue of the VEG Placement Shares (Ordinary Resolution)
Resolution	To consider and, if thought fit, pass the following resolution as an ordinary resolution :
(Ordinary)	"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 3,827,019 Shares on 1 July 2022 on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.
Resolution 5	Ratification of issue of the TVP Placement Shares (Ordinary Resolution)
Resolution	To consider and, if thought fit, pass the following resolution as an ordinary resolution :
(Ordinary)	"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 1,697,573 Shares on 1 July 2022 such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

5. EMPLOYEE EQUITY INCENTIVE PLAN

Resolution 6	Approval of Employee Equity Incentive Plan (Ordinary Resolution)
Resolution (Ordinary)	To consider, and if thought fit, pass the following resolution as an ordinary resolution : "That the Employee Incentive Plan, which is summarised in the Explanatory Statement accompanying this Notice, be approved for the purposes of Listing Rule 7.2 Exception 13."
Voting Exclusion	A voting exclusion and prohibition statement applies to this resolution. Please see below.

Resolution 7	Approval for Managing Director to participate in the Employee Equity Incentive Plan (Ordinary Resolution)
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: "That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant up to 284,628 performance rights, each to acquire 1 fully paid ordinary Share in the Company, to Dr Chris Richards (or his nominee(s)) under the Company's Employee Equity Incentive Plan, and the issue of underlying Shares in respect of those performance rights, pursuant to the Employee Equity Incentive Plan and on the terms set out in the Explanatory Memorandum accompanying this Notice."
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

6. APPROVAL OF 10% PLACEMENT CAPACITY (SPECIAL RESOLUTION)

Resolution 8	Approval of 10% Placement Capacity under ASX Listing Rule 7.1A (Special Resolution)
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a special resolution: "That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval
	is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12-month period, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

7. APPROVAL OF AMENDMENT TO THE CONSTITUTION

Resolution 9	Approval of Amendment to the Constitution (Special Resolution)
Resolution	To consider and, if thought fit, pass the following resolution as a special resolution:
(Special)	
	"That, the Company adopt the constitution tabled at the meeting (and signed by the
	Chair for the purpose of identification) as its Constitution in substitution for, and to the
	exclusion of, both the existing Constitution and the replaceable rules set out in the
	Corporations Act 2001 (Cth)."

VOTING EXCLUSION AND PROHIBITION STATEMENTS

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of the resolutions set out below by or on behalf of the following persons:

Resolution 1

Voting Exclusion

The Company will disregard any votes cast on this Resolution:

- a) by or on behalf of a member of the Key Management Personnel (KMP) named in the Remuneration report for the year ended 30 June 2022, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and
- b) as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.

However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this Resolution:

- a) in accordance with the directions of how to vote on the Proxy Form; or
- b) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

Voting Prohibition - s250BD and s250R

In accordance with Section 250BD and Section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the KMP for the Company; or
- a Closely Related Party of a member of the KMP for the company.

However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the proxy is the Chair of the Meeting, and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on this Resolution; and
 - expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolutions 3 to 5 -Ratification of issue of Placement Shares

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issues or is a counterparty to the agreement being approved (namely Placement participants), or any associates of those persons.

However, this does not apply to a vote cast in favour of the Resolutions by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with the directions given to the proxy or attorney to vote on the Resolutions in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolutions: and
 - the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 – Approval of Employee Equity Incentive Plan

The Company will disregard any votes cast:

- in favour of this resolution by or on behalf of the Directors (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) or any of their associates, regardless of the capacity in which the vote is cast; and
- on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.

However, the Company need not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:

- in accordance with the directions of how to vote on the Proxy Form; or
- by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 7 – Approval for Managing Director to Participate in the Employee Equity Incentive Plan

The Company will disregard any votes cast in favour of this resolution by or on behalf of Dr Chris Richards or an associate of Dr Richards.

However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a

direction given to the Chairman to vote on the resolution as the Chairman decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution;
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8 - Approval of 10% Placement Capacity under ASX Listing Rule 7.1A

If at the time of the Meeting the Company is proposing to make an issue of securities under ASX Rule 7.1A, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person, or any associate of that person, who is expected to participate in, or who will obtain a material benefit as a results of, the proposed issue of equity securities under the increased placement capacity under ASX Listing Rule 7.1A (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under ASX Listing Rule 7.1.A. Accordingly, a voting exclusion statement is not included in this Notice.

Dated: 13 October 2022

By order of the Board of Apiam Animal Health Limited

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Eryl Baron Company Secretary

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, Grant Thornton, in relation to the conduct of the external audit for the year ended 30 June 2022, or the content of its audit report. Please send your questions to the Company Secretary at company.secretary@boardroomlimited.com.au.

Written questions to the Company's auditor or the Company must be received by no later than 9.00 am (AEDT) on **Thursday 17 November 2022**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and the accompanying Explanatory Memorandum.

In accordance with the Corporations Act 2001 (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report.

During the course of the Annual General Meeting, the Chair will seek to address as many Shareholder questions as reasonably practicable, and where appropriate, will give a representative of the Company's auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to Shareholders.

VOTING INFORMATION

Voting by proxy

- (a) A Shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the Shareholder is entitled to cast two or more votes at the meeting, two proxies, to attend and vote instead of the Shareholder.
- (b) Where two proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the meeting.
- (c) A proxy need not be a Shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- (e) A proxy form accompanies this notice. If a Shareholder wishes to appoint more than one proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority by 9.00 am (AEDT) on Tuesday 22 November 2022:
 - online by going to https://www.votingonlione.com/apiamagm2022
 - by post to Boardroom Pty Limited; GPO Box 3993, Sydney NSW 2001; or
 - by facsimile: Australia +61 2 9290 9655.

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations* 2001 that shares in the Company which are on issue at **7.00 pm (AEDT) on Tuesday 22 November 2022** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the meeting).

Proxy voting by the Chair

The Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011 (Cth) imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel.

If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chair will vote in favour of Resolution 1. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Chair of the Meeting intends to vote all available undirected proxies in favour of each item of business. If you appoint as your proxy any Director of the Company, except the Chair, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company's securities registry at least 24 hours in advance of the Meeting by fax to + 61 2 9290 9655 or by email to enquiries@boardroomlimited.com.au.

EXPLANATORY MEMORANDUM TO NOTICE OF 2022 ANNUAL GENERAL MEETING

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Apiam Animal Health Limited (the Company) to be held at at Lakeside Hotel Bendigo, 286 Napier Street, Bendigo, VIC 3550.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

All capitalised terms are defined in the Definitions section of this Explanatory Memorandum.

1. FINANCIAL AND RELATED REPORTS

Agenda Item 1	Financial and Related Reports
Explanation	Section 317 of the Corporations Act requires the Company's financial report, directors'
	report and auditor's report for the financial year ended 30 June 2022 to be laid before
	the Company's 2022 Annual General Meeting. There is no requirement for a formal
	resolution on this item.
	The financial report contains the financial statements of the consolidated entity
	consisting of Apiam and its controlled entities.
	As permitted by the Corporations Act, a printed copy of the Company's 2022 Annual
	Report has been sent only to those Shareholders who have elected to receive a printed
	copy. A copy of the 2022 Annual Report is available from the Company's website
	(https://www.apiam.com.au/corporate-governance/#annual-reports).
	The Chair of the Meeting will allow a reasonable opportunity at the Meeting for
	Shareholders to ask questions. Shareholders will also be given a reasonable
	opportunity at the Meeting to ask the Company's auditor, Grant Thornton, questions
	about its audit report, the conduct of its audit of the Company's financial report for the
	financial year ended 30 June 2022, the preparation and content of its audit report, the
	accounting policies adopted by the Company in its preparation of the financial
	statements and the independence of Grant Thornton in relation to the conduct of the
	audit.

2. ADOPTION OF REMUNERATION REPORT (ADVISORY RESOLUTION)

Resolution 1	Adoption of Remuneration Report (advisory resolution)
Explanation	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2022 Annual Report and is available from the Company's website (https://www.apiam.com.au/corporate-governance/#annual-reports). The Remuneration Report: - describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; - sets out the remuneration arrangements in place for each director and for certain senior executives; and - explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Managing Director. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take into account any discussion on this resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company.
Voting Exclusion	A voting exclusion and prohibition statement applies to this resolution, as set out in the Notice.
Board Recommendation	As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) <i>Corporations Act 2001 (Cth)</i> , makes no recommendation regarding this resolution.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of Resolution 1.

3. RE-ELECTION OF DIRECTOR

Resolution 2	Re-election of Ms Evonne Collier
Explanation	Ms Evonne Collier was appointed Director on 1 October 2022. In accordance with clause 12.4b of the Constitution and Listing Rules 14.4 and 14.5, Ms Collier stands for re-election at the first annual general meeting following appointment.

About Ms Collier	Evonne Collier (Non-Executive Director)
	BA, MBus, GradCertAppFin, GAICD
	Ms Collier is a highly experienced leader combining current board (ASX, private, public unlisted) and governance experience with a successful career in Executive Director level Marketing, Innovation/Tech and Commercial roles managing large P&L's and balance sheets across diverse industries in blue-chip, multi-national organisations. She has a track record in bringing high growth strategic direction to organisations including commercialising transformative, new to world products and services and an expert background in driving brand profile, customer experience/journeying and growing market share and sales across channels, including digital products/services.
	Ms Collier has served as a Chair and Non-Executive Director on various boards since 2011 and currently serves as a Director of 4DMedical Limited (ASX:4DX) as well as a number of private and public unlisted companies.
	She currently serves as Non-Executive Director of global SaaS analytics company, Sage Automation (Chair of the Digital Products board), SaaS FinTech, Sniip (Remuneration and Nominations Chair), digital dental company, Curae Health (Chair), global eCommerce business, Australian Fitness Supplies (Chair) and Motorama Group Automotive Holdings (Chair of the Marketing and Digital Committee).
	Previously Ms Collier was a Non-Executive Director of 1300Smiles Limited (ASX:ONT) and of Think Childcare Limited (ASX:TNK) prior to its acquisition in 2021.
	Ms Collier holds a Master of Business (Marketing, Strategy and Innovation), Bachelor of Arts, Graduate Certificate of Applied Finance, and is a Graduate Member of the Australian Institute of Company Directors.
	Ms Collier is considered to be an independent Director. Ms Collier does not hold Shares in the Company.
Board Recommendation	The Board, with Ms Collier abstaining, recommends that Shareholders vote in favour of Ms Collier's re-election.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2.

4. RATIFICATION OF ISSUES OF SHARES

Resolution 3	Ratification of issue of the Romsey Placement Shares					
Explanation	An issue of, or agreement to issue, securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if each of the following apply:					
	The issue or agreement did not breach rule 7.1					
	The holders of the entity's ordinary securities subsequently approve it.					
	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 1,165,320 Fully Paid Ordinary Shares on 2 June 2022 (Romsey Placement).					

ASX Listing Rules	On 1 June 2022 the Company issued 1,165,320 fully paid ordinary shares (Romsey Placement Shares) under a placement. These Romsey Placement Shares were issued pursuant to the Company's 15% Placement Capacity under ASX Listing Rule 7.1. The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Romsey Placement Shares.				
Reasons for Resolution 3	The effect of ratification (in accordance with ASX Listing Rule 7.4) of the issue of the Romsey Placement Shares is the reinstatement of the Company's capacity under ASX Listing Rule 7.1. This will effectively enable the Company to issue further shares of up to 15% of the issued capital of the Company. If Resolution 3 is not passed, the issue will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the Issue				
Information required to be provided under the ASX Listing Rules 7.5	In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders: No. of securities 1,165,320 fully paid ordinary shares. issued Issue price per \$0.8045 per share. security Recipient of issue The vendors of Romsey Veterinary Surgery in part consideration of the acquisition price. Material terms of the agreement have been announced previously. Terms of securities Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company. Use of funds raised No funds were raised from the issue. The Shares were issued in part consideration for the acquisition of Romsey Veterinary Surgery.				
Voting Exclusion	A voting exclusion statement applies to this item of business, as set out in the Notice.				
Board Recommendation	The Directors unanimou resolution.	sly recommend that Shareholders vote in favour of this			
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.				

An issue of, or agreement to issue, securities made without approval under rule 7.1 is treated as having been made with approval for the purpose of rule 7.1 if each of the following apply. • The issue or agreement did not breach rule 7.1 • The holders of the entity's ordinary securities subsequently approve it. The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 3,827,019 Fully Paid Ordinary Shares on 1 July 2022 (VEG Placement). On 1 July 2022 the Company issued 3,827,019 fully paid ordinary shares (VEG Placement Shares) under a placement. These VEG Placement Shares were issued pursuant to the Company's 15% Placement Capacity under ASX Listing Rule 7.1. The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the VEG Placement Shares. The effect of ratification (in accordance with ASX Listing Rule 7.4) of the issue of the VEG Placement Shares is the reinstatement of the Company's capacity under ASX Listing Rule 7.1. This will effectively enable the Company to issue further shares of up to 15% of the issued capital of the Company. If Resolution 4 is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the Issue Date. In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders: No. of securities 3,827,019 fully paid ordinary shares. issued Issue price per \$0.7839 per Share. security Pasintent of following in part in	Resolution 4	Ratification of issue of	the VEG Placement Shares						
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Issue price per \$0.7839 per Share. security	Rules 7.5	No. of securities 3,827,019 fully paid ordinary shares.							
security		* * * * * * * * * * * * * * * * * * * *							
Posinient of incurs The Wondows of Victorian Course in worth									
recipient of issue the vendors of victorian Equine Group in part		Recipient of issue	The vendors of Victorian Equine Group in part						
consideration of the acquisition price. Material terms			consideration of the acquisition price. Material terms						
of the agreement have been announced previously.			of the agreement have been announced previously.						
Terms of securities Fully paid ordinary shares ranking pari-passu with									
other existing fully paid ordinary shares in the									
Company.									

	Use of funds raised No funds were raised. The issue was in part consideration of the acquisition of Victorian Equine Group.
Voting Exclusion	A voting exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that Shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 5	Ratification of issue of TVP Placement Shares					
Explanation	An issue of, or agreement to issue, securities made without approval under ASX Listing					
	Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing					
	Rule 7.1 if each of the following apply:					
	The issue or agreement did not breach rule ASX Listing					
	Rule 7.1					
	The holders of the entity's ordinary securities subsequently approve it.					
	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an					
	issue of 1,697,573 Fully Paid Ordinary Shares on 1 July 2022 (TVP Placement). The					
	Shares were issued under a placement to professional and sophisticated investors.					
ASX Listing Rules	On 1 July 2022 the Company issued 1,697,573 fully paid ordinary shares (TVP					
3 3 3 3	Placement Shares) under a placement. These TVP Placement Shares were issued					
	pursuant to the Company's 15% Placement Capacity under ASX Listing Rule 7.1.					
	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the					
	issue of the Institutional Placement Shares.					
Reasons for	The effect of ratification (in accordance with ASX Listing Rule 7.4) of the issue of the					
Resolution 5	Institutional Placement Shares is the reinstatement of the Company's capacity under					
	ASX Listing Rule 7.1. This will effectively enable the Company to issue further shares					
	of up to 15% of the issued capital of the Company .					
	If Resolution 5 is not passed, the issue will be included in calculating the Company's					
	15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities					
	it can issue without Shareholder approval over the 12-month period following the issue					
	date.					

	1								
Information	In accordance with ASX Listing Rule 7.5, which contains requirements as to the								
required to be	contents of a notice sent	to shareholders for the purposes of ASX Listing Rule 7.4, the							
provided under	following information is p	provided to Shareholders:							
the ASX Listing									
Rules 7.5	No. of securities	1,697,573 fully paid ordinary shares.							
	issued								
	Issue price per	\$0.7334 per Share.							
	security	· '							
	Recipient of issue	Recipient of issue The vendors of The Veterinary Practice in part							
	consideration of the acquisition price. Material terms								
	of the agreement have been announced previously.								
	Terms of securities	Terms of securities Fully paid ordinary shares ranking pari-passu with							
		other existing fully paid ordinary shares in the							
	Company. Use of funds raised No funds were raised. The issue was in part								
		consideration of the acquisition of Victorian Equine							
	Group.								
	Ation and to to								
Voting Exclusion	A voting exclusion statement applies to this item of business, as set out in the Notice.								
Board	The Directors unanimo	usly recommend that Shareholders vote in favour of this							
Recommendation	resolution.								
Chairman's	The Chairman of the M	locting intends to vote all available provide in favour of this							
available proxies	resolution.	leeting intends to vote all available proxies in favour of this							
a tallable provide									

5. EMPLOYEE EQUITY INCENTIVE PLAN

Resolution 6	Approval of Employee Equity Incentive Plan
Explanation	ASX Listing Rule 7.1 provides that a company may not issue equity securities, or agree to issue equity securities, without the approval of shareholders, if the number of equity securities to be issued in any 12-month period (including shares issued on the exercise of any options) exceeds 15% of the issued capital of the company preceding the issue.
	ASX Listing Rule 7.2 contains a number of exceptions to the prohibition contained in ASX Listing Rule 7.1. In particular, under Exception 13 in ASX Listing Rule 7.2, any equity securities issued under an employee incentive scheme within three years of the date on which Shareholders approve the issue of those equity securities are not counted for the purposes of ASX Listing Rule 7.1. Resolution 8 is designed to satisfy the requirements of Exception 13 in ASX Listing Rule 7.2 in relation to the Employee Equity Incentive Plan (the Plan).
	To the extent that issues under the Plan are made to Directors and their associates, separate approval under ASX Listing Rule 10.14 will be sought by the Company.

The Plan is designed as a standard component of senior executive remuneration and is intended to comprise the long-term incentive component of remuneration for senior executives, including executive Directors. Non-Executive Directors are not eligible to participate in the Plan. Other than the Plan, the Company has no other employee or executive share-based plans. Grants made under the Plan are subject to a performance period (usually set at three years) and Performance Rights will only vest if the relevant performance conditions are satisfied at the end of the relevant assessment period. The Plan has generally been designed to link rewards to eligible senior executives with improvements in Company performance and the delivery of returns to Shareholders, and for other executives, to reward their performance. Since the Plan was approved by Shareholders at the Company's Annual General Meeting on 24 November 2016, the Company has issued 5,805,520 Performance Rights to executives in the Company of which: 1,467,644 have vested of which 828,547 have been exercised; 2,531,524 have lapsed; and 2,445,449 Performance Rights remain on issue. The maximum number of equity securities that can be issued under the scheme following the approval is 8,722,616 (being 5% of the current Ordinary shares on issue). A summary of the key terms of the Plan is set out in Annexure A below. **Voting Exclusion** A voting exclusion and prohibition statement applies to this Resolution, as set out in the Notice. Dr Chris Richards abstains from making a voting recommendation on Resolution 6 as **Board** he is eligible to participate in the Plan. The other Directors recommend that Recommendation Shareholders vote in favour of this Resolution. Chairman's The Chairman of the Meeting intends to vote all available proxies in favour of this available proxies resolution.

Resolution 7	Approval for the Managing Director to participate in the Employee Equity Incentive Plan
Explanation	Resolution 7 seeks Shareholder approval for the issue of Performance Rights to Dr Chris Richards, the Company's Managing Director.
Why is approval being sought under Listing Rule 10.14	Under ASX Listing Rule 10.14, an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of holders of its ordinary securities: • A Director of the entity.

- An associate of a Director of the entity.
- A person whose relationship with the entity or with a Director of the entity or an
 associate of a Director of the entity is such that, in ASX's opinion, the acquisition
 should be approved by security holders.

Accordingly, Resolution 7 seeks Shareholder approval for the Company to issue securities under the Company's Employee Equity Incentive Plan (the **Plan**) to the Managing Director of the Company.

No other persons covered by ASX Listing Rule 10.14 are entitled to participate in the Plan.

Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties of a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless one of a number of exceptions applies or shareholder approval is obtained.

A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act. One exception to the general rule is where the benefit constitutes "reasonable remuneration" in respect of the duties and responsibilities of the related party in the management of the public company.

The Directors consider that, though the grant of the performance rights to Dr Richards under the Plan constitutes the giving of a financial benefit to a related party of the Company, the granting of the performance rights does not require approval under the Corporations Act as it falls within the exception set out in section 211 of the Corporations Act, being that the benefit is remuneration to the Managing Director and is reasonable given both the Company's circumstances and the responsibilities involved in the office of the Managing Director.

The following information is provided to Shareholders to enable Shareholders to consider the proposed allocation of performance rights to the Managing Director.

The issuing of performance rights is a recognised practice in Australia as part of the remuneration of senior executives. If no performance rights were issued, the cash remuneration of the Managing Director may have to be increased. Issuing performance rights is accordingly considered a preferable alternative as the recipient benefits if the Company's earnings per share increase (in which case all Shareholders benefit). If however the Company's earnings per share do not exceed predetermined growth targets during the assessment period, the performance rights will lapse and no benefit will be provided. This part of the Managing Director's remuneration is therefore directly related to the longer-term improved performance of the Company.

Therefore the Company is not seeking approval under Chapter 2E of the Corporations Act. Dr Richards' current remuneration comprises a salary of \$435,083 p/a (excluding superannuation), plus variable performance incentives as follows: a) maximum cash bonus for Financial Year 2023 of \$217,541 providing the Company achieves or exceeds pre-determined financial and non-financial targets; and b) participation in the current Plan as further detailed below. Terms of the A summary of the Terms of the Plan is set out in Annexure A to this document. **Employee Equity Incentive Plan** Number of If Resolution 7 is passed, the Company will grant Dr. Richards a maximum of 284,628 **Performance** Performance Rights. **Rights** This number has been determined by taking 25% of the fixed annual remuneration and dividing that figure by an amount equal to the VWAP of the Company's share price over 20 trading days beginning on 30 August 2022, which is \$0.7643 per Share. As each Performance Right represents an entitlement to one Share in the Company, the maximum number of Shares which may be acquired by Dr Richards is equal to the number of Performance Rights issued (subject to certain changes in the Company's capital during the performance period - as noted in the summary of the terms of the Plan set out in Annexure A). The conditions of Performance Rights to be issued Dr. Richards are as follows: **Performance** Performance conditions are growth in Total Shareholder Return (TSR) over **Conditions** the three-year period measured in absolute terms. The (TSR) is measured as: o The closing share price (VWAP for 20 trading days following lodgement of the FY25 Annual Report) minus The baseline share price (VWAP for 20 trading days following lodgement of the FY22 Annual Report) plus o Dividends Received o All Divided by Baseline share price (VWAP for 20 trading days following lodgement of the FY22 Annual Report). LTIs will vest only after three years' service and performance is delivered. Vesting of all LTIs is subject to Board discretion. Threshold TSR at which performance rights commence and the TSR at which 100% rights vest for the three-year period commencing 1 July 2022 is shown in the table below.

The Performance Rights will vest as follows: Absolute TSR		The Perform	nance Rights wil	I vest as follows:					
Below 45% Nil 45.95% Straight line between 50% and 100% 95% 100% 95% 100% Disclosures in the Annual Report Disclosures in the Annual Report Details of any securities issued under the Plan will be published in each Annual Report of the Company relating to the period in which the securities were issued and, where applicable, it will be noted that approval for the issue of the securities was obtained under ASX Listing Rule 10.14. Other participants under ASX Listing Rule 10.14 The only person referred to in ASX Listing Rule 10.14 currently entitled to participate in the Performance Rights Share Plan is Dr. Richards and the number of Performance Rights proposed to be issued to him are set out in this Notice. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.									
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	mindful of the need to minimise dilution to Shareholders, the Board considers that the issue of Performance Rights to Dr Richards is an appropriate and responsible cashfree method of aligning the interests of Dr Richards with that of Shareholders.
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.
Board	Dr Chris Richards abstains from making a voting recommendation on Resolution 7 as
Recommendation	it relates to a grant of Performance Rights to him. The other Directors recommend that
	Shareholders vote in favour of this Resolution .
Chair's available	The Chair of the Meeting intends to vote all available proxies in favour of this
proxies	Resolution.

6. APPROVAL OF 10% PLACEMENT CAPACITY

Resolution 8	Approval of 10% Placement Capacity under ASX Listing Rule 7.1A				
General	Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12-month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its ability to issue securities under Listing Rule 7.1 (10% Placement Capacity).				
	The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Company, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using the Company's 15% placement capacity under ASX Listing Rule 7.1.				
	Resolution 8 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.				
Formula	The exact number of additional Equity Securities that the Company may issue under 10% Placement Capacity will be determined by a formula set out ASX Listing Rule 7.7 as follows:				
	(A x D) - E				
	where:				
	A = the number of fully paid ordinary securities on issue at the commencement of relevant period,				
	 plus the number of fully paid ordinary securities issued in the relevant period under exception in rule 7.2 other than exception 9, 16 or 17, 				
	plus the number of fully paid ordinary securities issued in the relevant period on conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:				
	 the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or 				
	o the issue of, or agreement to issue, the convertible securities was				

approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4,

- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - o the agreement was entered into before the commencement of the relevant period; or
 - o the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4,
- plus the number of partly paid ordinary securities that became fully paid in the relevant period),
- less the number of fully paid ordinary securities cancelled in the relevant period

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

D = 10%.

E = the number of equity securities issued or agreed to be issued under rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4; and

"relevant period" means:

- if the entity has been admitted to the official list for 12 months or more, the 12month period immediately preceding the date of the issue or agreement; or
- if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.

Conditions of issue under the 10% Placement Capacity

There are a number of conditions applicable to the issue of Equity Securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows:

- (a) Equity Securities issued under the 10% Placement Capacity can only be issued for a cash consideration and only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares.
- (b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (VWAP) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:
 - the date on which the price at which the Equity Securities are to be issued is agreed; or
 - if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.

When the Company issues equity securities pursuant to the 10% Placement Capacity, it will give the ASX:

- (a) the information required by ASX Listing Rule 3.10.3 for release to the market; and
- (b) a list of names of the persons to whom the Company issued the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4.

Period of validity shareholder approval

In the event that the Company obtains Shareholder approval for Resolution 9 such approval will cease to be valid upon the earlier of:

- (a) 12 months after the date of this Annual General Meeting, being 24 November 2022;
- (b) The time and date of the Company's next annual general meeting; or
- (c) if applicable, the date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under ASX Listing Rule 11.1.2, or the disposal of the Company's main undertaking under ASX Listing Rule 11.2.

INFORMATION TO BE PROVIDED TO SHAREHOLDERS UNDER ASX LISTING RULE 7.3A

Risk of dilution to shareholders

If Resolution 8 is approved by Shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that:

- the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of this Meeting; and
- 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.

The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:

- an issue price of \$0.795 per Share which was the closing price of the Company's Shares on the ASX on 30 September 2022; and
- the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 174,452,319.

The table also shows:

- (a) two examples where variable 'A' has increased by 50% and 100%. The number of Shares on issue in the Company may increase as a result of the issue of Shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of Shares under ASX Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and
- (b) two examples of where the issue price of shares has decreased by 50% and increased by 100%.

Table 1. Mandatory LR7.1A Dilution Table

Variable A in Listing						
Rule 7.1.A.2		\$	0.398	\$ 0.795	\$	1.590
		50	% decrease in	Janua Duina	100	0% increase in
			issue price	Issue Price		issue price
Current Variable A	10% Voting Dilution		17,445,232	17,445,232		17,445,232
174,452,319	Funds Raised	\$	6,934,480	\$ 13,868,959	\$	27,737,919
50% increase in						
Current Variable A	10% Voting Dilution		26,167,848	26,167,848		26,167,848
261,678,479	Funds Raised	\$	10,401,720	\$ 20,803,439	\$	41,606,878
100% increase in						
current Variable A	10% Voting Dilution		34,890,464	34,890,464		34,890,464
348,904,638	Funds Raised	\$	13,868,959	\$ 27,737,919	\$	55,475,837

The table has been prepared on the following assumptions:

- (a) the Company issues the maximum number of Shares available under the 10% Placement Capacity;
- (b) no options to acquire Shares on issue in the Company are exercised and no convertible notes on issue are converted;
- (c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;
- (d) the table does not show an example of dilution that may be caused to a particular Shareholder as a result of placements under the 10% Placement Capacity based on that Shareholder's holding at the date of the Meeting;
- (e) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with ASX Listing Rule 7.1A and not under the 15% placement capacity under ASX Listing Rule 7.1;
- (f) the issue of Equity Securities under the 10% Placement Capacity consists only of Shares; and
- (g) the issue price is \$0.795 being the closing price of the Company's Shares on the ASX on 30 September 2022.

Reason for issue of shares under 10% Placement Capacity

The Company may seek to issue the Equity Securities to raise capital for the Company's existing and future activities, including research and development and commercialisation of the Company's product offerings; the acquisition of new assets, businesses or investments; marketing activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under ASX Listing Rule 7.1.A and for general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

Allocation Policy

The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors.

The Company's allocation policy is dependent on the prevailing market conditions at

	the time of any proposed issue pursuant to the 10% Placement Capacity. The identity				
	of the allottees of Equity Securities will be determined on a case-by-case basis having				
	regard to factors such as:				
	1. fund raising options (and their viability) available to the Company at the relevant				
	time;				
	2. the effect of the issue of the Equity Securities on the control of the Company;				
	3. the financial situation of the Company and the urgency of the requirement for				
	funds; and				
	4. advice from the Company's corporate, financial, legal, and broking advisers.				
	The allottees under the 10% Placement Capacity have not been determined as at the				
date of this Notice. It is intended that the allottees will be suitable profe					
sophisticated investors, and other investors not requiring a disclosure docume					
	section 708 of the Corporations Act, that are known to the Company and/or introduced				
	by third parties.				
	The allottees may include existing substantial Shareholders and/or new Shareholders,				
	but the allottees will not be related parties of the Company.				
Previous approval	The Company previously obtained approval under ASX Listing Rule 7.1A on 24				
. Torrous approva	November 2021. No securities have been issued under ASX Listing Rule 7.1A				
	subsequent to 24 November 2021.				
	As at the date of this Notice, the Company is not proposing to make an issue of Equity				
Voting Exclusion	Securities under ASX Listing Rule 7.1.A. Accordingly, a voting exclusion statement is				
and Prohibition	not included in this Notice.				
Board	The Directors unanimously recommend that Shareholders vote in favour of this				
Recommendation	resolution.				
	The Chairman of the Meeting intends to vote all available proxies in favour of this				
Chairman's					
available proxies	resolution.				

7. APPROVAL OF AMENDMENTS TO THE CONSTITUTION

Resolution 9	Approval of Amendment to the Constitution					
Explanation	A Company may modify its constitution or a provision of its constitution by special resolution of its shareholders. This Resolution is a special resolution that seeks to amend the Company's existing constitution.					
	The Corporations Amendment (Meetings and Documents) Act 2021 amends the Corporation Act to establish a permanent mechanism to allow companies to hold hybrid (in person and remote) or entirely virtual shareholder meetings.					

The Company believes that it would be prudent to update the existing Constitution to allow for flexibility in the way the Company can hold Shareholder meetings.

A summary of the proposed material changes is set out below.

A copy of the proposed amended Constitution is available upon the Company's website at https://www.apiam.com.au/corporate-governance/#key or on request from the Company Secretary at: company.secretary@boardroomlimited.com.au.

Resolution 9 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this Resolution for it to be passed.

Summary of the proposed changes

Two changes are proposed to the Constitution:

1. Technology - Shareholder Meetings

The Corporations Amendment (Meetings and Documents) Act 2021 amends the Corporation Act to establish a permanent mechanism to allow companies to hold hybrid (in person and remote) or entirely virtual shareholder meetings.

If Resolution 9 is passed, the provision of the amended Constitution dealing with the shareholder meetings will read:

9.1 Calling general meeting

- A Director may call a meeting of Members. (a)
- (b) The Directors must call annual general meetings in accordance with the Corporations Act, to be held by the Company at times to be determined by the Directors.
- Members may also request or call and arrange to hold general meetings in (c) accordance with the procedures and requirements set out in the Corporations Act.
- (d) In order to give Members as a whole a reasonable opportunity to participate, a general meeting may be held:
 - (i) at one or more physical venues; or
 - (ii) at one or more physical venues using virtual meeting technology; or
 - (iii) using virtual technology only.

The Board has not formed the intention to hold shareholder meetings using virtual technology only. This is a precaution only.

	2. Restricted Securities				
If Resolution 9 is passed, clause 21.6 of the existing Constitution will be updated reflect the requirements of ASX Listing Rule 15.12 in relation to the restricted section.					
Board Recommendation	The Directors unanimously recommend that Shareholders vote in favour of this resolution.				
Chair's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.				

DEFINITIONS

Board	means the Company's Board of Directors.					
	The die Company o Board of Briodelio.					
Company or Apiam	means Apiam Animal Health Limited ACN 604 961 024.					
Constitution	means the constitution of Apiam Animal Health Limited.					
Corporations Act	means Corporations Act 2001 (C'th).					
Director	means a director of the board of Apiam Animal Health Limited.					
Closely Related Party (of a member of	has the definition given to it by section 9 of the Corporations Act, and means: a) a spouse or child of the member; or					
KMP of an entity)	b) a child of the member's spouse; or					
	c) a dependant of the member or of the member's spouse; or					
	d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or					
	e) a company the member controls; or					
	f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).					
Explanatory Memorandum	means this explanatory memorandum accompanying and forming part of this Notice.					
FY22	means the financial year from 1 July 2021 to 30 June 2022.					
Key Management Personnel or KMP	means those people described as Key Management Personnel in the Remuneration Report and includes all Directors.					
Meeting	means the annual general meeting of the Company for 2022 to which the Notice relates.					
Notice	means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.					
Performance Right	means a Right issued under the Company's Employee Equity Incentive Plan.					
Resolution	means a resolution set out in this Notice.					
Romsey Placement Shares	means the fully paid ordinary shares issued on 2 June 2022 to the vendors of the Romsey Veterinary Surgery.					
Share	means a fully paid ordinary share in the capital of the Company.					
Shareholder	means a holder of at least one Share.					

TVP Placement Shares	means the fully paid ordinary shares issued on 1 July 2022 to the vendors of The Vet Practice.			
VEG Placement shares	means the fully paid ordinary shares issued on 1 July 2022 to the vendors of the Victorian Equine Group.			

Annexure A: Terms of the Employee Equity Incentive Plan

Eligibility	Executives of the Company as determined by the Board. Non-Executive Directors are not eligible to participate in the Plan.				
Form of grant	The following securities can be issued under the Plan: Options; Performance Rights; Service Rights; Deferred Share Awards; Exempt Share Awards; and Cash Rights, (Awards).				
Participation	Eligible employees may be invited by the Board to apply for Options, Performance Rights and/or other Awards from time to time under the Plan, at the discretion of the Board.				
Maximum Number	The aggregate number of Options, Performance Rights, or other Awards to be issued under the Plan is limited to no more than 5% of the total number of shares on issue at that time.				
Terms and conditions	The Board has discretion under the Plan Rules to set the terms and conditions (including conditions in relation to vesting, disposal restrictions or forfeiture and any applicable exercise price) on which it will invite eligible employees to apply for Options, Performance Rights or other Awards under the Plan and may set different terms and conditions which apply to different participants in the Plan.				
Vesting Conditions	Options, Performance Rights, and other Awards will vest and become exercisable to the extent that the applicable performance, service, or other vesting conditions specified at the time of grant are satisfied (collectively the Vesting Conditions). Vesting Conditions may include conditions relating to continuous employment or service, the individual performance of the participant and/or the Company's performance and the exercise price (if any) being less than the current market price of the underlying Shares as at vesting. Typically, the Vesting Conditions must be satisfied within a predetermined vesting period. Both the Vesting Conditions and the vesting period are set by the Board in its discretion and may (in certain circumstances) be waived by the Board in its discretion.				
Vesting and exercise price	The Board may, in its absolute discretion, determine that a participant is required to pay an exercise price to exercise the Options, Performance Rights or other Awards offered or granted to that participant. The Board may determine (in its discretion) and specify in an invitation that a participant may, at their election, pay the exercise price by setting off the exercise price against the number of Shares they are entitled to receive upon exercise.				
Exercise of Awards	Subject to satisfaction of Vesting Conditions, a participant may exercise an Award by lodging an exercise notice with the Company and complying with any requirements under the Plan.				

Ranking of Shares	Shares issued including Shares issued upon exercise of Options or Performance Rights granted under the Plan will rank equally in all respects with the other issued Shares.				
Voting and Dividend Rights	A participant is not entitled to vote at a Shareholder meeting or receive any dividend declared by the Company unless and until any Award is exercised and the Participal holds Shares that provide the right to vote and dividends.				
Issue or Acquisition of Shares	The Company may, in its discretion, issue new Shares or cause existing Shares to be acquired for transfer to the participant, or a combination of both alternatives, to satisfy the Company's obligations under the Plan. If the Company determines to cause the transfer of Shares to a participant, the Shares may be acquired in such manner as the Company considers appropriate, including from a trustee appointed under the Plan.				
Expiry of Awards	Options, Performance Rights, and other Awards which have not been exercised will expire if the applicable Vesting Conditions and any other conditions to exercise are not met during the prescribed vesting period or if they are not exercised before the applicable expiry date. In addition, Awards will lapse if the participant deals with the Awards in breach of the Rules of the Plan or in the opinion of the Directors, a participant has acted fraudulently or with gross misconduct.				
Quotation	Options, Performance Rights, and other Awards will not be quoted on the ASX. The Company will apply for official quotation of any Shares allotted under the Plan unless the Board resolves otherwise.				
No hedging or transfer	Participants in the Plan must not enter into transaction or arrangements, including by way of derivatives or similar financial products, which limit the economic risk of holding unvested Awards.				
Restrictions	The Board may impose restrictions on dealing in Shares or Awards which are acquired under the Plan, for example, by prohibiting them from being sold, transferred, mortgaged, pledged, charged, or otherwise disposed of or encumbered for a period of time.				
Settlement of Awards in cash If the Board determines that for a taxation, legal, regulatory or compliance reason it is appropriate to issue or transfer Shares, the Company may in lieu and final satisfaction the Company's obligation to issue or transfer Shares as required upon the exercise of Award by a participant, make a cash payment to the participant equivalent to the market value of the Awards.					
Capital reorganisation	If the Company undergoes a capital reorganisation, then the terms of the Awards for the participant will be changed to the extent necessary to comply with the Listing Rules.				
Amendment to the Plan	Subject to the ASX Listing Rules and to specified restrictions in the Plan Rules, the Company may at any time by written instrument or by resolution of the Board, amend the Plan Rules or the terms of Awards granted.				

-ENDS-



All Correspondence to:

By Mail Boardroom Pty Limited

GPO Box 3993

Sydney NSW 2001 Australia

By Fax: +61 2 9290 9655

Online: www.boardroomlimited.com.au

By Phone: (within Australia) 1300 737 760

(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 9:00am AEDT on Tuesday 22 November 2022.

■ TO VOTE ONLINE

BY SMARTPHONE

STEP 1: VISIT https://www.votingonline.com.au/apiamagm2022

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. Please indicate the office held by signing in the appropriate place.

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **9:00am on Tuesday 22 November 2022** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

■ Online https://www.votingonline.com.au/apiamagm2022

■ By Fax + 61 2 9290 9655

Boardroom Pty Limited GPO Box 3993,

Sydney NSW 2001 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Apiam Ani	mal Health Limited				
ACN 004 90 1 02		Your Address This is your address as it ap If this is incorrect, please n correction in the space to th broker should advise their b Please note, you cannot o using this form.	nark the box wone left. Securitoroker of any contract the contract of any contract the contract	vith an "X" a yholders spo hanges.	nd make the onsored by a
	PROXY FORM				
STEP 1	APPOINT A PROXY				
I/We being a m	ember/s of Apiam Animal Health Limited and entitled to attend and vote hereby appoint:				
	the Chair of the Meeting (mark box)				
	NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or your proxy below	body corporate (excluding the	ne registered s	securityholde	er) you are
Company to b	dividual or body corporate named, or if no individual or body corporate is named, the Chair of the held at the Lakeside Hotel Bendigo, 286 Napier Street, Bendigo, VIC 3550 on Thursday, 2 or act on my/our behalf and to vote in accordance with the following directions or if no directions have	4 November 2022 at 9:00a	m AEDT and	General Mee at any adjou	ting of the urnment of
Chair of the M the Meeting be	the Meeting intends to vote undirected proxies in favour of each of the items of business. eteing authorised to exercise undirected proxies on remuneration related matters: If I/we have approximate may/our proxy by default and I/we have not directed my/our proxy how to vote in respect of troise my/our proxy in respect of these Resolutions even though Resolutions 1,6 and 7 are connected the Company.	Resolutions 1, 6 and 7, I/we	expressly au	thorise the C	hair of the
	eting will vote all undirected proxies in favour of all Items of business (including Resolutions 1,6 ar to vote against, or to abstain from voting on an item, you must provide a direction by marking the				your proxy
STEP 2	VOTING DIRECTIONS * If you mark the Abstain box for a particular item, you are directing your proxy not to vote on you be counted in calculating the required majority if a poll is called.	our behalf on a show of hand	ds or on a poll	and your vo	te will not
Resolution 1	Adoption of Remuneration Report (Advisory resolution)		For	Against	Abstain*
Resolution 2	Re-election of Ms Evonne Collier				
Resolution 3	Ratification of issue of the Romsey Placement Shares				
Resolution 4	Ratification of issue of VEG Placement Shares				
Resolution 5	Ratification of issue of TVP Placement Shares				
Resolution 6	Approval of Employee Equity Incentive Plan				
Resolution 7	Approval to issue Performance Rights to Managing Director under the Employee Equity Incention	ve Plan			
Resolution 8	Approval of 10% Placement Capacity under Listing Rule 7.1A (Special Resolution)				

STEP 3 SIGNATURE OF SECURITYHOLDERS This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	_	Securityholder 2	Securityholder 3
0.1.5: 110.1.0	•	B:	D: 1 /0 0 1

/ 2022

Sole Director and Sole Company Secretary

Director

Director

Approval of Amendment to the Constitution (Special Resolution)

Resolution 9