

Genetic Technologies Limited

ACN 009 212 328

## **Notice of Annual General Meeting**

**Venue:** FB Rice, Level 33, 477 Collins St Melbourne VIC 3000 and via Webinar

**Date:** Monday 28 November 2022

**Time:** Commencing at 10:00am (AEDT)

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## Key dates

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The key dates for the Annual General Meeting (**AGM**) are set out below.

Event	Date
Last day for receipt of proxies	10:00am on Saturday 26 November 2022
Annual General Meeting	10:00am on Monday 28 November 2022

Proxy Forms received after 10:00am (AEDT) on Saturday 26 November 2022 will be disregarded.

## Hybrid AGM and Your Vote

The business of the AGM affects your shareholding and your vote is important.

As outlined in the Notice of General Meeting, the Meeting will be held as a hybrid annual general meeting via meeting at the Melbourne, Australia offices of FB Rice (Level 33, 477 Collins St Melbourne VIC 3000) and live webcast. If you are planning to watch the webcast, and whilst shareholders will be able to vote online in the Meeting, shareholders are encouraged to lodge a proxy form ahead of the meeting.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

Please refer to your enclosed Proxy Form for more information and instructions on how to vote at this Meeting.

## Questions

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Shareholders are invited to contact the Company Secretary, Mike Tonroe, on +61(0) 3 8412 7000 if they have any questions regarding the AGM.

We also invite Shareholders to submit questions to the Company or auditor in advance of the Meeting. Questions must be received by no later than 10:00am (Melbourne time) on Monday 21 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 will not be sent to shareholders. Please submit any written questions to the Company to [mike.tonroe@gtqlabs.com](mailto:mike.tonroe@gtqlabs.com).

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# Notice of Annual General Meeting

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Notice is given that the Annual General Meeting of Genetic Technologies Limited ACN 009 212 328 (**GTG** or **Company**) will be held by **Hybrid Meeting** on **Monday 28 November 2022** commencing at **10:00am** (AEDT).

The Explanatory Statement, which accompanies and forms part of this Notice, contains information to assist Shareholders to decide how to vote on the matters to be considered at the AGM.

The Meeting will be held as a hybrid annual general meeting via meeting at FB Rice's Melbourne Australia offices (Level 33, 477 Collins St Melbourne VIC 3000) and via live webcast.

To watch the webcast, ask questions and vote on the day of the meeting, please visit: **<https://meetnow.global/MUV9MTR>**. For instructions on attending the meeting virtually, please refer to the online user guide [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

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.

Terms used in this Notice are defined in the Glossary.

## Agenda

### 1. Consideration of Financial Statements

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To receive and consider the Company's financial report, directors' report and auditor's report for the year ended 30 June 2022, contained in the Company's 2022 Annual Report.

GTG's Annual Report is available online at <https://www.genetype.com>.

### 2. Resolutions

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#### Resolution 1 – Adoption of the Remuneration Report

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

*"That for the purpose of Section 250R(2) of the Corporations Act and all other purposes the Remuneration Report as set out in the Directors' report for the Company for the year ended 30 June 2022 be adopted."*

Please note that the vote on this resolution is advisory only and does not bind the Directors of the Company or the Company. The Board, however, will take the outcome of the vote into consideration when reviewing the remuneration practices or policies of the Company.

**Corporations Act Voting Restriction Statement:** A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons;

- a) a member of Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
  - b) a Closely Related Party of such a member,
- (collectively, an **Excluded Voter**).

However, an Excluded Voter may cast a vote on Resolution 1 if:

- 1. the Excluded Voter does so as a proxy; and
- 2. the vote is not cast on behalf of an Excluded Voter; and
- 3. either:
  - i. the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
  - ii. the voter is the chair of the meeting and the appointment of the chair as proxy:
    - A. does not specify the way the proxy is to vote on the resolution; and
    - B. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

## Resolution 2 – Re-Election of Mr Nick Burrows

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

*“To elect Mr Nick Burrows who retires by rotation in accordance with clause 20.3 of the Company’s Constitution and being eligible offers himself for re-election as a Director.”*

## Resolution 3 – Approval of Increased Placement Capacity

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

*“That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the increase in capacity of the Company to issue of Equity Securities 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 and otherwise on the terms and conditions in the Explanatory Statement accompanying this Notice of Meeting.”*

**ASX Listing Rules - Voting Restriction Statement:** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- a) if at the time the approval of Resolution 3 is sought the Company is proposing to make an issue of securities under Listing Rule 7.1A.2, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- b) an associate of those persons.

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

- 1. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 2. the chair 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 chair to vote on the resolution as the chair decides; or
- 3. a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

## Resolution 4 – Amendment to the Constitution

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

*“That for the purposes of section 136(2) of the Corporations Act, the existing constitution of the Company be amended as detailed in the Explanatory Memorandum, effective at the close of this meeting.”*

## By order of the Board of Directors

Mike Tonroe  
Company Secretary  
26 October 2022

Proxy Appointment, Voting and Meeting Instructions

**See attached proxy form.**

To be valid, properly completed forms must be received by the Company no later than **10:00am** Australian Eastern Daylight Time (AEDT) on **Saturday 26, 2022**.

# Explanatory Statement

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This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company that is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary. Capitalised terms defined within this Notice of Annual General Meeting, but which are not defined in the Glossary, also apply within this Notice of Annual General Meeting.

## **Legal Background applicable to Resolutions:**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the prior approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents a further 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1A.2.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue. By ratifying the issue, the base figure (i.e. variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a higher number of securities to be issued without prior Shareholder approval.

## **1. Consideration of Financial Statements**

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The Company's 2022 Annual Report comprising the Company's financial report, directors' report and auditor's report for the year ended 30 June 2022 was lodged with ASX on 30 August 2022. The Company's 2022 Annual Report is placed before Shareholders for discussion. No voting is required for this item of business.

## **2. Resolution 1 – Adoption of the Remuneration Report**

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### ***Background***

The Company submits its Remuneration Report for the financial year ended 30 June 2022 to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution pursuant to section 250R of the Corporations Act. The Company's Remuneration Report can be found in the Company's 2022 Annual Report. It sets out a range of matters relating to the remuneration of Directors and Senior Executives of the Company and explains Board policies in relation to the nature and value

of remuneration paid to Directors and Senior Executives within the Company. A copy of the Company's 2022 Annual Report can be found on its website at [www.genetype.com](http://www.genetype.com).

A vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

The Corporations Act provides that:

- a) members of the Key Management Personnel whose remuneration details are included in the Remuneration Report (and any Closely Related Party of those members) are not permitted to vote on a resolution to approve the Remuneration Report, and
- b) if the vote to approve the Remuneration Report receives a "no" vote by at least 25% of the votes cast, this will constitute a "first strike".

As no "strike" occurred at the Genetic Technologies' 2021 Annual General Meeting, the current "strike" count is zero. If a "first strike" was to occur at the 2022 Annual General Meeting:

- a) the Company's subsequent Remuneration Report (in other words, the Company's Remuneration Report to be included in the 2023 Annual Report) must include an explanation of the Board's proposed action in response to the "no vote" or an explanation of why no action has been taken; and
- b) if the Company's subsequent (i.e. 2023) Remuneration Report also receives a "no vote" at the 2023 Annual General Meeting of at least 25% of the votes cast, then Shareholders at the 2023 Annual General Meeting will be asked (at that 2023 Annual General Meeting) to vote on whether or not the Company is to hold another general Shareholder's meeting (within the following 90 days) to vote on a "spill resolution" under section 250V of the Corporations Act.

In the interests of good corporate governance, the Board abstains from making a recommendation in relation to Resolution 1.

A voting restriction statement is set out in Resolution 1 in the Notice.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his voting intention on any resolution, in which case an ASX announcement will be made.

#### **Board recommendation and undirected proxies**

As all members of the Board are excluded from voting on Resolution 1, they do not make any recommendations on voting. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

### **3. Resolution 2 – Re-Election of Mr Nick Burrows B.Com, FAICD, FCA, FGIA, FTIA, F Fin**

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Mr. Burrows has over 30 years' commercial experience and was appointed to the GTG Board on 1st September 2019. He is an independent Non-Executive Director across the Listed, Government and Private sectors with significant expertise in corporate governance, and strategic, commercial, financial and risk management oversight, underpinned by his background as a chartered accountant and registered company auditor.

Mr. Burrows was Chief Financial Officer and Company Secretary of Tassal Group Limited for 21 years from 1988 to 2009 and accordingly brings to the Board strong c-suite executive experience and the benefits of an extensive and senior executive ASX200 listed entity background.

Mr. Burrows current and past Board and advisory portfolio spans listed entities, regulated entities, GBE's, State-owned and local Government entities and authorities, large private / family companies, community organisations, membership-based bodies and Not-for-Profits.

Mr Burrows is a Fellow of the Australian Institute of Company Directors, Institute of Chartered Accountants Australia, Governance Institute of Australia Ltd, Taxation Institute of Australia and the Financial Services Institute of Australasia. Mr Burrows also served as National President of the Governance Institute of Australia in 2002 and served on their National Board for 6 years.

#### **Board recommendation and undirected proxies**

The Board (except for Mr Burrows due to his interest in the outcome) unanimously recommends that Shareholders vote in favour of Resolution 2. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

### **4. Resolution 3 – Approval of Increased Placement Capacity**

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#### **General**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (subject to some limitations described below).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval (**10% Placement Capacity**). By this resolution the Company is seeking shareholder approval to increase its capacity to issue shares under Listing Rule 7.1A. There is no guarantee that the Company will issue any shares under its 10% Placement Capacity.

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the 15% limit under Listing Rule 7.1 plus an additional 10% under Listing Rule 7.1A, both without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the 10% Placement Capacity and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities, must be only for cash consideration and is subject to the below described minimum price restriction (where the 15% limitation under Listing Rule 7.1 is not subject to this cash only limitation or price restriction). The Company currently has one class of quoted Equity Security on issue, being Shares (ASX Code: GTG).

The exact number of Equity Securities that the Company may issue under an approval under ASX Listing Rule 7.1A will be calculated according to the following formula:

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

Where:

**A** is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

1. plus the number of fully paid ordinary securities issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
2. plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
  - (a) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

- (b) the issue of, or agreement to issue, the convertible securities was approved, or taken under the ASX Listing Rules to have been approved, under rule 7.1 or rule 7.4,
- 3. 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:
  - (a) the agreement was entered into before the commencement of the relevant period; or
  - (b) the agreement or issue was approved, or taken under the ASX Listing Rules to have been approved, under rule 7.1 or rule 7.4,
- 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;
- 5. plus the number of partly paid ordinary securities that became fully paid in the relevant period;
- 6. less the number of ordinary securities cancelled in the relevant period.

**D** is 10%.

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

### ***Information required by ASX Listing Rule 7.3A***

In accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

#### ***Minimum Price***

Pursuant to ASX Listing Rule 7.1A.3, the minimum price at which the Equity Securities may be issued under the 10% Placement Capacity is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX 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 by the Company and the recipient of the securities; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in paragraph (i), the date on which the Equity Securities are issued.

#### ***Purposes of Issue under 10% Placement Capacity***

The Company may only issue Equity Securities under the 10% Placement Capacity for cash consideration. In general terms, the Company could issue equity securities under its Additional Placement Capacity to raise cash for product research and development and general working capital and administration.

#### ***Applicable Period for the Approval***

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the annual general meeting at which the approval is obtained and expiring on the first to occur of the following:

- (i) The date that is 12 months after the date of the annual general meeting at which the approval is obtained.
- (ii) The time and date of the entity's next annual general meeting.
- (iii) the time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking) after which date an approval under ASX Listing Rule 7.1A ceases to be valid.

#### ***Risk of voting dilution***

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Equity Securities under any 10% Placement Capacity issue.

Table 1 below shows, by way of example, the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2 if Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement



Capacity, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

**Table 1**

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)*	Dilution			
	Issue Price (per Share):	0.0015	0.003	0.006
		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
9,233,965,143 (Current Variable A)	Shares issued - 10% voting dilution	923,396,514	923,396,514	923,396,514
	Funds raised	\$1,385,095	\$2,770,190	\$5,540,379
13,850,947,715 (50% increase in Variable A)	Shares issued - 10% voting dilution	1,385,094,771	1,385,094,771	1,385,094,771
	Funds raised	\$2,077,642	\$4,155,284	\$8,310,569
18,467,930,286 (100% increase in Variable A)	Shares issued - 10% voting dilution	1,846,793,029	1,846,793,029	1,846,793,029
	Funds raised	\$2,770,190	\$5,540,379	\$11,080,758

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer), or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above uses the following assumptions:

- (i) There are currently 9,233,965,143 Shares on issue.
- (ii) The issue price set out above of \$0.003 is the closing price of the Shares on the ASX on 21 October 2022.
- (iii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- (iv) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- (v) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options or Warrants are exercised into Shares before the date of issue of the Equity Securities. There are currently 679,350,000 unquoted options and performance rights and 264,266,778 Warrants on issue.
- (vi) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (vii) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- (viii) 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%.
- (ix) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

### ***Risk of economic and voting dilution***

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of approval of this Resolution; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

### ***Allocation policy under the 10% Placement Capacity***

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities which may be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

### ***Previous approval under ASX Listing Rule 7.1A***

As at the date of this Notice, in the 12 months preceding the date of the Meeting, the Company has issued no Equity Securities under Listing Rule 7.1A in the 12 months prior to the date of this Meeting.

### ***Voting exclusion statement***

A voting exclusion statement is provided in this Notice of Meeting. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, the Company does not expect any existing Shareholders will be excluded from voting on Resolution 3.

### ***Board recommendation***

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3. The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution 3.

## **5. Resolution 4 – Amendment to the Constitution**

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### **Background**

The Company proposes to make amendments to its Constitution by special resolution of Shareholders under section 136(2) of the Corporations Act to bring the Constitution in line with current laws and corporate governance practices. The proposed amendments include changes:

- in relation to the laws pertaining to virtual meetings and other electronic arrangements by the inclusion of a new Clause 16A in the Constitution;
- includes Proportional Bid Provision (providing that if an offer is received for a specified proportion of the Company's shares, a shareholders' meeting must approve the takeover bid before it may take effect) by the inclusion of a new Clause 8A in the Constitution. If that approval is obtained, the offer may proceed. If the approval is not obtained, the offer will be taken to have been withdrawn. The provisions do not apply to an offer under a takeover bid for all of the Company's shares.
- A new Clause 12 to replace the existing Clause 12 contains the provisions required by Listing Rule 15.12 and will allow the Company to comply with the Listing Rules in connection with the issue of restricted securities in the future should that be necessary.

### **Amendment for Virtual General Meetings**

During the period from 14 August 2021 until 1 August 2022 companies were permitted to hold shareholder meetings (including their annual general meetings) virtually under the previous temporary

provisions introduced by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (**TLAA**). The provisions of the TLAA expired on 2 August 2022.

Commencing as from 3 August 2022 the provisions of Schedule 2 to the *Corporations Amendment (Meetings and Documents) Act 2021 (Cth)* relating to electronic meetings and sending of documents came into effect. Under the provisions of that Act, company meetings can now be held:

- physically in person;
- partly in person and partly virtually using virtual meeting technology;
- entirely virtually using virtual meeting technology, so long as that is expressly allowed under the company's constitution – this is a new requirement that was not in place under the previous temporary TLAA provisions.

The current Constitution of the Company does not specifically allow for shareholder meetings to be held 'virtually'. The new clause 16A has been crafted so that where that clause does not address a particular item already dealt with in the Constitution, the existing provisions of the Constitution still apply. The Company wishes to retain the flexibility (that previously existed under the above TLAA temporary measures) to be able to conduct meetings virtually, as it believes in many instances a shareholder meeting held virtually is a more efficient and less costly means of conducting a shareholder meeting.

The proposed changes do not seek to mandate that all shareholders meetings must be held virtually, just that the Company has the ability to do so if it decides to do so. If this Resolution 4 is not approved by Members the Company will not be able to hold member meeting virtually, all shareholder meetings will have to be held as hybrid meetings or entirely 'physical' (in person) meetings and will not have the above described flexibility and costs savings.

#### **Amendment for Proportional Bid Provisions**

Resolution 4 proposes the amendment of the Company's Constitution to insert a new Clause 8A of the Company's Constitution in the form of Clause 8A included in the Schedule to this Notice. When the Constitution was originally adopted, it did not specifically include any provisions referring to proportional takeover bids.

A "proportional takeover bid" means an off-market bid for a specified proportion of the Company's securities held by each shareholder in a class for which a takeover bid has been made. It is not a bid for all securities held by all members of that class, only part of the securities each holds.

The new proposed Clause 8A of the Constitution (the **Proportional Bid Provisions** in this Notice) provides that the Company is prohibited from registering any transfer of shares giving effect to a contract of sale pursuant to a proportional takeover bid unless and until after the proposed transfer has been approved by the members at a general meeting of the Company (**Approving Resolution**). The person making the offer for the securities (**Offeror**) (and their associates) cannot vote on the Approving Resolution and the Approving Resolution requires the approval of more than 50% of members who are entitled to vote at that meeting.

Part 6.5 Subdivision 5C of the Corporations Act provides that these Proportional Bid Provisions cease to apply at the end of 3 years from their adoption (or last renewal), but that they may be renewed by special resolution of the members. The Board believes it is appropriate that the Proportional Bid Provisions of the Company's Constitution (i.e. new Clause 8A) be added as a new provision in the Constitution, with the ability of the shareholders to approve this new Clause 8A every 3 years.

In seeking the members' approval for the inclusion of the Proportional Bid Provisions, the Corporations Act requires the below information to be provided to members.

#### **Effect of provisions proposed to be included**

As stated above, the new Clause 8A of the Constitution provides that the Company is prohibited from registering any transfer of shares giving effect to a contract of sale pursuant to a proportional takeover bid unless and until after an Approving Resolution has been approved. The Offeror (and their associates)

cannot vote on the Approving Resolution and the Approving Resolution requires the approval of more than 50% of members who are entitled to vote at that meeting.

Clause 8A also provides that:

- a) If an Approving Resolution is not voted upon within 14 days of the end of the bid period, the Approving Resolution is deemed approved; and
- b) If the Approving Resolution is rejected, all unaccepted offers under the proportional takeover bid are deemed withdrawn and the Offeror must rescind each contract created as a result of the acceptance of an offer under that proportional takeover bid.

#### Reasons for the resolution

The Directors believe that the members should have the choice of considering whether to accept a bid for what might become control of the Company without the members having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). To enable this choice, the Constitution needs to be amended to include Clause 8A. If Clause 8A is included and any proportional takeover bid (if any) is subsequently approved by members, each member will still have the right to make a separate decision whether that member wishes to accept the (proportional takeover) bid for their own securities.

#### Awareness of current acquisition proposals

As at the date of these Explanatory Notes, none of the Directors is aware of any proposal for any person to acquire (or increase the extent of) a substantial interest in the Company from its current level.

#### *The advantages and disadvantages of the Proportional Bid Provisions since their adoption*

As there have been no Proportional Bid Provisions in the Constitution to date, there is no information to provide on this requirement.

#### Potential advantages and disadvantages of the proposed resolution for both directors and shareholders

An advantage to the directors of including the Proportional Bid Provisions is that the Board will be able to assess the member's acceptance or otherwise of a proportional takeover bid should one be made.

As stated above, Clause 8A provides the members with the choice of considering whether to accept a bid for what might become control of the Company without the members having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid) and there may be a risk of a potential bidder being able to acquire control of the Company without paying an adequate control premium. If Resolution 4 is not approved and the Constitution is not amended by the inclusion of Clause 8A, members will not have this opportunity.

The Proportional Bid Provisions may assist shareholders in avoiding being locked into a relatively powerless minority position, and increase shareholders' bargaining power to require that a full bid, rather than partial bid, be made. It may also assist in ensuring that any proportional bid is adequately priced and is structured so as to be attractive to a majority of shareholders.

By determining the views of a majority of shareholders, it assists the directors and each individual shareholder in assessing the likely outcome of a proportional takeover bid and whether to approve or reject that offer. The Directors consider that it is appropriate for Shareholders to have this right.

The potential disadvantages of the renewal of the proportional takeover provision for Shareholders are that it may reduce the opportunities that Shareholders have to sell some of their shares and it may be considered to constitute a restriction on the ability of shareholders to freely deal with their shares.

#### Recommendation for Resolution 4

Balancing the above advantages and disadvantages, the Directors are of the view that the advantages of amending the Constitution by including the Proportional Bid Provisions outweigh any disadvantages and unanimously recommend their inclusion. Accordingly, shareholder approval is sought pursuant to

this Resolution 4. The Board unanimously recommends that shareholders vote in favour of Resolution 4.

#### **Amendment for Restricted Securities**

On 1 December 2019, ASX Listing Rule 15.12 was amended to require entities admitted to the Official List, or that issue restricted securities, on or after that date to include the provisions set out in ASX Listing Rules 15.12.1 to 15.12.5 (relating to restricted securities) in the entity's constitution.

It is proposed that the Constitution be amended to include the provisions set out in ASX Listing Rule 15.12.

A new Clause 12 (as set out in the Schedule) is proposed to be inserted in place of the exiting Clause 12. This new Clause 12 states the provisions set out in ASX Listing Rules 15.12.1 to 15.12.5. and will allow the Company to comply with the Listing Rules in connection with the issue restricted securities in the future should that be necessary.

Under section 136(2) of the Corporations Act, a company can modify its constitution or a provision of its constitution by special resolution of its shareholders. Under section 137(a) of the Corporations Act, the modification is effective on the date on which Resolution is passed, if it specifies no later date. As such, if this Resolution is passed, the amended Constitution will be in effect from the date of the Meeting.

A marked-up version of the proposed amendments to the Constitution is available for review at the Meeting. The proposed amendments (as described above) are set out in the Schedule to this Notice of Meeting.

This Resolution is a special resolution and so requires the approval of 75% or more of the votes cast by Shareholders.

#### **Board recommendations and undirected proxies**

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 4 The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution 4.

## Glossary

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In this Explanatory Statement, the following terms have the following meaning:

<b>ASIC</b>	Australian Securities & Investments Commission.
<b>Annual General Meeting or Meeting or AGM</b>	Annual General Meeting of Shareholders of the Company or any adjournment of it, convened by this Notice.
<b>Associate</b>	has the meaning given to it by Part 1.2 Division 2 of the Corporations Act.
<b>ASX</b>	The Australian Securities Exchange operated by ASX Limited.
<b>ASX Listing Rules</b>	means the Listing Rules of the ASX.
<b>Board or GTG Board</b>	Board of Directors of the Company.
<b>Chairman or Chair</b>	The chair of the Board.
<b>Company or GTG</b>	Genetic Technologies Limited ACN 009 212 328
<b>Constitution</b>	means the constitution of the Company for the time being in force.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A director of the Company.
<b>Listing Rules</b>	The Listing Rules of ASX.
<b>Notice or Notice of Annual General Meeting</b>	The notice of Annual General Meeting, which accompanies this Explanatory Statement.
<b>Proxy Form</b>	The proxy form accompanying the Notice.
<b>Resolution</b>	A resolution set out in the Notice.
<b>Share</b>	Fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	A registered holder of a Share.
<b>Unlisted</b>	Not listed on the ASX
<b>Warrant</b>	A warrant to purchase a Share.

## Schedule

**Amendments to the Constitution of Genetic Technologies Limited ACN 009 212 328 ("Constitution") are as follows:**

**Section 1.1 of the Constitution is amended by the insertion of the following:**

**"Meeting Technology** means any technology approved by the Directors that is reasonable to use for the purpose of holding a meeting at one or more physical venues or entirely virtually by electronic means (without any physical meeting) or by a combination of those methods and otherwise satisfies the requirements of this Constitution and the Corporations Act;"

**"Present** means, in connection with a meeting, the Member being present in person or by proxy, by attorney or, where the Member is a body corporate, by representative, and includes being present at a different venue from the venue at which other Members are participating in the same meeting or virtually where the meeting is held using Meeting Technology, providing the pre-requisites for a valid meeting as set out in this Constitution and the Corporations Act are observed;"

**A new Clause 8A is inserted into the Constitution as follows**

### **8A Proportional Bid Provisions**

#### **8A.1 Interpretation**

In this clause 8A:

- a) **Associate** in relation to another person has the meaning given to that term in the Corporations Act for the purposes of Subdivision C of Chapter 6.5 of the Corporations Act;
- b) **Bidder** means a person making an offer for Shares under a Proportional Bid;
- c) **Proportional Bid** means a proportional takeover bid as defined in section 9 of the Corporations Act; and
- d) **Relevant Day**, in relation to a Proportional Bid, means the day that is 14 days before the last day of the bid period.

#### **8A.2 Transfers prohibited without approval**

Where a Proportional Bid in respect of Shares included in a class of Shares in the Company has been made:

- a) the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the Proportional Bid is prohibited unless and until a resolution (**Approving Resolution**) to approve the Proportional Bid is passed, or is deemed to have been passed, in accordance with Subdivision C of Chapter 6.5 of the Corporations Act;
- b) a Member (other than the Bidder or an Associate of the Bidder) who, as at the end of the day on which the first offer under the Proportional Bid was made, held Shares included in the bid class is entitled to vote on an Approving Resolution and, for the purposes of so voting, is entitled to 1 vote for each such Share;
- c) neither the Bidder nor an Associate of the Bidder may vote on an Approving Resolution;
- d) an Approving Resolution must be voted on at a meeting of the Members entitled to vote on the resolution which has been convened and conducted by the Company; and
- e) an Approving Resolution is passed if more than 50% of the votes cast on the resolution by Members Present and entitled to vote on the resolution are in favour of the resolution.

### **8A.3 Meetings**

- a) *The provisions of this Constitution relating to a general meeting of the Company apply, with such modifications as the circumstances require, in relation to a meeting that is convened for the purposes of this clause 8A.*
- b) *The Directors of the Company must ensure that the Approving Resolution is voted on in accordance with this clause before the Relevant Day.*
- c) *Where an Approving Resolution is voted on in accordance with this clause, then before the Relevant Day, the Company must:*
  - i. *give to the Bidder; and*
  - ii. *serve on ASX,**a written notice stating that a resolution to approve the Proportional Bid has been voted on and that the resolution has been passed or has been rejected, as the case requires.*

### **8A.4 Deemed approval**

*Where, as at the end of the day before the Relevant Day in relation to a Proportional Bid, no Approving Resolution to approve the Proportional Bid has been voted on in accordance with this clause, an Approving Resolution to approve the Proportional Bid is, for the purposes of this clause, deemed to have been passed under this clause 8A.*

### **8A.5 Proportional Bid rejected**

*Where an Approving Resolution is voted on and is rejected then:*

- a) *despite section 652A of the Corporations Act, all offers under the Proportional Bid that have not, as at the end of the Relevant Day, resulted in binding contracts are deemed to be withdrawn at the end of the Relevant Day;*
- b) *the Bidder must immediately, after the end of the Relevant Day, return to each Member any documents that were sent by the Member to the Bidder with the acceptance of the offer;*
- c) *the Bidder may rescind and must, as soon as practicable after the end of the Relevant Day, rescind each contract resulting from the acceptance of an offer made under the Proportional Bid; and*
- d) *a Member who has accepted an offer made under the Proportional Bid is entitled to rescind the contract (if any) resulting from that acceptance.*

### **8A.6 Duration of clause**

*This clause 8A ceases to have effect on the later to occur of:*

- a) *the third anniversary of its adoption; or*
- b) *the third anniversary of its most recent renewal effected under the Corporations Act.*

## **The current Clause 12 is removed and replaced with the following new Clause 12**

### **12 Restricted Securities**

- (a) *In this clause 12, "dispose" (and any other grammatical forms of it), "securities", "class", "issuer-sponsored subregister", "holding lock" and "restriction deed" have the meaning given by the Listing Rules.*
- (b) *A holder of Restricted Securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities, except as permitted by the Listing Rules or ASX.*
- (c) *If the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer-sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those securities.*



- (d) *The Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX.*
- (e) *A holder of Restricted Securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX.*
- (f) *If a holder of Restricted Securities breaches a restriction deed or a provision of the Constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.*
- (g) *notwithstanding any other provision of this Constitution to the contrary, the provisions of this clause 12 apply to this Constitution, and to the extent there is a conflict (if any) between this clause 12 and any other provision of this Constitution (other than clause 1.7), the provisions of this clause 12 shall prevail:*

**A new Clause 16A is inserted into the Constitution as follows**

**"16A Use of technology**

*Notwithstanding any other provision of this Constitution to the contrary, the following shall apply, and to the extent there is a conflict (if any) between this clause 16A and any other provision of this Constitution (other than clause 1.7), the provisions of this clause 16A shall prevail:*

- (a) *Subject to any applicable Law, the Company may hold a meeting of Members:*
  - (i) *at a physical venue;*
  - (ii) *at one or more physical venues and virtually using Meeting Technology;*
  - (iii) *virtually, using Meeting Technology only; or*
  - (iv) *in any other way permitted by the Corporations Act.*
- (b) *The Company must give the Members entitled to attend the meeting, as a whole, a reasonable opportunity to participate in the meeting, however it is held.*
- (c) *A Member, or a proxy, attorney or representative of a Member, who attends the meeting (whether at a physical venue or virtually by using Meeting Technology) is taken for all purposes to be Present at the meeting while so attending.*
- (d) *If, before or during a meeting of Members, any technical difficulty occurs, such that the Members as a whole do not have a reasonable opportunity to participate, the Chairperson of the meeting may:*
  - (i) *adjourn the meeting until the technical difficulty is remedied; or*
  - (ii) *subject to the Corporations Act, where a quorum remains Present and able to participate, continue the meeting.*
- (e) *Each notice convening a general meeting must include the following where Meeting Technology is to be used in holding the meeting -*
  - (i) *sufficient information to allow Members to participate in the meeting by means of the technology;*
  - (ii) *Where a general meeting is held only virtually using Meeting Technology:*
    - (A) *the place for the meeting is taken to be the address of the registered office of the Company; and*
    - (B) *the time for the meeting is taken to be the time at that place, and.*
  - (iii) *any other information required by Law or the Listing Rules*

- (f) *If a quorum is not Present within 15 minutes after the time appointed for the general meeting the meeting stands adjourned to a day and at a time and place as the Directors decide or, if no decision is made by the Directors:*
- (i) *the meeting is adjourned to the same day in the next week at the same time;*
  - (ii) *if any of the Members was entitled to physically attend the meeting and the location is not specified, the meeting is adjourned to the same location or locations as were specified for the original meeting; and*
  - (iii) *if Meeting Technology was used in holding the original meeting and sufficient information to allow members to participate in the resumed meeting by means of the technology is not specified, participation in the adjourned meeting by means of the Meeting Technology must be provided in the same manner as set out in the notice for the original meeting.*
- (g) *Subject to clause 16A(g)(iii), and the requirements of any Law and the Listing Rules, any resolution to be considered at a general meeting will be decided:*
- (i) *on a poll, if:*
    - (A) *Meeting Technology is used in holding the meeting; or*
    - (B) *a poll is demanded at or before the declaration of the result of the show of hands; or*
  - (ii) *otherwise, on a show of hands.*
  - (iii) *Any resolution to be considered at a general meeting and which seeks an approval under (or in connection with) the Listing Rules must be decided by way of a poll.*
- (h) *The Directors may hold a valid meeting of Directors using Meeting Technology, and in that case:*
- (i) *the participating Directors are taken for all purposes to be present at the meeting while so participating;*
  - (ii) *subject to the Corporations Act, the meeting is taken to be held at the place where the Chairperson of the meeting is and at the time at that place; and*
  - (iii) *all proceedings of the Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were present in person."*
-

## Need assistance?



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



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

GTG

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Genetic Technologies Limited Annual General Meeting

The Genetic Technologies Limited Annual General Meeting will be held on Monday, 28 November 2022 at 10:00am (AEDT). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 10:00am (AEDT) Saturday 26 November 2022.



### ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:  
<https://meetnow.global/MUV9MTR>

For instructions refer to the online user guide [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)



### ATTENDING THE MEETING IN PERSON

FB Rice, Level 33, 477 Collins St Melbourne VIC 3000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



GENETIC TECHNOLOGIES LIMITED  
ABN 17 009 212 328

GTG

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Saturday, 26 November 2022.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

XX

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



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



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Genetic Technologies Limited hereby appoint



the Chairman  
of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Genetic Technologies Limited to be held at FB Rice, Level 33, 477 Collins St Melbourne VIC 3000 and as a virtual meeting on Monday, 28 November 2022 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

### Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Mr Nick Burrows	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Increased Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Adopt a new Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

GTG

2 9 2 7 8 7 A



Computershare





GENETIC TECHNOLOGIES LIMITED  
ABN 17 009 212 328

GTGRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Genetic Technologies Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Genetic Technologies Limited**