



**G MEDICAL INNOVATIONS HOLDINGS LTD.  
ARBN 617 204 743**

**NOTICE OF GENERAL MEETING**

**A General Meeting of the Company will be held at the offices of Otsana Capital, 108 Outram Street, West Perth, Western Australia on Thursday, 25 January 2018 at 9.30 am (WST)**

*The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

*Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 6189 1155.*

**Shareholders are urged to attend or vote by lodging the proxy form enclosed with this Notice**

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# G MEDICAL INNOVATIONS HOLDINGS LTD.

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## NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of G Medical Innovations Holdings Ltd. (**Company**) will be held at the offices of Otsana Capital, 108 Outram Street, West Perth, Western Australia, on Thursday, 25 January, 2018 at 9.30 am (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form comprise part of the Notice.

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 7.00pm (AEDT) on Tuesday, 23 January, 2018.

Terms and abbreviations used in the Notice are defined in Schedule 1.

## AGENDA

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### 1. Resolution 1 - Ratification of prior issue of Placement Shares

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

*“That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 31,395,349 Placement Shares issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.*

#### Voting Exclusion

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or their respective associates. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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## 2. Resolution 2 - Ratification of prior issue of Lead Manager Options

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

*“That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,000,000 Lead Manager Options issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum and Schedule 2.*

### Voting Exclusion

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or their respective associates. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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## 3. Resolution 3 - Ratification of prior issue of Consideration Shares

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

*“That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,254,859 Consideration Shares issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.*

### Voting Exclusion

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or their respective associates. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**BY ORDER OF THE BOARD**



Stephen Buckley  
Company Secretary  
Dated: 20 December 2017

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# G MEDICAL INNOVATIONS HOLDINGS LTD.

ABRN 617 204 743

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## EXPLANATORY MEMORANDUM

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### 1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of Otsana Capital, 108 Outram Street, West Perth, Western Australia, on Thursday, 25 January, 2018 at 9.30 am (WST)

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Resolution 1 - Ratification of prior issue of Placement Shares
Section 4:	Resolution 2 - Ratification of prior issue of Lead Manager Options
Section 5:	Resolution 3 - Ratification of prior issue of Consideration Shares
Schedule 1:	Definitions
Schedule 2:	Terms and conditions of Lead Manager Options

A Proxy Form is enclosed with this Notice including the Explanatory Memorandum.

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### 2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is enclosed with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Completed Proxy Forms can be sent to the Company by:

Post: PO Box 1974, West Perth WA 6872

Hand Delivery: 108 Outram Street, West Perth WA 6005

Facsimile: +61 (0)8 9563 6373

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

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### **3. Resolution 1 - Ratification of prior issue of Placement Shares**

#### **3.1 Background**

On 15 November 2017, the Company announced that it was undertaking a placement to raise up to \$13.5 million (before costs) (**Placement**) by the issue of a total of up to approximately 31.4 million Shares at \$0.43 per Share (**Placement Shares**).

#### **3.2 General**

Resolution 1 seeks Shareholder approval for the ratification of the issue of the Placement Shares.

#### **3.3 Listing Rule 7.4**

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that, where a company in general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1 and 7.1A), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set

out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### 3.4 Technical information required by Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the issue of the Placement Shares:

- (a) a total of 31,395,349 Shares were issued as Placement Shares under Listing Rule 7.1 on 21 November 2017;
- (b) the Placement Shares were issued at an issue price of \$0.43 each;
- (c) the Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Shares were issued to institutional and sophisticated or professional investors who are not related parties of the Company;
- (e) the Company intends to use the funds raised by the issue of the Placement Shares to assist in funding the commercialisation of the Company's medical devices and service offerings in line with the demand under its new partnerships and the Company's business strategy, as well as for general working capital; and
- (f) a voting exclusion statement is included in the Notice.

### 3.5 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

Resolution 1 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

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## 4. Resolution 2 - Ratification of prior issue of Lead Manager Options

### 4.1 Background

On 15 November 2017, the Company also announced it will issue 2 million unlisted Options to Hunter Capital (or its nominees) in consideration for lead managers services provided in relation to the Placement (**Lead Manager Options**).

### 4.2 General

Resolution 1 seeks Shareholder approval for the ratification of the issue of the Lead Manager Options.

### 4.3 Listing Rule 7.4

A summary of Listing Rules 7.1 and 7.4 is outlined in Section 3.3 above.

The effect of Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

#### **4.4 Technical information required by Listing Rule 7.5**

Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the issue of the Lead Manager Options:

- (a) a total of 2,000,000 Options were issued as Lead Manager Options under Listing Rule 7.1 on 21 November 2017;
- (b) the Lead Manager Options were issued for nil cash consideration in satisfaction of lead manager services provided by Hunter Capital in relation to the Placement;
- (c) the Lead Manager Options will be issued on the terms and conditions set out in Schedule 2;
- (d) the Lead Manager Options were issued to Hunter Capital (or its nominees), none of whom will be related parties of the Company;
- (e) no funds will be raised from the issue of the Lead Manager Options as the Lead Manager Options will be issued in consideration for services provided to the Company; and
- (f) a voting exclusion statement is included in the Notice.

#### **4.5 Board recommendation**

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

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## **5. Resolution 3 - Ratification of prior issue of Consideration Shares**

### **5.1 Background**

On 30 October 2017, the Company announced that its wholly owned subsidiary, G Medical Innovations USA Inc, had entered into an agreement to acquire 100% of the issued capital of CardioStaff, a United States based independent diagnostic testing facility (**Acquisition**).

On 6 December 2017 the Company announced the completion of the Acquisition, pursuant to which it issued 3,254,859 Shares to the shareholders of CardioStaff as consideration (**Consideration Shares**).

The number of Consideration Shares issued was based on a value of US\$1 million, using the closing price of the Shares on ASX and the AUD:USD exchange rate on the date before the completion date.

The Consideration Shares are to be held voluntarily in escrow for a period of 180 days from the date of issue (**Escrow Period**). If during the Escrow Period, the Company makes certain claims for indemnification for breach of representation or warranty, covenant, an action being undertaken or similar, then:

- (a) if the claim is resolved before the Escrow Period expires, the number of Consideration Shares equivalent to the value of the claim are to be returned to the Company for cancellation in accordance with the applicable laws and regulations in the Cayman Islands; or
- (b) if the claim is not resolved before the Escrow Period expires, the number of Consideration Shares equivalent to the value of the claim is to be retained in escrow until such claim is resolved.

In the event any Consideration Shares are cancelled in accordance with Section 5.1(a), the value of the Consideration Shares to be cancelled will be based on the market value of the Consideration Shares on the date the Consideration Shares are cancelled.

## **5.2 General**

Resolution 3 seeks Shareholder approval for the ratification of the issue of the Consideration Shares.

## **5.3 Listing Rule 7.4**

A summary of Listing Rules 7.1 and 7.4 is outlined in Section 3.3 above.

## **5.4 Technical information required by Listing Rule 7.5**

Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the issue of the Consideration Shares:

- (a) a total of 3,254,859 Shares were issued as Consideration Shares under Listing Rule 7.1 on 6 December 2017;
- (b) the Consideration Shares were issued for nil cash consideration in satisfaction of the Acquisition and at a deemed issue price of \$0.405 per Consideration Share;
- (c) the Consideration Shares were issued to the shareholders of CardioStaff (or their respective nominees), none of whom are related parties of the Company;
- (d) the Consideration Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares, subject to the escrow provisions described above;
- (e) no funds were raised from the issue as the Consideration Shares were issued in consideration for the Acquisition; and



(f) a voting exclusion statement is included in the Notice.

## **5.5 Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary Resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 3.

## Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

**\$** means Australian Dollars.

**Acquisition** has the meaning given in Section 5.1.

**Articles** means the memorandum and articles of association of the Company as at the date of the Meeting.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

**Board** means the board of Directors.

**CardioStaff** has the meaning given in Section 5.1.

**Chairperson** means the person appointed to chair the Meeting of the Company convened by the Notice.

**Company** means G Medical Innovations Holdings Ltd. ARBN 617 204 743.

**Consideration Shares** has the meaning given in Section 5.1.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Equity Security** has the same meaning as in the Listing Rules and **Equity Securities** has the corresponding meaning.

**Explanatory Memorandum** means the explanatory memorandum which forms part of the Notice.

**Hunter Capital** means Hunter Capital Advisors Pty Ltd ACN 603 930 418.

**Lead Manager Options** has the meaning given in Section 4.1.

**Listing Rules** means the listing rules of ASX.

**Meeting** has the meaning given in the introductory paragraph of the Notice.

**Notice** means this notice of General Meeting.

**Option** means an option which entitles the holder to subscribe for one Share.

**Placement** has the meaning given in Section 3.1.

**Placement Shares** has the meaning given in Section 3.1.

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means a resolution referred to in the Notice.

**Rule** means a rule of the Constitution.

**Schedule** means a schedule to the Notice.

**Section** means a section of the Explanatory Memorandum.

**Security** means a Share or Option.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a shareholder of the Company.

**WST** means Western Standard Time being the time in Perth, Western Australia.

## Schedule 2 - Terms and conditions of Lead Manager Options

The following terms and conditions apply to the Lead Manager Options:

- 1. Entitlement**

Each Lead Manager Option (**Option**) entitles the holder to subscribe for one Share upon exercise of the Option.
- 2. Exercise Price and Expiry Date**

The Options have an exercise price of \$0.52 (**Exercise Price**) and an expiry date of 21 November 2020 (**Expiry Date**).

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- 3. Exercise Period**

The Options are exercisable at any time on or prior to 5.00pm (Perth time) on the Expiry Date.
- 4. Notice of Exercise**

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.
- 5. Shares issued on exercise**

Shares issued on exercise of the Options will rank equally with the then shares of the Company.
- 6. Quotation of Shares on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.
- 7. Timing of issue of Shares**

After an Option is validly exercised, the Company must, within, 15 Business Days of the notice of exercise and receipt of cleared funds equal to the sum payable on the exercise of the Option:

  - (a) issue the Share; and
  - (b) do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.
- 8. Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will give holders of the Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

**9. Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

**10. Adjustment for entitlement issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

Where:

- O = the old Exercise Price of the Option.
- E = the number of underlying Shares into which one Option is exercisable.
- P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
- S = the subscription price of a Share under the pro rata issue.
- D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).
- N = the number of Shares with rights or entitlements that must be held to receive a right to one Share.

**11. Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the Optionholders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

**12. Options not quoted**

The Company will not apply to ASX for quotation of the Options.

**13. Options transferable**

The Options are transferable.

**14. Lodgement Instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

# Appointment of Proxy

Holder Number:

STEP 1: Please appoint a Proxy	<p><b>Appoint a proxy:</b></p> <p>I/We being a Shareholder entitled to attend and vote at the General Meeting of the Company, to be held at <b>9.30am (WST) on Thursday, 25 January 2018 at the offices of Otsana Capital, 108 Outram Street, West Perth, Western Australia</b> hereby:</p> <p><b>Appoint the Chairman of the Meeting (Chair)</b> OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy <input style="width: 100%; height: 20px;" type="text"/></p> <p>or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.</p> <p><b>The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.</b></p> <p>Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.</p>																
STEP 2: Voting Direction	<table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; border-bottom: 1px solid black;">Resolutions</th> <th style="text-align: center; border-bottom: 1px solid black;">For</th> <th style="text-align: center; border-bottom: 1px solid black;">Against</th> <th style="text-align: center; border-bottom: 1px solid black;">Abstain</th> </tr> </thead> <tbody> <tr> <td style="border-bottom: 1px solid black;">1 Ratification of prior issue of Placement Shares</td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> </tr> <tr> <td style="border-bottom: 1px solid black;">2 Ratification of prior issue of Lead Manager Options</td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> </tr> <tr> <td style="border-bottom: 1px solid black;">3 Ratification of prior issue of Consideration Shares</td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> </tr> </tbody> </table> <p><i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i></p>	Resolutions	For	Against	Abstain	1 Ratification of prior issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	2 Ratification of prior issue of Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3 Ratification of prior issue of Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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STEP 3	<p><b>SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED</b></p> <table style="width: 100%; border-collapse: collapse; margin-bottom: 10px;"> <tr> <td style="width: 33%; text-align: center; border-bottom: 1px solid black; padding: 5px;">Individual or Securityholder 1</td> <td style="width: 33%; text-align: center; border-bottom: 1px solid black; padding: 5px;">Securityholder 2</td> <td style="width: 33%; text-align: center; border-bottom: 1px solid black; padding: 5px;">Securityholder 3</td> </tr> <tr> <td style="border: 1px solid black; height: 25px; width: 33%;"></td> <td style="border: 1px solid black; height: 25px; width: 33%;"></td> <td style="border: 1px solid black; height: 25px; width: 33%;"></td> </tr> <tr> <td style="text-align: center; font-size: small;">Sole Director and Sole Company Secretary</td> <td style="text-align: center; font-size: small;">Director</td> <td style="text-align: center; font-size: small;">Director / Company Secretary</td> </tr> </table> <p>Contact Name..... Contact Daytime Telephone..... Date / /</p> <p>Email Address _____</p>	Individual or Securityholder 1	Securityholder 2	Securityholder 3				Sole Director and Sole Company Secretary	Director	Director / Company Secretary							
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## HOW TO COMPLETE THIS PROXY VOTING FORM

### LOGGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9.30am (WST) on Tuesday, 23 January 2018** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Voting Forms can be lodged:

 **BY MAIL**

**PO Box 1974, West Perth WA 6872**

 **BY HAND**

**108 Outram Street, West Perth WA 6005**

 **BY FACSIMILE**

**+61 (0)8 9563 6373**

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

**Joint holding:** Where the holding is in more than one name, all of the Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

### OTHER RESOLUTIONS

Should any resolution, other than those specified in this Proxy Voting Form, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.