

ASX RELEASE



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19 February 2018

NOTICE OF EXTRAORDINARY MEETING OF SHAREHOLDERS

Life sciences company **eSense-Lab Ltd** (“eSense” or the “Company”) (ASX: ESE) advises shareholders and holders of CDI’s that an Extraordinary Meeting of Shareholders (the “Extraordinary Meeting”) will be held on Thursday 29 March 2018 immediately following the conclusion of the Annual General Meeting of the Company, at the Company’s offices at 3 Pinchas Sapir St., Ness Ziona, Israel.

For the information of shareholders, a copy of the Notice of Extraordinary is attached.

FOR FURTHER INFORMATION:

Ian Pamensky
Company Secretary
+61 414 864 746

Investor/media relations
Matthew Wright
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About eSense-Lab

eSense-Lab Ltd (ASX: ESE) is a life sciences company specialising in the commercialisation of the phytochemical profiling of plants. The Company combines genetics, mRNA, protein expression and phytochemical profiles to generate a comprehensive model of rare or high value plants. eSense-Lab can then use this model to ‘reverse engineer’ a terpene profile, which is a naturally occurring formulation of different individual terpenes which together account for many of the plant’s health and medical benefits, whilst also exactly replicating the flavour, fragrance and other desired characteristics of the targeted plant, at a more sustainable and cheaper cost

To learn more about eSense-Lab, visit www.esense-lab.com



February 19, 2018

Dear Shareholders and Holders of CDIs,

You are cordially invited to attend an Extraordinary Meeting of Shareholders of eSense-Lab Ltd. (the “**Company**”), to be held at the Company’s offices at 3 Pinchas Sapir St., Ness Ziona, Israel, on March 29, 2018, immediately following the conclusion of the Annual General Meeting of the Company, to be held at the same address on March 29, 2018 at 3:00 p.m. Australian WST (10:00 a.m. Israel time).

The Extraordinary Meeting is being called pursuant to the notice received by the Company on January 25, 2018 from Romfal Sifat Pty Ltd, Buzz Capital Pty Ltd and Attollo Investments Ptd Ltd, shareholders of the Company, to convene an extraordinary meeting of shareholders to vote on those agenda items set forth below.

At the Extraordinary Meeting, shareholders will be asked to consider and vote on the matters listed in the enclosed Notice of Extraordinary Meeting of Shareholders. Holders of our CHES Depositary Interests over ordinary shares (“**CDIs**”) will also be entitled to attend the Extraordinary Meeting, provided that if they cannot vote at the meeting and if they wish to vote they must direct CHES Depositary Nominees Pty Ltd (“**CDN**”), the holder of legal title of the CDIs, how to vote in advance of the meeting pursuant to the instructions set forth in the accompanying Proxy Statement.

Whether or not you plan to attend the Extraordinary Meeting, it is important that the ordinary shares you hold or that underlie the CDIs you hold be represented and voted at the Extraordinary Meeting. Accordingly, after reading the enclosed Notice of Extraordinary Meeting of Shareholders and the accompanying Proxy Statement, if you are a holder of ordinary shares please sign and date the enclosed proxy form and return it via mail, fax or personal delivery in the envelope provided or over the Internet in accordance with the instructions on your proxy form, and if you are a holder of CDIs please sign and date the enclosed voter instruction form in the envelope provided and return it via mail, fax or personal delivery or over the Internet in accordance with the instructions on your voter instruction form.

We look forward to greeting as many of you as can attend the meeting.

Sincerely,

Ilan Saad
Chairman of the Board of Directors



Notice of Extraordinary Meeting of Shareholders

3 Pinchas Sapir St., Ness Zioa, Israel

Tel: ++ 61.4.1486.4746

NOTICE IS HEREBY GIVEN that an Extraordinary Meeting of Shareholders (the “**Extraordinary Meeting**”) of eSense-Lab Ltd. (“**eSense**” or the “**Company**”) will be held on March 29, 2018, immediately following the conclusion of the Annual General Meeting of the Company, to be held at the same address on March 29, 2018, at 3:00 p.m. Australian WST (10:00 a.m. Israel time), at 3 Pinchas Sapir St., Ness Ziona, Israel, the (“**AGM**”).

The Extraordinary Meeting is being called pursuant to the notice received by the Company on January 25, 2018 from Romfal Sifat Pty Ltd, Buzz Capital Pty Ltd and Attollo Investments Ptd Ltd, shareholders of the Company (together, the “**Requesting Shareholders**”), to convene an extraordinary meeting of shareholders to vote on those agenda items set forth below.

The agenda of the Extraordinary Meeting will be as follows:

1. In the event that Haim Cohen is reelected to the board of directors of the Company (the “**Board**” or the “**Board of Directors**”) at the AGM, to remove Haim Cohen from his position as a member of the Board;
2. In the event that Eran Gilboa is reelected to the Board at the AGM, to remove Eran Gilboa from his position as a member of the Board;
3. In the event that Ilan Saad is reelected to the board at the AGM, to remove Ilan Saad from his position as a member of the Board;
4. To elect Brendan de Kauwe to serve on the Board until the 2018 annual meeting of shareholders and until his successor has been duly elected and qualified or until his office is vacated in accordance with the Company’s Second Amended and Restated Articles of Association (the “**Articles of Association**”) or the Israel Companies Law, 5759-1999, and the regulations promulgated thereunder (together, the “**Israel Companies Law**”);
5. To elect Andreas Gedeon to serve on the Board until the 2018 annual meeting of shareholders and until his successor has been duly elected and qualified or until his office is vacated in accordance with the Articles of Association or the Israel Companies Law; and
6. To elect Faldi Ismail to serve on the Board until the 2018 annual meeting of shareholders and until his successor has been duly elected and qualified or until his

office is vacated in accordance with the Articles of Association or the Israel Companies Law; and

7. To act upon any other matters that may properly come before the Extraordinary Meeting or any adjournment thereof.

provided, however, that because the Articles of Association currently provide that the maximum number of directors that can serve on the Board of Directors is eight (8), in the event of (i) the reelection at the AGM of all four nominees for reelection and (ii) the rejection of proposals 1, 2 and 3 of this Extraordinary Meeting, of the nominees nominated for election under proposals 4, 5 and 6 only the two nominees who receive the most votes (and who otherwise receive the requisite number of votes required under the Israel Companies Law and the Articles of Association) shall be elected to the Board.

Only shareholders of record at the close of business on March 1, 2018 (the “**Record Date**”) will be entitled to vote at the Extraordinary Meeting, or any adjournment or postponement thereof. Holders of our CHESS Depositary Interests over ordinary shares (“**CDIs**”) as of the Record Date will also be entitled to attend the Extraordinary Meeting, provided that they cannot vote at the Meeting and if they wish to vote they must direct CHESS Depositary Nominees Pty Ltd (“**CDN**”), the holder of legal title of the CDIs beneficially owned by the holders of the CDIs, how to vote in advance of the meeting pursuant to the instructions set forth in the accompanying proxy statement.

A proxy statement describing the various matters to be voted upon at the Extraordinary Meeting along with a proxy form enabling shareholders to indicate their vote on each matter and a voting instruction form for holders of CDIs to instruct CDN how to vote on each proposal, will be mailed on or about March 2, 2018 to all shareholders and holders of CDIs entitled to vote at the Extraordinary Meeting. Signed proxy forms must be received by Link Market Services, the Company’s share registry, at the address set forth on the proxy form no later than forty-eight (48) hours before the time fixed for the Extraordinary Meeting or presented to the chairman of the Extraordinary Meeting at the time of the Extraordinary Meeting in order for the proxy to be qualified to participate in the Extraordinary Meeting. Signed CDI voter instruction forms must be received by Link Market Services at the address set forth on the CDI voted instruction form no later than seventy-two (72) hours before the time fixed for the Extraordinary Meeting. Shareholders and holders of CDIs wishing to express their position on an agenda item for the Extraordinary Meeting may do so by submitting a written statement to the Company’s office at the above address no later than March 19, 2018.

By Order of the Board of Directors,



Ilan Saad
Chairman of the Board of Directors

Ness Ziona, Israel
February 19, 2018



PROXY STATEMENT

This proxy statement (“**Proxy Statement**”) is being furnished to the holders of our ordinary shares and holders of our CHESS Depositary Interests over ordinary shares (“**CDIs**”) in connection with an Extraordinary Meeting of Shareholders of eSense-Lab Ltd., to be held at 3 Pinchas Sapir St., Ness Ziona, Israel, on March 29, 2018 (the “**Extraordinary Meeting**”), immediately following the conclusion of the Annual General Meeting of the Company, to be held at the same address on March 29, 2018, at 3:00 p.m. Australian WST (10:00 a.m. Israel time) (the “**AGM**”) and at any adjournment or postponement thereof, pursuant to the accompanying Notice of Extraordinary General Meeting of Shareholders.

The agenda of the Extraordinary Meeting will be as follows:

1. In the event that Haim Cohen is reelected to the board of directors of the Company (the “**Board**” or the “**Board of Directors**”) at the AGM, to remove Haim Cohen from his position as a member of the Board;
2. In the event that Eran Gilboa is reelected to the Board at the AGM, to remove Eran Gilboa from his position as a member of the Board;
3. In the event that Ilan Saad is reelected to the board at the AGM, to remove Ilan Saad from his position as a member of the Board;
4. To elect Brendan de Kauwe to serve on the Board until the 2018 annual meeting of shareholders and until his successor has been duly elected and qualified or until his office is vacated in accordance with the Company’s Second Amended and Restated Articles of Association (the “**Articles of Association**”) or the Israel Companies Law, 5759-1999, and the regulations promulgated thereunder (together, the “**Israel Companies Law**”);
5. To elect Andreas Gedeon to serve on the Board until the 2018 annual meeting of shareholders and until his successor has been duly elected and qualified or until his office is vacated in accordance with the Articles of Association or the Israel Companies Law;
6. To elect Faldi Ismail to serve on the Board until the 2018 annual meeting of shareholders and until his successor has been duly elected and qualified or until his office is vacated in accordance with the Articles of Association or the Israel Companies Law; and
7. To act upon any other matters that may properly come before the Extraordinary Meeting or any adjournment thereof.

provided, however, that because the Articles of Association currently provide that the maximum number of directors that can serve on the Board of Directors is eight (8), in the event of (i) the reelection at the AGM of all four nominees for reelection and (ii) the rejection of proposals 1, 2 and 3 of this Extraordinary Meeting, of the nominees nominated for election under proposals 4, 5 and 6 only the two nominees who receive the most votes (and who otherwise receive the requisite number of votes required under the Israel Companies Law and the Articles of Association) shall be elected to the Board.

Currently, we are not aware of any other matters that will come before the Extraordinary Meeting. If any other matters properly come before the Extraordinary Meeting, the persons designated as proxies on the proxy forms intend to vote in accordance with their judgment on such matters.

ABOUT THE EXTRAORDINARY MEETING

Q: When and where is the Extraordinary Meeting of Shareholders being held?

A: The Extraordinary Meeting will be held on March 29, 2018, immediately following the conclusion of the AGM, at the Company's offices at 3 Pinchas Sapir St., Ness Ziona, Israel.

Q: Who can attend the Extraordinary Meeting?

A: Any shareholder or holder of CDIs may attend. Current proof of ownership of the Company's shares or CDIs, as well as a form of personal photo identification, must be presented in order to be admitted to the Extraordinary Meeting. If your shares are held in the name of a bank, broker or other holder of record, you must bring a current brokerage statement or other proof of ownership with you to the Extraordinary Meeting.

Q: Who is entitled to vote?

A: Only holders of ordinary shares at the close of business on March 1, 2018 (the "**Record Date**") are entitled to vote at the Extraordinary Meeting. Holders of our CDIs cannot vote at the Meeting and if they wish to vote they must direct CDN how to vote in advance of the Extraordinary Meeting by returning their CDI voting instruction form and returning it in the enclosed, prepaid and addressed envelope.

Joint holders of ordinary shares should note that, pursuant to Article 28(d) of the Company's Articles of Association, the right to vote at the Extraordinary Meeting will be conferred exclusively upon the senior among the joint owners attending the Extraordinary Meeting, in person or by proxy, and for this purpose, seniority will be determined by the order in which the names appear in the Company's register of shareholders.

HOW TO VOTE YOUR SHARES

Q: How do I vote?

A: **Shareholders may vote by mail** by completing your proxy form and returning it in the enclosed, prepaid and addressed envelope. If you return a signed card but do not provide voting instructions, your shares will be voted as set out under the heading 'How will my shares be voted if I do not provide instructions on the proxy form' **Holders of our CDIs can vote by directing CDN how to vote** in advance of the Annual Meeting by returning their CDI voting instruction form and returning it in the enclosed, prepaid and addressed envelope.

Shareholders may vote electronically or by fax in accordance with the instructions set out in your proxy form or CDI voting instruction form.

Shareholders may vote in person. Ballots will be passed out at the Extraordinary Meeting to any shareholder who wants to vote at the Extraordinary Meeting. If you choose to do so, please bring the enclosed proxy form or proof of identification. If your shares are held

directly in your name, you may vote in person at the Extraordinary Meeting. However, if your shares are held by a bank, broker or other nominee, you must first obtain a signed proxy from such entity and vote. Holders of our CDIs can attend the Extraordinary Meeting but they cannot vote at the Extraordinary Meeting.

Q: Can I change my vote or revoke my proxy?

A: **Yes.** You may change your vote or revoke your proxy by no later than forty-eight (48) hours before the time fixed for the Extraordinary Meeting. If you are a shareholder, you may do this by lodging a written notice of revocation or a new proxy form with Link Market Services, the Company's Share Registry, or by attending the Extraordinary Meeting and voting in person (attendance at the Extraordinary Meeting will not cause your previously granted proxy to be revoked unless you specifically so request). If you are a holder of CDIs, you may change your voting instructions at any time prior to the vote at the Extraordinary Meeting by lodging a new CDI voting instruction form with Link Market Services by no later than seventy-two (72) hours before the time fixed for the Extraordinary Meeting.

Q: How are my votes cast when I submit a proxy vote or, if I am a holder of CDIs, when I submit my voting instructions to CDN?

A: If you are a shareholder, when you submit a proxy vote you appoint the chairperson at the meeting (expected to be Ilan Saad) as your representative at the Extraordinary Meeting unless you appoint someone else to serve as your proxy. Your shares will be voted at the Extraordinary Meeting as you have instructed. Upon the receipt of a properly submitted proxy form, which is received in time (by 3:00 p.m. WST (10:00 a.m. Israel time), on March 27, 2018, forty-eight (48) hours prior to the AGM) and not revoked prior to the Extraordinary Meeting or presented to the chairperson at the Extraordinary Meeting, the persons named as proxies will vote the ordinary shares represented thereby at the Extraordinary Meeting in accordance with the instructions indicated on the proxy form.

If you are a holder of CDIs, your votes are effectively 'cast' when you submit your voting instructions to CDN by the provision of a completed CDI voting instruction form to Link Market Services, which will direct CDN how to vote the ordinary shares underlying the CDIs held by you.

Q: What does it mean if I receive more than one proxy form or CDI voting instruction form?

A: It means that you have multiple accounts at the transfer agent or with brokers. Please sign and return all proxy forms and CDI voting instruction forms to ensure that all of your shares are voted.

ABOUT THE VOTING PROCEDURE AT THE EXTRAORDINARY MEETING

Q: What constitutes a quorum?

A: To conduct business at the Extraordinary Meeting, two or more shareholders must be present, in person or by proxy, representing not less than 25% of the ordinary shares outstanding (including outstanding shares underlying CDIs) as of the Record Date, that is, a quorum.

Ordinary shares represented in person or by proxy (including shares representing CDIs that are voted by CDN), as well broker non-votes and shares that abstain or do not vote with respect to one or more of the matters to be voted upon will be counted for purposes of determining whether a quorum exists. “Broker non-votes” are shares held in a street name by a bank or brokerage firm that indicates on its proxy that it does not have discretionary authority to vote because the nominee does not have discretionary voting power with respect to a particular matter and has not received instructions from the beneficial owner on that particular matter. On all matters considered at the Extraordinary Meeting, abstentions and broker non-votes will be treated as neither a vote “for” nor “against” the matter, although they will be counted as present in determining if a quorum is present.

Q: What happens if a quorum is not present?

A: If a quorum is not present, the Extraordinary Meeting will be adjourned to the same day at the same time the following week.

Q: How will votes be counted?

A: Each outstanding ordinary share (including each ordinary share underlying a CDI) is entitled to one vote. The Company’s Articles of Association do not provide for cumulative voting.

Each of Proposal 1 (removal of Haim Cohen from his position as a member of the Board), Proposal 2 (removal of Eran Gilboa from his position as a member of the Board) and Proposal 3 (removal of Ilan Saad from his position as a member of the Board) requires, in addition to the affirmative vote of a simple majority of the ordinary shares of the Company voted in person or by proxy or voting instruction card at the Extraordinary Meeting on the proposal, also the affirmative vote of shareholders holding at least two-thirds of the voting power of the issued and outstanding share capital of the Company.

Each of Proposal 4 (election of Brendan de Kauwe to the Board), Proposal 5 (election of Andreas Gedeon to the Board) and Proposal 6 (election of Faldi Ismail to the Board) requires that a simple majority of the ordinary shares of the Company voted in person or by proxy at the Extraordinary Meeting on the matter presented for passage be voted “FOR” the adoption of the proposal, *provided, however*, that because the Articles of Association currently provide that the maximum number of directors that can serve on the Board of Directors is eight (8), in the event of (i) the reelection at the AGM of all four nominees for reelection and (ii) the rejection of proposals 1, 2 and 3 of this Extraordinary Meeting, of

the nominees nominated for election under proposals 4, 5 and 6 only the two nominees who receive the most votes (and who otherwise receive the requisite number of votes required under the Israel Companies Law and the Articles of Association) shall be elected to the Board.

On all matters considered at the Extraordinary Meeting, abstentions and broker non-votes will not be treated as either a vote “FOR” or “AGAINST” the matter.

Q: How will my shares be voted if I do not provide instructions on the proxy form?

A: If you are the record holder of your shares and do not specify on your proxy form how you want to vote your shares, the chairperson of the meeting (expected to be Ilan Saad) will abstain from voting your shares on all resolutions to be considered at the Extraordinary Meeting.

POSITION STATEMENTS

Q: Can a shareholder express an opinion on a proposal prior to the Extraordinary Meeting?

A: Shareholders and holders of CDIs wishing to express their position on an agenda item for the Extraordinary Meeting may do so by submitting a written statement to the Company’s office at 3 Pinchas Sapir St., Ness Ziona, Israel, 7403631 no later than March 19, 2018. Position statements must be in English and otherwise must comply with applicable law. We will make publicly available any valid position statement that we receive.

HOW TO FIND VOTING RESULTS

Q: Where do I find the voting results of the Extraordinary Meeting?

A: The Company will announce the results of the Extraordinary Meeting by an ASX announcement available on the ASX market announcements platform immediately following the conclusion of the meeting, in accordance with the requirements of ASX Listing Rule 3.13.2.

BENEFICIAL OWNERSHIP OF SECURITIES BY CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information as of February 9, 2018, concerning the number of ordinary shares beneficially owned, directly or indirectly, by (i) each person or entity known to us to beneficially own 5% or more of our outstanding shares and (ii) by all of our current directors and officers as a group.

Name	Number of Shares (1)	Percentage of Shares (2)
Benjamin Karasik (3)	6,298,226	8.85%
Efraim Malik	3,843,988	5.40%
Nitzan Orgal	3,622,515	5.09%
All of our officers and directors as a group (4)	11,875,955	16.69%

- (1) The numbers of shares shown in the above table do not include the 9,537,503 CDIs that were issued to these shareholders upon conversion of certain Class C Performance Rights on 29 January 2018, which are subject to trust arrangements as per the Company's announcement to ASX on 19 February 2018 and will not be voted at the Extraordinary Meeting.
- (2) All percentage information is based on 71,139,311 ordinary shares (including ordinary shares underlying CDIs) outstanding as of February 9, 2018.
- (3) Mr. Karasik is also a member of our Board of Directors.
- (4) Consists of 5,577,732 ordinary shares underlying CDIs.

MATTERS SUBMITTED TO SHAREHOLDERS

PROPOSAL 1

REMOVAL OF HAIM COHEN FROM HIS POSITION AS A MEMBER THE BOARD

In the event that Haim Cohen is reelected to the Board at the AGM, at the Extraordinary Meeting shareholders will be asked to vote on the removal of Mr. Cohen from his position as a member the Board.

Mr. Cohen has entered into a management services agreement with the Company in connection with his serving as our CEO, and he does not receive any additional compensation for serving as a member of our Board.

A brief biography of Mr. Cohen is set forth below:

Haim Cohen (Chief Executive Officer and Director). Mr. Cohen has extensive managerial experience across numerous sectors including real estate, transport communications, human resources and information systems in both private and government enterprises. He has a successful track record in business development and marketing, and has been a manager of project budgets of up to US\$4 billion. Mr. Cohen holds a B.A in social science from Bar Ilan University and also represented the Israeli Government as chairman of the youth exchange authority in Israel.

Proposed Resolution

The Requesting Shareholders have requested that you adopt the following resolution.

“1. RESOLVED, that Mr. Haim Cohen be removed as a member of the Board of Directors of the Company”.

While a formal resolution of the Board of Directors with respect to a recommendation for this resolution has not been considered, the majority of the Directors have indicated that they **OPPOSE** this resolution and intend to vote all of their voting securities **AGAINST** this resolution.

Vote Required

Approval of the resolution set forth above requires the affirmative vote of shareholders holding at least two-thirds of the voting power of the issued and outstanding share capital of the Company.

PROPOSAL 2

REMOVAL OF ERAN GILBOA FROM HIS POSITION AS A MEMBER OF THE BOARD

In the event that Eran Gilboa is reelected to the Board at the AGM, at the Extraordinary Meeting shareholders will be asked to vote on the removal of Mr. Gilboa from his position as a member of the Board.

Mr. Gilboa has entered into a board member agreement with the Company pursuant to which he is paid AU\$50,000 per annum for his director fees.

A brief biography of Mr. Gilboa is set forth below:

Eran Gilboa (Director). Mr. Gilboa has vast experience as the Chief Financial Officer for *numerous* global companies in the fields of hi-tech, real estate, finance and media. As a result of serving as the Chief Financial Officer, Mr. Gilboa gained a wide background in capital offerings, working with venture capital firms and various boards of directors. Mr. Gilboa also played a crucial role in various mergers and acquisitions of international companies, where he led the intricate financial and tax processes. Moreover Mr. Gilboa was responsible for private and public companies in his role as Senior Accountant at Ernst & Young. Mr. Gilboa has a CPA license. Mr. Gilboa also holds a B.A in Economics and Management, specializing in finance, from the College of Management in Israel, and an LLM from Bar Ilan University.

Proposed Resolution

The Requesting Shareholders have requested that you adopt the following resolution:

“2. RESOLVED, that Mr. Eran Gilboa be removed as a member of the Board of Directors of the Company”.

While a formal resolution of the Board of Directors with respect to a recommendation for this resolution has not been considered, the majority of the Directors have indicated that they **OPPOSE** this resolution and intend to vote all of their voting securities **AGAINST** this resolution.

Vote Required

Approval of the resolution set forth above requires the affirmative vote of shareholders holding at least two-thirds of the voting power of the issued and outstanding share capital of the Company.

PROPOSAL 3

REMOVAL OF ILAN SAAD FROM HIS POSITION AS A MEMBER OF THE BOARD

In the event that Ilan Saad is reelected to the Board at the AGM, at the Extraordinary Meeting shareholders will be asked to vote on the removal of Mr. Saad from his position as a member of the Board.

Mr. Saad has entered into a board member agreement with the Company pursuant to which he is paid AU\$50,000 per annum for his director fees.

A brief biography of Mr. Saad is set forth below:

Ilan Saad (Director and Chairman). Mr. Saad has unique experience and knowledge in distribution companies across a variety of industries including IT, semiconductors and automation. Mr. Saad is the Chief Executive Officer of Data Tech Advanced Solutions Ltd., an Israel-based leading IT distributor, responsible for the company's impressive sales growth, improved margins and new sales channels positioning the company as an industry leader in the Israeli market. Mr. Saad is also the Chairman of Trading Sector at Rapac Communication & Infrastructure Ltd., an Israel-based company established in 1964 which is listed on the TASE (Tel Aviv Stock Exchange) and is active in the infrastructure, communication and defense fields.

Proposed Resolution

The Requesting Shareholders have requested that you adopt the following resolution:

“3. RESOLVED, that Mr. Ilan Saad be removed as a member of the Board of Directors of the Company”.

While a formal resolution of the Board of Directors with respect to a recommendation for this resolution has not been considered, the majority of the Directors have indicated that they **OPPOSE** this resolution and intend to vote all of their voting securities **AGAINST** this resolution.

Vote Required

Approval of the resolution set forth above requires the affirmative vote of shareholders holding at least two-thirds of the voting power of the issued and outstanding share capital of the Company.

PROPOSAL 4

ELECTION OF BRENDAN DE KAUWE TO THE BOARD

At the Extraordinary Meeting, shareholders will be asked to vote on the election of Brendan de Kauwe to the Board until the 2018 annual meeting of shareholders and until his successor has been duly elected and qualified or until his office is vacated in accordance with the Articles of Association or the Israel Companies Law, *provided, however*, that because the Articles of Association currently provide that the maximum number of directors that can serve on the Board of Directors is eight (8), in the event of (i) the reelection at the AGM of all four nominees for reelection and (ii) the rejection of proposals 1, 2 and 3 of this Extraordinary Meeting, of the nominees nominated for election under proposals 4, 5 and 6 only the two nominees who receive the most votes (and who otherwise receive the requisite number of votes required under the Israel Companies Law and the Articles of Association) shall be elected to the Board.

A brief biography of Dr. de Kauwe is set forth below:

Dr. Brendan de Kauwe (Director and Chairman). Dr. de Kauwe studied a Bachelor of Science in Pharmacology and Physiology and Bachelor of Dental Surgery from the University of Western Australia. He also holds a Post Graduate Diploma in Applied Finance, majoring in Corporate Finance, and is an ASIC compliant (RG146) Securities Advisor. Dr. de Kauwe is a Director of Otsana Capital, a corporate advisory firm, with vast experience in corporate restructuring and recapitalisations, mergers and acquisitions, IPO/RTO and capital markets. Dr. de Kauwe's corporate experience, coupled with his extensive technology, science and bio-medical background gives him an integral understanding in the evaluation and execution of projects and assets over a diverse range of sectors. Dr. de Kauwe has held numerous roles within ASX-listed companies, particularly in the life sciences and technology sectors including: Director of Actinogen Limited (ASX:ACW) from 23 September 2013 to 18 December 2014 (including a position as Executive Chairman from 23 April 2014 to 1 December 2014), Director of Xped Ltd (ASX:XPE) from 22 May 2015 to 23 March 2016, and Director of Prescient Therapeutics Limited (ASX:PTX) from 30 August 2013 to 28 November 2014. Dr. de Kauwe is currently a Director of Race Oncology Ltd (ASX: RAC) (appointed 1 July 2016) and Ookami Ltd (ASX: OOK) (appointed 5 June 2015). Dr. de Kauwe serves as a member of our Board of Directors and served as the Chairman of the Board of Directors of the Company until February 8, 2018.

For disclosure purposes, it is noted that as at 14 February 2018, the records of the Australian Securities and Investments Commission (**ASIC**) show that Dr de Kauwe is the sole director and

sole shareholder of Attollo Investments Pty Ltd, one of the three shareholders of the Company that has requisitioned this Extraordinary Meeting.

Proposed Resolution

The Requesting Shareholders have requested that you adopt the following resolution.

“4. RESOLVED, that Dr. Brendan de Kauwe be elected to the Board of Directors of the Company, until the 2018 annual meeting of shareholders and until his successor has been duly elected and qualified or until his office is vacated in accordance with the Articles of Association or the Israel Companies Law”.

While a formal resolution of the Board of Directors with respect to a recommendation for this resolution has not been considered, the majority of the Directors have indicated that they **OPPOSE** this resolution and intend to vote all of their voting securities **AGAINST** this resolution.

Vote Required

Approval of the resolution set forth above requires the affirmative vote of a simple majority of the ordinary shares of the Company voted in person or by proxy or voting instruction card at the Extraordinary Meeting on the resolution, *provided, however*, that because the Articles of Association currently provide that the maximum number of directors that can serve on the Board of Directors is eight (8), in the event of (i) the reelection at the AGM of all four nominees for reelection and (ii) the rejection of proposals 1, 2 and 3 of this Extraordinary Meeting, of the nominees nominated for election under proposals 4, 5 and 6 only the two nominees who receive the most votes (and who otherwise receive the requisite number of votes required under the Israel Companies Law and the Articles of Association) shall be elected to the Board.

PROPOSAL 5

ELECTION OF ANDREAS GEDEON TO THE BOARD

At the Extraordinary Meeting, shareholders will be asked to vote on the election of Andreas Gedeon to the Board until the 2018 annual meeting of shareholders and until his successor has been duly elected and qualified or until his office is vacated in accordance with the Articles of Association or the Israel Companies Law.

As at 14 February 2018, Mr Gedeon has failed to submit to the Company a biography for inclusion in this Notice.

Proposed Resolution

The Requesting Shareholders have requested that you adopt the following resolution.

“5. RESOLVED, that Mr. Andreas Gedeon be elected to the Board of Directors of the

Company, until the 2018 annual meeting of shareholders and until his successor has been duly elected and qualified or until his office is vacated in accordance with the Articles of Association or the Israel Companies Law”.

While a formal resolution of the Board of Directors with respect to a recommendation for this resolution has not been considered, the majority of the Directors have indicated that they **OPPOSE** this resolution and intend to vote all of their voting securities **AGAINST** this resolution.

Vote Required

Approval of the resolution set forth above requires the affirmative vote of a simple majority of the ordinary shares of the Company voted in person or by proxy or voting instruction card at the Extraordinary Meeting on the resolution, *provided, however*, that because the Articles of Association currently provide that the maximum number of directors that can serve on the Board of Directors is eight (8), in the event of (i) the reelection at the AGM of all four nominees for reelection and (ii) the rejection of proposals 1, 2 and 3 of this Extraordinary Meeting, of the nominees nominated for election under proposals 4, 5 and 6 only the two nominees who receive the most votes (and who otherwise receive the requisite number of votes required under the Israel Companies Law and the Articles of Association) shall be elected to the Board.

PROPOSAL 6

ELECTION OF FALDI ISMAIL TO THE BOARD

At the Extraordinary Meeting, shareholders will be asked to vote on the election of Faldi Ismail to the Board until the 2018 annual meeting of shareholders and until his successor has been duly elected and qualified or until his office is vacated in accordance with the Articles of Association or the Israel Companies Law, *provided, however*, that because the Articles of Association currently provide that the maximum number of directors that can serve on the Board of Directors is eight (8), in the event of (i) the reelection at the AGM of all four nominees for reelection and (ii) the rejection of proposals 1, 2 and 3 of this Extraordinary Meeting, of the nominees nominated for election under proposals 4, 5 and 6 only the two nominees who receive the most votes (and who otherwise receive the requisite number of votes required under the Israel Companies Law and the Articles of Association) shall be elected to the Board.

As at 14 February 2018, Mr Ismail has failed to submit to the Company a biography for inclusion in this Notice.

For disclosure purposes, it is noted that as at 14 February 2018, the records of ASIC show that Mr Ismail is the sole director and sole shareholder of Romfal Sifat Pty Ltd, one of the three shareholders of the Company that has requisitioned this Extraordinary Meeting.

Proposed Resolution

The Requesting Shareholders have requested that you adopt the following resolution.

“6. RESOLVED, that Mr. Faldi Ismail be elected to the Board of Directors of the Company, until the 2018 annual meeting of shareholders and until his successor has been duly elected and qualified or until his office is vacated in accordance with the Articles of Association or the Israel Companies Law”.

While a formal resolution of the Board of Directors with respect to a recommendation for this resolution has not been considered, the majority of the Directors have indicated that they **OPPOSE** this resolution and intend to vote all of their voting securities **AGAINST** this resolution.

Vote Required

Approval of the resolution set forth above requires the affirmative vote of a simple majority of the ordinary shares of the Company voted in person or by proxy or voting instruction card at the Extraordinary Meeting on the resolution, *provided, however*, that because the Articles of Association currently provide that the maximum number of directors that can serve on the Board of Directors is eight (8), in the event of (i) the reelection at the AGM of all four nominees for reelection and (ii) the rejection of proposals 1, 2 and 3 of this Extraordinary Meeting, of the nominees nominated for election under proposals 4, 5 and 6 only the two nominees who receive the most votes (and who otherwise receive the requisite number of votes required under the Israel Companies Law and the Articles of Association) shall be elected to the Board.

PROPOSALS OF SHAREHOLDERS

Any shareholder or holder of CDIs who intends to present a proposal at the Extraordinary Meeting must satisfy the requirements of the Israel Companies Law. Under the Israel Companies Law, only shareholders or holders of CDIs who hold at least 1% of our outstanding voting power are entitled to request that the Board includes a proposal in a shareholders meeting, provided that such proposal is appropriate for consideration by shareholders at such meeting. Such shareholders or holders of CDIs may present proposals for consideration at the Extraordinary Meeting by submitting their proposals in writing to our Chairman of the Board of Directors, Mr. Ilan Saad, at the following address: eSense Lab Ltd., 3 Pinchas Sapir St., Ness Ziona, Israel, 7403631. For a shareholder proposal to be considered for inclusion in the Extraordinary Meeting we must receive the written proposal no later than March 8, 2018 and such proposal should be made in the manner set forth in Article 22(c) of our Articles of Association and in accordance with the provisions of the Israel Companies Law. If our Board determines that a shareholder proposal is appropriate for inclusion in the agenda of the Meeting, it will be announced on the ASX market announcements platform and we will amend this Proxy Statement, the proxy form and the voting instruction form for holders of CDIs and mail such revised documents to our shareholders and holders of CDIs. In such event, it is also possible that we may be required to postpone the date of the Extraordinary Meeting.

Likewise, under the Israel Companies Law and our Articles of Association, nominations for directors may be made by any shareholder or holder of CDIs holding at least 1% of our outstanding voting power, and a shareholder may make such a nomination only if a written notice of a shareholder's intention to make such nomination has been provided to our Chairman of the

Board of Directors, Mr. Ilan Saad, at the address set forth above. Any such notice must include certain information, the consent of the proposed director nominee(s) to serve as our director(s) if elected and a declaration signed by the nominee(s) declaring that there is no limitation under the Israel Companies Law preventing their election and that all of the information that is required to be provided to us in connection with such election under the Israel Companies Law and under our Articles of Association has been provided.

OTHER BUSINESS

The Board knows of no other matter to come before the Extraordinary Meeting. However, if any matters requiring a vote of the shareholders arise, it is the intention of the persons named in the attached form of proxy to vote such proxy in accordance with their best judgment, including any matters or motions dealing with the conduct of the Meeting.

By Order of the Board of Directors,



Mr. Ilan Saad
Chairman of the Board of Directors

Ness Ziona, Israel
February 19, 2018

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

eSense-Lab Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

CDI VOTING INSTRUCTION FORM

DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

I/We being a holder of CHESS Depositary Interests (CDIs) of eSense-Lab Ltd (**Company**) hereby direct CHESS Depositary Nominees Pty Ltd (CDN) to vote the shares underlying my/our CDI holding at the Extraordinary Meeting of stockholders of the Company **to be held on Thursday, 29 March, 2018, immediately following the conclusion of the Annual General Meeting at 3:00 p.m. Australian WST (10:00 a.m. Israel time) at 3 Pinchas Sapir St., Ness Ziona, Israel**, and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

VOTING INSTRUCTIONS

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

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 To remove Haim Cohen from his position as a member of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 To elect Andreas Gedeon to serve on the Board until the 2018 Annual Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To remove Eran Gilboa from his position as a member of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 To elect Faldi Ismail to serve on the Board until the 2018 Annual Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To remove Ilan Saad from his position as a member of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 To elect Brendan De Kauwe to serve on the Board until 2018 Annual Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you do not mark the "For", "Against" or "Abstain" box your vote will not be counted.

SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual)

Sole Director and Sole Company Secretary

Joint CDI Holder 2 (Individual)

Director/Company Secretary (Delete one)

Joint CDI Holder 3 (Individual)

Director

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



HOW TO COMPLETE THIS CDI VOTING INSTRUCTION FORM

YOUR NAME AND ADDRESS

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

DIRECTION TO CHESSE DEPOSITARY NOMINEES PTY LTD

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

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with Link. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: with respect to an Australian company, where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

LODGEMENT OF A CDI VOTING INSTRUCTION FORM

This CDI Voting Instruction Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00 p.m. Australian WST (10:00 a.m. Israel time) on Monday, 26 March 2018**, being not later than 72 hours before the commencement of the Meeting. Any CDI Voting Instruction Form received after that time will be invalid.

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



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

eSense-Lab Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* in business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

LODGE YOUR VOTE



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ALL ENQUIRIES TO

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PROXY FORM

I/We being a member(s) of eSense-Lab Ltd and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary Meeting of the Company **to be held on Thursday, 29 March, 2018, immediately following the conclusion of the Annual General Meeting at 3:00 p.m. Australian WST (10:00 a.m. Israel time) at 3 Pinchas Sapir St., Ness Ziona, Israel, (the Meeting)** and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to Abstain undirected proxies from voting on each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

1 To remove Haim Cohen from his position as a member of the Board

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 To remove Eran Gilboa from his position as a member of the Board

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 To remove Ilan Saad from his position as a member of the Board

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 To elect Brendan De Kauwe to serve on the Board until 2018 Annual Meeting

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 To elect Andreas Gedeon to serve on the Board until the 2018 Annual Meeting

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 To elect Faldi Ismail to serve on the Board until the 2018 Annual Meeting

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00 p.m. Australian WST (10:00 a.m. Israel time) on Tuesday, 27 March 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

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



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Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

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