

CRYOSITE PTY LTD

## Notice of Annual General Meeting 2014

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13A Ferndell St,  
South Granville,  
NSW, 2142

**Wednesday 22nd October 2014,  
10.30am**

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A Form of Proxy is enclosed with this Notice and instructions for its completion and return by post are shown on the form. You can also vote online at [www.linkmarket services.com.au](http://www.linkmarket services.com.au)

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### **Important information**

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser.

# Chairman's Letter

22<sup>nd</sup> October 2014 Notice of Annual General Meeting

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Dear Shareholder

I am writing to invite you, as a shareholder in Cryosite Limited (CTE or the Company), to attend our Annual General Meeting on Wednesday 22nd October 2014.

The meeting will be held at the offices of Cryosite Ltd, 13A Ferndell St, South Granville, Sydney, NSW, 2142. The meeting will commence at 10.30am with registration available from 10.00am. Following the conclusion of the Meeting there will be refreshments and an opportunity to meet with the Board and management.

A voting/proxy form is included in this information pack. If you attend the Meeting, please bring this form with you. If you are not attending the Meeting, the Form allows shareholders to either lodge their vote directly or appoint a proxy to vote on their behalf. Please refer to the Notice of Meeting and the Voting/Proxy Form for more information.

If you would like to submit questions on any shareholder matters that may be relevant to the Meeting then please email your questions to [corporate@cryosite.com](mailto:corporate@cryosite.com). While time may not permit me to address all questions, I will endeavor to address the most frequently raised shareholder matters.

If you are unable to attend the meeting all presentations to the meeting will be released to the ASX just prior to the start of the Meeting and will also be available on the website.

Body corporate holders of Cryosite shares, or any Body corporate appointed as a proxy, wishing to act as its representative at the Meeting may do so by providing that person with a letter, executed in accordance with the body corporate's constitution, authorizing him or her as the body corporate representative.

The Notice of Meeting lists the items to be considered at the Meeting and the background information on the proposed resolutions is contained in the explanatory notes following the Notice of Meeting.

Agenda item 2 is a non-binding resolution that shareholders adopt the Remuneration Report that can be found on pages 9 to 13 of the Annual Report. I encourage you to read that.

I look forward to welcoming you to the Annual General Meeting of Cryosite.

Yours sincerely

Andrew Kroger  
Chairman

# Notice of Meeting

22<sup>nd</sup> October 2014 Notice of Annual General Meeting

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The Cryosite Ltd Annual General Meeting will be held on Wednesday, 22<sup>nd</sup> October 2014, commencing at 10.30am. The meeting will be held at the offices of Cryosite Ltd, 13A Ferndell St, South Granville, Sydney, NSW, 2142.

## Items of business

### 1 Reports

To receive and consider the Financial Report and the Reports of the Directors and Auditor for the year ended 30 June 2014.

### 2 Remuneration Report

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

“To adopt the Remuneration Report for the year ended 30 June 2014.”

#### Voting Exclusion Statement:

*The Company will disregard any votes cast on item 2 by or on behalf of:*

- *a member of the key management personnel of the Company (KMP) as disclosed in the 2014 Remuneration Report; and*
- *a closely related party of those persons (such as close family member members and any companies the person controls)*

*unless the vote is cast as a proxy for a person who is entitled to vote, and:*

- *the vote is cast in accordance with the direction on the Voting/Proxy Form; or*
- *in the absence of a direction on the Voting/Proxy Form, the vote is cast by the Chairman of the Meeting*

### 3 Election of Directors

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

“That Andrew Kroger, being a Director who is retiring in accordance with the Company's constitution, and being eligible, offers himself for election, be re-elected as a director of the Company.”

By order of the Board.

Bryan Dulhunty  
Company Secretary

# Voting

22<sup>nd</sup> October 2014 Notice of Annual General Meeting

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## Appointing a Proxy

- Shareholders who are unable to attend the Annual General Meeting (AGM) and do not choose to use Direct Voting, are entitled to appoint a proxy to act at the AGM on their behalf, and to vote in accordance with their instructions on the proxy form.
- A proxy need not be a shareholder of Cryosite Ltd.
- To appoint a Proxy, mark 'X' in Box B on the Voting/Proxy Form. A proxy may be an individual or a body corporate. Subject to the voting exclusions set out above, if no voting instructions are given, the proxy may vote as they see fit.
- If a shareholder appoints a key management personnel of the Company (KMP) as disclosed in the 2014 Remuneration Report (which includes each of the Directors) as proxy, the KMP will not be able to cast the shareholder's votes on item 2 unless the shareholder directs the KMP how to vote or the Chairman of the Meeting is the shareholder's proxy. If a shareholder appoints the Chairman of the Meeting as their proxy or the Chairman of the Meeting is appointed as the shareholder's proxy by default and the shareholder does not make a mark in the voting box for item 2 then by signing and returning the Voting/Proxy form the shareholder will be expressly authorizing the Chairman of the Meeting to exercise the proxy in respect of the relevant item even though the item is connected with the remuneration of the KMP.
- The Chairman of the Meeting intends to vote all valid available and undirected proxies in favour of each item of business.
- If you are a shareholder entitled to cast two or more votes, you may appoint up to two proxies and specify the proportion of voting rights or the number of votes each proxy is appointed to exercise.

## Sending us your Direct Vote or Proxy

- Completed Voting/Proxy Forms must be received by the Share Register, Link Market Services Pty Limited, at Locked Bag A14, Sydney South, NSW, 1235 or by fax to +61 2 9287 0309 by 10.30 am on Monday 20 October 2014. A replied paid envelope is provided.
- If you wish to submit your direct vote or your appointment of proxy and voting instructions electronically, visit the share registry website, [www.linkmarket-services.com.au](http://www.linkmarket-services.com.au). You will need your security holder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the Voting/Proxy Form.
- If your direct vote or appointment of a proxy is signed by an attorney, or in the case of direct vote or proxy submitted electronically, authenticated by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Share Registrar, Link Market Services Pty Limited, at Locked Bag A14, Sydney South, NSW, 1235 or by fax to +61 2 9287 0309 by 10.30 am on Monday 20 October 2014.

## Determination of shareholders' right to vote

The Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the register of shareholders as at 7pm on Monday 20 October 2014. Share transfers registered after that time will be disregarded in determining entitlements to vote at the AGM.

# Explanatory Memorandum

22<sup>nd</sup> October 2014 Notice of Annual General Meeting

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## **Agenda item 1: Financial Report and Reports of the Director and Auditor**

In accordance with the Corporations Act 2001, the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2014 will be put before the AGM. These Reports are in the Cryosite 2014 Annual Report and can be accessed on our website at [www.cryosite.com](http://www.cryosite.com)

This item does not require a formal resolution and accordingly, no vote will be held on this item. Shareholders will, however, be given a reasonable opportunity to ask questions on these Reports during discussion on this item.

## **Agenda Item 2: Remuneration Report**

Shareholders are asked to adopt the Remuneration Report for the year ended 30 June 2014. The Remuneration Report is in the Directors Report in Cryosite's 2014 Annual Report and can be accessed on the website at [www.cryosite.com](http://www.cryosite.com).

Under the Corporations Act 2001, the vote on this Resolution is advisory only and does not bind the Board or Cryosite. However the Board will take the outcome of the vote into account when considering future remuneration policy for non-executive Directors and Executives.

Shareholders should note that if 25% or more of votes cast on this resolution are against adoption of the Remuneration Report, the first element in the Board spill provisions introduced in 2011 (known generally as the 'two strikes rule') will be triggered. This would require a resolution on whether to hold a further meeting to spill the Board (a 'spill resolution') to be put to shareholders at the 2015 Annual General Meeting if a 'second strike' was to occur at the 2015 Annual General Meeting.

A voting exclusion applies to this resolution, as set out in the Notice of Meeting.

The Board unanimously recommends that shareholders vote in favour of the adoption of the Remuneration Report. The Chairman of the AGM intends to vote all available and undirected proxies in favour of this resolution.

## **Agenda Item 3: Election of Directors**

Mr Andrew Kroger being a Director who is retiring in accordance with the Company's constitution, and being eligible, offers himself for election, be re-elected as a director of the Company.

Andrew Kroger is the Non-Executive Chairman of Cryosite. Andrew was appointed a director and Chairman of Cryosite in November 2011. Andrew is the largest shareholder of the Company holding 11,706,943 shares (24.98% of the share capital).

Mr Kroger has had a career in stockbroking, law and general management including two years running Forsyth Group in 1990 which was Australia's ninth largest gold producer at that time. Mr Kroger is the owner of Process Wastewater Technologies LLC, a company with its major business being in wastewater in the United States. Mr Kroger has a Bachelor of Economics and a Bachelor of Laws from Monash University. Mr. Kroger was appointed to the Cryosite Limited board in November 2011.

# Contact Information

22<sup>nd</sup> October 2014 Notice of Annual General Meeting

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## **Cryosite Limited**

13A Ferndell St, South Granville,  
Sydney, NSW, 2142

Telephone: +61 2 8865-2000

Facsimile: +61 2 8667-8080

Email: [corporate@cryosite.com](mailto:corporate@cryosite.com)

## **Company Secretary**

Mr Bryan Dulhunty

## **Shareholder information**

[www.cryosite.com](http://www.cryosite.com)

## **Share Register**

Linkmarket Services Pty Limited

Locked Bag A14

Sydney South NSW 1235

Telephone: + 61 1300 554 474

Fax Nos: + 61 2 9287 0309 (for proxy forms only)

+ 61 2 9287 0303 (general line)

## **Annual report**

To request a copy of the Annual Report, simply contact the company.

Electronic versions of Cryosite's Annual Report are available at [www.cryosite.com](http://www.cryosite.com)

## **Australian Securities Exchange Listing**

CTE



**By mail:**  
Cryosite Pty Ltd  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



**By fax:** +61 2 9287 0309



**All enquiries to: Telephone:** +61 1300 554 474

## SHAREHOLDER VOTING FORM

### STEP 1 Please mark either Box A or Box B

I/We being a member(s) of Cryosite Pty Ltd and entitled to attend and vote hereby:

A VOTE DIRECTLY	OR	B APPOINT A PROXY
<input type="checkbox"/> elect to lodge my/our vote(s) directly (mark box)		<input type="checkbox"/> the Chairman of the Meeting (mark box)
<p><b>i</b> in relation to the Annual General Meeting of the Company to be held at <b>10:30am on Wednesday, 22 October 2014</b>, and at any adjournment or postponement of the meeting. You should mark either "for" or "against" for each item. Do not mark the "abstain" box.</p>		<p><b>OR</b> if you are <b>NOT</b> appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>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 vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at <b>10:30am on Wednesday, 22 October 2014</b>, at <b>Cryosite Ltd, 13A Ferndell St, South Granville, Sydney, NSW, 2142</b> (the Meeting) and at any postponement or adjournment of the Meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.</p>

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Voting Directions 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 ☒

### STEP 2 VOTING DIRECTIONS

	For	Against	Proxy Only Abstain*
<b>Resolution 1</b> Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b> Re-election of Director - Mr Andrew Kroger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**i** \* If you are voting under Box B and 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.

### STEP 3 SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).

**CTE PRX403R**



## HOW TO COMPLETE THIS VOTING 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.**

### Voting under Box A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the voting form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

### Voting under Box B - Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Box B. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Box B. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

### Votes on Items of Business - Proxy Appointment

You should 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.

### 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. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting 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
- 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 have already lodged 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.

## Lodgement of a Voting Form

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am on Monday, 20 October 2014**, being not later than 48 hours before the commencement of the meeting. Any Voting Form received after that time will not be valid for the scheduled meeting.

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



**ONLINE**

[www.linkmarketservices.com.au](http://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).



**by mail:**

Cryosite Pty 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 or Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.  
This will assist in registering your attendance.