



Medigard Limited

A.B.N. 490 090 003 044

Notice of Annual General Meeting 2014

Notice is hereby given that the Annual General Meeting of Medigard Limited will be held on Thursday 27 November, 2014 at Suite 14, 30 Tedder Avenue, Main Beach, Queensland commencing at 9.30 am (AEST).

Agenda

Business

1. Financial Statements and Reports

To receive and consider the Financial Reports of the Company, the Directors' Report and the Auditor's Report for the year ending 30 June, 2014.

2. Remuneration Report

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

If the Chairman of the meeting is your proxy and you have not directed him/her to vote on this resolution, the Chairman will be prevented from casting your votes on the resolution. If the Chairman is your proxy, in order for your votes to be counted on the resolution, you must direct your proxy how to vote on the resolution.

3. Re-election of Dr Chris Bishop as a director

Dr Chris Bishop retires accordance with the Constitution of the Company, and being eligible, offers himself for election.

Voting Exclusions

In accordance with the ASX Listing Rules, the Company will disregard any votes cast:

- a) on Item 3, by the director standing for re-election and any associate of that director; and

unless the vote 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 it is cast by the person chairing the meeting 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.

Explanatory Notes

Item 1 - Financial Statements and Reports

It is intended to provide an opportunity for shareholders to raise questions on the reports and on the performance of the Company generally.

Item 2 - Remuneration Report

The Remuneration Report is set out on pages 22-23 of the Medigard Limited Annual Report 2014. The report details the remuneration policy of Medigard and sets out details of remuneration of directors and relevant executives. A reasonable opportunity for discussion of the report will be provided to shareholders at the meeting.

The Directors unanimously recommend that shareholders vote in favour of Item 2.

Item 3 - Re-election of Director

In accordance with Article 40.1 of the Company's Constitution, which provides for the retirement by rotation at each annual general meeting of one third of the directors, and in accordance with Australian Securities Exchange Limited Listing Rule 14.4 which prohibits directors from holding office (without re-election) past the third annual general meeting following the Director's appointment or 3 years whichever is longer, Dr Chris Bishop retires at the Annual General Meeting on 27 November, 2014.

In accordance with Article 40.7 of the Company's Constitution, a retiring director is eligible for re-election and Dr Bishop has offered himself for re-election at the annual general meeting. If re-elected Dr Bishop would be entitled to serve another three years unless he retires earlier.

Details of Dr Bishop as a candidate are as follows:

Dr Bishop is Managing Director of Intellidesign Pty Ltd, an electronic design and manufacturing company that specialises in sophisticated electronic products including precision medical instruments and mobile wireless communication devices. After an academic career, Dr Bishop joined Cook Australia where he helped establish and manage a research and management group and manufacturing division in products that today are still widely exported internationally.

He chairs the Board's Finance Committee and is a member of the Audit and Risk Committee and the Nomination and Remuneration Committee.

Entitlement to Attend and Vote

The Board has determined that, for the purposes of the meeting (including voting at the meeting), members are those persons who are registered holders of shares at 7.00 pm (Sydney time) on 25 November, 2014.

Voting by Proxy

A member who is entitled to attend and vote at the meeting may appoint not more than 2 other persons, whether members or not, to attend and vote at the meeting.

A member may instruct his or her proxy or proxies to vote for or against any specific resolution.

Where a member appoints 2 proxies, the appointment will be of no effect unless each proxy is appointed to represent a specified portion of the member's voting rights. If a member appoints 2 proxies then neither shall be entitled to vote on a show of hands.

To be valid, the instrument appointing a proxy must be in writing and signed by the member or his or her attorney or if such appointer is a corporation, then properly executed by the corporation under the law.

A proxy form accompanies this notice together with instructions for completion. The proxy forms duly completed and signed must be received at least 48 hours before the meeting. The forms should be forwarded to the Company's share registry being:

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Level 7, 207 Kent Street
Sydney NSW 2000

Proxies may be sent to facsimile 02 9290 9655

Voting by Attorney

A member may appoint an attorney to vote on his or her behalf. For an appointment to be valid, the instrument effecting the appointment or a certified copy thereof must be received at least 48 hours before the meeting. The forms should be forwarded to the Company's share registry as detailed above.

Corporate Representatives

A member that is a corporation may appoint an individual to act as its representative at the meeting. The instrument effecting the appointment must be received at least 48 hours before the meeting. The forms should be forwarded to the Company's share registry as detailed above.

Annual Report

Please be advised that the 2014 Annual Report is now available for viewing and downloading on the Company's website www.medigard.com.au

By order of the Board.



Patricia Mary Boero
Company Secretary
20 October 2014



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:30am (AEST) on Tuesday 25 November 2014**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **9:30am (AEST) on Tuesday, 25 November 2014**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

Medigard Limited

ABN 490 090 003 044

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Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Medigard Limited** (Company) and entitled to attend and vote hereby appoint:

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the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair 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 below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Annual General Meeting** of the Company to be held at **Suite 14, 30 Tedder Avenue, Main Beach, Queensland on Thursday 27 November at 9.30am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

No undirected proxies to the Chairman or Key Management Personnel will be voted on Resolution 2. You are encouraged to direct your proxy by marking the box in relation to the resolution in Step 2 below.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 2	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To re-elect Dr Chris Bishop as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014