



Probiotec Limited

ACN 075 170 151

Notice of Annual General Meeting of the Company

to be held at:

Date: Thursday 27 November 2014

Time: 10.00 am AEDT

**Place: 83 Cherry Lane
Laverton North Victoria 3026**

This is an important document

If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional adviser.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of shareholders of **Probiotec Limited (Company)** will be held at **83 Cherry Lane, Laverton North, Victoria 3026 on Thursday 27 November 2014 at 10.00 am AEDT**

Items of Business

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2014.

2. RESOLUTION 1 RETIREMENT AND RE-ELECTION OF DIRECTOR – MR ROBIN TEDDER

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

"That Mr Robin Tedder, a director retiring by rotation in accordance with clause 13.5 of the Company's constitution and the ASX Listing Rules, and being eligible for re-election, be re-elected as a director of the Company."

3. RESOLUTION 2 APPROVAL OF PROBIOTEC EXECUTIVE OPTION PLAN

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

"That approval be given for the establishment of the Probiotec Executive Option Plan, as described in the explanatory statement included in this notice of meeting, and issues under the Probiotec Executive Option Plan for all purposes, including ASX Listing Rule 7.2 exception 9."

4. RESOLUTION 3 ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, pass the following non-binding ordinary resolution under section 250R(2) of the Corporations Act 2001:

"That the Remuneration Report for the year ended 30 June 2014 be adopted."

5. RESOLUTION 4 SPILL RESOLUTION (IF REQUIRED)

This Resolution will be put to shareholders for consideration if at least 25% of the votes cast in respect of Resolution 3 of this Notice of Annual General Meeting are against the adoption of the Remuneration Report. Further details are included in the attached Explanatory Statement accompanying this Notice of Annual General Meeting.

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

"That for the purposes of section 250V of the Corporations Act 2001:

- a) a general meeting (**Spill Meeting**) of the Company's members be held within 90 days of the 2014 AGM; and*
- b) all of the Company's directors who were directors at the time the directors resolved to make the Directors' Report considered at the 2014 AGM (other than the managing director), cease to hold office immediately before the end of the Spill Meeting; and*
- c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting pursuant to paragraph (b) above must be put to the vote at the Spill Meeting."*

BY ORDER OF THE BOARD

Dated 15 October 2014

Jared Stringer

Company Secretary

Explanatory Statement

Introduction

This Explanatory Statement has been prepared for the information of shareholders of the Company in connection with the Annual General Meeting (AGM) of the Company to be held at **83 Cherry Lane, Laverton North, Victoria 3026 on Thursday 27 November 2014 at 10.00 am AEDT**. It forms part of the Notice of Meeting and must be read together with the Agenda items.

1 FINANCIAL STATEMENTS AND REPORTS

As required by law, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year must be considered at the AGM. While this item of business does not require a formal resolution to be put to Shareholders, Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports. Written questions must be submitted no later than 5 business days before the AGM and the answers will be available at and after the meeting.

Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report. The Company will pass the questions on to the Auditor prior to the AGM. The Auditor may, but is not obligated to, answer any written or oral questions that are put by Shareholders.

2 RESOLUTION 1 RETIREMENT AND RE-ELECTION OF DIRECTOR – MR ROBIN TEDDER

Mr Robin Tedder is a non-executive director of Probiotec Limited.

Mr Robin Tedder has over 37 years' experience in business investment and finance. He is the Chairman of Vintage Capital, a private investment company, and a director of several public and private companies active in property, retail and investment. Robin was a member of the ASX for over a decade and served as an executive director of two investment banks active in Australia and overseas. He is the Australian Ambassador for Singularity University (founders include Genentech and Google) of Mountain View California, which runs advanced technology healthcare education programs. Robin is a Fellow of the Financial Services Institute of Australia.

Recommendation

The directors, other than Mr Tedder, recommend that you vote in favour of Resolution 1 set out in the Notice of AGM.

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 1.

3 RESOLUTION 2 APPROVAL OF PROBIOTEC EXECUTIVE OPTION PLAN

The Board has decided to discontinue the current employee share plan and the exempt share and option plan (without affecting the rights of the existing participants), and to adopt the Probiotec Executive Option Plan (**Plan**). A summary of the key terms of the Plan is set out in Appendix 1, and a copy of the rules of the Plan is available upon request from the Company.

Shareholder approval of the Plan is being sought for all purposes under the Corporations Act and the ASX Listing Rules, including ASX listing rule 7.2 (exception 9), so that Shares issued in accordance with the Plan will be excluded from the calculation of the maximum number of new shares that can be issued by the Company in any 12 month period (currently 15% of shares previously on issue) for a period of three years from the date of approval.

If this Resolution 2 is approved by Shareholders, it will have the effect of enabling the securities issued by the Company under the Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue within the 15% in 12 months limit under Listing Rule 7.1 during the next three years period.

Discontinued exempt share and option plan

As outlined above, the Board has decided to discontinue the current exempt share and option plan and the employee share plan and to adopt the Plan.

The exempt share and option plan and the employee share plan were first adopted by the Company in a general meeting of shareholders on 3 May 2006, and these plans were last approved at the Company's AGM on 23 November 2011.

There are currently 3,700,000 options on offer which are fully vested, of which 1,600,000 will expire in June 2015, 600,000 will expire in November 2015 and 1,500,000 will expire in November 2016. If all of these options are exercised, 3,700,000 Shares will be issued which represents 7% of the Company's total issued capital as at the date of this Notice of AGM.

Recommendation

The Directors, other than any director who is eligible to participate in the Plan, recommend that you vote in favour of Resolution 2 set out in the Notice of AGM.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 2 by any director who may participate, or may obtain a benefit by participating, in the issue of Options (or any other securities under any employee incentive scheme of the Company), and any of their associates.

However, the Company need not disregard a vote if:

- 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
- 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.

Additionally, the Company will disregard any votes cast (in any capacity) on Resolution 2 by or on behalf of a member of key management personnel (**KMP**) and their closely related parties (collectively referred to as a **Prohibited Voter**) unless the vote is cast:

- as a proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- by the Chairman of the meeting as proxy for a person entitled to vote in accordance with an express authority to vote undirected proxies as the Chairman sees fit even if the resolution is connected directly or indirectly with the remuneration of a KMP.

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 2.

4 RESOLUTION 3 ADOPTION OF REMUNERATION REPORT

The Company's Remuneration Report is included within the Directors' Report at pages 8 to 16 in the Annual Report. It sets out a range of matters relating to the remuneration of directors and executives of the Company.

By law, the Company is required to put the remuneration report to a vote by members at the AGM. However, the vote on the resolution is advisory only and does not bind the directors or the Company. During this item of business, there will be an opportunity for shareholders to ask questions about, and comment on, the Remuneration Report.

Shareholders may be aware of the 'two strikes' rule in relation to remuneration reports. Briefly, if at least 25% of votes are cast against the resolution adopting the remuneration report at two consecutive annual general meetings, this rule requires that a 'board spill resolution' be put to shareholders. If the board spill resolution is passed, the Company is required to hold a further meeting of shareholders within 90 days to consider replacing those directors (other than the CEO/managing director) in office at the time the remuneration report was approved by the board.

At the Company's 2013 AGM, 34.23% of the votes cast by shareholders in relation to the FY2013 Remuneration Report were cast against the adoption of the report and the company received a 'first strike' which will result in the outcome of the current resolution under discussion, determining whether or not the board spill resolution, Resolution 4 in this Notice of AGM, will be put to shareholders.

Whilst the resolution to adopt the FY2013 Remuneration Report was passed by the majority of shareholders, the board (and in particular the Nomination and Remuneration Committee) noted the concerns of shareholders. As a result, a detailed review of the remuneration framework of the Group has been conducted, which will be implemented in future periods. This framework is built around the usage of 4 grades to categorise roles, being:

- Managing Director;
- Management Executives;
- Senior Management; and
- All other employees.

Guidelines and fixed ranges for components of remuneration will be applied to each of these grades to ensure consistency and objectivity.

The revised framework will also emphasise a greater proportion of remuneration (particularly for the managing director and Management Executives) being "at risk" and new incentive arrangements are currently being developed (including the Plan).

Recommendation

The Directors unanimously recommend that you vote in favour of adopting the Remuneration Report.

Voting exclusion statement

The Company will disregard any votes cast (in any capacity) on Resolution 3 by or on behalf of a Prohibited Voter (except a KMP, and that KMPs closely related parties, whose remuneration is not included in the Remuneration Report) unless the vote is cast:

- as a proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- by the Chairman of the meeting as proxy for a person entitled to vote in accordance with an express authority to vote undirected proxies as the Chairman sees fit even if the resolution is connected directly or indirectly with the remuneration of a KMP.

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 3.

5 RESOLUTION 4 SPILL RESOLUTION (IF REQUIRED)

Note: This Resolution will be voted on only if the outcome of Resolution 3 is such that at least 25% of the votes cast are against the adoption of the Remuneration Report.

As set out above in the explanatory statement relating to Resolution 3, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report, the Company is required to put this item of business to the 2014 AGM.

If more than 50% of votes that are cast are voted in favour of Resolution 4, the board spill resolution, the Company must convene another general meeting (Spill Meeting) within 90 days of the 2014 AGM. All of the directors who were in office when the 2014 Directors' Report was approved, other than the managing director/CEO, will need to stand for re-election at the Spill Meeting. Those persons who were re-elected at the Spill Meeting will be directors of the Company. If a director is re-elected at the Spill Meeting, their term of office runs as if the cessation and re-appointment had not happened.

The Corporations Act includes a mechanism to ensure that the Company will have at least three directors (including the managing director/CEO) after the Spill Meeting, as is required for a public company. If at the Spill Meeting at least two non-executive directors are not appointed (to offices that will be vacated immediately before the end of the Spill Meeting) by ordinary resolution, those persons with the highest percentage of votes favouring their appointment will be taken to be appointed (even if less than half of the votes cast on the resolution were in favour of their appointment).

Recommendation

The Directors unanimously recommend that you vote against Resolution 4 set out in the Notice of AGM.

Voting exclusion statement

The Company will disregard any votes cast (in any capacity) on Resolution 4 by or on behalf of a Prohibited Voter unless the vote is cast:

- as a proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- by the Chairman of the meeting as proxy for a person entitled to vote in accordance with an express authority to vote undirected proxies as the Chairman sees fit even if the resolution is connected directly or indirectly with the remuneration of a KMP.

The Chairman of the meeting intends to vote all available proxies against Resolution 4.

Voting and proxies

Voting

The resolutions are proposed as ordinary resolutions, which require a simple majority of the votes cast.

Persons entitled to vote

Under regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the meeting will be as it appears in the Company's register of members on **25 November 2014 at 7.00 pm AEDT**

Corporate representatives

A member that is a body corporate, may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the meeting. The appointment may be a standing one.

Necessary information

Information relevant to each resolution is set out in the attached explanatory statement which forms part of this notice to members.

Appointment of proxy

A proxy form is enclosed for your use if required. Please note the following in relation to the appointment of a proxy:

- A member who is entitled to attend and vote at this meeting may appoint any person as his or her proxy to attend and vote for the member at the meeting.
- A proxy need not be a member of the Company.
- If a member is entitled to cast two or more votes at the meeting, the member may appoint two proxies to attend the same meeting. If two proxies are appointed and the appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the member's votes.
- The appointment of the proxy may specify the proportion or number of votes that the proxy may exercise.
- If a proxy is given by a corporation, a form of proxy must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney.
- If a proxy is given by a natural person, a form of proxy must be executed under the hand of that person or that person's attorney.

- To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting; 10.00am AEDT on Tuesday 25 November 2014.
 - By delivery to the Company's share registry: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001;
 - By facsimile to the following fax number at the Company's share registry: +61 2 9290 9655.
 - Online: www.votingonline.com.au/probiotecagm2014
- Any proxy form received after this deadline including at the meeting will be treated as invalid.
- A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction.
- In the case of Resolutions 1, 2, and 3, if a shareholder appoints the chairman of the meeting as the shareholder's proxy and does not specify how the chairman is to vote these resolutions, the chairman will vote, as proxy for that shareholder, in favour of the resolutions.
- In the case of Resolution 4, if a shareholder appoints the chairman of the meeting as the shareholder's proxy and does not specify how the chairman is to vote on Resolution 4, the chairman will vote, as proxy for that shareholder, against Resolution 4.

Appendix 1 - Summary of Probiotec Executive Option Plan Key Terms

Eligibility	The Board has the discretion to determine which executives are eligible to participate in the Plan. The definition of executive under the rules of the Plan includes Band 1 Executives (the Chief Executive Officer), Band 2 Executives (the Chief Operating Officer and the Chief Financial Officer) and Band 3 Executives (any individual whom the Board determines to be an executive of a Group Company (including heads of department and the Company's chief accountant)). The Plan confers upon the Board the discretion to determine that a particular executive be included as a Band 1, Band 2 or Band 3 Executive.
Maximum holding	The Plan provides a restriction on the maximum number of unvested Options that can be held at any point in time. Band 1 Executives cannot hold more than 1,000,000 unvested Options, Band 2 Executives cannot hold more than 600,000 unvested Options and Band 3 Executives cannot hold more than 400,000 unvested Options.
Vesting conditions	The vesting of any securities issued under the Plan may be conditional on the satisfaction of performance and/or service conditions as determined by the Board and advised to the executive in their invitation.
Exercise of securities	Vested option issued under the Plan will not automatically trigger the exercise of the securities, but a participant will be entitled to exercise in accordance with the terms contained in the invitation to the individual.
Price	Options issued under the Plan will be issued at no cost to the participants. However, the Options will be subject to payment of an exercise price by the participant which is determined by the Board and advised to the participant in their invitation.
Lapse/forfeiture	<p>Unless the Board determines otherwise, Options issued under the Plan will lapse upon the earliest of:</p> <ul style="list-style-type: none"> • any expiry date applicable to the securities; • any date which the Board determines that vesting conditions applicable to the securities are not met or cannot be met; • the participant ceasing employment with the Company or ceasing to satisfy any other conditions imposed by the Board at the time of issue of the Options; • the participant having a judgment entered against them in respect of a contravention of their duties in their capacity as an executive; • the date that the Company receives notice from the participant that they wish for the Options to lapse; • the date that is the 5th anniversary of the date of issue of the Options; • the participant trading in respect of the securities in contravention of the Plan; and • the Board determining that a participant has committed any fraudulent or dishonest actions, or that the participant is in breach of their duties owed to the company, has brought the Company into disrepute or otherwise committed any act of harassment or discrimination.
Change of Control	On the occurrence of a change of control event, the Board will determine, in its sole and absolute discretion, the manner in which vested and unvested securities issued under the Plan shall be dealt with.

No trading	Trading restrictions apply to Options issued under the Plan in accordance with the rules of the Plan.
Rights attaching to Shares	Shares issued under the plan will rank equally for dividends and other entitlements, be subject to any restrictions imposed under these rules and otherwise rank equally with the existing Shares on issue at the time of allotment.
Company may issue or transfer shares	Company may, in its discretion, either issue new shares or procure the transfer of shares already on issue, or a combination of both, to satisfy the Company's obligations under the Plan.
Adjustments	Prior to the allocation of shares to a participant upon exercise of Options issued under the Plan, the Board may make any adjustment it considers appropriate to the terms of securities in order to minimise or eliminate any material advantage or disadvantage to a participant resulting from a corporate action such as a capital raising or capital reconstruction.
Limits on securities issued	The number of shares that may be issued under the Plan is limited to the number prescribed under ASIC Class Order 03/184 with respect to employee share scheme offers made without a prospectus. Currently these limits provide that the number of shares that may be issued, when aggregated with a number of shares issued during the previous five years from share issues under all employee share schemes established by the Company (including as a result of exercise of options to acquire shares granted to the previous five years under any such employee share scheme), must not exceed 5% of the total number of shares on issue, disregarding certain unregulated offers.
Continued operation of the plan	The plan may be suspended, terminated or amended at any time by the Board, subject to any resolution of the Company required by the listing rules.

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 10.00am AEDT on Tuesday 25 November 2014.**

🖨 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/probiotecagm2014
- STEP 2: Enter your holding/investment type:**
- STEP 3: Enter your Reference Number:**
- STEP 4: Enter your VAC:**

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

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:

- 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.
- 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 **10.00am AEDT 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:

- | | |
|--------------------|--|
| 💻 Online | www.votingonline.com.au/probiotecagm2014 |
| 📠 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.

Probiotec Limited

ACN 075 170 151

☐

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 **Probiotec Limited** (Company) and entitled to attend and vote hereby appoint:

☐

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 **83 Cherry Lane, Laverton North, Victoria 3026 on Thursday, 27 November, 2014 at 10.00am AEDT** 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions, 2,3 and 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these resolutions even though Resolutions 2,3 and 4 are connected with the remuneration of a member of key management personnel for Probiotec Limited.

The Chair of the Meeting will vote all undirected proxies in favour of each Item of business with the exception of Resolution 4 where the Chair of the Meeting will be voting against. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

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 1	Retirement and Re-election of Director – Mr Robin Tedder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Probiotec Executive Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Chair of the Meeting intends to vote all available proxies against Resolution 4				
Resolution 4	Spill Resolution (If Required)	<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