

LBT INNOVATIONS LIMITED
ACN 95 107 670 673

NOTICE OF ANNUAL GENERAL MEETING

to be held at

Date: Wednesday 21 October 2015

Time: 2:00pm (Adelaide time)

Place: Thomson Geer Lawyers, Level 7, 19 Gouger Street, Adelaide, South Australia, 5000

This is an important document and requires your attention

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of LBT Innovations Limited ACN 107 670 673 (**Company**) will be held at 2:00pm (Adelaide time) on Wednesday 21 October 2015 at Thomson Geer, Lawyers Level 7, 19 Gouger Street, Adelaide, South Australia.

AGENDA

1. To receive and consider the financial report and the reports of the directors and of the auditor for the financial year ended 30 June 2015.

To receive and consider the Financial Report, Director's Report and Independent Audit Report for the Company for the financial year ended 30 June 2015.

2. Company performance and prospects

To receive information from the Chief Executive Officer and Managing Director about the Company's performance and future prospects.

3. Resolution 1 – Adoption of the Remuneration Report for the year ended 30 June 2015

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

'That the Remuneration Report for the year ended 30 June 2015 be adopted.'

- Notes:
- (1) *This resolution is advisory only and does not bind the Company or the directors.*
 - (2) *If 25% or more of votes that are cast are voted against the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election.*

Voting Exclusion Statement

The Company will disregard any votes cast (in any capacity) on Resolution 1 by any Key Management Personnel, the details of whose remuneration are included in the Remuneration Report, and any Closely Related Party of such Key Management Personnel.

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person described above and either:

- (a) the person does so as proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; or
- (b) the Chair of the meeting is appointed as proxy and the proxy form expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

4. Resolution 2 – Re-election of Kate Costello as a director

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

‘That Kate Costello, who retires in accordance with clause 20.2 of the Company’s Constitution, and being eligible to stand for re-election as a director of the Company, be re-elected as a director of the Company.’

5. Resolution 3 – Re-election of Caroline Popper as a director

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

‘That Caroline Popper, who retires in accordance with clause 20.2 of the Company’s Constitution, and being eligible to stand for re-election as a director of the Company, be re-elected as a director of the Company.’

Dated: 11 September 2015

By order of the Board



.....
Dan Hill

Company Secretary

NOTES

- 1 The Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at 7:00pm (Adelaide time) Monday 19 October 2015 Accordingly, those persons are entitled to attend and vote at the meeting.
- 2 If you are eligible, you may vote by attending the meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.
- 3 To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.
- 4 A member who is entitled to vote at the meeting, may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of the Company.
- 5 Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.
- 6 The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.
- 7 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 (or such lesser period as the Directors may permit):
 - 7.1 By mail c/- Computershare Investor Services Pty Limited
GPO Box 242, Melbourne Victoria 3001
 - 7.2 Intermediaries/Custodians can vote online by visiting
www.intermediaryonline.com (subscribers only).
 - 7.3 By facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
- 8 Any proxy form received after this deadline including at the meeting will be treated as invalid.
- 9 Except in relation to resolutions connected directly or indirectly with the remuneration of a member of the key management personnel of the Company, unless a shareholder specifically directs a proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- 10 Any undirected proxies held by the other directors or any other key management personnel or their closely related parties will not be voted on resolutions connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.
- 11 Subject to the following paragraph, 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 an item of business, the chairman will vote, as proxy for that shareholder, in favour of that item on a poll.

- 12 If a shareholder wishes to appoint the chairman as proxy and does not specify how the chairman is to vote on resolutions connected directly or indirectly with the remuneration of a member of the key management personnel of the company, the shareholder must expressly authorise the chairman to exercise the vote in respect of that matter. If the shareholder does not so expressly authorise the chairman to vote how the chairman wishes in respect of that matter, the chairman may not exercise the proxy vote in respect of that matter. Shareholders are urged to read the directions on the proxy form carefully, especially if intending to appoint the chairman of the meeting as proxy.
- 13 Key management personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2015. Their closely related parties are defined in the *Corporations Act 2001*, and include certain members of their family, dependents and companies they control.

EXPLANATORY MEMORANDUM

This explanatory memorandum has been prepared to assist shareholders with their consideration of the resolutions to be put to the Annual General Meeting to be held on Wednesday 21 October 2015. These explanatory notes should be read with, and form part of, the accompanying Notice of Annual General Meeting.

1. To receive and consider the financial report and the reports of the directors and of the auditor for the financial year ended 30 June 2015.

The LBT Innovations Limited Annual Report 2015 (which includes the financial report, the directors' report and the auditor's report) will be presented to the meeting.

There is no requirement for shareholders to approve these reports. However, the chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company. Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

A copy of the Annual Report has been sent to shareholders (where requested) and is also available on the Company's website at www.lbtinnovations.com.

2. Company performance and prospects

The Chief Executive Officer and Managing Director will be presenting about the Company's performance and future prospects.

3. Resolution 1 – Adoption of the Remuneration Report for the year ended 30 June 2015

The Remuneration Report of the Company for the financial year ended 30 June 2015 is set out in the Company's 2015 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for directors, including the Managing Director, and the Company's staff. The chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, shareholders will be asked to vote on the Remuneration Report.

The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

No member of the key management personnel or closely related party of the key management personnel may vote on Resolution 1.

Any undirected proxies held by the other directors or any other key management personnel or their closely related parties will not be voted on Resolution 1.

Any undirected proxies held by the chairman may only be voted by the chairman in the event that the proxy form does not direct the chairman how to vote, but expressly authorises the chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Adoption of Remuneration Report) by marking either **"For"**, **"Against"** or **"Abstain"**

on the Voting Form for that item of business. Please read the directions on the proxy form carefully, especially if you intend to appoint the Chairperson as your proxy.

Under the Corporations Act 2001, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill' resolution) that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election. At the last AGM, the Remuneration Report was adopted and did not receive 25% or more votes cast against its adoption.

The directors unanimously recommend that you vote in favour of this resolution.

4. Resolution 2 – Re-election of Kate Costello as a director

Kate Costello was appointed to the Board on 12 August 2005 and in accordance with clause 20.2 of the Company's Constitution retires and is eligible for re-election as a director.

Kate was in management with a commercial law firm before establishing a management consultancy. Kate has over 20 years' experience in corporate governance and strategy through her consulting work with the boards of client organisations, her directorships and her previous involvement as a facilitator in the Company Directors' Course offered by the Australian Institute of Company Directors.

Kate's board experience includes directorships of the South Australian Totalisator Agency Board, Australian Central Credit Union Ltd, Festival City Broadcasters Ltd and Integrated Research Ltd and chairmanship of Saab Intelligent Transport Systems Ltd and Bassett Consulting Engineers. She is currently a director of Intellitrain Holdings Ltd and chair of bzip Pty Ltd and Accrue Harris Orchard accountants.

The directors (with Kate Costello abstaining) unanimously recommend that you vote in favour of this resolution.

5. Resolution 3 – Re-election of Caroline Popper as a director

Caroline Popper was appointed to the Board on 15 March 2012 and in accordance with clause 19.4 of the Company's Constitution retires and is eligible for re-election as a director.

Caroline is a US-based pathologist and business consultant, with more than 20 years of operational experience in the international diagnostics, medical devices, and drug discovery fields. After 10 years in senior management and marketing roles at the leading medical technology firm, Becton, Dickinson and Company, Caroline established her own consultancy, Popper and Company, to provide strategic corporate and advisory services to businesses across the life sciences spectrum.

A qualified health economist, Caroline has served in senior managerial and advisory positions at a number of global diagnostics and medical research companies, including bioMérieux and MDS Proteomics, where she was Chief Business Officer from 2000 to 2002.

As well as extensive experience in life science business strategy, Caroline enjoys a unique clinical perspective gained in the wards and laboratories of Baltimore's famous Johns Hopkins Hospital. From 1987 to 2003, she served as an attending physician at the hospital's Department of Emergency Medicine, where she completed residencies in internal medicine and in pathology. In 2003, Caroline founded Popper and Company, a strategy and M&A advisory firm focused on diagnostics, medical devices, life science tools, and wireless health applications. Her other directorships include Diversigen Inc (chairman), Rarecyte, BioAgilytix and Pilgrim Solutions.

The directors (with Caroline Popper abstaining) unanimously recommend that you vote in favour of this resolution.



LBT INNOVATIONS

LBT Innovations Limited

ACN 107 670 673

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 729 063
(outside Australia) +61 3 9415 4675

Proxy Form

XX

For your vote to be effective it must be received by 2:00pm (Adelaide time) Monday 19 October 2015

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of LBT Innovations Limited hereby appoint

☐

the Chairman
of the Meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of LBT Innovations Limited to be held at Thomson Geer Lawyers, Level 7, 19 Gouger Street, Adelaide, South Australia, 5000 on Wednesday 21 October 2015 at 2.00 pm (Adelaide time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 1** by marking the appropriate box in step 2 below.

STEP 2

Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

	For	Against	Abstain
1. Adoption of the Remuneration Report for the year ended 30 June 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Kate Costello as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Caroline Popper as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date

/ /
