



SciGen Limited
ARBN 101 318 852

Notice of Annual General Meeting

NOTICE OF THE ANNUAL GENERAL MEETING TO BE HELD AT 9.30 A.M. SINGAPORE TIME (11.30 A.M. AEST) AT 152 BEACH ROAD, #26-07/08 GATEWAY EAST, SINGAPORE 189721 ON 30 JUNE 2016.

- (i) TO BE VALID PROXY FORMS – FOR CUFS – FOR USE AT THIS MEETING MUST BE COMPLETED AND RETURNED TO THE COMPANY'S SHARE REGISTRY, COMPUTERSHARE INVESTOR SERVICES PTY LIMITED NO LATER THAN 5.00 P.M. SINGAPORE TIME (7.00 P.M. AEST) ON 23 JUNE 2016 FOR SHAREHOLDERS.
- (ii) TO BE VALID PROXY FORMS – FOR SHARES – FOR USE AT THIS MEETING MUST BE COMPLETED AND RETURNED TO THE COMPANY'S SHARE REGISTRY, COMPUTERSHARE INVESTOR SERVICES PTY LIMITED NO LATER THAN 9.30 A.M. SINGAPORE TIME (11.30 A.M. AEST) ON 28 JUNE 2016 FOR SHAREHOLDERS.

SCIGEN LTD
ARBN 101 318 852

SECTION 1 - Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Shareholders of SciGen Ltd ARBN 101 318 852 (the “**Company**”) will be held at 152 Beach Road, #26-07/08 Gateway East, Singapore 189721 on 30 June 2016 at 9.30 a.m. Singapore time (11.30 a.m. AEST) to transact the following business:

BUSINESS

1. Adoption of the Audited Accounts – 31 December 2015

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

Resolution 1:

That the audited accounts of the Company and the Company’s controlled entities including the reports of the Directors and of the Auditors for the year ended 31 December 2015 be approved and adopted by the Shareholders.

2. Retirement and Appointment of Directors

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

Resolution 2:

That Mr. Kenneth Gross who retires from his office as a Director in accordance with Section 153(6) of the Companies (Amendment) Act 2004 of the Republic of Singapore and, being eligible, offers himself for re-election, is re-elected as a Director.

Resolution 3:

That Mr. Adam Polonek who retires from his office as a Director by rotation in accordance with Article 6.1(f) of the Company’s Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, is re-elected as a Director.

Resolution 4:

That Mr. Marcin Dukaczewski who retires from his office as a Director by rotation in accordance with Article 6.1(f) of the Company’s Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, is re-elected as a Director.

Resolution 5:

That Dr. Marek Dziki who retires from his office as a Director in accordance with Article 6.1(d) of the Company’s Constitution and, being eligible, offers himself for re-election, is re-elected as a Director.

3. Re-Appointment of Auditors

Resolution 6:

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

That, in accordance with Section 205(2) of the Companies Act (Cap. 50) of the Republic of Singapore, Deloitte & Touche LLP is reappointed as the auditors of the Company and that the Directors be authorised to fix the auditor's remuneration.

4. Directors Remuneration – 31 December 2015

Resolution 7:

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

That in accordance with Article 6.3(a) of the Constitution, the remuneration of the Directors for the year ended 31 December 2015 as shown in the Audited Accounts referred to in Resolution 1 is approved.

5. Other Business

To consider any other business that may be properly brought before the meeting in accordance with the Company's Constitution.

Definitions

All capitalised terms used in this Notice of Annual General Meeting, unless the context otherwise requires, have the meaning set out in the Glossary of this Notice of Annual General Meeting.

By order of the board

A handwritten signature in black ink, appearing to be 'Jenny Low', with a stylized flourish at the end.

Jenny Low
Director

Dated: 9 June 2016

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SECTION 2 – Proxies and proxy forms

Shareholders are encouraged to attend and vote at the Meeting. If a Shareholder is unable or does not wish to attend, the Directors urge the Shareholder to vote or direct voting by completing and returning the enclosed Proxy Form.

A CUFS holder is entitled to direct voting of the underlying Shares but cannot vote personally at the Meeting unless the CUFS holder converts the CUFS into underlying Shares in sufficient time before the Meeting. A CUFS holder may direct the depository nominee, CHES Depositary Nominees Pty Limited (ACN 071 346 506) (**CDN**), on how it should vote with respect to the Resolutions by completing and returning the enclosed CUFS Voting Instruction Form.

1. Shareholders

- 1.1 **Right to appoint:** Each Shareholder entitled to vote at the Meeting has the right to appoint a proxy to attend and vote for the Shareholder at the Meeting. To appoint a proxy, use the Proxy Form sent out with this Notice.

A proxy or attorney is not entitled to vote while the Shareholder appointing them is present at the meeting.

- 1.2 **Who may be a proxy:** A Shareholder can appoint anyone to be their proxy. A proxy need not be a Shareholder. The proxy appointed can be described in the Proxy Form by an office held e.g. “*Chair of the Meeting*”.

- 1.3 **Two proxies:** A Shareholder, who is entitled to 2 or more votes at the Meeting, may appoint 2 proxies. Where 2 proxies are appointed:

- (1) a separate Proxy Form should be used to appoint each proxy; and
- (2) the Proxy Form may specify the proportion, or the number, of votes that each proxy may exercise, and if it does not do so each proxy may exercise half of the votes.

- 1.4 **Signature(s) of individuals:** In the case of Shareholders who are individuals, the Proxy Form must be signed if the Shares are held:

- (1) by one person, by that Shareholder; or
- (2) in joint names, by any one of them.

- 1.5 **Signatures on behalf of companies:** In the case of Shareholders which are companies, the Proxy Form must be signed:

- (1) if it has a sole director who is also sole secretary, by that director (and stating that fact next to or under the signature on the Proxy Form); or
- (2) in the case of any other company, by 2 directors or by a director and secretary.

The use of the common seal of the company on the Proxy Form is optional.

- 1.6 **Lodgement place and deadline:** Proxy Forms must be received with the original or a certified copy of the authority under which the Proxy Form is signed (if the Proxy Form is signed by an attorney or other representative):

- (1) by post or facsimile to the Company's Share Registry at:

(i) Computershare Investor Services Pty Limited
GPO Box 242
Melbourne
VIC 3001
Australia
Fax: 1800 783 447

OR

(ii) Computershare Investor Services Pty Limited
Level 5, 115 Grenfell Street
Adelaide
SA 5000
Australia

OR

- (2) by delivery to the Principal Registered Office of the Company in Australia being:

Suite 1, 13B Narabang Way
Belrose
New South Wales 2085
Australia
Attention: Company Secretary

by no later than 9.30 a.m. Singapore time (11.30 a.m. AEST) on 28 June 2016.

2. **CUFS holders**

- 2.1 **General:** Each CUFS holder is not entitled to attend and personally vote on a show of hands at the Meeting. However, the CUFS holder may direct CDN on how it should vote with respect to the Resolutions. The Company is required to provide to all CUFS holders with the Notice of the Annual General Meeting which includes a CUFS Voting Instruction Form permitting the CUFS holder to direct CDN to cast proxy votes in the manner directed by the CUFS holder.

The Company will permit CUFS holders to attend the Meeting as a visitor.

- 2.2 **Right to appoint:** Each CUFS holder has the right to direct CDN on how to vote for the CUFS holder at the Meeting. To direct CDN as to how to vote on the Resolutions,

a CUFS holder must duly complete and lodge the CUFS Voting Instruction Form sent out with this Notice.

CDN will vote in accordance with the duly completed and lodged CUFS Voting Instruction Form, even if any CUFS holder appointing it is present at the Meeting as a visitor.

2.3 **Who may be appointed:** A CUFS holder can only direct CDN on how to vote on the Resolutions.

2.4 **Signature(s) of individuals:** In the case of CUFS holders who are individuals, the CUFS Voting Instruction Form must be signed if the CUFS are held:

- (1) by one person, by that CUFS holder; or
- (2) in joint names, by any one of them.

2.5 **Signatures on behalf of companies:** In the case of CUFS holders which are companies, the CUFS Voting Instruction Form must be signed:

- (1) if it has a sole director who is also sole secretary, by that director (and stating that fact next to or under the signature on the Proxy Form); or
- (2) in the case of any other company, by 2 directors or by a director and secretary.

The use of the common seal of the company on the CUFS Voting Instruction Form is optional.

2.6 **Lodgement place and deadline:** Duly completed and signed CUFS Voting Instruction Forms must be received with the original or a certified copy of the authority under which the CUFS Voting Instruction Form is signed (if the CUFS Voting Instruction Form is signed by an attorney or other representative):

- (1) by post, delivery or facsimile to the Company's Share Registry at:

- (i) Computershare Investor Services Pty Limited
GPO Box 242
Melbourne
VIC 3001
Australia
Fax: 1800 783 447

OR

- (ii) Computershare Investor Services Pty Limited
Level 5, 115 Grenfell Street
Adelaide SA 5000
Australia

OR

- (2) by delivery to the Principal Registered Office of the Company in Australia being:

Suite 1, 13B Narabang Way
Belrose
New South Wales 2085
Australia

Attention: Company Secretary

by no later than 5.00 p.m. Singapore time (7.00 p.m. AEST) on 23 June 2016.

NB: To all CUFS holders:

To obtain a free copy of CHESSE Depositary Nominees' Financial Services Guide, or any Supplementary Financial Services Guide, go to www.asx.com.au/cdis or phone 1300 300 2790 to have one sent to you.

3. Corporate Representatives

- 3.1 A body corporate may appoint an individual to act as its representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. Unless otherwise stated, the corporate representative may exercise all of the powers the appointing body can exercise. The certificate evidencing the appointment of a corporate representative (or a photocopy or facsimile of it) must be received by the Company at Suite 1, 13B Narabang Way, Belrose, New South Wales 2085 or by facsimile on +61 2 9234 1777 by no later than 5.00 p.m. Singapore time (7.00 p.m. AEST) on 28 June 2016 or produced when registering at the Meeting.

4. Determination of Voting Entitlements

- 4.1 The Company has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the Register of Shareholders at 5.00 p.m. Singapore time (7.00 p.m. AEST) on 28 June 2016.

5. Voting Exclusions

- 5.1 In accordance with the ASX Listing Rules, the Company will disregard a vote on Resolution 7 cast by any director of the Company and any of his or her associates.

However, the Company need not disregard a vote if:

- (1) 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
- (2) 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.

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SECTION 3 – Explanatory Statement

1. Introduction

- 1.1 This Section 3 is included in, and forms part of the Notice of Annual General Meeting dated 9 June 2016 and should be read together with the Notice of Annual General Meeting.
- 1.2 This explanatory statement contains an explanation of, and information on, the Resolutions to be put to Shareholders and considered at the Annual General Meeting set out in the accompanying Notice of Annual General Meeting to assist Shareholders on their decision on how they wish to vote on the Resolutions.
- 1.3 Shareholders should read this explanatory statement in full together with the accompanying Notice of Annual General Meeting.
- 1.4 If you are in doubt about the action you should or should not take in relation to the Resolutions, you should consult your financial or other professional adviser.
- 1.5 Words and expressions used in the Notice of Annual General Meeting and in this explanatory statement are defined in the Glossary.

2. Resolution 1 - Adoption of Audited Accounts – 31 December 2015

- 2.1 The audited accounts of the Company and the Company's controlled entities, including the reports of the Directors and of the Auditors for the year ended 31 December 2015 are to be tabled at the meeting.
- 2.2 Resolution 1 is for Shareholders to formally approve and adopt these financial statements and reports.

3. Resolution 2 – Re-election of Mr. Kenneth Gross

- 3.1 Under Section 153(2) of the Companies Act, the office of Director occupied by Mr. Kenneth Gross becomes vacant at the conclusion of the annual general meeting commencing next after he attains the age of 70 years.
- 3.2 Mr. Gross (CPA, MBA) is currently 87 years of age. Pursuant to Section 153(6) of the Companies Act, Mr. Gross may, by an ordinary resolution passed at an annual general meeting of the Company, be re-appointed as a Director. Article 6.1(i) of the Constitution renders Mr. Gross eligible for re-election.
- 3.3 Accordingly, Mr. Gross retires as a Director and, being eligible, offers himself for re-election as a Director.
- 3.4 Mr. Gross co-founded Goldmark Plastic Compounds in 1957. That company has since become a major distributor of plastic raw materials within the United States. In

addition, Mr. Gross holds a number of directorships in various companies involved in chemicals, metals, engineering resins and lubricating oils.

- 3.5 *The Board (other than Mr. Gross) recommends that shareholders vote in favour of Resolution 2.*

4. Resolution 3 – Re-election of Mr. Adam Polonek

- 4.1 Article 6.1(f) of the Constitution requires that at each annual general meeting of the Company, one third of the Directors for the time being must retire from office. The managing director and directors appointed to fill casual vacancies or appointed as additional Directors (holding office until the next annual general meeting) are not to be taken into account.
- 4.2 Article 6.1(i) of the Constitution provides that retiring Directors are eligible for re-election.
- 4.3 In accordance with Article 6.1(f) of the Constitution, Mr. Adam Polonek retires from office and, being eligible, offers himself for re-election as a Director.
- 4.4 Mr. Adam Polonek is a graduate of the Economic Faculty at Academy of Economics in Poland. Mr. Polonek joined Bioton S.A. in 2006 as Deputy Finance Director and since April 2009 as the Finance Director. Mr. Polonek was appointed to the position of Chief Financial Officer of SciGen Ltd in January 2013 and holds finance-related positions in other subsidiaries of SciGen and the Bioton Group. Since December 21, 2011, he has been holding the position of the Chief Financial Officer and Member of the Management Board of Bioton S.A. Mr. Polonek's professional experience includes successful career in one of the leading investment bank in CEE Europe, CAIB Financial Advisers, which is part of the leading banking Group Unicredit in Europe. During Mr. Polonek's career, he was involved in several Corporate Finance transactions and he has vast experience in stock exchange markets.
- 4.5 *The Board (other than Mr. Polonek) recommends that shareholders vote in favour of Resolution 3.*

5. Resolution 4 – Re-election of Mr. Marcin Dukaczewski

- 5.1 Article 6.1(f) of the Constitution requires that at each annual general meeting of the Company, one third of the Directors for the time being must retire from office. The managing director and directors appointed to fill casual vacancies or appointed as additional Directors (holding office until the next annual general meeting) are not to be taken into account.
- 5.2 Article 6.1(i) of the Constitution renders a retiring Director eligible for re-election.
- 5.3 In accordance with Article 6.1(f) of the Constitution, Mr. Marcin Dukaczewski retires from office and, being eligible, offers himself for re-election as a Director.
- 5.4 Mr. Marcin Dukaczewski was trained in International Political and Economical Relations at the Warsaw University. Mr. Dukaczewski holds the position of The Vice President of the Management Board of Prokom Investments - a Polish private-equity fund. Mr. Dukaczewski also serves as the Chairman of the Supervisory Boards of Petrolinvest (oil & gas exploration in Kazakhstan) and is a member of the Supervisory Board of other companies listed on the Warsaw Stock Exchange: Bioton (biotechnology) and Polnord (real estate development). Mr. Dukaczewski is

also a member of the Supervisory Board of Biolek (veterinary products), Silurian (shale gas exploration). Effective 30 May 2016, Mr. Dukaczewski was appointed as President of Bioton S.A.

- 5.5 The Board (other than Mr. Dukaczewski recommends that shareholders vote in favour of Resolution 4.

6. Resolution 5 - Re-election of Dr. Marek Dziki

- 6.1 Article 6.1(d) of the Constitution provides that any Director appointed to fill a casual vacancy or as an addition to the existing Directors, other than the Managing Director, only holds office until the next general meeting of the Company and must then retire from office.

- 6.2 Article 6.1(i) of the Constitution renders a retiring Director eligible for re-election.

- 6.3 As Dr. Marek Dziki was appointed by the Directors as an addition to the existing Directors on 6 June 2016, Dr. Dziki retires as a Director and, being eligible, offers himself for re-election as a Director.

- 6.4 Dr. Dziki, is a medical doctor with a PhD from the University in Lublin, Poland. In 1998 he completed his MBA at the International Business School in Warsaw and in 2005 completed another MBA from Merck University (Kellogg Business School, Chicago, Hong Kong University of Science and Technology and Business School in Fountainebleau. Dr. Dziki has extensive experience in Pharmaceuticals, Chemicals, Life Science, Bioscience, Research & Development and Clinical Research Development. He started his career in Merck in 1992. Between 1992 and 2000, he worked with Merck Poland, between 2001 and 2005 with Merck Austria, between 2005 and 2006 with Merck Darmstadt and from 2006 to 2012 was the Managing Director of Merck India. After leaving Merck, Dr Dziki was appointed as an executive director in Skolkovo Innovation Centre in Moscow working in close collaboration with the governmental institutions for the transfer of technology to Russia and for the development of strategy for the Russian biopharma development. Dr Dziki joined Lumedan (Zurich, Odessa and Moscow) as the CEO in 2013 and by 2015 became a consultant thereto. From March 2014, Dr. Dziki, is the President and Founder of M&M Pharma, Warsaw, a company dealing with disruptive innovation in new technology, emerging markets and financing. In February 2016, Dr Dziki was appointed as a Member of the Managing Board of Bioton S.A. overseeing all commercial operations.

- 6.5 *The Board (other than Dr. Dziki) recommends that shareholders vote in favour of Resolution 5.*

7. Resolution 6 – Re-Appointment of Auditors

- 7.1 Pursuant to Section 205(2) of the Companies Act, the Company must at each annual general meeting appoint a person or persons to be auditor or auditors of the Company, and any auditor or auditors so appointed must hold office until the conclusion of the next general meeting.

- 7.2 Consequently, Deloitte & Touche LLP offers itself for re-appointment as the auditors of the Company.

- 7.3 Pursuant to Section 205(16)(a) of the Companies Act, the remuneration of an auditor appointed by the Company at an annual general meeting shall be fixed by the Company in the annual general meeting or, if so authorised by the members at the last preceding annual general meeting, by the directors.

7.4 Consequently, the directors can be authorised by the shareholders to fix the remuneration of the auditors for the following year ending 31 December 2016.

7.5 *The Board recommends that shareholders vote in favour of Resolution 6.*

8. Resolution 7 – Directors Remuneration – 31 December 2015

8.1 Article 6.3(a) of the Constitution provides that each Director is entitled to remuneration out of the funds of the Company as the Directors determine and as approved by the Company in a general meeting.

8.2 *The Directors and their associates are excluded from voting on Resolution 7. Accordingly, the Directors make no recommendation in relation to Resolution 7.*

SCIGEN LIMITED

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SECTION 4 – Glossary

1. Definitions

- (1) **AEST** means Australian Eastern Standard Time;
- (2) **ASX** means the ASX Limited ABN 98 008 624 691;
- (3) **ASX Listing Rules** means the listing rules of the ASX, as amended from time to time;
- (4) **Board** means the board of Directors;
- (5) **CDN** means CHESS Depository Nominees Pty Ltd ACN 071 346 506;
- (6) **Company** means SciGen Ltd ARBN 101 318 852;
- (7) **Companies Act** means the Companies Act (Cap. 50) of the Republic of Singapore;
- (8) **Constitution** means the Articles of Association of the Company, as amended from time to time;
- (9) **CUFS** means CHESS Units of Foreign Securities each of which represents a beneficial holding of an underlying Share;
- (10) **CUFS holder** means a holder of CUFS;
- (11) **CUFS Voting Instruction Form** means the form entitled “CDI Voting Instruction Form” which accompanies this Notice permitting a CUFS holder to direct CDN to cast votes in the manner directed by the CUFS holder;
- (12) **Director** means a director of the Company;
- (13) **Meeting** means the annual general meeting being convened by the Directors and pursuant to the Notice of Annual General Meeting;
- (14) **Notice of Annual General Meeting** or **Notice** means this Notice of Annual General Meeting of the Shareholders dated 9 June 2016;
- (15) **Proxy Form** means the form entitled “Proxy Form” which accompanies this Notice;
- (16) **Resolutions** means the resolutions set out in the Notice of Annual General Meeting and **Resolution** means any one of them;
- (17) **Share** means a fully paid ordinary share in the capital of the Company; and
- (18) **Shareholder** means a holder of a Share.

2. Interpretation

In the Notice of Annual General Meeting and accompanying documents, unless the context otherwise requires:

- (1) Reference to:
 - (a) one gender includes the others;
 - (b) the singular includes the plural and the plural includes the singular;
 - (c) a person includes a body corporate;
 - (d) a statute, regulation or provision of a statute or regulation (**Statutory Provision**) includes:
 - (i) that Statutory Provision as amended or re-enacted;
 - (ii) a statute, regulation or provision enacted in replacement of that Statutory Provision; and
 - (iii) another regulation or other statutory instrument made or issued under that Statutory Provision; and
 - (e) money is to Australian dollars, unless otherwise stated.
- (2) “Including” and similar expressions are not words of limitation.
- (3) Where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning.
- (4) Headings and any table of contents or index are for convenience only and do not affect interpretation.

