



# ANNUAL MEETING

## **PACIFIC EDGE LTD 2016 ANNUAL SHAREHOLDERS' MEETING** **4PM ON THURSDAY 25 AUGUST 2016** **LEVEL 2, DUNEDIN PUBLIC ART GALLERY, DUNEDIN**

Dear Shareholder

I am pleased to invite you to attend the Pacific Edge Annual Shareholders' Meeting.

For the first time, we are also offering you the opportunity to attend the Meeting virtually through an online platform provided by our share registrar, Link Market Services at [www.virtualmeeting.co.nz/peb2016](http://www.virtualmeeting.co.nz/peb2016).

We encourage you to attend our meeting either in person or online to hear about our progress, discuss any question you may have about our company and our performance and have your say by voting on resolutions.

If you attend the Meeting virtually, you will be able to watch the Meeting live, and vote and ask questions, online. Further details on how to do so are set out in the Notice of Meeting and the Virtual Annual Meeting Online Portal Guide, which is available on-line.


Pacific Edge is a growth company and FY16 was another year of positive progress and growth for our company. Our strategy is to deliver high growth over the medium term by building scale in an increasing number of targeted markets and offering more products to our existing urologist customers.

Moving forward, we will continue to focus on growth and gaining traction in the US and our other targeted markets. We have set ourselves a number of goals for FY17 and we are looking forward to discussing these with you in more detail at our Annual Meeting. You can read more information on our recent performance in our FY16 Annual Report, which is available on our website <http://www.pacificgedx.com/assets/investor-files/PEB-ANNUAL-REPORT-2016.pdf>.

We have four resolutions being put forward for shareholders' consideration at the meeting. Three of these are in regards to the election and/or re-election of Directors David Band, David Levison and Chris Gallaher. All three provide valuable and complementary skills, commercial acumen and experience and the Board of Directors unanimously supports their appointments. The fourth resolution is to authorise the Directors to fix the auditors' remuneration for the upcoming year.

We look forward to welcoming you to the Annual Meeting.

Sincerely



**Chris Swann**  
Chairman



**PACIFIC EDGE LTD**  
CANCER DIAGNOSTICS COMPANY

## NOTICE OF ANNUAL SHAREHOLDERS' MEETING

Notice is hereby given that the 2016 Annual Meeting of Shareholders of Pacific Edge Limited ("the Company") will be held at the Dunedin Public Art Gallery, Otago Daily Times Gallery, Level 2, The Octagon, Dunedin on Thursday 25 August 2016, commencing at 4.00 pm.

### AGENDA

1. Chairman and CEO Presentations
2. Shareholder Discussion
3. Resolutions

To consider, and if thought fit, pass the following Ordinary Resolutions:

**Resolution 1:** That David Band, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

**Resolution 2:** That David Levison, who was appointed as a Director by the Board during the year, be elected as a Director of the Company.

**Resolution 3:** That Chris Gallaher, who was appointed as a Director by the Board during the year, be elected as a Director of the Company.

**Resolution 4:** To record the reappointment of PricewaterhouseCoopers as auditor of the Company and to authorise the Directors to fix the auditors' remuneration for the ensuing year.

**Further information relating to the resolutions is set out in the Explanatory Notes to this Notice of Meeting.**

4. To consider any other ordinary business which may properly be brought before the Meeting.

Pacific Edge's Board and management invite attendees to join them for light refreshments at the end of the Meeting.

A copy of the Annual Meeting presentations will be available to view on the company website [www.pacificedgedx.com](http://www.pacificedgedx.com).

By Order of the Board of Directors



**Chris Swann**  
**Chairman**

3 August 2016

## EXPLANATORY NOTES

In these explanatory notes, references to “Listing Rules” are to the NZX Main Board Listing Rules.

All of the resolutions to be put to the Meeting are Ordinary Resolutions. Ordinary Resolutions require approval by a simple majority (greater than 50%) of the votes of those shareholders entitled to vote and voting on the question.

### RESOLUTION 1

Under NZX Main Board Listing Rule 3.3.11 and clause 22.6 of the Company’s constitution, at least one third of Directors, or the number nearest to one third, are required to retire from office at the Annual Meeting. Those who retire are eligible for re-election at the Annual Meeting. The Directors required to retire are those who have been longest in office since their last election.

Accordingly, Chris Swann and David Band both retire by rotation. Being eligible, David Band has offered himself for re-election. Mr Swann has announced his intention to step down at the conclusion of the Annual Meeting and therefore is not offering himself for re-election.



#### RE-ELECTION OF DAVID BAND AS A DIRECTOR

**APPOINTED:** 12 January 2007

**BOARD RESPONSIBILITIES:** Remuneration & Audit Committees.

David is an experienced international businessman and joined the Board in 2007 upon returning to New Zealand from Europe. His career encompasses significant experience in corporate consulting and management.

David is also Chairman of Pacific Edge Diagnostics USA. His management consultancy experience, commercial acumen and strategic understanding are of value to the Pacific Edge Board as the company continues to evolve and implement its growth strategy.

The Board has determined that David Band is an Independent Director for the purposes of the Listing Rules and supports his re-election as Director.

### RESOLUTIONS 2 AND 3

Under Listing Rule 3.3.6 and clause 22.10 of the Company’s constitution, any Director appointed by the Board during the year shall hold office until the commencement of the next Annual Meeting, when they will cease to hold office and, being eligible, may put themselves forward for election at the Meeting.

Accordingly, David Levison and Chris Gallaher both cease to hold office and, being eligible, have offered themselves for election.



#### ELECTION OF DAVID LEVISON AS A DIRECTOR

**APPOINTED BY THE BOARD:** 2 April 2016

**BOARD RESPONSIBILITIES:** Nominations Committee

David has spent 25 years in the healthcare industry, from pharmaceuticals to services to diagnostics.

David is highly respected within the industry and has in market experience in building a successful medical diagnostics company in the US. He is currently CEO and a Director of CardioDx, a specialist molecular diagnostic company similar to Pacific Edge.

His understanding of commercial molecular diagnostic products in the US healthcare market is of great value to Pacific Edge as it looks to expand in this region.

The Board has determined that David Levison is an Independent Director for the purposes of the Listing Rules and supports his election as Director.



#### ELECTION OF CHRIS GALLAHER AS A DIRECTOR

**APPOINTED BY THE BOARD:** 1 July 2016

**BOARD RESPONSIBILITIES:** Audit Committee

Chris is a senior corporate executive with a background in financial and general management. He has had international experience in both public and private companies and most recently held the position of Group Chief Financial Officer for Fulton Hogan.

Chris has significant financial and risk management expertise which is of value to the Company as it continues to progress its commercialisation in the US and other targeted markets.

The Board has determined that Chris Gallaher is an Independent Director for the purposes of the Listing Rules and supports his election as Director.

### RESOLUTION 4

Pursuant to section 207T of the Companies Act 1993, PricewaterhouseCoopers is automatically reappointed at the Annual Meeting as auditor of the Company. Resolution 4 authorises the Board to fix the remuneration of PricewaterhouseCoopers as the Company’s auditor.

## IMPORTANT INFORMATION

### VIRTUAL ANNUAL MEETING

Shareholders will be able to attend the Meeting in person, or, alternatively, will be able to attend and participate at the Meeting virtually via an online platform provided by Pacific Edge's share registrar, Link Market Services at [www.virtualmeeting.co.nz/peb2016](http://www.virtualmeeting.co.nz/peb2016).

Shareholders attending and participating in the Meeting virtually via the online platform will be able to vote and ask questions during the Meeting. More information regarding virtual attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at [www.linkissuers.co.nz/virtualmeeting](http://www.linkissuers.co.nz/virtualmeeting).

### LINKVOTE APP

Shareholders attending the Meeting in person can download the LinkVote App from the Apple App Store or Google Play Store if they would like to vote during the Meeting using their mobile phone. The LinkVote App is available for download prior to the Meeting.

### VOTING

The only persons entitled to vote at the Annual Meeting are registered shareholders (or their proxies or representatives) as at 4.00pm on Tuesday 23 August 2016. Only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting.

Voting can be done in four ways: By attending the Annual Meeting and submitting your vote; By appointing a Proxy to vote on your behalf at the Meeting; By casting a postal vote; By participating in the Meeting virtually and voting.

#### **Proxies, Corporate Representatives and Power of Attorney**

All shareholders are entitled to attend and vote at the Meeting or to appoint a proxy to attend and vote in their place.

Enclosed with this Notice of Meeting is a Proxy Form. For the appointment of a proxy to be valid, Link Market Services must receive the Proxy Form either by post (to PO Box 91976, Auckland 1142) or facsimile (+64 09 375 5990) or email ([meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)) no later than 48 hours before the start of the Meeting (that is by **4.00 pm on Tuesday 23 August 2016**). Alternatively, shareholders may lodge their proxy online.

The Chairman, the Directors and Chief Executive Officer offer themselves as proxy to shareholders and if given discretion will vote in favour of the resolutions. Any shareholder of the Company entitled to attend and vote at the Meeting may appoint another person or persons as proxy to attend, and vote on his or her behalf. A proxy does not have to be a shareholder in the Company. A shareholder may appoint the Chairman of the Meeting, or another person, to act as proxy. **All joint holders of a share must sign the proxy form.**

A corporation that is a shareholder may appoint a representative to attend the Meeting on its behalf in the same manner as that which it could appoint a proxy. Corporate representatives should bring along to the Meeting evidence of their authority to act for the relevant corporation.

Any person representing a shareholder(s) by virtue of a power of attorney must bring evidence of their authority to vote on behalf of the shareholder(s) and power of attorney.

Companies may sign under the hand of a duly authorised officer or by power of attorney. If the proxy form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be delivered to the Company with the proxy form.

#### **Postal Voting**

A shareholder is entitled to exercise his/her right to vote at the meeting by casting a postal vote. A postal voting form is incorporated in the Proxy Form attached. The share registrar, Link Market Services, has been authorised by the Board to receive and count postal votes for the meeting.

In order for a postal vote to be effective, the proxy/postal voting form must be completed and returned to the share registrar so that it is received no later than 48 hours before the meeting (that is by **4.00pm Tuesday 23 August 2016**) in accordance with the instructions set out on the Proxy Form.

#### **Online proxy and postal voting**

Shareholders may elect to lodge their proxy appointment or postal vote online. You will need to go to the website of our share registrar, Link Market Services <https://investorcentre.linkmarketservices.co.nz/voting/PEB>. You will be required to enter your CSN/Holder number and FIN and follow the instructions from there.

**Please refer to the instructions on the enclosed Proxy Form as to the ways in which the Proxy Form and postal voting can be sent to Link Market Services.**