

Dear Shareholder

## NOTICE OF ANNUAL GENERAL MEETING

I have pleasure in inviting you to the 2010 Annual General Meeting.

The meeting will be held at The Arts Centre, 100 St Kilda Road, Melbourne, located in the ANZ Pavilion, on Monday 22 November 2010. The meeting will commence at 10.00am. Light refreshments will be available afterwards.

At the meeting we will present to you Biota's results for the year ended 30 June 2010, and CEO, Peter Cook, will present a review of the Group's operations and future outlook. Please refer to the attached Notice of Meeting for a full list of the items of business and explanatory notes.

We offer and encourage shareholders to take the opportunity to submit questions in advance of the meeting. A form is attached to this Notice of Meeting for this purpose.

If you are unable to attend and vote at the meeting, we encourage you to still participate by lodging the proxy form included with this Notice of Meeting. The proxy form can be:

- (i) Lodged online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). Select 'Investor' from the top menu, validate your holding details, then select 'Proxy Voting' on the right menu and follow the instructions to lodge your proxy;
- (ii) Returned by hard copy to the Company's share registry, Link Market Services Limited, in the enclosed reply-paid envelope; or
- (iii) Sent by facsimile to +61 2 9287 0309.

To be valid, your proxy must be received no later than 10.00am on Saturday 20 November 2010.

On behalf of the Directors of Biota, I look forward to your participation in our 2010 Annual General Meeting.

Yours sincerely



**Jim Fox**  
Chairman

NOTICE IS GIVEN that the Annual General Meeting of Biota Holdings Limited (the "Company") will be held on Monday 22 November 2010 at the Arts Centre, in the ANZ Pavillion, 100 St Kilda Road, Melbourne, at 10.00am.

### **BUSINESS OF THE MEETING**

#### **1. FINANCIAL STATEMENTS AND REPORTS**

To receive the Directors' Report, Financial Statements and Independent Audit Report for the financial year ended 30 June 2010.

#### **2. ELECTION OF DIRECTOR**

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

*"That Professor Jeffery Errington, who was appointed as a Director by the Board of Biota Holdings Limited since the last Annual General Meeting, in accordance with Rule 47 of the Constitution, being eligible, is elected as a Director of the Company."*

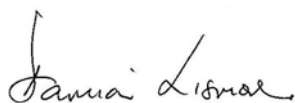
#### **3. ADOPTION OF REMUNERATION REPORT**

To adopt the Remuneration Report for the financial year ended 30 June 2010.

*(The vote on this item is advisory only).*

A proxy form accompanies this Notice of Annual General Meeting.

#### **BY ORDER OF THE BOARD**



**Damian Lismore**  
Company Secretary

18 October 2010

**ITEM 1: FINANCIAL STATEMENTS AND REPORTS**

There will be an opportunity for shareholders at the meeting to ask questions and comment on the Directors' Report, Financial Statements and Independent Audit Report for the financial year ended 30 June 2010. No resolution will be required to be passed on this matter.

**ITEM 2: ELECTION OF DIRECTOR**

The Board of Directors of the Company currently includes six (6) non-executive Directors. Mr Grant Latta has advised of his intention to resign as a director after the Board Meeting of 22 November 2010.

Under the Constitution, Directors appointed by the Board since the last Annual General Meeting hold office until the next Annual General Meeting. Accordingly, Professor Jeffery Errington offers himself for election.

Details of Professor Errington are set out below.

**PROF JEFFERY ERRINGTON (NON-EXECUTIVE DIRECTOR)**

*FRS, FMedSci*

Professor Errington is a renowned scientist in the field of microbial cell and molecular biology and is a Fellow of the Royal Society. Jeff is the Director of the Institute for Cell and Molecular Biosciences and the Director of the Centre for Bacterial Cell Biology at Newcastle University. He is a world authority on the biochemical pathways responsible for bacterial replication, an essential pre-requisite to the successful development of novel antibacterial drugs.

Professor Errington is a member of the Scientific Advisory Board.

**ITEM 3: ADOPTION OF REMUNERATION REPORT**

The Remuneration Report is set out in pages 16 to 23 of the Company's 2010 Annual Report. The Remuneration Report:

- Explains the Company's policy and processes for determining the remuneration of its senior executives;
- Discusses the relationship between remuneration policy and the Company's performance; and
- Sets out remuneration details of each Director and each key executive with the greatest authority for the strategic direction and management of the Company.

Shareholders will be given an opportunity to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

In accordance with the *Corporations Act*, the resolution is advisory only and does not bind the Company or the Directors.

### ATTENDING THIS MEETING

Please bring your personalised proxy form with you. This will help facilitate the registration and voting process. If you have returned your proxy form, you are still welcome to attend the meeting.

### PROXIES

Please note that:

1. A shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
2. A proxy need not be a shareholder of the Company;
3. A shareholder who is entitled to cast two or more votes may appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise; and
4. To be valid the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) must be lodged, or received by fax, at least 48 hours prior to the meeting at the following address:

**Link Market Services Limited**

Locked Bag A14  
SYDNEY SOUTH NSW 1235  
AUSTRALIA

T: 1300 554 474 (within Australia)  
T: +61 2 8280 7111 (outside Australia)  
F: +61 2 9287 0309

The proxy form may also be lodged online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). Select 'Investor' from the top menu, validate your holding details, then select 'Proxy Voting' on the right menu and follow the instructions to lodge your proxy.

### UNDIRECTED PROXIES

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

### VOTING ENTITLEMENT

The Company has determined, in accordance with the Corporations Act that for the purposes of voting at the meeting or adjourned meeting, shares will be taken to be held by those persons in the Company's Register of Members as at 7.00pm (Australia Eastern Standard Time) on 19 November 2010. Transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at this meeting.

Your questions are important to us.

Please use this form to submit any questions about Biota that you would like us to respond to at the Annual General Meeting (AGM).

Questions will be collated and we will respond to as many of the more frequently asked questions as possible at the AGM. Please note we will not be able to reply individually.

Shareholder name:.....

Address: .....

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Securityholder Reference Number (SRN) or Holder Identification Number (HIN): .....

### QUESTIONS

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This form can be faxed to Biota on +61 3 9915 3702 or returned to the Company’s Share Registrar, Link Market Services Limited, in the reply paid envelope provided.

Alternatively you may email your question to: [agm@biota.com.au](mailto:agm@biota.com.au) including your name and SRN or HIN.

Questions received by Friday 12 November 2010 will be addressed at the Annual General Meeting.



**By mail:**  
Biota Holdings Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



**By fax:** +61 2 9287 0309



**All enquiries to:** Telephone: 1300 554 474    Overseas: +61 2 8280 7111



**X99999999999**

## SECURITYHOLDER VOTING FORM

I/We being a member(s) of Biota Holdings Limited and entitled to attend and vote hereby appoint

### STEP 1

#### APPOINT A PROXY

the Chairman  
of the Meeting  
(mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:00am on Monday, 22 November 2010, at The Arts Centre, 100 St Kilda Road, Melbourne, located in the ANZ Pavilion, and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an **X**

### STEP 2

#### VOTING DIRECTIONS

#### Resolution 2

Election of Professor Jeffery Errington as a Director

	For	Against	Abstain*
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Resolution 3

Adoption of Remuneration Report (non binding, advisory vote)

	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**i** \* 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 votes will not be counted in computing the required majority on a poll.

### STEP 3

#### SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on the company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

### Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. A proxy may be an individual or a body corporate.

### Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in 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 voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or 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.

### Signing Instructions

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either securityholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's security registry.

### Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:00am on Saturday, 20 November 2010, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



**ONLINE** >>> [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Select the 'Proxy Voting' option on the top right of the home page. Choose the company you wish to lodge your vote for from the drop down menu, enter your holding details as shown on this form, and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



**by mail:**

Biota Holdings Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



**by fax:**

+61 2 9287 0309



**by hand:**

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.  
This will assist in registering your attendance.