



Vita Life Sciences Limited

ACN 003 190 421

ABN 35 003 190 421

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8 April 2022

Market Announcements
Australian Securities Exchange Ltd
20 Bridge Street
Sydney, NSW 2000

DATE OF ANNUAL GENERAL MEETING (AGM) AND NOTICE OF MEETING

On 11 March 2022, Vita Life Sciences (ASX: VLS) announced that its 2022 AGM will be held on Thursday, 12 May 2022. The Board of Directors have decided to hold the AGM a day earlier, on Wednesday, 11 May 2022 instead.

The Notice of the AGM and Proxy Form are hereby attached.

This announcement is authorised for release by the Board of Directors.

A handwritten signature in black ink, appearing to read 'Chin L Khoo'.

Chin L Khoo
Company Secretary

Email: enquiries@vitalifesciences.com.au



VITA LIFE SCIENCES LIMITED
NOTICE OF ANNUAL GENERAL MEETING
AND EXPLANATORY STATEMENT

to be held as a hybrid meeting at 12:00pm, Sydney NSW, time on Wednesday, 11 May 2022 via online

https://us02web.zoom.us/webinar/register/WN_CDz3V_SiRzuUDho0cfjTfQ

and at Automic Group, Deutsche Bank Tower, Level 5, 126 Phillip St, Sydney NSW 2000

This document is important.

Please read the information it contains carefully. It is important that you vote on these resolutions either by attending the meeting virtually or by completing and lodging the enclosed proxy form. If you are in doubt as to its contents, or the course you should follow, you should consult your professional advisor(s).

<u>IMPORTANT DATES</u>		
Close for receipt of written questions to Auditor	12:00pm	Wednesday, 4 May 2022
Close for receipt of Proxy Forms	12:00pm	Monday, 9 May 2022
Determination of Entitlement to Vote	7:00pm	Monday, 9 May 2022
Annual General Meeting	12:00pm	Wednesday, 11 May 2022

Note: All references to time in this document are to that time in Sydney, NSW, Australia.

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PROXY FORM

NOTICE OF ANNUAL GENERAL MEETING

OF VITA LIFE SCIENCES LIMITED

Notice is given that the Annual General Meeting of members of Vita Life Sciences Limited ACN 003 190 421 (Company) will be held on Wednesday 11 May 2022 at 12:00pm Sydney, NSW Time as a hybrid meeting.

Shareholders are invited to participate in the AGM either virtually via a webinar conferencing facility (**virtual meeting**) or at the location stated below.

Shareholders who attend the virtual meeting, will be able to watch, listen, ask questions and, participate in the poll votes put to the Meeting. To attend and vote online, please **pre-register** in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_CDz3V_SiRzuUDho0cfjTfQ

After registering online, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Alternatively, shareholders may attend the meeting at the Company's share registry office: Automic Group, Deutsche Bank Tower, Level 5, 126 Phillip St, Sydney NSW 2000.

1. ORDINARY BUSINESS

1.1 Financial Statements and Reports

- (a) *To receive and consider the financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2021.*

An explanation of this item is to be found in the notes to this notice and item 2.1 of the Explanatory Statement.

(b) Resolution 1 – Remuneration Report

Shareholders will be asked to consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That the Remuneration Report as set out in the Annual Report of the Company for the financial year ended 31 December 2021 be adopted."

An explanation of this item is to be found in item 2.2 of the Explanatory Statement.

The vote on this resolution is advisory only and is not intended to bind the Directors or the Company.

Voting exclusion

The Company will disregard any votes cast on Resolution 1 by or on behalf of:

- (a) A member of the key management personnel, details of whose remuneration are included in the remuneration report; or
- (b) A closely related party of such a member.

Exceptions to voting exclusions:

However, the above does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chairman to vote on the resolution as the chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

1.2 Resolution 2 – Re-election of Director- Mr Shane Teoh

Shareholders will be asked to consider and, if thought fit, pass the following resolution as an ordinary resolution with effect from the close of the meeting:

"That Shane Teoh, a director retiring by rotation in accordance with rule 5.1 of the Constitution, being eligible and having consented to act, be re-elected as a director of the Company."

An explanation of Resolution 2, is to be found in item 3 of the Explanatory Statement.

1.3 Resolution 3 – Re-election of Director- Henry Townsing

Shareholders will be asked to consider and, if thought fit, pass the following resolution as an **ordinary resolution** with effect from the close of the meeting:

"That Henry Townsing, a director retiring by rotation in accordance with rule 5.1 of the Constitution, being eligible and having consented to act, be re-elected as a director of the Company."

An explanation of Resolution 3, is to be found in item 4 of the Explanatory Statement.

1.4 Resolution 4 – Share Buy-Back

Shareholders will be asked to consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That pursuant to and in accordance with section 257C of the Corporations Act 2001 (C'wlth), as amended, Rules 7.29 and 7.33 of the Listing Rules of ASX Limited, and for all other purposes, the shareholders approve, with effect from when the Directors make the relevant announcement to the ASX, the on-market buy-back of up to 15% of the fully paid ordinary shares in the Company expiring on whichever is the earlier of the anniversary of the passage of this resolution or the 2023 Annual General Meeting and otherwise on the terms and conditions set out in the Explanatory Statement accompanying the 2022 Annual General Notice of Meeting at which this resolution is to be put."

An explanation of Resolution 4, is to be found in item 5 of the Explanatory Statement.

2. SPECIAL BUSINESS

2.1 Resolution 5 – Long Term Incentive Plan: Grant of a limited recourse loan to the Managing Director to purchase ordinary shares

Shareholders will be asked to consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That pursuant to ASX Listing Rules 10.14 and in accordance with Vita Life Sciences Limited's "Long Term Incentive Plan" (Plan), tabled by the Chairman and initialed by him for purposes of identification, approval is given for the Directors to issue 500,000 new ordinary, fully paid shares in the Company and make a limited recourse loan to Mr Andrew O'Keefe, acting in his capacity as the Managing Director of the Company, for a sum of \$945,000 (Loan), which will be used to fund the purchase of shares, on the terms summarised in the Explanatory Statement accompanying the Notice of 2022 Annual General Meeting."

An explanation of Resolution 5, is to be found in item 6 of the Explanatory Statement.

Voting Exclusion:

Pursuant to Listing Rule 14.11.1, the Company will disregard any votes cast in favour of the resolution by any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan. Pursuant to the Corporations Act, the members of the Key Management Personnel and closely related party are not permitted to cast a vote as proxy for another person who is permitted to vote.

Exceptions to voting exclusions:

However, the above does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chairman to vote on the resolution as the chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2.2 Resolution 6 – Long Term Incentive Plan: Grant of a limited recourse loan to the Director to purchase ordinary shares

Shareholders will be asked to consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That pursuant to ASX Listing Rules 10.14 and in accordance with Vita Life Sciences Limited's "Long Term Incentive Plan" (Plan), tabled by the Chairman and initialed by him for purposes of identification, approval is given for the Directors to issue 300,000 new ordinary, fully paid shares in the Company and make a limited recourse loan to Mr Henry Townsing, acting in his capacity as a Director of the Company, for a sum of \$567,000 (Loan), which will be used to fund the purchase of shares, on the terms summarised in the Explanatory Statement accompanying the Notice of 2022 Annual General Meeting."

An explanation of Resolution 6, is to be found in item 7 of the Explanatory Statement.

Voting Exclusion:

Pursuant to Listing Rule 14.11.1, the Company will disregard any votes cast in favour of the resolution by any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan. Pursuant to the Corporations Act, the members of the Key Management Personnel and closely related party are not permitted to cast a vote as proxy for another person who is permitted to vote.

Exceptions to voting exclusions:

However, the above does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chairman to vote on the resolution as the chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. OTHER BUSINESS

To consider any other business that may be properly brought forward at the meeting in accordance with the Constitution and the law.

By Order of the Board

Chin L Khoo
Company Secretary

Dated: 8 April 2022

PLEASE NOTE:

The Notes to, and the Explanatory Statement and Proxy Form following, this Notice of Meeting should be read in conjunction with, and form part of, this Notice.

Capitalised words have the meanings ascribed to them in the Glossary in the Explanatory Statement.

NOTES TO NOTICE OF MEETING

1. Explanatory Statement

An explanation of each resolution is included in the accompanying Explanatory Statement.

2. Voting and Required Majority

2.1 The Board, as the convenor of the meeting, has determined that the shareholding of each member for the purpose of ascertaining voting entitlements for the Annual General Meeting (AGM) will be as it appears on the register of Shareholders at **7.00pm** (Sydney time) on **Monday, 9 May 2022** and will process no transfers from that time until the end of the Meeting.

2.2 As Shareholders are asked to participate virtually in the AGM, each resolution considered at the AGM will be conducted by a poll. The Board considers that voting by poll to be in the interest of the Shareholders as a whole and ensures the views of as many Shareholders as possible are represented at the AGM.

2.3 For the Resolutions to be effective:

- each Resolution must be passed at a meeting of which not less than 28 days' written notice specifying the intention to propose the Resolutions has been given; and
- each ordinary Resolution must be passed by more than 50% respectively of all the votes cast by Shareholders entitled to vote on the Resolutions (whether in person or by proxy, attorney or representative).

3. Voting Exclusion Statements

3.1 The Company will disregard any votes cast on Resolution 1, 5 and 6 by:

- A member of the Key Management Personnel (KMP) whose details are included in the remuneration report or Closely Related Party of those KMP in relation to Resolution 1;
- Any person who has an interest, or will obtain a benefit, in the passing of the relevant Resolution(s) and any Associates of that person.

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 (excluding any vote on behalf of KMP or their closely related parties for Resolution 1, 5 and 6); 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.

3.2 In approving the Notice of Meeting, all Resolutions as set out as the business of the meeting have the support and recommendation of the Directors, except as stated in the explanatory statements.

4. Questions and Comments by Shareholders at the Meeting

4.1 In accordance with the Corporations Act (sections 250S and 250SA) and rule 104.3 of the Constitution, a reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or make comments on, the Management of the Company and the remuneration report.

4.2 Similarly, in accordance with the Corporations Act (section 250T) and rule 104.4 of the Constitution, a reasonable opportunity will be given to Shareholders to ask the Auditors, Nexia Sydney Audit Pty Limited, questions relevant to:

- (1) the conduct of the audit;
- (2) the preparation and content of the Auditor's Report;
- (3) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (4) the independence of the Auditor in relation to the conduct of the audit.

4.3 Shareholders may also submit written questions to Nexia Sydney Audit Pty Limited, via the Company, no later than 5 business days before the Annual General Meeting. Any question must be relevant to the content of Nexia Sydney Audit Pty Limited's Audit Report or the conduct of its audit of the Company's financial report for the year ended 31 December 2021.

Relevant written questions for Nexia Sydney Audit Pty Limited must be received no later than **12.00pm** (Sydney time) on **Wednesday, 4 May 2022**. A list of those relevant written questions will be made available to Shareholders attending the Annual General Meeting virtually. Nexia Sydney Audit Pty Limited will either answer the questions at the Annual General Meeting or table written answers to them at the Meeting. If

written answers are tabled at the Meeting, they will be made available to Shareholders as soon as practicable after the Annual General Meeting.

5. Proxies

- 5.1 A Shareholder entitled to attend and vote at this Meeting is entitled to appoint not more than 2 proxies. If 2 proxies are appointed, each proxy must be appointed to represent a specific proportion or number of the Shareholder's voting rights. If the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise one half of the Shareholder's votes.
- 5.2 If Shareholders wish to appoint one proxy, please use the form provided. If you want to appoint 2 proxies, please contact the Company for an additional form, or copy that provided, and follow the instructions set out on the reverse side of the proxy form.
- 5.3 A Shareholder may appoint an individual or a body corporate as their proxy. A body corporate appointed as a proxy may then nominate an individual to exercise its powers at meetings. A proxy need not be a Shareholder of the Company.
- 5.4 To be effective, a proxy form and an original or certified copy of the authority (if any) under which it is signed (such as a power of attorney or, in the case of a body corporate Shareholder, a certificate of appointment of personal representative) must be delivered via:
- **Online:** Lodge the Proxy Form online at <https://investor.automic.com.au/#/loginsah> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form; or
 - **Mail:** Automic, GPO Box 5193, Sydney NSW 2001; or
 - **In Person:** Automic, Level 5, 126 Phillip Street, Sydney NSW 2000; or
 - **Email:** meetings@automicgroup.com.au; or
 - **Facsimile:** +61 2 8583 3040.
 - Your completed proxy form (and any necessary supporting documentation) must be received by the Registry above, no later than 12.00pm (AEDT) Monday 9 May 2022 i.e. 48 hours before the meeting.
 - If a Shareholder is a body corporate, the proxy form may be signed by 2 directors; or
 - a director and either a company secretary or other authorised signatory; or
 - in the case of a proprietary company that has a sole director that is also the sole company secretary, by that director; or the body corporate's appointed attorney under power of attorney.
- 5.5 In the case of joint holdings, a proxy may be signed by any one of the joint holders. However, if the Company receives more than one appointment for the same Share:
- an appointment signed by all joint holders will be accepted in preference to an appointment signed by the Shareholder whose name appears first in the register of Shareholders or by any other Shareholder holding the share jointly; and
 - subject to the preceding paragraph, an appointment signed by the Shareholder whose name appears first in the register of Shareholders will be accepted in preference to an appointment signed by any other Shareholder or Shareholders holding the share jointly.
- 5.6 Completion of a proxy form will not prevent individual Shareholders from attending the Meeting virtually if they wish.
- 5.7 If the proxy is the Chairman of the meeting, the Chairman must vote in the way they were directed to do so.
- 5.8 If the proxy is not the Chairman of the meeting, the proxy must vote as directed to do so.

- 5.9 A person appointed as a proxy may vote or abstain from voting as he/she thinks fit except in the following circumstances:
- (i) The proxy holds a directed proxy form;
 - (ii) Where the proxy is voting in relation to Remuneration Resolution and the proxy is either a Key Management Personnel of the Company or a Closely Related Party of the Company and holds an Undirected Proxy Form; and
 - (iii) The proxy is required by law or the Company's Constitution to vote in a certain manner or abstain from voting.

5.10 Should you desire to direct your proxy how to vote, please insert 'X' in the box appropriate to each Resolution in the proxy form.

5.11 **Closely Related Party** means the closely related parties of the Key Management Personnel as defined in the Corporations Act, including certain members of the family, dependants and companies they control.

Directed Proxy Form means a proxy form which specifies how a proxy is to vote

Key Management Personnel of the Company are the Directors of the Company and those other persons having authority and responsibility of planning, directing and controlling activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel.

Remuneration Resolution means the resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Undirected Proxy Form means a proxy form which does not specify how the proxy is to vote.

SHAREHOLDERS ARE URGED TO COMPLETE ANY ONE OF THE "FOR", "AGAINST" OR "ABSTAIN" BOXES ON THE PROXY FORM THEREBY GIVING A DIRECTED PROXY WHICH THEN CAN BE COUNTED IN ACCORDANCE WITH THEIR WISHES.

EXPLANATORY STATEMENT

1. IMPORTANT NOTICE

- 1.1. This Explanatory Statement is given to Shareholders to explain the resolutions to be considered at the Annual General Meeting (**Resolutions**) and to allow Shareholders to determine how they wish to vote on the Resolutions. The Explanatory Statement should be read in conjunction with, and forms part of, the Notice of Annual General Meeting which this Explanatory Statement accompanies.
- 1.2. Capitalised words in this explanatory statement have a defined meaning which appears in it or in the Glossary.
- 1.3. This explanatory statement is dated 8 April 2022.

2. REPORTS

- 2.1 The Corporations Act requires the financial statements and reports of the Directors and Auditors to be laid before the Meeting. These are all incorporated into the 2021 Annual Report which is available on the Company's website at www.vitalifesciences.com.au. Neither the Act nor the Constitution requires Shareholders to vote on such statements and reports. However, Shareholders will be given ample opportunity to raise questions on the Annual Report and other matters at the Meeting. For further information as to these, see note 4 in the "Notes to the Notice of Meeting" section.

2.2 EXPLANATION OF RESOLUTION 1: REMUNERATION REPORT

The Directors' Report - "Remuneration Report" (**Remuneration Report**) is contained in the Company's 2021 Annual Report.

The Corporations Act requires a resolution be put to the shareholders of a listed company to adopt the remuneration report as disclosed in the Directors' Report component of the 2021 Annual Report (see pages 13 to 19 inclusive). This Resolution is being put so as to give Shareholders a reasonable opportunity to ask questions or make comments concerning the Remuneration Report during the Meeting. The vote on this Resolution is advisory only and non-binding on the Board.

The Remuneration Report:

- (a) explains the Board's policies in relation to the nature and level of remuneration paid to Directors, secretaries and senior managers with the Company;
- (b) discusses the link between the Board's policies and the Company's performance;
- (c) provides a summary of performance conditions, explaining why they were chosen and how performance is measured against them;
- (d) sets out remuneration details for each Director and for each member of the Company's senior executive management team; and
- (e) makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

Under Section 250BD of the Corporations Act, a person who is appointed as a proxy must not exercise any undirected proxies on a resolution connected with the remuneration of Key Management Personnel (KMP) if they themselves are, or are a closely related party of, a member of the KMP. As such, the Chairman will not exercise any undirected proxies with regard to resolution 1.

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* became law on 27 June 2011. The Act amends the Corporations Act to include a "2 strikes" rule that if a company's remuneration report receives a "no" vote of at least 25% at two consecutive annual general meetings, a spill resolution must then be put to shareholders at the second annual general meeting to determine whether the entire Board must stand for re-election. If the spill resolution is passed (by a normal majority of 50%), the Board must vacate office and stand for re-election at another general meeting which must be convened within 90 days.

2.3 Directors' Recommendation

The Board, each acknowledging their personal interest, unanimously recommends that Shareholders vote in favour of Resolution 1.

3. EXPLANATION AND SUMMARY OF RESOLUTION 2: RE-ELECTION OF DIRECTOR- SHANE TEOH

- 3.1 Shareholders will be asked to consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

“That Shane Teoh, a director retiring in accordance with rule 5.1 of the Constitution, being eligible and having consented to act, be re-elected as a director of the Company.”

Mr Teoh, being eligible, offers himself for re-election as a Director of the Company and his consent to act will be tabled at the Meeting prior to the resolution to re-appoint him being put to the Meeting.

- 3.2 The Constitution and the ASX Listing Rules require that, at each annual general meeting, one third of the Directors must retire from office. Furthermore, under rule 5.1 of the Constitution, no director may retain office for more than 3 years without submitting himself or herself for re-election. The Director retire and hence Mr Teoh is being put up for re-election.
- 3.3 The Nominations Committee of the Company has conducted an assessment of Mr Teoh, and has reviewed the skills, knowledge, experience and diversity represented on the Board. Having conducted those assessments and that review, the Board recommends to Shareholders the re-election of Mr Teoh.
- 3.4 The following is a profile of Mr Teoh:

Board position:	Mr Teoh was appointed a Director of the Company in October 2016
Qualifications:	Bachelor of Commerce, LLB
Experience:	Mr Teoh is also the managing director of Total Forms Pty Ltd, a developer of accounting and taxation software business.
Committees:	Member of the Audit and Risk Committee Member of the Board Nomination Committee Member of the Remuneration Committee

The Chairman of the Meeting intends to vote any undirected proxies in favour of Resolution 2.

3.5 Directors' Recommendation

The Board, other than Mr Teoh (who abstains), recommends that Shareholders vote in favour of Resolution 2.

4. EXPLANATION AND SUMMARY OF RESOLUTION 3: RE-ELECTION OF DIRECTOR- HENRY TOWNSING

- 4.1 Shareholders will be asked to consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

“That Henry Townsing, a director retiring in accordance with rule 5.1 of the Constitution, being eligible and having consented to act, be re-elected as a director of the Company.”

Mr Townsing, being eligible, offers himself for re-election as a Director of the Company and his consent to act will be tabled at the Meeting prior to the resolution to re-appoint him being put to the Meeting.

- 4.2 The Constitution and the ASX Listing Rules require that, at each annual general meeting, one third of the Directors must retire from office. Furthermore, under rule 5.1 of the Constitution, no director may retain office for more than 3 years without submitting himself or herself for re-election. The Director retire and hence Mr Townsing is being put up for re-election.
- 4.3 The Nominations Committee of the Company has conducted an assessment of Mr Townsing, and has reviewed the skills, knowledge, experience and diversity represented on the Board. Having conducted those assessments and that review, the Board recommends to Shareholders the re-election of Mr Townsing.
- 4.4 The following is a profile of Mr Townsing:

Board position:	Mr Townsing was a Director of the Company from 1985 to 1992, 2004 to 2009 and was reappointed a Director on 22 December 2011. Mr Townsing was appointed as Chairman of the Company on 28 May 2021 (was Acting Chairman of the Company since 13 October 2016).
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Qualifications:	Dip, Val.
Experience:	Mr Townsing brings over 30 years' experience in corporate finance and private equity.
Committees:	Member of the Board Nomination Committee Member of the Remuneration Committee

4.5 The Chairman of the Meeting intends to vote any undirected proxies in favour of Resolution 3.

4.6 **Directors' Recommendation**

The Board, other than Mr Townsing (who abstains), recommends that Shareholders vote in favour of Resolution 3.

5 EXPLANATION AND SUMMARY OF RESOLUTION 4: SHARE BUY-BACK:

5.1 Shareholders will be asked to consider and, if thought fit, pass the following resolution as an **ordinary resolution** "That pursuant to and in accordance with section 257C of the Corporations Act 2001 (C'lt), as amended, Rules 7.29 and 7.33 of the Listing Rules of ASX Limited, and for all other purposes, the shareholders approve, with effect from when the Directors make the relevant announcement to the ASX, the on-market buy-back of up to 15% of the fully paid ordinary shares in the Company expiring on whichever is the earlier of the anniversary of the passage of this resolution or the 2022 Annual General Meeting and otherwise on the terms and conditions set out in the Explanatory Statement accompanying the 2021 Annual General Notice of Meeting at which this resolution is to be put."

5.2 **Background**

The Company intends to continue its previous on-market buy-back scheme, as authorised by shareholders. The Company believes that this scheme is in the best interests of the shareholders as it provides a flexible mechanism to adjust its capital structure and provides liquidity to those shareholders who may wish to reduce their holding in what can be a thinly traded stock.

The Corporations Act authorises a listed company to buy-back its own shares on market if the buy-back does not materially prejudice its ability to pay its creditors and it follows the procedures set out in the Corporations Act. Shareholder approval is required if all of the shares bought back in the last 12 months are more than 10% of the minimum number of shares on issue at any time during the last 12 months. This limit after which a company requires shareholder approval for an on-market buy-back is called the "10/12 limit".

Authority is sought to affect an on-market buy-back of Shares subject to conditions, such as the purchase of up to a maximum of 15% of the issued capital by the Company. Such an on-market buy-back would exceed the 10/12 limit.

The Company believes it is prudent for shareholders to authorise this extension to the 10/12 limit at the AGM in order to provide flexibility. Should circumstances arise in which it is beneficial to the Company to exceed the proposed 15% share buyback limit, further shareholder approval will be sought.

Resolution 4 authorises an on-market buy-back for the current financial period expiring on whichever is the earlier of:

- the anniversary of the passage of this resolution; or
- the 2023 Annual General Meeting.

5.3 The price that the Company will pay under the on-market buy-back offer is the current market price as outlined below. For there to be a "current market price":

- share trades must have been recorded on the ASX on at least 5 trading days in the 3 months preceding the buy-back (ASX Listing Rule 7.29);
- the Company must have made an announcement to the ASX that it complies with that Listing Rule and intends to proceed with an on-market buy-back; and
- there must be a moving cap calculated at 5% above the average of the market price of the Shares calculated over the last 5 days in which trading in the Shares was recorded, with the buy-back to occur on the next trading day (ASX Listing Rule 7.33).

5.4 As required by section 257C(1) of the Corporations Act, the implementation of the buy-back is conditional on the approval by a resolution passed at a general meeting of the Company. This resolution is an ordinary

resolution and will be passed if a majority of votes cast, in person or by proxy, attorney or representative, by Shareholders at the meeting is cast in favour of the resolution.

- 5.5 If this resolution is passed, the buy-back may be implemented by the Board at any time by making the announcement to the ASX required by the ASX Listing Rules. Nevertheless, the Board may choose not to proceed, or to proceed at a later date (see item 5.6 (c)).
- 5.6 If the Board makes the relevant announcement the on-market buy-back will be effected on the following terms:
- (a) The maximum percentage of Shares to be bought back is 15%. Based on the number of ordinary shares on issue as at the date of this notice being 55,912,612 shares, the maximum number of Shares to be bought back would be 8,386,892.
 - (b) The Constitution does not, at the relevant time, preclude the buy-back of Shares or restrict the Company's power to do so. The Company will stand in the market to buy-back not more than 15% of its ordinary share capital and this can be done on a continuous basis.
 - (c) The Company intends that no offer will be made earlier than 28 May 2021 and the relevant Shares will all have been bought back before the close of business on 27 May 2022, however, the resolution can operate for as long as 12 months or until the next AGM, whichever occurs first.
 - (d) In the event that the ASX Listing Rules are inconsistent with any term of the on-market buy-back set out in this explanatory statement, the Company intends that such Listing Rule(s) override that term to the extent of that inconsistency.
 - (e) Acceptances, once given, are irrevocable.
 - (f) At the date of this explanatory statement, no Director had determined whether he will accept a buy-back offer in respect of shares in which he has an interest. The following table indicates Director's interest in the Company as at the date of this explanatory statement:

Directors	Beneficial Interest	Non-Beneficial Interest	Total Interest
Mr Andrew O'Keefe	1,010,000 (1)	-	1,010,000
Mr Shane Teoh	-	8,435,693	8,435,693
Mr Henry Townsing	265,270 (2)	438,338	703,608
Mr Gregory Ralph	-	47,596	47,596

(1) includes 1,000,000 Long Term Incentive Plan Shares (unquoted)

(2) includes 250,000 Long Term Incentive Plan shares (unquoted)

5.7 Advantages of Introducing a Share Buy-back

The key advantages of the on-market buy-back being allowed to proceed are as follows:

- (a) increase the liquidity of the Shares;
- (b) an efficient use of any surplus capital that becomes available to the Company in a market where finding suitable investments proves difficult;
- (c) increasing price competition for the Shares; and
- (d) the promotion of a more efficient capital structure.

5.8 Disadvantages of Introducing a Share Buy-Back

The key disadvantages of the on-market buy-back being allowed to proceed are as follows:

- (a) it reduces the cash balances of the Company; and/or
- (b) it may increase the debt balance of the Company.

- 5.9 The financial effect of the proposed buy-back will be to deplete the Company's cash reserves and/or to increase its borrowings depending upon the appropriate funding mix utilised by the Directors at the time the offer proceeds. Against this, the share capital of the Company will be reduced with a likely beneficial increase of net tangible asset backing per share. The offer will not proceed if the buy-back would materially prejudice the Company's ability to pay its creditors.

By way of example, an on-market buyback offer at \$2.35 per Share (the closing price of the Company's ordinary shares on Thursday 24 March 2022 as traded on the ASX) would require maximum funding of approximately \$ 19,709,000 (assuming full take-up of the proposed 15%).

Should the Company undertake the proposed 15% buy-back, funding may be sourced from:

- (a) a combination of existing cash and future borrowings;
- (b) or a combination of existing cash, cash generated over the 12-month buy-back period and future borrowings; or
- (c) solely through borrowings;

as illustrated below:

SOURCE OF FUNDS	OPTION (A) \$'000	OPTION (B) \$'000	OPTION (C) \$'000
CASH BALANCE (1)	11,709	9,709	-
CASH GENERATED FROM OPERATIONS	-	2,000	-
BORROWINGS	8,000	8,000	19,709
	19,709	19,709	19,709

(1) Available cash balances disclosed in the FY December 2021 Annual Report was \$15,893,000

The above table is for example only. The actual mix of funding sources will vary depending on circumstances which may vary over the course of the buy-back period. The Company notes it has not assumed any borrowings in order to undertake the share buyback from the date first authorised at the 2008 AGM.

The Company further advises:

- (a) Accepting the on-market Share buy-back may have financial, taxation, or other ramifications for Shareholders depending upon each such Shareholders' personal circumstances and the Board recommends that before accepting any on-market offer, Shareholders should obtain their own professional advice.
- (b) The financial statements of the Company are available on the Company's website at www.vitalifesciences.com.au.
- (c) The Company is satisfied that this notice of meeting and explanatory statement set out all the information known to the Company that is material to the decision how to vote on the resolution.

If approval of Resolution 4 is not given, the Company is still able to buy-back on market the maximum number of Shares permitted under the 10/12 limit without Shareholder approval.

The Chairman of the Meeting intends to vote any undirected proxies in favour of Resolution 4.

5.10 Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

6 EXPLANATION AND SUMMARY OF RESOLUTION 5: LONG TERM INCENTIVE PLAN: GRANT OF A LIMITED RECOURSE LOAN TO A DIRECTOR TO PURCHASE ORDINARY SHARES

- 6.1 Shareholders will be asked to consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That pursuant to ASX Listing Rules 10.14 and in accordance with Vita Life Sciences Limited's "Long Term Incentive Plan" (Plan), tabled by the Chairman and initialled by him for purposes of identification, approval is given for the Directors to issue 500,000 new ordinary, fully paid shares in the Company and make a limited recourse loan to Mr Andrew O'Keefe, acting in his capacity as the Managing Director of the Company, for a sum of \$945,000 (Loan), which will be used to fund the purchase of shares, on the terms summarised in the Explanatory Statement accompanying the Notice of 2022 Annual General Meeting."

- 6.2 Shareholder approval was previously sought and obtained at the meeting held on 31 May 2004 for the Company to adopt a Long Term Incentive Plan (Plan) with the purpose of encouraging Directors, officers and employees to share in the ownership of the Company and therefore to retain and motivate those benefiting to drive performance at both the individual and corporate levels. The Plan was subsequently amended and approved by shareholders at the Annual General Meeting held on 20 May 2010 and 22 May 2014. The necessary resolution thus having been passed, the Corporations Act now permits financial assistance to be given to Mr O'Keefe, the Managing Director of the Company, to acquire Shares under the Plan. Under Listing Rule 10.14, the Company must not issue securities to a Director under this Plan unless it obtains the approval of the shareholders.

- 6.3 In the past three years, the following shares had been issued to the Directors of the Company with the approval of the shareholders:

	Directors	Date of Issue	Number of Shares	Exercise Price/ share
1	Mr Henry Townsing	4 June 2019	250,000 (a)	\$1.00
2	Mr Henry Townsing	4 June 2019	250,000	\$1.20
3	Mr Andrew O'Keefe	1 June 2021	500,000	\$0.85
4	Mr Andrew O'Keefe	1 June 2021	500,000	\$0.95

(a) *As of the date of this Notice of Meeting, the shares issued under the Plan to Mr Townsing have been cancelled in 2021 under the terms of the Plan.*

- 6.4 The Corporations Act also regulates in Chapter 2E the giving of a financial benefit to a related party of a public company. Vita Life Sciences is such a company and, as a director, Mr O'Keefe is regarded as a related party. However, there is an exemption from the operation of Chapter 2E where the financial benefit is "remuneration" paid to a director as an officer or employee of the company. Here, Mr O'Keefe will receive remuneration in his capacity as an officer, namely, as a Director of the Company. The only type of benefit that satisfies the term "remuneration" is defined in the Corporations Act narrowly to be one that if it were received by a director would be remuneration under the accounting standard AASB 124 *Related Party Disclosures* dealing with disclosure of directors' remuneration in financial reports (like the Annual Report).
- 6.5 Mr O'Keefe joined the Group as Chief Executive Officer of Herbs of Gold Pty Ltd on October 2014 and was appointed as Acting Managing Director on 24 October 2016. Mr O'Keefe was then appointed Managing Director of the Company on 1 January 2017.

The Board, other than Mr O'Keefe, has decided that his interests should more closely align with those of the Company and, for that reason, has agreed with Mr O'Keefe that, subject to the appropriate resolution of Shareholders being passed at a Shareholders' meeting, Mr O'Keefe will be issued new Plan Shares as described below.

The provision of the limited recourse loan to Mr O'Keefe is proposed to serve as a long term incentive for his continued involvement and support of the business.

- 6.6 The new Plan Shares to Mr O'Keefe, will be issued in a single tranche on the following terms:

Number: The total number of Plan Shares applied for is 500,000.

Price: The subscription price is \$1.89 per Share.

Security: Limited to the Plan Shares taken up by Mr O'Keefe, the Company will have no other recourse to Mr O'Keefe for repayment of the Loan other than the security provided by the Plan Shares themselves.

Interest: Limited to dividends on the Plan Shares.

Hurdle: Exercisable upon meeting the cumulative EBIT of the Group for the two (2) financial years ending 31 December 2022 and 31 December 2023 of no less than \$22.0m

Term: From the date of Shareholders' approval until 30 June 2024

Application to list the shares will be made after allotment but the shares will be held under a standard arrangement in accordance with the Plan, pending satisfaction of the hurdle set out above.

Shareholders should be aware that Mr O'Keefe should only benefit from this Loan in the event that the sale price of the Shares is in excess of \$1.89 per Share. This is because when he sells the Shares, the proceeds are directed first to retire the Loan principal and he then only gets to keep any excess over \$1.89 per Share.

- 6.7 The Board of Directors have valued the shares at \$0.3089 per share respectively using the Black & Scholes Model. The following assumptions were used in providing this valuation:

<u>Note</u>		
Start Date	1	1 March 2022
End Date		30 June 2024
Number of days		839
Exercise price		\$1.89

Share price	2	\$2.15
Volatility	3	3.22%
Risk Free Rate	4	1.14%

Note

- 1 – Start Date assumes Plan Shares issued at the date stated above
- 2 – Share price based on closing share price of the Company on 23 February 2022
- 3 – Based on the closing daily share price of the Company, one year from 24 February 2021 to 23 February 2022
- 4 – Based on Reserve Bank of Australia 2 year note yield on 24 February 2022

- 6.8 Mr O'Keefe's remuneration package for 2021 consists of salary and superannuation of \$652,631.
- At a valuation of \$0.3089 per share, the LTIP would theoretically provide additional remuneration of \$154,450 over the start date period to 30 June 2024 (or approximately \$66,200 per annum).
- Assuming the per annum expenditure for these LTIP share of \$66,200 per annum was applied to Mr O'Keefe for the full 2021 financial year, Mr O'Keefe's remuneration (including the implied value of the Plan Shares) totals \$718,831, of which around 9% relates to these new Plan Shares.
- 6.9 Should the LTIP shares be approved for issue, vest and are exercised by Mr O'Keefe, the increase in ordinary shares on issue as at the date of this Notice of Meeting would dilute current shareholders holding by 0.9%.
- 6.10 The Board, other than Mr O'Keefe who absented himself during the deliberations and from voting at the relevant meeting on this matter, considers that to give the remuneration outlined above, in the form proposed, would be reasonable given the Company's current circumstances and those of Mr O'Keefe, vis-à-vis the Company, including the responsibilities involved in, and obligations required as a result of, his office. There are no obvious disadvantages to the Company of Resolution 5 being passed.
- 6.11 No Directors (including Mr O'Keefe), nor their Associates, the Company's Key Management Personnel and anyone who is eligible to participate in the Plan may vote on the Resolution. However, the Company need not disregard a vote if cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form or if 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.
- 6.12 An ordinary resolution is required for Resolution 5 which means at least 14 days' notice of this Meeting was required and, to be passed, the Resolution requires an affirming vote by 50% of those present at the Meeting in person, by proxy, attorney or representative and entitled to vote. Upon passing of this Resolution, Mr O'Keefe will be issued 500,000 new shares with a loan totalling \$945,000 to purchase these new shares. If shareholders approval is not obtained, the Board may consider alternative arrangements to appropriately incentivise Mr O'Keefe.
- 6.13 Pursuant to ASX Listing Rule 10.15, this notice includes the following details:
- (a) Mr Andrew O'Keefe is a director of the Company as defined under Listing Rule 10.14.1;
 - (b) The maximum Plan Shares to be purchased pursuant to this Plan under this Resolution by Mr O'Keefe are 500,000 new shares;
 - (c) The price of each share acquired under the Plan proposed in this Notice of Annual General Meeting are \$1.89 per Share, as set out in Explanatory Statement paragraph 6.6 (Resolution 5);
 - (d) The director entitled to participate in the Plan is Mr O'Keefe.
 - (e) No Directors (including Mr O'Keefe) nor their Associates may vote on the Resolution;
 - (f) The terms of the loans are set out in Explanatory Statement paragraph 6.6 (Resolution 5);
 - (g) Details of any securities issued under the Plan will be published in each annual report relating to a period in which securities have been issued and that approval for the issue of securities is obtained under ASX Listing Rule 10.14;
 - (h) Any additional persons who became entitled to participate in the Plan after the resolution was approved and who were not named in the Notice of Annual General Meeting will not participate until approval is obtained under ASX Listing Rule 10.14; and
 - (i) The Company will not issue the securities later than 12 months after the Annual General Meeting

under ASX Listing Rule 10.15.7.

The Chairman of the Meeting intends to vote any undirected proxies in favour of Resolution 5.

6.14 **Directors' Recommendation**

The Board, other than Mr O'Keefe (who abstains), recommends that Shareholders vote in favour of Resolution 5.

7 EXPLANATION AND SUMMARY OF RESOLUTION 6: LONG TERM INCENTIVE PLAN: GRANT OF A LIMITED RECOURSE LOAN TO A DIRECTOR TO PURCHASE ORDINARY SHARES

7.1 Shareholders will be asked to consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That pursuant to ASX Listing Rules 10.14 and in accordance with Vita Life Sciences Limited's "Long Term Incentive Plan" (Plan), tabled by the Chairman and initialed by him for purposes of identification, approval is given for the Directors to issue 300,000 new ordinary, fully paid shares in the Company and make a limited recourse loan to Mr Henry Townsing, acting in his capacity as the Director of the Company, for a sum of \$567,000 (Loan), which will be used to fund the purchase of shares, on the terms summarised in the Explanatory Statement accompanying the Notice of 2022 Annual General Meeting."

7.2 Shareholder approval was previously sought and obtained at the meeting held on 31 May 2004 for the Company to adopt a Long Term Incentive Plan (Plan) with the purpose of encouraging Directors, officers and employees to share in the ownership of the Company and therefore to retain and motivate those benefiting to drive performance at both the individual and corporate levels. The Plan was subsequently amended and approved by shareholders at the Annual General Meeting held on 20 May 2010 and 22 May 2014. The necessary resolution thus having been passed, the Corporations Act now permits financial assistance to be given to Mr Townsing, the Director of the Company, to acquire Shares under the Plan. Under Listing Rule 10.14, the Company must not issue securities to a Director under this Plan unless it obtains the approval of the shareholders.

7.3 In the past three years, the following shares had been issued to the Directors of the Company with the approval of the shareholders:

	Directors	Date of Issue	Number of Shares	Exercise Price/ share
1	Mr Henry Townsing	4 June 2019	250,000 (a)	\$1.00
2	Mr Henry Townsing	4 June 2019	250,000	\$1.20
3	Mr Andrew O'Keefe	1 June 2021	500,000	\$0.85
4	Mr Andrew O'Keefe	1 June 2021	500,000	\$0.95

(a) As of the date of this Notice of Meeting, the shares issued under the Plan to Mr Townsing have been cancelled under the terms of the Plan.

7.4 The Corporations Act also regulates in Chapter 2E the giving of a financial benefit to a related party of a public company. Vita Life Sciences is such a company and, as a director, Mr Townsing is regarded as a related party. However, there is an exemption from the operation of Chapter 2E where the financial benefit is "remuneration" paid to a director as an officer or employee of the company. Here, Mr Townsing will receive remuneration in his capacity as an officer, namely, as a Director of the Company. The only type of benefit that satisfies the term "remuneration" is defined in the Corporations Act narrowly to be one that if it were received by a director would be remuneration under the accounting standard AASB 124 *Related Party Disclosures* dealing with disclosure of directors' remuneration in financial reports (like the Annual Report).

7.5 Mr Townsing was appointed as Chairman on 28 May 2021 (was Acting Chairman since 13 October 2016). The Board, other than Mr Townsing, has decided that his interests should more closely align with those of the Company and, for that reason, has agreed with Mr Townsing that, subject to the appropriate resolution

of Shareholders being passed at a Shareholders' meeting, Mr Townsing will be issued new Plan Shares as described below.

The provision of the limited recourse loan to Mr Townsing is proposed to serve as a long term incentive for his continued involvement and support of the business.

- 7.6 The new Plan Shares to Mr Townsing, will be issued on the following terms:

Number:	The total number of Plan Shares applied for is 300,000.
Price:	The subscription price is \$1.89 per Share.
Security:	Limited to the Plan Shares taken up by Mr Townsing, the Company will have no other recourse to Mr Townsing for repayment of the Loan other than the security provided by the Plan Shares themselves.
Interest:	Limited to dividends on the Plan Shares.
Hurdle:	Exercisable upon meeting the cumulative EBIT of the Group for the two (2) financial years ending 31 December 2022 and 31 December 2023 of no less than \$22.0m
Term:	From the date of Shareholders' approval until 30 June 2024

Application to list the shares will be made after allotment but the shares will be held under a standard arrangement in accordance with the Plan, pending satisfaction of the hurdle set out above.

Shareholders should be aware that Mr Townsing should only benefit from this Loan in the event that the sale price of the Shares is in excess of \$1.89 per Share. This is because when he sells the Shares, the proceeds are directed first to retire the Loan principal and he then only gets to keep any excess over \$1.89 per Share.

- 7.7 The Board of Directors have valued the LTIP shares at \$0.3089 per share using the Black & Scholes Model. The following assumptions were used in providing this valuation:

	<u>Note</u>	
Start Date	1	1 March 2022
End Date		30 June 2024
Number of days		839
Exercise price		\$1.89
Share price	2	\$2.15
Volatility	3	3.22%
Risk Free Rate	4	1.14%

Note

- 1 – Start Date assumes Plan Shares issued at the date stated above
2 – Share price based on closing share price of the Company on 23 February 2022.
3 – Based on the closing daily share price of the Company, one year from 24 February 2021 to 23 February 2022
4 – Based on Reserve Bank of Australia 2 year note yield on 24 February 2022.

- 7.8 Mr Townsing's remuneration package for 2021 consists of salary and superannuation of \$43,900.

At a valuation of \$0.3089 per share, these LTIP shares would theoretically provide additional remuneration of \$92,670 over the period from the date of issuance to 30 June 2024 (or approximately \$39,700 per annum).

Assuming the per annum expenditure for these LTIP shares of \$39,700 per annum was applied to Mr Townsing for the full 2021 financial year, Mr Townsing's remuneration (including the implied value of the Plan Shares) totals \$83,600, of which 47% relates to these new Plan Shares.

- 7.9 Should the LTIP shares be approved for issue, vest and are exercised by Mr Townsing, the increase in ordinary shares on issue as at the date of this Notice of Meeting would dilute current shareholders holding by 0.5%.
- 7.10 The Board, other than Mr Townsing who absented himself during the deliberations and from voting at the relevant meeting on this matter, considers that to give the remuneration outlined above, in the form proposed,

would be reasonable given the Company's current circumstances and those of Mr Townsing, vis-à-vis the Company, including the responsibilities involved in, and obligations required as a result of, his office. There are no obvious disadvantages to the Company of Resolution 6 being passed.

- 7.11 No Directors (including Mr Townsing), nor their Associates, the Company's Key Management Personnel and anyone who is eligible to participate in the Plan may vote on the Resolution. However, the Company need not disregard a vote if cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form or if 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.
- 7.12 An ordinary resolution is required for Resolution 6 which means at least 14 days' notice of this Meeting was required and, to be passed, the Resolution requires an affirming vote by 50% of those present at the Meeting in person, by proxy, attorney or representative and entitled to vote. Upon passing of this Resolution, Mr Townsing will be issued 300,000 new shares with a loan totalling \$567,000 to purchase these new shares. If shareholders approval is not obtained, the Board may consider alternative arrangements to appropriately incentivise Mr Townsing.
- 7.13 Pursuant to ASX Listing Rule 10.15, this notice includes the following details:
- (a) Mr Henry Townsing is a director of the Company as defined under Listing Rule 10.14.1;
 - (b) The maximum Plan Shares to be purchased pursuant to this Resolution to Mr Townsing are 2 300,000 new shares;
 - (c) The price of each share acquired under the Plan proposed in this Notice of Annual General Meeting are \$1.89 per Share, as set out in Explanatory Statement paragraph 7.6 (Resolution 6);
 - (d) The director entitled to participate in the Plan is Mr Townsing.
 - (e) No Directors (including Mr Townsing) nor their Associates may vote on the Resolution;
 - (f) The terms of the loans are set out in Explanatory Statement paragraph 7.6 (Resolution 6);
 - (g) Details of any securities issued under the Plan will be published in each annual report relating to a period in which securities have been issued and that approval for the issue of securities is obtained under ASX Listing Rule 10.14;
 - (h) Any additional persons who became entitled to participate in the Plan after the resolution was approved and who were not named in the Notice of Annual General Meeting will not participate until approval is obtained under ASX Listing Rule 10.14; and
 - (i) The Company will not issue the securities later than 12 months after the Annual General Meeting under ASX Listing Rule 10.15.7.

The Chairman of the Meeting intends to vote any undirected proxies in favour of Resolution 6.

7.14 **Directors' Recommendation**

The Board, other than Mr Townsing (who abstains), recommends that Shareholders vote in favour of Resolution 6.

8. SHAREHOLDER ENQUIRIES

Shareholders who prefer to register questions in advance of the AGM are invited to do so.

Shareholders with questions regarding the Notice of Meeting or this Explanatory Statement should contact the Company Secretary on +61 2 9545 2633 during normal office hours, contact details as shown on page 20. He will attempt to answer your questions or refer you to someone who can do so, but no person is authorised to give any information, or make any representation, in connection with the Notice of Meeting or this Explanatory Statement not contained in them.

GLOSSARY OF TERMS

In this explanatory statement, the following expressions have the meanings ascribed to them:

Annual Report means the 2021 report to Shareholders containing, amongst other things, the financial statements, report of the Directors, the remuneration report and the report of the Auditors to which reference is made in this Explanatory Statement.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to it by Division 2 of Part 2 of the Corporations Act.

ASX means ASX Ltd trading as Australian Securities Exchange

Auditor means Nexia Sydney Audit Pty Limited, Chartered Accountants, the Company's external auditors.

Board means the directors of the Company from time to time.

Company or **Vita Life Sciences** means Vita Life Sciences Limited ACN 003 190 421, the registered office of which is located at Unit 1/ 102 Bath Road, Kirrawee, NSW 2232 Australia.

Constitution means the Constitution of the Company adopted by the Shareholders at the annual general meeting on 19 May 2011

Corporations Act means the *Corporations Act 2001* (Cth), as amended.

Directors mean the directors of the Company from time to time sitting as the Board or individually (as the case requires).

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Group means Vita Life Sciences and its subsidiaries.

Indicative Timetable means the timetable set out on cover page of this Notice.

Listing Rules means the official listing rules of the ASX.

Meeting or **Annual General Meeting** means the annual general meeting of Shareholders convened by the Notice of Meeting to be held at 12.00pm on 11 May 2022.

Notice of Meeting means the notice of annual general meeting dated 8 April 2022 which accompanies this Explanatory Statement.

Resolution means an ordinary resolution or a special resolution referred to in the Notice of Meeting.

\$ means Australian dollars (AUD).

Share means a fully paid ordinary share in the capital of the Company.

Shareholders means the holders of Shares in the Company as recorded in the register before 12:00pm (Sydney time) on 9 May 2022.

Share Registry means Automic of Level 5, 126 Phillip Street, Sydney NSW 2000.

Subsidiaries mean the subsidiaries of Vita Life Sciences.

VITA LIFE SCIENCES LIMITED

Telephone: +61 2 9545 2633

Facsimile: +61 2 9545 1311

www.vitalifesciences.com.au
enquiries@vitalifesciences.com.au

Proxy Voting Form

If you are attending the virtual Meeting
please retain this Proxy Voting Form
for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **12.00pm (AEST) on Monday, 9th May 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise, if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares 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 shares 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

