

COMPUMEDICS LIMITED
ACN 006 854 897

NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY MEMORANDUM

Date of Meeting
19 November 2020

Time of Meeting
10.30 am AEDT

Place of Meeting
30-40 Flockhart Street, Abbotsford Victoria 3067

Virtual Meeting
You are invited to a Zoom webinar.
When: Nov 19, 2020 10:30 AM Canberra, Melbourne, Sydney
Topic: Compumedics Annual General Meeting 2020

Register in advance for this webinar:
https://us02web.zoom.us/webinar/register/WN_D-lixcjWSBaBorFa85ZSUA

COMPUMEDICS LIMITED
ACN 006 854 897

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is given that the Annual General Meeting of Compumedics Limited (ACN 006 854 897) ("**the Company**") will be held at 30-40 Flockhart Street, Abbotsford Victoria 3067 Australia on Thursday 19th November 2020 at 10.30 am (AEDT).

The accompanying Explanatory Memorandum ("Explanatory Memorandum") provides additional information relating to the matters to be considered at the Annual General Meeting and forms part of this Notice of Annual General Meeting ("Notice"). Certain terms and abbreviations used in this Notice and the Explanatory Memorandum have defined meanings, which are explained in the Explanatory Memorandum.

Business

1. Financial Statements and Reports (Note 1)

To receive and consider the financial report of the Company and the reports of the Directors and the Company's auditor for the year ended 30 June 2020.

2. Re-election of Director

Mr. Tucson Dunn who retires by rotation offers himself for re-election as a Director of the Company.

3. Adoption of Remuneration Report (Note 2)

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

"That the section of the report of the Directors entitled "Remuneration Report" dealing with the remuneration of the Company's Key Management Personnel be adopted".

Notes

- (1) Under s 250R(3) of the Corporations Act, the vote on this item is advisory only and does not bind the Directors or the Company.
- (2) Key Management Personnel whose remuneration details are contained in the Remuneration Report (and their closely related parties) are restricted from voting on this resolution under s 250R(4) of the Corporations Act.

BY ORDER OF THE BOARD

David Lawson
20th October 2020

VOTING AND PROXIES

Eligibility

You will be eligible to vote at the meeting if you are registered as a holder of shares of the Company at 7 pm Melbourne time on 17th November 2020.

Appointing a proxy

If you are entitled to attend and vote at the meeting, you can appoint a proxy to attend and vote on your behalf. A proxy need not be a Shareholder of the Company and may be an individual or a body corporate.

If you are a Shareholder, and you are unable or do not wish to attend and vote at the meeting, and you wish to appoint a proxy, please complete and return the enclosed proxy form. If you are entitled to cast two or more votes, you may appoint two proxies and specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. If you require a second proxy form, please contact the Registry on 1300 288 664.

Lodging your proxy form

You can lodge your proxy form by:

Online:

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.

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:

WEBCHAT: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

Your completed proxy form (and any necessary supporting documentation) must be received by the Registry no later than 10.30am (AEDT) on 17th November 2020. That is 48 hours before the meeting.

If the proxy form is signed by an attorney, the original power of attorney under which the proxy form was signed (or a certified copy) must also be received by the Company by 10.30am on 17th November 2020 unless it has been previously provided to the Company. If the proxy is signed under power of attorney, the signatory must also declare that they have had no notice of revocation of the power of attorney.

If you appoint a proxy, you may still attend the meeting. However, if you vote on a resolution your proxy is not entitled to also vote on that resolution.

Voting at the meeting

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as

soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website

(<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a username and password) are advised to

take the following steps to attend and vote virtually on the day of the AGM:

1. Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.
2. (Registration on the day) If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
3. (Live voting on the day) If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

At the meeting, on a show of hands each Shareholder present may cast one vote. For these purposes a Shareholder being 'present' includes a person present as a proxy, attorney or body corporate representative.

Please note that the Chairman of the meeting intends to vote undirected proxies in favour of all resolutions.

EXPLANATORY MEMORANDUM

Defined Terms

The following terms, which are used in this Notice (including this Explanatory Memorandum), have the meanings set out below:

'Board' means the board of directors of the Company;

'Company' means Compumedics Limited ACN 006 854 897;

'Corporations Act' means the Corporations Act (Cth) 2001;

'Key Management Personnel' or 'KMP' are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report section of the Directors' Report identifies the relevant persons for the year ended 30 June 2020;

‘Shareholder’ means a person who is registered as a holder of shares of the Company and “Shareholders” means all the holders of shares of the Company.

Item 1:

Financial Statements and Reports

During this item there will be an opportunity for Shareholders at the meeting to ask questions and comment on the Director’s Report, Financial Statements and Independent Audit Report for the financial year ended 30 June 2020. No resolution will be required to be passed on this matter.

Item 2:

Re-election of Director

Mr. Tucson Dunn who retires by rotation offers himself for re-election as a Director of the Company.

Currently working with JLM Investment, (USA) as CEO of Healthcare where he is responsible for healthcare ventures. Prior to joining JLM, Mr. Dunn served as Managing Director of Fosun Healthcare Holdings in Shanghai China. Mr. Dunn has over 25 years of international healthcare leadership experience developing and managing hospitals, clinics and related business throughout Asia, Middle East, Europe and USA.

Item 3:

Adoption of Remuneration Report

The Corporations Act requires that the section of the Directors’ report relating to director and executive remuneration (the “Remuneration Report”) be put to a vote of Shareholders for its adoption. The vote is advisory only and does not bind the directors of the Company.

The Remuneration Report can be found at pages 6 to 12 of the Financial Statements in the Company’s 2020 Annual Report. Following consideration of the Remuneration Report, Shareholders will be given a reasonable opportunity to ask questions or comment on the Remuneration Report.

A vote must not be cast (in any capacity) on Resolution 3 by or on behalf of a member of Compumedics Limited’s Key Management Personnel (“**KMP**”), details of whose remuneration are included in the Remuneration Report, or their closely related parties, whether as a shareholder or as a proxy. However, a vote may be cast on Resolution 3 by a KMP, or a closely related party of a KMP, if:

- the vote is cast as a proxy;
- appointed by writing that specifies how the proxy is to vote on Resolution 3; and
- the vote is not cast on behalf of a KMP or a closely related party of a KMP.

If the Chairman of the meeting is appointed as your proxy, you are expressly authorising the Chairman of the meeting to exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Proxy Voting Form

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

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **10.30am (AEDT) on Day, 17 November 2020**, 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/#/loginsah>
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:

WECHAT:

<https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)

+61 2 9698 5414

(Overseas)

