

PROBIOTEC LIMITED

ACN 075 170 151

Notice of Annual General Meeting of the Company
to be held at:

| | |
|--------------|--|
| Date | Friday 23 November 2018 |
| Time | 11.00 am AEDT |
| Place | Arnold Bloch Leibler Level 21, 333 Collins Street Melbourne VIC 3000 |



This is an important document

If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional adviser.

Notice of Annual General Meeting

NOTICE IS GIVEN that the **Annual General Meeting** of Shareholders of Probiotec Limited will be at the offices of Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne VIC 3000 on Friday, **23 November 2018 at 11.00 am AEDT**.

Ordinary Business

1 Financial Statements and Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2018.

2 Resolution 1 - Adoption of Remuneration Report

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

“That the Remuneration Report for the year ended 30 June 2018 be adopted.”

3 Resolution 2 - Re-election of Director - Sandy Beard

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

“That Sandy Beard, who retires as a Director by rotation in accordance with clause 13.5 of the Constitution and ASX Listing Rule 14.4, and, in accordance with clause 13.6 of the Constitution, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

By order of the Board

Jared Stringer
Company Secretary
4 October 2018

1 Defined Terms

Capitalised terms used in this Notice of Meeting (including those used in the items set out in this Notice) have, unless otherwise defined, the same meanings as set out in the Glossary of Terms in the Explanatory Notes attached to this Notice.

2 Materials accompanying this Notice

The following materials accompany this Notice:

- (a) the Financial Report, Directors' Report and Auditor's Report, including the Remuneration Report, if you have elected to receive a printed copy and have not withdrawn that election;
- (b) the Explanatory Notes setting out details relevant to the business set out in this Notice; and
- (c) a Proxy Form.

3 Voting and required majority - Corporations Act

- (a) In accordance with section 249HA of the Corporations Act for **resolutions 1 and 2** to be effective:
 - (i) not less than 28 days written notice specifying the intention to propose the resolutions has been given; and
 - (ii) each resolution must be passed by more than 50% of all the votes cast by Shareholders entitled to vote on the resolutions (whether in person or by proxy, attorney or representative).
- (b) Subject to paragraph 4 below, on a show of hands every Shareholder has one vote and, on a poll, every Shareholder has one vote for each Share held

4 Shareholders Eligible to Vote

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that the shareholding of each Shareholder for the purposes of ascertaining their voting entitlements at the Meeting will be as it appears in the Company's register of Shareholders at 7.00pm AEDT on Wednesday 21 November 2018 ("**Effective Time**").

5 Proxies and Representatives

- (a) All Shareholders at the Effective Time who are entitled to attend at the AGM may appoint a proxy for that purpose.
- (b) A proxy need not be a Shareholder of the Company.
- (c) Each Shareholder who is entitled to cast 2 or more votes at the AGM, may appoint up to 2 proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder **does not** specify the proportion or number of that Shareholder's votes each proxy may exercise, each proxy will be entitled to exercise half of the votes. An additional Proxy Form will be supplied by the Company on request.

- (d) If a proxy is given by a body corporate, a Proxy Form must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney.
- (e) If a proxy is given by a natural person, a Proxy Form must be executed under the hand of that person or that person's attorney.
- (f) To be effective, the Proxy Form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the Meeting or any adjourned Meeting.

by hand to: Boardroom Pty Limited, Level 12, 225 George Street Sydney NSW 2000
or
Boardroom Pty Limited, Level 7, 333 Collins Street, Melbourne VIC 3000
by post to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia
by fax to: +61 2 9290 9655
or online at: <https://www.votingonline.com.au/probiotecagm2018>

- (g) Any Proxy Form received after this deadline (including at the Meeting) will be treated as invalid.
- (h) A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction.
- (i) If a Shareholder appoints the Chairperson as the Shareholder's proxy and does not specify how the Chairperson is to vote, the Chairperson will vote, as proxy for that Shareholder, in favour of / against each resolution as set out in the Explanatory Notes.
- (j) A Shareholder that is a body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the Meeting. The appointment may be a standing one.

Please refer to the Proxy Form accompanying this Notice for more information.

Explanatory Notes

1 General

These Explanatory Notes have been prepared for the information of Shareholders in connection with the AGM of the Company to be held at the offices of Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne VIC 3000 on Friday, 23 November 2018 at 11.00 am AEDT. **These Explanatory Notes form part of the Notice of Meeting and should be read carefully by members prior to the Meeting.**

2 Ordinary Business

(a) Financial Reports and Statements

In accordance with section 317 the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be laid before the AGM. While this item of business does not require Shareholders approval, Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports. Written questions must be submitted no later than five business days before the AGM and the answers will be available at and after the Meeting.

Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report. The Company will also pass any written questions on to the Auditor prior to the AGM. The Auditor may, but is not obligated to, answer any written or oral questions that are put by Shareholders.

(b) Resolution 1 - Adoption of Remuneration Report

The Company's Remuneration Report (which forms part of the Director's Report) is required to include discussion on a number of issues relating to remuneration of Directors and executives of the Company.

Shareholders are asked to consider the Remuneration Report in accordance with section 250R(2) of the Corporations Act. The vote on this resolution is advisory only and is not binding on the Board. During this item of business, there will be an opportunity for Shareholders to ask questions about, and comment on, the Remuneration Report.

The Board will consider the outcome of the vote and comments made by Shareholders at the Meeting in respect of the Remuneration Report when it reviews the Company's remuneration policies.

Recommendation

The Directors unanimously recommend Shareholders vote in favour of adopting the Remuneration Report.

Voting exclusion statement

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of any member of Key Management Personnel and their closely related parties (except a KMP and that KMP's closely related parties whose remuneration is not included in the Remuneration Report) unless the vote is cast:

- (i) as a proxy for a person entitled to vote in accordance with a direction on the Proxy Form; or
- (ii) by the Chairperson of the Meeting as proxy for a person entitled to vote in accordance with an express authority to vote undirected proxies as the Chairperson sees fit even if the resolution is connected directly or indirectly with the remuneration of a KMP.

Proxies

The Chairperson intends to vote all undirected proxies in favour of Resolution 1.

(c) Resolution 2 - Re-election of Director

The Constitution and the ASX Listing Rules require retirement of Directors by rotation. Clause 13.5 of the Constitution requires that one third (or the number nearest but not exceeding one-third) of the Directors (excluding the Managing Director and any Director appointed during the year to fill a casual vacancy or as an addition to the Directors) retire at each AGM of the Company. Any Director who retires in accordance with clause 13.5 is eligible for re-election at the AGM. The Constitution states that the Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became directors on the same day shall (unless they otherwise agree between themselves) be determined by lot.

ASX Listing Rule 14.4 also provides that a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment, or 3 years, whichever is longer. This rule does not apply to the managing director.

There are currently three Directors who became Directors on the same day. In accordance with Constitution, the Directors agreed between themselves that Sandy Beard retires in accordance with clause 13.5, and, being eligible, offers himself for re-election.

Alexander (Sandy) Beard is the CEO of CVC Limited, an ASX Listed investment company with a market capitalisation of approximately \$330 million. CVC has a wide range of investments including direct private equity, listed investments, property investments and funds management.

Mr Beard has been a director of numerous public companies over the past 15 years and is currently a director of the ASX listed Eildon Capital Limited. He brings extensive experience with investee businesses, both in providing advice and in direct management roles. Mr Beard has played an important role in delivering value to shareholders over the past 20 years across a broad spectrum of industries and stages of company growth.

Mr Beard joined the board of Probiotec on 23 November 2017.

Recommendation

The Directors (other than Sandy Beard) recommend that you vote in favour of Resolution 2.

Proxies

The Chairperson intends to vote all undirected proxies in favour of Resolution 2.

Glossary of Terms

In the Notice and these Explanatory Notes:

| | |
|--|---|
| AGM | means the Annual General Meeting of the Company to be held at 11.00 am AEDT on Friday 23 November 2018 at the offices of Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne VIC 3000. |
| Annual Report | means the annual report of the Company for the financial year ended 30 June 2018. |
| ASX | means ASX Limited. |
| Auditor | means the auditor of the Company. |
| Auditor's Report | means the report of the Auditor in the Financial Report. |
| Board | means the board of Directors of the Company. |
| CEO | means the chief executive officer of the Company. |
| Chairperson | means the chairperson of the AGM. |
| Company | means Probiotec Limited. |
| Constitution | means the constitution of the Company. |
| Corporations Act | means the <i>Corporations Act 2001</i> (Cth). |
| Corporations Regulations | means the <i>Corporations Regulations 2001</i> (Cth). |
| Director | means a director of the Company. |
| Directors' Report | means the report of the directors of the Company on the consolidated entity consisting of the Company and the entities controlled by the Company for the financial year ended 30 June 2018. |
| Explanatory Notes | means these explanatory notes, which forms part of the Notice of Meeting. |
| Financial Report | means the financial report on the consolidated entity consisting of the Company and the entities controlled by the Company for the financial year ended 30 June 2018. |
| Key Management Personnel or KMP | means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly, who are listed in the Remuneration Report. |
| Listing Rules | means the listing rules of the ASX, as amended from time to time. |
| Meeting | means the AGM. |
| Notice of Meeting | means the notice of the AGM, including the Explanatory Notes and all annexures to those documents. |
| Ordinary Resolution | means a resolution requiring 50% or more of votes of Shareholders that are cast in favor of the resolution for it to pass. |
| Proxy Form | means the proxy form accompanying this Notice of Meeting. |
| Remuneration Report | means the remuneration report of the Company, which forms part of the Directors' Report. |

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|--------------------|---|
| Reports | means Financial Report, Directors' Report and Independent Auditor's Report. |
| Resolution | means an Ordinary Resolution of Shareholders. |
| Share | means an ordinary share in the capital of the Company. |
| Shareholder | means a holder of an ordinary share. |

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am AEDT on Wednesday 21 November 2018.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/probiotecagm2018>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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 in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **11:00am AEDT on Wednesday 21 November 2018**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/probiotecagm2018>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Probiotec Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair 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 below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne VIC 3000 on Friday, 23 November 2018 at 11:00am AEDT** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

| | | For | Against | Abstain* |
|--------------|---------------------------------------|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Director - Sandy Beard | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018