



NOTICE OF ANNUAL GENERAL MEETING  
THE HYDRATION PHARMACEUTICALS COMPANY LIMITED ACN 620 385 677

**TIME:** 11:00am (AEST)  
**DATE:** Friday, 27 May 2022  
**PLACE:** cdPlus Corporate Services, Level 42, Rialto South  
Tower, 525 Collins Street, Melbourne VIC 3000

**Important notice**

This Notice of Annual General Meeting should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum contains important information about the matters to be considered at the Annual General Meeting of The Hydration Pharmaceuticals Company Limited and to assist shareholders to determine how to vote on the Resolutions set out in this Notice.

Should you wish to discuss any of the matters detailed in this Notice, please do not hesitate to contact the Company Secretary on +61 3 9614 2444 or [hydralytecosec@cdplus.com.au](mailto:hydralytecosec@cdplus.com.au).

Contents	Page
Business of the Annual General Meeting	4
Explanatory Memorandum	8
Glossary	18
Annexure A	20
Annexure B	21
Voting Form	Attached

## Notice of Annual General Meeting of Shareholders of The Hydration Pharmaceuticals Company Limited

Notice is given that the annual general meeting of Shareholders of The Hydration Pharmaceuticals Company Limited (ACN 620 385 677) (**HPC** or the **Company**) will be held:

- on **Friday, 27 May 2022 at 11:00am (AEST)**
- in person at cdPlus Corporate Services, Level 42, Rialto South Tower, 525 Collins Street, Melbourne Victoria 3000 **AND**
- virtually **via Zoom** for Shareholders to view and participate.

Please see pages 2 and 3 below for details.

## Important Information

### Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

### Voting eligibility

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm AEST on Wednesday, 25 May 2022.

### Voting in person at the Meeting

In an effort to manage density restrictions due to COVID-19, a limited number of Shareholders will be able to attend or vote at the Meeting in person. To vote in person, attend the Meeting at the time, date and place set out above.

### Voting by proxy or online prior to Meeting

The Meeting will also be streamed live via webcast for Shareholders to view the Meeting.

The Company urges all Shareholders to please utilise the online facilities offered. Shareholder will be able to review the live webcast of the Meeting, vote online in real time and ask Directors questions online.

To vote prior to the Meeting, you will need to appoint a proxy and either direct the proxy how to vote on each Resolution, or allow the proxy to exercise their discretion in voting your shares.

To appoint a proxy online, please go to <https://investor.automic.com.au/#/loginsah> and follow the instructions on your Voting Form.

You may also appoint a proxy by completing and signing the enclosed Voting Form and returning it by the time and in accordance with the instructions set out on the Voting Form.

Proxies will be able to:

- attend the Meeting in person, vote in accordance with their proxy instructions and ask Directors questions in person; or
- view the live webcast of the Meeting, vote online in real time in accordance with their proxy instructions and ask Directors questions online.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy; and
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholders' votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

#### Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the Resolution, the proxy must only vote on a poll; and
- if the proxy is the Chair, the proxy must vote on a poll, and must vote that way (ie. as directed); and
- if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie. as directed).

#### Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at the Meeting; and
- the appointed proxy is not the Chair; and
- at the Meeting, a poll is duly demanded on the Resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the Meeting; or
  - the proxy does not vote on the Resolution,

the Chair is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at the Meeting.

#### **Direct voting**

In accordance with clause 7.10 of the Constitution, the Directors may:

- decide that, at any general meeting or class meeting, a member who is entitled to attend and vote on a resolution at the meeting is entitled to a director vote in respect of that resolution. A 'direct vote' includes a vote delivered to the company by post or other electronic means approved by the directors; and
- prescribe regulations, rules and procedures in relation to direct voting, including specifying the form, method and timing of giving a director vote at a meeting in order for the vote to be valid.

#### Direct voting prior to the Meeting

A Shareholder may deliver a direct vote by indicating on the Voting Form that they are casting their vote directly and then placing a mark in one of the boxes opposite each item of business on the Voting Form. All of the Shareholder's shares will be voted in accordance with such direction, unless the Shareholder indicates that their direction is:

- to vote only a portion of their votes on any item; or
- to cast their votes in different ways on any item, by inserting the number of shares in the appropriate box or boxes.

If a Shareholder indicates that they are lodging their votes directly and then does not mark any of the boxes on a given item, no direct vote will be recorded on that item.

If a Shareholder indicates that they are delivering their votes directly and then marks more than one box on an item, their vote on that item will be invalid. If a Shareholder inserts a number of shares in boxes on any item that in total exceeds the number of shares that the Shareholder holds as at the voting entitlement time, the Shareholder's vote on that item will be invalid, unless the Shareholder inserted the number of shares in one box only, in which case it will be taken to be valid for the total number of shares held at that time.

#### Direct voting during the Meeting

Shareholders who wish to participate in and vote at the Meeting online can access the Meeting as follows:

- Open your internet browser and go to **investor.automic.com.au**

- Login with your username and password or click “**register**” if you haven’t already created an account. ***Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual Meeting.***
- After logging in, a banner will be displayed at the bottom of the screen to indicate that the Meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
- Click on “**Register**” and follow the steps.
- Click on the URL to join the webcast where you can view and listen to the virtual Meeting.
- Once the Chair of the Meeting has declared the poll open for voting click on “**Refresh**” to be taken to the voting screen.
- Select your voting direction and click “**confirm**” to submit your vote. **Note that you cannot amend your vote after it has been submitted.**

Attending the Meeting online enables Shareholders to view the Meeting live and to also ask questions and cast votes at the appropriate times whilst the Meeting is in progress.

#### Creating 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.

Further information and support on how to use the platform is available on the share registry website – [www.automic.com.au](http://www.automic.com.au). It is recommended that you register to use the registry website well in advance of the Meeting to save time on the day of the Meeting. Should you have any difficulties, you can contact the registry by telephone on 1300 288 664 (within Australia) and +61 2 9698 5414 (overseas).

A complete guide to registering your attendance and voting at the virtual meeting is also available to view and download from <https://www.automicgroup.com.au/virtual-agms/>.

#### **Corporate representatives**

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed certificate of appointment of corporate representative (**Certificate**). Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution. A Certificate is available upon request from the Share Registry.

Appointments must be lodged in advance of the Meeting with the Company’s Share Registry.

# BUSINESS OF THE ANNUAL GENERAL MEETING

## Ordinary business

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### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Report of the Company for the financial year ended 31 December 2021, including the financial statements, Directors' Report, the Remuneration Report and the auditor's report.

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### 2. Resolution 1 – Re-Election of Director – Ms Margaret Hardin

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

***“THAT** Ms Margaret Hardin having retired from her office as Director in accordance with Rule 8.1(c) of the Constitution and ASX Listing Rule 14.4, and being eligible, having offered herself for election, be elected as a Director of the Company.”*

The Chair intends to vote all undirected proxies in favour of this Resolution.

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### 3. Resolution 2 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a non-binding resolution:

***“THAT**, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 31 December 2021.”*

**Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Exclusion Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any Restricted KMP Voter. However, a Restricted KMP Voter may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a Restricted KMP Voter and either:

- the Restricted KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the Restricted KMP Voter is the Chair and the appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on this Resolution; and
  - expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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### 4. Resolution 3 – Ratification of Tranche 1 Shares issued to Ms Shay Mitchell under ASX Listing Rule 7.1

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

***“THAT**, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 1,180,833 Shares to the Mitchell Nominee under ASX Listing Rule 7.1 on 5 April 2022 on the terms and conditions as set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, the Mitchell Nominee or any of its Associates.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; 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 this Resolution; and

- the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all undirected proxies in favour of this Resolution.

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**5. Resolution 4 – Approval of participation in Equity Incentive Plan and Issue of Options to Chair and Non-Executive Director – Mr George Livery**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of AUD\$40,000 worth of Options to George Livery, Chair and Non-executive Director, on the terms and conditions as set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director and any person who is eligible to participate in the EIP who is an Associate of a Director or a person whose relationship with the Company, Director or their Associate is such that, in ASX’s opinion, the acquisition should be approved by Shareholders, or any of their respective Associates.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; 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 this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all undirected proxies in favour of this Resolution.

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**6. Resolution 5 – Approval of participation in Equity Incentive Plan and Issue of Options to Non-Executive Director – Mr Adem Karafili**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of AUD\$30,000 worth of Options to Adem Karafili, Non-executive Director, on the terms and conditions as set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director and any person who is eligible to participate in the EIP who is an Associate of a Director or a person whose relationship with the Company, Director or their Associate is such that, in ASX’s opinion, the acquisition should be approved by Shareholders, or any of their respective Associates.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; 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 this Resolution; and

- the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all undirected proxies in favour of this Resolution.

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**7. Resolution 6 – Approval of participation in Equity Incentive Plan and Issue of Options to Independent Non-Executive Director – Ms Gretta van Riel**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of AUD\$30,000 worth of Options to Gretta van Riel, Independent Non-executive Director, on the terms and conditions as set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director and any person who is eligible to participate in the EIP who is an Associate of a Director or a person whose relationship with the Company, Director or their Associate is such that, in ASX’s opinion, the acquisition should be approved by Shareholders, or any of their respective Associates.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; 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 this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all undirected proxies in favour of this Resolution.

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**8. Resolution 7 – Approval of participation in Equity Incentive Plan and Issue of Options to Independent Non-Executive Director – Ms Margaret Hardin**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, subject to Shareholders approving Resolution 1, approval is given for the issue of AUD\$30,000 worth of Options to Margaret Hardin, Independent Non-executive Director, on the terms and conditions as set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director and any person who is eligible to participate in the EIP who is an Associate of a Director or a person whose relationship with the Company, Director or their Associate is such that, in ASX’s opinion, the acquisition should be approved by Shareholders, or any of their respective Associates.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; 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 this Resolution; and

- the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all undirected proxies in favour of this Resolution.

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## 9. Resolution 8 – Approval of 10% Placement Capacity

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **Special Resolution**:

***“THAT, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to ASX Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.”***

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in the issue of equity securities under this Resolution or a person who may obtain a material benefit as a result of, except a benefit solely in the capacity of a security holder, if the Resolution is passed or any Associates of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; 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 this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Note:** *As at the date of this Notice, the Company is not proposing to make any issue of equity securities under ASX Listing Rule 7.1A. Accordingly, no Shareholders are excluded from voting on this Resolution.*

The Chair intends to vote all undirected proxies in favour of this Resolution.

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## 10. OTHER BUSINESS

To transact any other business which may legally be brought before the Meeting.

**Dated: 26 April 2022**  
**By order of the Board**

**Carlie Hodges**  
**Company Secretary**



# EXPLANATORY MEMORANDUM

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## 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the Annual Report of the Company for the financial year ended 31 December 2021 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so. The Company's Annual Report is available on its website at <https://hydralyte.com/pages/asx-announcements>

Shareholders will be given a reasonable opportunity to ask questions and make comments on the reports, and on the management of the Company, and to ask questions of the auditor.

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## 1. Resolution 1 – Re-Election of Director – Margaret Hardin

### 1.1 General

Rule 8.1(c) of the Constitution requires that, if a person has been appointed as a Director by the Board as an addition to the existing Directors in accordance with Rule 8.1(b), that Director holds office until the conclusion of the Company's next annual general meeting following their appointment and is eligible for re-election at that meeting.

Ms Margaret Hardin was appointed as a Director by the Board under Rule 8.1(b) of the Constitution on 8 February 2022.

Personal particulars for Ms Hardin are set out below.

### 1.2 Ms Margaret Hardin

Ms Hardin is a global products senior executive, with extensive experience. She has previously scaled two consumer goods companies to generate more than US\$100m in revenue, and currently advises founders on growth opportunities. Most recently, Ms Hardin was CEO of ERGObaby Carrier Inc. During her time with the group, she revived product innovation while managing an omni-channel distributor, retail and ecommerce model across over 60 countries and 19 company-owned websites. Prior to ERGObaby Carrier Inc., Ms Hardin was CFO during the early stages of US baby and accessories company Munchkin and was progressively promoted to President and COO. She grew the company to a major brand leader in the juvenile industry, where she led sales, acquisitions, brand partnerships and marketing efforts. She oversaw the opening of sales operations in Canada and launched the EMEA headquarters.

### 1.3 Board Recommendation

The Board (other than Margaret Hardin who has abstained from making a recommendation on Resolution 1 due to her personal interest) recommends that you vote in favour of Resolution 1. Each Director currently intends to vote their respective shareholdings in favour of Resolution 1.

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## 2. Error! Reference source not found. Resolution 2 – Adoption of Remuneration Report

### 2.1 General

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and other Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report. The Chair must allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

### 2.2 Voting consequences

Under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at two consecutive annual general meetings, at least 25% of the votes cast on a resolution in respect of a remuneration report vote against the adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to a vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting. If a Spill Resolution is put to shareholders, all of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand

for re-election at the Spill Meeting. Following the Spill Meeting each person whose election or re-election as a director of the company was approved will continue as a director of the company.

## 2.3 Previous voting results

At the Company's previous annual general meeting, the votes cast against the Remuneration Report considered at that annual general meeting were less than 25% of votes cast. Accordingly, a Spill Resolution is not required for this Annual General Meeting.

## 2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Person appointed as proxy	Where directions are given on Voting Form	Where no directions are given on Voting Form
Key Management Personnel <sup>1</sup>	Vote as directed	Unable to vote <sup>3</sup>
Chair <sup>2</sup>	Vote as directed	Able to vote at discretion of proxy if expressly authorised to do so under the Voting Form <sup>4</sup>
Other	Vote as directed	Able to vote at discretion of proxy

### Notes:

<sup>1</sup> Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that Key Management Personnel.

<sup>2</sup> Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of the Chair.

<sup>3</sup> Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

<sup>4</sup> The Voting Form notes that it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

## 3. Resolution 3 – Ratification of Tranche 1 Shares issued to the Mitchell Nominee under ASX Listing Rule 7.1

### 3.1 General

On 29 March 2022, the Company announced that it had entered into an agreement with prominent North-American actress and entrepreneur Ms Shay Mitchell (**Agreement**) for the provision of brand ambassador services. In addition to cash remuneration for services provided under the Agreement, the Company agreed to issue to Ms Mitchell or a nominee of Ms Mitchell (**Mitchell Nominee**) fully paid ordinary shares (**Shares**) in the Company equal to the amount of USD\$250,000<sup>1</sup> divided by the VWAP of the Company's Shares over the 10 days on which trades in Shares occurred immediately before 29 March 2022 (**Tranche 1 Shares**). The Company also agreed to issue an additional grant of Shares equal to the amount of USD\$250,000 one (1) year after the first public usage of the content created under the Agreement (**Tranche 2 Shares**) (Tranche 1 Shares and Tranche 2 Shares each referred to as a **Tranche**).

In accordance with the terms of the Agreement, each Tranche shall be subject to voluntary escrow for a period commencing on the date on which the relevant Tranche is issued and expiring on the date that is the earliest of:

- with respect of 25% of the relevant Tranche, 14 June 2023;
- with respect of the remaining 75% of the relevant Tranche, 14 December 2023; and
- the expiration or termination of the Agreement.

On 5 April 2022, the Company issued 1,180,833 Tranche 1 Shares to the Mitchell Nominee. The Company issued the Tranche 1 Shares under its 15% Placement Capacity. The issue of the Tranche 1 Shares did not breach ASX Listing Rule 7.1.

The Company is yet to issue the Tranche 2 Shares.

Under Resolution 3, the Company is seeking Shareholder ratification of the issue of the Tranche 1 Shares pursuant to ASX Listing Rule 7.4. Such approval will refresh the Company's ability to issue that number of securities under its 15% Placement Capacity in the future.

### 3.2 ASX Listing Rules 7.1 and 7.4

Broadly speaking, subject to certain exceptions prescribed under the ASX Listing Rules, ASX Listing Rule 7.1 limits the number of securities that a company may issue without shareholder approval over any 12-month period

<sup>1</sup> Converted into AUD based on the exchange rate immediately before 29 March 2022 (as published on [www.xe.com](http://www.xe.com)).

to 15% of the total of the number of shares the company had on issue at the start of the 12-month period (**15% Placement Capacity**).

ASX Listing Rule 7.4 allows for shareholders to subsequently approve an issue of, or agreement to issue, securities, provided the issue did not breach ASX Listing Rule 7.1 at the time of issue. If Shareholders do provide approval, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that Rule.

At the time of issue, the issue of the Tranche 1 Shares did not fall within any exception in ASX Listing Rule 7.2. As the issue has not yet been approved by Shareholders, 1,180,833 Tranche 1 Shares are using up a part of the Company's 15% Placement Capacity, reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the issue of the Tranche 1 Shares.

If Resolution 3 is passed, the Tranche 1 Shares will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities the Company can issue without obtaining Shareholder approval over the 12-month period following the issue date of the Tranche 1 Shares. If Resolution 3 is not passed, the Tranche 1 Shares will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without obtaining Shareholder approval over the 12-month period following the issue date of the Tranche 1 Shares.

The Directors consider it prudent to retain the flexibility and capacity to issue additional securities in accordance with ASX Listing Rule 7.1 if circumstances require and, accordingly, seek Shareholders' ratification of the issue of the Tranche 1 Shares as set out in Resolution 3.

### 3.3 Summary of issue of Tranche 1 Shares under Resolution 3

For the purpose of ASX Listing Rule 7.5, the following information is provided:

- (a) the Tranche 1 Shares were issued to the Mitchell Nominee. No related parties of the Company or their Associates were allotted Tranche 1 Shares;
- (b) the number of Tranche 1 Shares for which Shareholder ratification is being sought under Resolution 3 is 1,180,833;
- (c) the Tranche 1 Shares are Shares, rank pari passu with the other Shares on issue and are on the same terms as the other Shares on issue;
- (d) the Tranche 1 Shares were issued on 5 April 2022;
- (e) the Tranche 1 Shares were issued in part consideration for the provision of services under the Agreement. Accordingly, the Company did not receive any funds in consideration for the issue of the Tranche 1 Shares;
- (f) the material terms of the agreement under which the Tranche 1 Shares were issued are detailed in the announcement released by the Company to the ASX on 29 March 2022; and
- (g) a voting exclusion statement is included in this Notice.

### 3.4 Board Recommendation

The Board recommends that you vote in favour of Resolution 3. Each Director currently intends to vote their respective shareholdings in favour of this Resolution.

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## 4. Resolution 4 to Resolution 7 - Approval of participation in Equity Incentive Plan and Issue of Options to Directors

### 4.1 General

Subject to obtaining the relevant Shareholder approvals, the Company has agreed to issue the following securities under the EIP:

- (a) AUD\$40,000 worth of Options to George Livery, Chair and Non-executive Director (or his nominee) (being the subject of Resolution 4);
- (b) AUD\$30,000 worth of Options to Adem Karafili, Non-executive Director (or his nominee) (being the subject of Resolution 5);
- (c) AUD\$30,000 worth of Options to Gretta van Riel, Independent Non-executive Director (or her nominee) (being the subject of Resolution 6); and
- (d) AUD\$30,000 worth of Options to Margaret Hardin, Independent Non-executive Director (or her nominee) (being the subject of Resolution 7),

(together, the **EIP Securities**).

The number of EIP Securities to be issued to each Non-executive Director set out above will be determined by the following calculation:

$$A = \frac{B}{C}$$

where:

**A** = the number of EIP Securities to be issued to the relevant Non-executive Director;

**B** = the cash value of the EIP Securities agreed to be issued to the relevant Non-executive Director as set out above; and

**C** = the value of an Option as at the date of the Meeting, determined using the Black-Scholes Option Pricing Model (**Option Valuation**).

## 4.2 Summary of Chapter 2E of the Corporations Act

Under section 208 of the Corporations Act, for a public company to give a financial benefit to a related party (such as a Director of the Company), the public company or entity must obtain the approval of the company's members unless the giving of the financial benefit falls within an exception set out in sections 210 and 216 of the Corporations Act.

Section 229 of the Corporations Act defines "financial benefit" broadly and includes, as an example of a "financial benefit", the issuing of securities or the granting of an option to a related party. Accordingly, the proposed issue of EIP Securities to Directors under Resolution 4 to Resolution 7 constitutes the provision of a financial benefit to a related party.

In respect of each Resolution, the disinterested Directors consider that the proposed issue of the relevant EIP Securities under each respective Resolution constitutes reasonable remuneration to the respective Director and, as such, falls within the exception set out in section 211 of the Corporations Act. In reaching this view, the disinterested Directors considered:

- (a) the position and responsibilities of each Director;
- (b) the Company's reliance on each Director;
- (c) the time commitment and workload required of each Director to drive the Company's strategies and objectives;
- (d) the considerable contribution that each Director has made and continues to make to the growth of the Company's business;
- (e) the need for the Company to effectively incentivise the Company's Directors (as appropriate, having regard to best corporate governance practices) while aligning the incentive with increasing Shareholder value;
- (f) prior advice provided by independent remuneration consultant, Godfrey Remuneration Group;
- (g) the desirability of preserving cash resources within the Company;
- (h) the composition and value of the remuneration packages of directors of other ASX-listed companies of similar size and circumstances to that of the Company; and
- (i) the terms of the EIP Securities in light of the Company's business objectives and the current Share price.

The Board believes that the EIP Securities are an effective remuneration tool which preserves the cash reserves of the Company whilst providing valuable remuneration and incentive to each respective Director.

Accordingly, Shareholders are being asked to approve the issue of the EIP Securities in accordance with ASX Listing Rule 10.14 only.

## 4.3 Summary of ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires Shareholder approval to be obtained in respect of an issue of equity securities (which includes Options) under an employee incentive plan to a Director of the Company. If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rules 7.1 or 10.11.

If any of Resolution 4 to Resolution 7 (inclusive) is approved, the grant of the EIP Securities to the relevant Director will not be included in calculating the Company's 15% Placement Capacity.

If Shareholders do not approve one or more of the Resolutions to grant the EIP Securities, the proposed grants subject of those unapproved Resolutions will not proceed. In that circumstance, issues may arise with the competitiveness of the relevant Director's total remuneration package and alignment of rewards with other Non-Executive Directors in the Company. The Board would then need to consider alternative remuneration arrangements which are consistent with the Company's remuneration principles, including providing equivalent cash incentives.

## 4.4 Technical information required by ASX Listing Rule 10.15

For the purposes of ASX Listing Rule 10.15, the following information is provided:

(a) Securities to be issued

The securities proposed to be issued are as follows:

- (i) to George Livery, being a Director of the Company (for the purposes of ASX Listing Rule 10.14.1), or his nominee, which would be an Associate of Mr Livery (for the purposes of ASX Listing Rule 10.14.2):
  - (A) AUD\$40,000 worth of Options under the EIP (being the subject of Resolution 4), the number of which is to be determined using the calculation set out in section 4.1 above;
- (ii) to Adem Karafili, being a Director of the Company (for the purposes of ASX Listing Rule 10.14.1), or his nominee, which would be an Associate of Mr Karafili (for the purposes of ASX Listing Rule 10.14.2):
  - (A) AUD\$30,000 worth of Options under the EIP (being the subject of Resolution 5), the number of which is to be determined using the calculation set out in section 4.1 above;
- (iii) to Gretta van Riel being a Director of the Company (for the purposes of ASX Listing Rule 10.14.1), or his nominee, which would be an Associate of Ms van Riel (for the purposes of ASX Listing Rule 10.14.2):
  - (A) AUD\$30,000 worth of Options under the EIP (being the subject of Resolution 6), the number of which is to be determined using the calculation set out in section 4.1 above; and
- (iv) to Margaret Hardin being a Director of the Company (for the purposes of ASX Listing Rule 10.14.1), or his nominee, which would be an Associate of Ms Hardin (for the purposes of ASX Listing Rule 10.14.2):
  - (A) AUD\$30,000 worth of Options under the EIP (being the subject of Resolution 7), the number of which is to be determined using the calculation set out in section 4.1 above.

By way of worked examples, based on an Option Valuation of AUD\$0.141455 using the following inputs into the Black Scholes Option Pricing Model as at 15 March 2022, the following EIP Securities would be issued to the Non-executive Directors:

- (i) Share price of \$0.27;
- (ii) exercise price of \$0.476;
- (iii) expected term of 5 years;
- (iv) volatility rate of 77%;
- (v) dividend yield of 0%; and
- (vi) risk-free interest rate of 2.70%.

Non-executive Director	Total value of Options	Option Valuation		
		\$0.070728	\$0.141455	\$0.282911
		50% decrease in Option Valuation	Option Valuation	100% increase in Option Valuation
George Livery	AUD\$40,000	565,549 Options	282,775 Options	141,387 Options
Adem Karafili	AUD\$30,000	424,162 Options	212,081 Options	106,040 Options
Gretta van Riel	AUD\$30,000	424,162 Options	212,081 Options	106,040 Options
Margaret Hardin	AUD\$30,000	424,162 Options	212,081 Options	106,040 Options

(b) Current Remuneration Packages

Mr Livery's current remuneration package is as follows:

- (i) annual fixed salary of USD\$60,000 base salary, including superannuation.

Mr Karafili's current remuneration package is as follows:

- (ii) annual fixed salary of USD\$50,000 base salary, including superannuation.

Ms van Riel's current remuneration package is as follows:

- (iii) annual fixed salary of USD\$50,000 base salary, including superannuation.

Ms Hardin's current remuneration package is as follows:

- (iv) annual fixed salary of USD\$50,000 base salary, including superannuation.

(c) Previous grants under the EIP

Mr Livery, Mr Karafili, Ms van Riel and Ms Hardin have not previously been issued any securities under the EIP.

(d) Summary of EIP Security terms

The proposed issue of the EIP Securities pursuant to Resolution 4 to Resolution 7 are seen as a cost-effective way of aligning each Director's interests with those of Shareholders by linking their remuneration with the long term performance of the Company.

Based on the Black-Scholes Option Pricing Model as at 15 March 2022 (and the inputs set out in section 4.4(a) above), each EIP Security would be valued at \$0.141455 per Option. The actual value of each EIP Security will be determined based on the Black-Scholes Option Pricing Model as at the date of the Meeting.

The material terms of the EIP Securities (the subject of Resolution 4 to Resolution 7) are as follows:

- (i) exercise price per Option will be \$0.476, being 200% of the VWAP of the Company's Shares over the 20 days on which trades in Shares occurred immediately following release of the Appendix 4E on 28 February 2022;
- (ii) the Options will be issued for nil consideration and no loan will be provided in respect of the Options. The relevant Director may exercise their Options by cash;
- (iii) the Options will expire on the date that is 5 years from the date of issue;
- (iv) each Option is exercisable into one Share;
- (v) the Options will be subject to time-based vesting conditions. Each Option will vest on the three (3) year anniversary of the date of issue;
- (vi) other material terms of the Options are set out in Annexure A to this Notice; and
- (vii) as the Options are to be issued under the EIP, the terms of the EIP will also apply.

(e) Timing of issue

The EIP Securities will be issued as soon as reasonably practicable following the Meeting and, in any event, by no later than 3 years after the date of the Meeting.

(f) EIP terms

A summary of the material terms of the EIP is set out in Annexure B. A full copy of the EIP Rules was lodged with the ASX on 10 December 2021 or is available from the Company by contacting the Company Secretary on +61 3 9614 2444 or at [hydralytecosec@cdplus.com.au](mailto:hydralytecosec@cdplus.com.au).

(g) Annual Reporting

Details of any securities issued under the EIP will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the EIP after Resolution 4 to Resolution 7 are approved and who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

(h) Voting exclusion statement

A voting exclusion statement is included in the Notice for the purpose of Resolution 4 to Resolution 7.

#### 4.5 Conditionality of Resolutions

Resolution 7 is conditional on the passing of Resolution 1, meaning that if Resolution 1 is not passed by Shareholders at the Meeting, Resolution 7 will be withdrawn and the proposed issue of Options to Margaret Hardin will not proceed.

If Resolution 1 is passed, Shareholders will consider and vote on Resolution 7 in their discretion.

#### 4.6 Board Recommendation

The Board (other than George Livery) recommends that you vote in favour of Resolution 4. Mr Livery has abstained from making a recommendation to Shareholders in respect of this Resolution due to his material personal interest in the outcome of the Resolution.

The Board (other than Adem Karafili) recommends that you vote in favour of Resolution 5. Mr Karafili has abstained from making a recommendation to Shareholders in respect of this Resolution due to his material personal interest in the outcome of the Resolution.

The Board (other than Gretta van Riel) recommends that you vote in favour of Resolution 6. Ms van Riel has abstained from making a recommendation to Shareholders in respect of this Resolution due to her material personal interest in the outcome of the Resolution.

The Board (other than Margaret Hardin) recommends that you vote in favour of Resolution 7. Ms Hardin has abstained from making a recommendation to Shareholders in respect of this Resolution due to her material personal interest in the outcome of the Resolution.

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**5. Resolution 3 – Ratification of Tranche 1 Shares ISSUED TO MS SHAY MITCHELL UNDER ASX LISTING RULE 7.1**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 1,180,833 Shares to the Mitchell Nominee under ASX Listing Rule 7.1 on 5 April 2022 on the terms and conditions as set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, the Mitchell Nominee or any of its Associates.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; 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 this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all undirected proxies in favour of this Resolution.

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**11. Resolution 4 – Approval of participation in Equity Incentive Plan and Issue of Options to Chair and Non-Executive Director – Mr George Livery**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of AUD\$40,000 worth of Options to George Livery, Chair and Non-executive Director, on the terms and conditions as set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director and any person who is eligible to participate in the EIP who is an Associate of a Director or a person whose relationship with the Company, Director or their Associate is such that, in ASX’s opinion, the acquisition should be approved by Shareholders, or any of their respective Associates.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; 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 this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all undirected proxies in favour of this Resolution.

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**12. Resolution 5 – Approval of participation in Equity Incentive Plan and Issue of Options to Non-Executive Director – Mr Adem Karafili**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of AUD\$30,000 worth of Options to Adem Karafili, Non-executive Director, on the terms and conditions as set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director and any person who is eligible to participate in the EIP who is an Associate of a Director or a person whose relationship with the Company, Director or their Associate is such that, in ASX’s opinion, the acquisition should be approved by Shareholders, or any of their respective Associates.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; 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 this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all undirected proxies in favour of this Resolution.

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**13. Resolution 6 – Approval of participation in Equity Incentive Plan and Issue of Options to Independent Non-Executive Director – Ms Gretta van Riel**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of AUD\$30,000 worth of Options to Gretta van Riel, Independent Non-executive Director, on the terms and conditions as set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director and any person who is eligible to participate in the EIP who is an Associate of a Director or a person whose relationship with the Company, Director or their Associate is such that, in ASX’s opinion, the acquisition should be approved by Shareholders, or any of their respective Associates.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; 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 this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all undirected proxies in favour of this Resolution.



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**14. Resolution 7 – Approval of participation in Equity Incentive Plan and Issue of Options to Independent Non-Executive Director – Ms Margaret Hardin**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, subject to Shareholders approving Resolution 1, approval is given for the issue of AUD\$30,000 worth of Options to Margaret Hardin, Independent Non-executive Director, on the terms and conditions as set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director and any person who is eligible to participate in the EIP who is an Associate of a Director or a person whose relationship with the Company, Director or their Associate is such that, in ASX’s opinion, the acquisition should be approved by Shareholders, or any of their respective Associates.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; 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 this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all undirected proxies in favour of this Resolution.

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**6. RESOLUTION 8 – APPROVAL OF 10% PLACEMENT CAPACITY**

**6.1 General**

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue equity securities (which term has the meaning given to it in the ASX Listing Rules) to up to 10% of its issued capital over a period up to 12 months after its annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the capacity to issue securities under ASX Listing Rule 7.1 without shareholder approval.

If Shareholders approve this Resolution, the number of equity securities the Company may issue under its 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 6.3 below). This Resolution is a Special Resolution.

**6.2 ASX Listing Rule 7.1A**

The ASX Listing Rules provide that an entity that satisfies both of the following tests as at the date of the Meeting (**Eligible Entity**) may seek shareholder approval under ASX Listing Rule 7.1A:

- (a) the entity is not included in the S&P/ASX 300 Index; and
- (b) the entity’s market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) is not greater than \$300,000,000.

As at 20 April 2022, the Company’s market capitalisation is approximately \$3.9 million and accordingly, as at the date of this Notice, the Company is an Eligible Entity for these purposes.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further shareholder approval. The number of equity securities the Company may issue under its 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 6.3 below).

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities to issue equity securities without shareholder provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in ASX Listing Rule 7.1 (**15% Placement Capacity**).

### 6.3 Number of class of equity securities issued under 10% Placement Capacity

Any equity securities issued in reliance of ASX Listing Rule 7.1A must be:

- in the same class as an existing class of quoted equity securities. The Company currently has one class of equity securities on issue which are quoted, being Shares; and
- issued for cash consideration which is not less than 75% of the 15-day VWAP of equity securities in that class, as set out in further detail in section 5.4.2 of this Explanatory Memorandum.

ASX Listing Rule 7.1A.2 provides that an eligible entity which has obtained shareholder approval at an annual general meeting may issue or agree to issue, during the period of approval, a number of equity securities calculated in accordance with the following formula:

#### **(A x D) – E**

Where:

**A** is the number of shares on issue at the commencement of the Relevant Period:

- (1) plus the number of shares issued in the Relevant Period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- (2) plus the number of shares issued in the Relevant Period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
  - (i) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
  - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken to have been approved under ASX Listing Rules 7.1 or 7.4,
- (3) plus the number of shares issued in the Relevant Period under an agreement to issue securities within ASX Listing Rule 7.2 Exception 16 where:
  - (i) the agreement was entered into before the commencement of the Relevant Period; or
  - (ii) the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rules 7.1 or 7.4,
- (4) plus the number of any other shares issued in the Relevant Period with approval under ASX Listing Rule 7.1 or ASX Listing Rule 7.4,
- (5) plus the number of partly paid shares that became fully paid in the Relevant Period; and
- (6) less the number of shares cancelled in the Relevant Period.

**D** is 10%.

**E** is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the holders of shares under ASX Listing Rule 7.4.

**Relevant Period** is:

- if the entity has been admitted to the official list for 12 months or more, the 12-month period immediately preceding the date of the issue or agreement; or
- if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.

### 6.4 Information required by ASX Listing Rule 7.1A

ASX Listing Rule 7.3A requires the following information to be provided in relation to this Resolution:

#### **5.4.1 10% placement period**

The equity securities may be issued under the 10% Placement Capacity commencing on the date of the Annual General Meeting and ceasing to be valid on the first to occur of:

- (a) 12 months after the date of the Annual General Meeting;
- (b) the time and date of the Company's next annual general meeting; or
- (c) the time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking).

#### **5.4.2 Minimum Price**

Any equity securities issued under the 10% Placement Capacity must be in an existing class of quoted equity securities and issued for cash consideration. The minimum price at which the equity securities may be issued under the 10% Placement Capacity is 75% of the VWAP of equity securities in that class, calculated over the 15 trading days on which trades in that class were recorded on the ASX immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the securities; or
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the equity securities are issued.

#### 5.4.3 Purpose of an issue under 10% Placement Capacity

The Company may issue equity securities under the 10% Placement Capacity as cash consideration in which case the Company intends to use funds raised for either or both of working capital purposes or to fund growth opportunities.

#### 5.4.4 Risk of voting dilution

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive their pro rata interest in the Shares allotted under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below, in the circumstances set out in the table below.

The table below shows the dilution of existing shareholders on the basis of the closing price of the Shares on the ASX on 20 April 2022 (**Closing Price**) and the number of Shares for variable A, calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the date of this notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) has increased by 50% and by 100% and the economic dilution where the issue price of Shares issued under the 10% Placement Capacity is 50% less than the Closing Price and 100% greater than the Closing Price.

Variable A in ASX Listing Rule 7.1A.2		Dilution		
		\$0.12	\$0.24	\$0.48
		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
Current Variable A = 16,220,751	10% voting dilution (Shares to be issued under 7.1A)	1,622,076	1,622,076	1,622,076
	Funds raised	\$194,649.12	\$389,298.24	\$778,596.48
50% increase in Current Variable A = 24,331,127	10% voting dilution (Shares to be issued under 7.1A)	2,433,113	2,433,113	2,433,113
	Funds raised	\$291,973.56	\$583,947.12	\$1,167,894.24
100% increase in Current Variable A = 32,441,502	10% voting dilution (Shares to be issued under 7.1A)	3,244,151	3,244,151	3,244,151
	Funds raised	\$389,298.12	\$778,596.24	\$1,557,192.48

The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with shareholder approval under ASX Listing Rule 7.1.

The table above has been prepared on the basis of the following assumptions:

- (a) the Issue Price set out in the table is the closing price of the Shares on the ASX on 20 April 2022;
- (b) the Company issues the maximum possible number of equity securities under the 10% Placement Capacity;
- (c) no options or rights convertible into Shares are exercised;
- (d) the Company has not issued any equity securities from being admitted to the official list to the date of the Annual General Meeting that were not issued under an exception in ASX Listing Rule 7.2 or which were not approved under ASX Listing Rule 7.1 or 7.4 and Resolution 3 of this Notice is approved by Shareholders; and

- (e) the issue of equity securities under the 10% Placement Capacity consists only of Shares.

Shareholders should note that there is a risk that:

- (a) the market price for the Shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and
- (b) the equity securities issued under the 10% Placement Capacity may be issued at a price that is at a discount to the market price for the Shares on the date of issue,

both of which may affect the amount of funds raised by the issue.

Shareholders should also note that the calculations in the table do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

#### **5.4.5 Allocation under the 10% Placement Capacity**

The allottees of the equity securities to be issued under the 10% Placement Capacity will depend on prevailing market conditions and will be determined on a case by case basis. However, the allottees of equity securities could consist of current Shareholders, new investors or both, provided that such allottee is not a Related Party of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue, including the Company's intentions to raise funds;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (c) the number of issues the Company intends to make and the time frame over which they will be made;
- (d) the effect of the issue of the equity securities on the control of the Company;
- (e) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (f) prevailing market conditions; and
- (g) advice from corporate, financial and broking advisers (if applicable).

#### **5.4.6 Previous approval under ASX Listing Rule 7.1A**

As this is the Company's first Annual General Meeting since it was admitted to the official list, the Company has not previously obtained approval under ASX Listing Rule 7.1A. Accordingly, for the purposes of ASX Listing Rule 7.3A.6, the Company confirms that from the date on which the Company was admitted to the official list to the date of the Meeting, being on and from 14 December 2021, the Company did not issue any equity securities under ASX Listing Rule 7.1A.2.

#### **5.4.7 Voting exclusion statement**

A voting exclusion statement is included in the Notice. As at the date of the Notice, the Company has not approached any existing Shareholder, security holder or an identifiable class of existing security holders to participate in any issue of equity securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholder's votes will be excluded under the voting exclusion in the Notice.

### **6.5 Board Recommendation**

The Board recommends that you vote in favour of this Resolution.

## Glossary

\$ means Australian dollars.

**10% Placement Capacity** has the meaning ascribed to it in section 6.1 of the Explanatory Memorandum.

**15% Placement Capacity** has the meaning ascribed to it in section 3.2 of the Explanatory Memorandum.

**AEST** means Australian Eastern Standard Time as observed in Melbourne, Victoria, Australia.

**Agreement** means the agreement entered into between (among others) the Company and Shay Mitchell as announced to the market on 29 March 2022.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**Annual Report** means the annual financial report of the Company for the year ended 31 December 2021.

**Associate** has the meaning given to it in ASX Listing Rule 19.12.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Auditor's Report** means the auditor's report contained in the Annual Report.

**Board** means the current board of Directors.

**Chair** means the chairperson of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

**Company** or **HPC** means The Hydration Pharmaceuticals Company Limited ACN 620 386 677.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Directors' Report** means the directors' report contained in the Annual Report.

**EIP** means the Company's equity incentive plan.

**EIP Rules** means the rules of the EIP.

**EIP Securities** has the meaning ascribed to it in section 4.1 of the Explanatory Memorandum.

**Eligible Entity** has the meaning ascribed to it in section 6.2 of the Explanatory Memorandum.

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice.

**Incentive Security** means a Restricted Share, Right or Option.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Mitchell Nominee** has the meaning ascribed to it in section 3.1 of the Explanatory Memorandum.

**Notice** or **Notice of Annual General Meeting** means this notice of Annual General Meeting, including the Explanatory Memorandum and the Voting Form.

**Options** means options issued under the EIP exercisable into Shares in the Company.

**Option Valuation** has the meaning ascribed to it in section 4.1 of the Explanatory Memorandum.

**Participant** means a person who has been allocated an Incentive Security or Share under the terms of the EIP from time to time.

**Related Party** has the meaning given to it in ASX Listing Rule 19.12.

**Remuneration Report** means the remuneration report set out in the Directors' Report contained in the Company's Annual Report.

**Resolution** means a resolution set out in the Notice of General Meeting.

**Restricted KMP Voter** is one of the following persons who or on whose behalf a vote on a Resolution must not be cast (in any capacity):

- (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.

**Restricted Share** has the meaning given to it in the Part D of the EIP.

**Right** has the meaning given to it in the Part D of the EIP.

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

**Share Registry** means the share registry of the Company, being Automatic Registry Services.

**Shareholder** means a holder of a Share.

**Special Resolution** means that at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) must be in favour of a Resolution for it to be passed.

**Spill Meeting** has the meaning ascribed to it in section 2.2 of the Explanatory Memorandum.

**Spill Resolution** has the meaning ascribed to it in section 2.2 of the Explanatory Memorandum.

**Takeover Bid** has the meaning given in section 9 of the Corporations Act.

**Tranche 1 Shares** has the meaning ascribed to it in section 3.1 of the Explanatory Memorandum

**Tranche 2 Shares** has the meaning ascribed to it in section 3.1 of the Explanatory Memorandum

**Voting Form** means the proxy form accompanying the Notice.

**VWAP** means volume weighted average price.

## **Annexure A – Terms of Options the subject of Resolution 4 to Resolution 7**

### **Nature of Options**

Each Option constitutes a right to receive one (1) Share in the capital of the Company, subject to the terms and conditions of the EIP Rules.

### **Quotation**

Options will not be quoted on the ASX however application will be made to ASX for official quotation of any Shares issued under the EIP to the extent required by the ASX Listing Rules.

### **Vesting Conditions**

Subject to any express rule to the contrary, an Option granted under the EIP will only vest and become exercisable where each vesting condition, and all other relevant conditions advised to the Participant by the Board in accordance with the EIP Rules, have been satisfied or otherwise waived by the Board. The Board will, as soon as reasonably practicable, give written notice to each Participant of the number of Options that have vested. Vesting occurs upon notification from the Company to the Participant that an Option has vested.

### **Exercise of Options**

The exercise of any Option granted under the EIP will be effected in the form and manner determined by the Board, and must be accompanied by payment of the relevant exercise price (if any).

### **Allocation following exercise**

Subject to any express rules to the contrary, as soon as practicable following the exercise of an Option, the Board must issue to, procure the transfer to, or procure the setting aside for, the Participant the number of Shares in respect of which Options have been exercised. No further action is required on the part of the Participant.

In the case of a Participant who is a Director, vested Options must be satisfied by Shares that been purchased on market, unless:

- (a) No shareholder approval is required under the ASX Listing Rules in respect of the Director's participation in the EIP; or
- (b) Shareholders have approved the Director's participation in the EIP to the extent required under the ASX Listing Rules.

### **Lapse of Options**

An Option will lapse upon the earliest to occur of:

- (a) 10 years after the date on which the Options were allocated to the Participant, or any other date nominated as the expiry date in the offer;
- (b) the Option lapsing in accordance with a provision of the EIP (including in accordance with a term of an offer);
- (c) failure to meet a vesting condition or any other condition applicable to the Option within the vesting period;
- (d) the receipt by the Company of a notice in writing from a Participant to the effect that the Participant has elected to surrender the Option; or
- (e) the Participant being declared bankrupt, becoming insolvent or making any arrangement or compromise with his or her creditors generally.

### **Prohibited Dealings**

Subject to the Securities Dealing Policy, any dealing in respect of an Option is prohibited unless the Board determined otherwise or the dealing is required by law and the Participant has provided satisfactory evidence to the Company of that fact. Where, in the opinion of the Board, a Participant deals with an Option in contravention of the EIP Rules, the Option will immediately lapse.

### **Cessation of employment or engagement**

The Board, in its discretion, may determine that some or all of a Participant's unvested Options lapse, are forfeited, vest, are only exercisable for a prescribed period and will otherwise lapse and/or are no longer subject to some of the restrictions (including any vesting conditions) that previously applied, as a result of the Participant ceasing to be employed by or engaged by the Company.

### **Change of Control Events**

Subject to any express rules to the contrary, where there is a Takeover Bid for Shares or another transaction, event or state of affairs, that, in the Board's opinion, is likely to result in a change in the Control of the Company or should otherwise be treated in accordance with the EIP Rules, the Board may, in its absolute discretion, determine that all or a specified number of a Participant's Options vest or cease to be subject to restrictions (as applicable).

### **Power to adjust Options**

Notwithstanding any express rules to the contrary, prior to allocation of Shares to a Participant upon the exercise of Options, the Board may grant additional Options or make any adjustments it considers appropriate to the terms of the Options granted to that Participant in order to minimise or eliminate any material advantage or disadvantage to a Participant resulting from a corporate action by, or capital reconstruction in relation to, the Company, including but not limited to any return of capital.

## **Annexure B – Summary of material terms of the EIP**

### **Eligibility**

Offers may be made at the Board's discretion to employees of the Company (including executive Directors), non-executive Directors, casual employees, contractors and any other person that the Board determines to be eligible to receive a grant under the EIP. The EIP Rules include a sub-plan which applies to Participants who are US residents or employees otherwise subject to United States laws.

### **Types of securities**

The EIP Rules provide flexibility for the Company to grant one or more of the following securities as incentives, subject to the terms of individual offers:

- (a) performance rights, which are an entitlement to receive Shares upon satisfaction of applicable conditions (**Rights**);
- (b) options, which are an entitlement to receive Shares upon satisfaction of applicable conditions and payment of the applicable exercise price (**Options**); and
- (c) restricted shares, which are Shares that are subject to dealing restrictions, vesting conditions or other restrictions or conditions (**Restricted Shares**).

### **Offers under the EIP**

The Board may make offers at its discretion and any offer documents must contain the information required by the EIP Rules. The Board has the discretion to set the terms and conditions on which it will offer Rights, Options and Restricted Shares in individual offer documents. Offers must be accepted by the Participant and can be made on an opt-in or opt-out basis.

### **EIP limits**

Where an offer is made in reliance on ASIC Class Order 14/1000, the total number of Shares issued (or in the case of Rights and Options, the total number of Shares which would be issued if those Rights or Options were exercised) must not exceed 5% of the total number of Shares on issue when aggregated with the number of Shares issued or that may be issued as a result of offers made at any time during the previous 3 year period. The maximum number of Options that are intended to be, and qualify as, 'incentive stock options' within the meaning of Section 422 of the US Internal Revenue Code of 1986 which may be offered to US Participants under the US Sub-Plan is 25,000,000.

### **Issue price**

Unless the Board determines otherwise, no payment is required for a grant of a Right, Option or Restricted Share under the EIP.

### **Vesting and exercise**

Vesting of Rights, Options and Restricted shares under the EIP is subject to any vesting or performance conditions determined by the Board and specified in the offer document. Options must be exercised by the Participant and the Participant is required to pay the exercise price before Shares are allocated, unless the Company elects to make a cash payment in lieu of allocating Shares (less any exercise price that would have been payable on exercise of Options). Upon vesting of a Right or exercise of an Option, the Board must either promptly issue, or make payment in lieu of, the relevant number of Shares to the Participant. Subject to the EIP Rules and the terms of the specific offer document, any Rights, Options or Restricted Shares will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.

### **Cessation of employment**

Under the EIP Rules, the Board has a broad discretion in relation to the treatment of entitlements on cessation of employment, including that unvested Incentive Securities lapse, vest, are only exercisable for a prescribed period or are no longer subject to certain restrictions. It is intended that individual offer documents will provide more specific information on how the entitlements will be treated if the participating Participant ceases employment

### **Clawback and preventing inappropriate benefits**

The EIP Rules provide the Board with broad powers to determine that certain Incentive Securities lapse or are deemed to be forfeited and/or a Participant must pay or repay certain monetary amounts if, among other things, the Participant has acted fraudulently or dishonestly or there is a material financial misstatement.

### **Change of control**

The Board may determine that all or a specified number of a Participant's Rights, Options or Restricted Shares will vest or cease to be subject to restrictions on a change of control event in accordance with the EIP Rules.

### **Reconstructions, corporate action, rights issues, bonus issues etc.**

The EIP Rules include specific provisions dealing with rights issues, bonus issues and corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the Participant in respect of their incentives as a result of such corporate actions.

### **Restrictions on dealing**

Prior to vesting, the EIP Rules provide that Participants must not sell, transfer, encumber, hedge or otherwise deal with their Incentive Securities. After vesting, Participants will be free to deal with their Incentive Securities, subject to the Securities Dealing Policy.

### **Other terms**

The EIP contains customary and usual terms of dealing with administration, variation, suspension and termination of the EIP.



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

Holder Number:

Your vote or proxy voting instruction must be received by **11.00am (AEST) on Wednesday, 25 May 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any votes or proxy instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR VOTE OR APPOINT A 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 – HOW YOU WISH TO VOTE – SELECT ONE OPTION ONLY

**Direct Vote** – If you mark the box to select a direct vote you should indicate your direct voting instruction in step 2 by marking either FOR, AGAINST or ABSTAIN for each item. If you do not mark a voting instruction for any or all resolutions your vote will be invalid.

**Appoint a proxy** - If you wish to appoint a proxy to attend the Meeting and vote on your behalf DO NOT tick the box for a direct vote. If you wish to appoint someone other than the Chairman 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 Chairman of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIRMAN OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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 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 Voting Forms together. If you require an additional 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 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, 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 Voting Form:

#### Online:

Use your computer or smartphone to vote online or 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 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](mailto: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)

## Direct Vote:

☐ Record my/our votes in accordance with the directions in step 2 below

**PLEASE NOTE:** You must mark FOR, AGAINST or ABSTAIN on each resolution for a valid direct vote to be recorded.

☐ I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of The Hydration Pharmaceuticals Company Limited, to be held at cdPlus Corporate Services, Level 42, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000 and virtually at **11.00am (AEST) on Friday, 27 May 2022** hereby:

**Appoint the Chairman of the Meeting (Chair)** OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for,” “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

**AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION  
RELATED RESOLUTIONS**

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 2 & 4-7 (except where I/we have indicated a different voting intention below) even though Resolutions 2 & 4-7 are connected directly or indirectly with the remuneration of a member of the Kew Management Personnel, which includes the Chair.

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automatic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

Resolutions		For	Against	Abstain
1.	Re-Election of Director – Ms Margaret Hardin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Ratification of Tranche 1 Shares issued to Ms Shay Mitchell under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of participation in Equity Incentive Plan and Issue of Options to Chair and Non-Executive Director - Mr George Livery	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Approval of participation in Equity Incentive Plan and Issue of Options to Non-Executive Director – Mr Adem Karafili	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Approval of participation in Equity Incentive Plan and Issue of Options to Independent Non-Executive Director – Ms Gretta van Riel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Approval of participation in Equity Incentive Plan and Issue of Options to Independent Non-Executive Director – Ms Margaret Hardin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
Email Address:		
Contact Daytime Telephone		Date (DD/MM/YY)

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).