



ABN 53 075 582 740

## **ASX ANNOUNCEMENT**

**16 March 2016**

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### **Notice under section 203D of the Corporations Act 2001 (Cth)**

Bionomics Limited (ASX: BNO, OTCQX: BNOEF) announces that it has received the attached notice under section 203D of the Corporations Act 2001 (Cth).

Bionomics is considering its response to the notice and its contents, and will continue to comply fully with its obligations.

As previously announced, Bionomics has commenced a consultation process to consider the views of shareholders as to the governance arrangements and future direction of the Company. Bionomics is also working to bring additional skills to the Board through an ongoing recruitment process. Bionomics intends to continue with these actions and will keep shareholders up to date on their progress.

Bionomics remains focused on executing its operational strategy.

### **FOR FURTHER INFORMATION PLEASE CONTACT:**

#### **Bionomics Limited**

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#### **About Bionomics Limited**

Bionomics (ASX: BNO) is a global, clinical stage biopharmaceutical company leveraging its proprietary platform technologies to discover and develop a deep pipeline of best in class, novel drug candidates focused on the treatment of serious central nervous system disorders and on the treatment of cancer. Bionomics' lead drug candidate BNC210, currently in Phase 2 for the treatment of generalized anxiety disorder, is a novel, proprietary negative allosteric modulator of the alpha-7 ( $\alpha 7$ ) nicotinic acetylcholine receptor. The Company is also developing BNC101, its lead humanized monoclonal antibody targeting a key receptor on cancer stem cells that is overexpressed in metastatic colorectal cancer, metastatic pancreatic cancer and many other solid tumours; BNC101 is expected to enter clinical trials in the fourth quarter of 2015. Bionomics has strategic partnerships with Merck & Co., Inc (known as MSD outside the United States and Canada) in pain and cognition.

[www.bionomics.com.au](http://www.bionomics.com.au)

**Notice under section 203D of the Corporations Act 2001 (Cth)**

TO: Bionomics Limited ACN 075 582 740 (Company)  
31 Dalgleish Street, THEBARTON, SA, AUSTRALIA, 5031

FROM: CVC Limited ACN 002 700 361 (CVC)  
Level 6, Gold Fields House, 1 Alfred Street, SYDNEY, NSW, AUSTRALIA, 2000

DATE: 15 March 2016

CVC hereby gives the Company notice under section 203D(2) of the Corporations Act 2001 (Cth) (Corporations Act) of its intention to call a general meeting of the Company's shareholders under section 249F of the Corporations Act at which the resolutions set out below will be considered.

The general meeting will be held no earlier than 2 months after this notice is given to the Company to consider the following resolutions:

1. *"That Mr Graeme Kaufman, be removed as a director of the Company with immediate effect."*
2. *"That Mr Trevor Tappenden, be removed as a director of the Company with immediate effect."*

CVC will also propose a resolution to remove any other directors appointed by the Board between the dates of this notice and the general meeting inclusive.

CVC holds more than 5% of the votes that may be cast at a general meeting of the Company and will be requisitioning the general meeting, at its own (not Bionomics') cost, as permitted under section 249F of the Corporations Act.

CVC does not take this action lightly, but considers that under the stewardship of the incumbent Board there has been a series of fundamentally flawed decisions which have led to a significant erosion in shareholder value, have been materially prejudicial to the Company's current (and in many instances longstanding and supportive) shareholders, and have displayed a lack of financial and strategic competence to the material detriment of all the Company's stakeholders.

This must change and the Directors must be held accountable.

Further, it would be unnecessary and misdirected for the same incumbent Board to oversee an expensive international search process for more new Directors not aligned with the interests of current shareholders.

To that end, at the general meeting it is requisitioning, CVC is also intending to propose the appointment of new, financially and strategically competent and more shareholder-aligned replacement directors.

Shareholders will receive the notice of meeting for the general meeting shortly.

Finally, CVC reminds the Board, Board appointed advisers and shareholders that the resources of the Company must not be used to advance and promote the tenure of existing Directors. In the event of action by the Board which is directed towards buttressing incumbent-Director control of the Company, rather than being for the real benefit of shareholders, CVC intends to seek appropriate relief to protect the interests of shareholders.



Alexander Beard  
Director



John Hunter  
Company Secretary