



Analytica Limited
ACN 006 464 866

Notice of Extraordinary General Meeting

Date: Friday, 18 June 2021
Time: 10.00 am (Brisbane time)
Place: Mayflower Room, Christie Conference Centre
Level 1, 320 Adelaide Street
Brisbane, Queensland
Australia

This is an important document that requires your attention

This Notice of Meeting should be read in its entirety. If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional adviser.

Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting (**EGM**) of Analytica Limited ACN 006 464 866 (**Company**) will be held at 10.00am (Brisbane time) on Friday, 18 June 2021 in the Mayflower Room, Christie Conference Centre on Level 1, 320 Adelaide Street, Brisbane, Queensland, Australia.

Agenda

1 Resolution 1 – Ratification of the prior issue of Placement Shares

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

'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 879,903,083 fully paid ordinary shares at an issue price of 0.35 cents per share, issued by way of a placement to sophisticated and institutional investors and other persons to whom no disclosure was required on 28 April 2021 (Placement Shares).'

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who participated in the issue or an associate of that person or those persons.

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

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

2 Resolution 2 – Grant of Attaching Options

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

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the grant of 879,903,083 attaching options with an exercise price of 0.5 cents per option, expiring on 18 June 2023 and on the terms and conditions set out in the Explanatory Memorandum accompanying this notice of meeting, to be issued by way of a placement to sophisticated and institutional investors and other persons to whom no disclosure is required.'

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

3 Resolution 3 – Issue of Placement Shares and Attaching Options to Dr Michael Monsour or his nominee(s)

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the issue to Dr Monsour or his nominee(s) of 214,285,714 Placement Shares and 214,285,714 attaching options with an exercise price of 0.5 cents per option, expiring on 18 June 2023 and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of Dr Monsour (or his nominee(s)) and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

4 Resolution 4 – Issue of Broker Options to 180 Markets Pty Ltd

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

*"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the grant to 180 Markets Pty Ltd of 25,000,000 options with an exercise price of 0.5 cents per option and expiring on 18 June 2023 (**Broker Options**) and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of 180 Markets Pty Ltd or an associate of that person or those persons.

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

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

5 Resolution 5 - Approval for the grant of options to Mr Ross Mangelsdorf or his nominee

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

"That for the purpose of Listing Rule 10.11 and for all other purposes, approval be given for the grant of 50,000,000 options to Mr Ross Mangelsdorf or his nominee with an exercise price of 0.5 cents per option, expiring on 18 June 2023 and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Ross Mangelsdorf (or his nominee) and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

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

By order of the board

**Bryan Dulhunty
Company Secretary
Dated: 17th May 2021**

Notes

- 1 The Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Extraordinary General Meeting will be as it appears in the share register at 7pm (Sydney time) Wednesday, 16 June 2021. Accordingly, those persons are entitled to attend and vote at the meeting.
- 2 If you are eligible, you may vote by attending the meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.
- 3 To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.
- 4 A member who is entitled to vote at the meeting, may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of the Company.
- 5 Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.
- 6 The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.
- 7 To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting (or such lesser period as the Directors may permit):
 - (a) By mail c/- Link Market Services Pty Limited, Locked Bag A14, Sydney South, NSW 1235
 - (b) Online by logging into www.linkmarketservices.com.au.
 - (c) By facsimile to +61 2 9287 0309.
- 8 Any proxy form received after this deadline including at the meeting will be treated as invalid.
- 9 A person appointed as proxy may vote or abstain from voting as he or she thinks fit except in the following circumstances:
 - (a) The proxy holds a Directed Proxy Form;
 - (b) Where the proxy is voting in relation to a Remuneration Resolution and the proxy is either a Key Management Personnel for the Company or a Closely Related Party and holds an Undirected Proxy Form; and
 - (c) The proxy is required by law or the Company's Constitution to vote in a certain manner or abstain from voting.
- 10 Clause 9(b) does not apply if the Chairman of the meeting is appointed as proxy and his appointment expressly authorises the Chairman to exercise the proxy even if the resolution is a Remuneration Resolution.
- 11 The Chairman intends to vote all Undirected Proxy Forms in favour of all resolutions including Remuneration Resolutions.
- 12 The following definitions apply in this document:

Closely Related Party means the closely related parties of Key Management Personnel as defined in the Corporations Act 2001, and includes certain members of their family, dependants and companies they control.

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

Key Management Personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly.

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

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

Explanatory Memorandum

This Explanatory Memorandum has been prepared in relation to the Extraordinary General Meeting on Friday, 18 June 2021. These explanatory notes should be read with, and form part of, the accompanying Notice of Meeting.

1 Background to resolutions 1 to 4

1.1 Overview

On 23 April 2021, the Company announced a share placement at an issue price of 0.35 cents to raise up to \$3.83 million subject to shareholder approval (**Placement**).

Subject to shareholder approval, under the Placement:

- (a) up to 1,094,188,797 new shares (**New Shares**) would be issued to institutional and sophisticated investors and other persons to whom no disclosure was required under the *Corporations Act 2001* (Cth); and
- (b) subscribers would also receive 1 new attaching option for each New Share subscribed for, exercisable at 0.5 cents with an expiry date of 18 June 2023. The Company intends to apply for the grant of quotation of the Attaching Options subject to being able to satisfy the conditions of quotation. The terms and conditions will otherwise be granted on the terms and conditions set out in Annexure A (**Attaching Options**).

The Placement occurred in two tranches.

1.2 First tranche

In the first tranche, 879,903,083 New Shares were issued on 28 April 2021 to raise approximately \$3.08 million cash before costs. These shares were issued under the Company's placement capacity under Listing Rule 7.1 and enhanced placement capacity under Listing Rule 7.1A. Accordingly, shareholder approval was not required for the first tranche at the time of issue.

However, the Company is seeking ratification of the prior issue of the first tranche of Placement Shares issued under the Company's placement capacity under Listing Rule 7.1 in **Resolution 1**.

1.3 Second tranche

The second tranche of the New Shares comprises the proposed issue, subject to shareholder approval of:

- (a) up to 879,903,083 Attaching Options under Listing Rule 7.1. This approval is being sought in **Resolution 2**; and
- (b) 214,285,714 New Shares and 214,285,714 Attaching Options to convert \$750,000 of a loan owing to a lender associated with Analytica Chairman, Dr Monsour. Shareholder approval is being sought for this issue and the issue of Attaching Options for the purposes of Listing Rules 7.1 and 10.11 under **Resolution 3**. No new cash will be raised by this share issue.

180 Markets Pty Ltd acted as sole lead manager to the Placement and, subject to shareholder approval, will receive 25,000,000 options exercisable at 0.5 cents with an expiry date of 18 June 2023 (**Broker Options**). Shareholder approval for the grants of the Broker Options is being sought under **Resolution 4**.

2 Resolution 1 – Ratification of the prior issue of Placement Shares

2.1 Background

The first tranche of Placement Shares were issued as part of the Company's \$3.8 million capital raise announced on 23 April 2021 as follows:

- (a) 527,941,850 Placement Shares – under the Company's 15% placement capacity pursuant to Listing Rule 7.1 (**15% Placement Capacity**); and
- (b) 351,961,233 Placement Shares – under the Company's 10% enhanced placement capacity pursuant to Listing Rule 7.1A (**Enhanced Placement Capacity**).

2.2 Regulatory requirements

In general terms and subject to a number of exceptions, Listing Rule 7.1 imposes a 15% cap on the number of equity securities that can be issued by the Company without Shareholder approval in any 12 month period.

As the Placement Shares do not fit within any of exceptions and were issued without prior Shareholder approval, they reduce the Company's 15% Placement Capacity and Enhanced Placement Capacity.

Listing Rule 7.4 provides that an issue of shares made by a company without the prior approval of Shareholders may be treated as having been made with Shareholder approval if:

- (a) at the time the issue took place, it did not breach Listing Rule 7.1 (and Listing Rule 7.1A); and
- (b) the shareholders of the company, in general meeting, subsequently ratify the issue of the shares.

The issue of Placement Shares was made in accordance with Listing Rules 7.1 and 7.1A, accordingly the Company seeks Shareholder ratification for the portion of Placement Shares issued under Listing Rule 7.1, in accordance with Listing Rule 7.4.

2.3 Effect of shareholder ratification (information required under Listing Rule 14.1A)

If Resolution 1 is passed, issue of the Placement Shares will not reduce the Company's 15% Placement Capacity, essentially resetting the Company's Placement Capacity to 15%.

If Resolution 1 is not passed, the issue of the Placement Shares will be included in calculating the Company's 15% Placement Capacity, effectively reducing the number of securities it can issue without shareholder approval over the 12 month period following the issue date.

2.4 Information required by Listing Rule 7.5

The following information is required by ASX Listing Rule 7.5 for the purposes of Shareholder ratification under ASX Listing Rule 7.4:

Number of Placement Shares allotted	879,903,083 Placement Shares
Price at which Placement Shares were issued	0.35 cents per Placement Share
The basis on which allottees were determined	The shares were allotted to institutional and sophisticated investors (in accordance with sections 708(8) of the Corporations Act) and other persons to whom no disclosure is required under the Corporations Act.
The terms of the Placement Shares issued	All shares issued under the Placement are fully paid ordinary shares in the Company that rank pari passu and form one class with all other ordinary shares of the Company.

The date the Placement Shares were issued	28 April 2021
The use (or intended use) of the funds raised	Funds raised will be used to allow the Company to pursue opportunities for both PeriCoach and EIS in foreign and domestic markets, particularly North America and Europe, adding to the existing manufacturing and distribution agreements announced for China and the Middle East.
Voting exclusion statement	A voting exclusion applies to this resolution – please see the notes to Resolution 1.

2.5 Directors' Recommendation

The Board unanimously recommend that Shareholders vote in favour of Resolution 1.

3 Resolution 2 – Grant of Attaching Options

3.1 Background

The background to the Placement is set out in paragraph 1.

Under the Placement and subject to shareholder approval, the Company proposes to issue 879,903,083 new attaching options for each New Share subscribed for, exercisable at 0.5 cents with an expiry date of 18 June 2023 (**Attaching Options**).

The Company will, subject to the listing rules, apply for the grant of quotation of the Attaching Options

3.2 Regulatory requirements

Broadly speaking and subject to a number of exceptions, Listing Rule 7.1 imposes a 15% cap on the number of equity securities that can be issued by the Company without shareholder approval in any 12 month period.

As the grant of the Attaching Options will exceed the Company's 15% Placement Capacity and none of the exceptions apply, the Company is seeking shareholder approval under Listing Rule 7.1 for the issue of the Attaching Options.

3.3 Effect of shareholder approval (information required under Listing Rule 14.1A)

If Resolution 2 is passed, the Company will be able to proceed with the grant of the Attaching Options and the Attaching Options will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the grant of the Attaching Options or may not be able to proceed to the extent originally anticipated.

3.4 Information required by Listing Rule 7.3

The following information is required by ASX Listing Rule 7.3 for the purposes of Shareholder approval under ASX Listing Rule 7.1:

Number of Attaching Options	879,903,083 Attaching Options
Material terms of the Attaching Options	Please see Annexure A

The basis on which the grantees will be identified or selected	The Attaching Options will be issued to subscribers of the Placement Shares (being institutional and sophisticated investors (in accordance with sections 708(8) of the Corporations Act) and other persons to whom no disclosure is required under the Corporations Act).
The date the Attaching Options will be issued	The Attaching Options will be issued no later than 3 months after the date of the EGM.
The price or other consideration the entity will receive for the Attaching Options	The issue price is \$Nil per Attaching Option as the Attaching Options are being issued as a free option attaching to the Placement Shares on a 1 for 1 basis. The Company will not receive any consideration for the issue of the Attaching Options (other than in respect of funds received on exercise of the Attaching Options).
The purpose of the issue and the use (or intended use) of the funds raised	The purpose of the issue of the Attaching Options is to meet the terms of the issue of the Placement Shares (issued to raise capital for the Company which will be used to allow the Company to pursue opportunities for both PeriCoach and EIS in foreign and domestic markets, particularly North America and Europe, adding to the existing manufacturing and distribution agreements announced for China and the Middle East)
Other information	<ul style="list-style-type: none"> • The Attaching Options are not being issued under an agreement. • The Attaching Options are not being issued under, or to fund, a reverse takeover.
Voting exclusion statement	A voting exclusion applies to this resolution – please see the notes to Resolution 2.

3.5 Directors' Recommendation

The Board unanimously recommend that Shareholders vote in favour of Resolution 2.

4 Resolution 3 – Issue of Placement Shares and Attaching Options to Dr Michael Monsour or his nominee(s)

4.1 Background

Analytica Chairman, Dr Monsour, wishes to participate in the Placement on the same terms as unrelated participants in the Placement (**Director Participation**).

Accordingly, the Company is seeking shareholder approval for the issue of:

- (a) 214,285,714 Placement Shares; and
- (b) 214,285,714 Attaching Options,

to convert \$750,000 of a loan owing to a lender associated with Dr Monsour. No new cash will be raised by this share issue. The Company will, subject to the listing rules, apply for the grant of quotation of the Attaching Options

4.2 Regulatory requirements

(a) Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to a related party unless it obtains the approval of its shareholders.

As a director of the Company, Dr Monsour is considered a related party and none of the exceptions in Listing Rule 10.12 apply. Accordingly, shareholder approval is required for the Director Participation.

(b) Chapter 2E of the Corporations Act

Shareholder approval under Chapter 2E of the *Corporations Act 2001* (Cth) (related party benefits) is not required because the directors (other than Dr Monsour due to his material personal interest) consider that as the Director Participation will be on the same terms as the Placement to non-related party participants, the giving of the financial benefit is on arm's length terms.

4.3 Effect of shareholder approval (information required under Listing Rule 14.1A)

If Resolution 3 is passed, the Company will be able to proceed with the issue of Placement Shares and Attaching Options to Dr Monsour, or his nominee(s).

Approval under Listing Rule 7.1 is not required for the issue of Placement Shares and Attaching Options to Dr Monsour (or his nominee) as approval is being sought under Listing Rule 10.11. Accordingly, the issue of the Placement Shares and Attaching Options will not reduce the Company's 15% Placement Capacity.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Placement Shares and Attaching Options to Dr Monsour or his nominee. Accordingly, the loan owing by the Company to a lender associated with Dr Monsour will not be reduced by \$750,000.

4.4 Information required by Listing Rule 10.13

The following information is required by ASX Listing Rule 10.13 for the purposes of Shareholder approval under ASX Listing Rule 10.11:

Name and category of related party	Dr Michael Monsour – Director of Analytica or his nominee(s) (falls within Listing Rule 10.11.1)
Number and class of securities to be issued	<ul style="list-style-type: none">• 214,285,714 Placement Shares (fully paid ordinary shares); and• 214,285,714 Attaching Options, together the Director Securities.
Material terms of the Attaching Options	Please see Annexure A
The date the Director Securities will be issued	The Director Securities will be issued no later than 1 month after the date of the EGM.

The price or other consideration the entity will receive for the Director Securities	<p>The issue price per Placement Share is 0.35 cents per Placement Share. The issue of the Placement Shares to Dr Monsour or his nominee(s) will raise \$750,000 which will be used to convert a loan owing to a lender associated with Dr Monsour. No new cash will be raised by this share issue</p> <p>The issue price is \$Nil per Attaching Option as the Attaching Options are being issued as a free option attaching to the Placement Shares on a 1 for 1 basis. The Company will not receive any consideration for the issue of the Attaching Options (other than in respect of funds received on exercise of the Attaching Options).</p>
The purpose of the issue and the use (or intended use) of the funds raised	<p>Funds raised from the issue of Director Securities to Dr Monsour or his nominee(s) will be used to convert \$750,000 owing by the Company to a lender associated with Dr Monsour.</p>
Other information	<ul style="list-style-type: none"> • The issue of the Director Securities is not being used to remunerate or incentivise Dr Monsour. • The Director Securities are not being issued under an agreement.
Voting exclusion statement	<p>A voting exclusion applies to this resolution – please see the notes to Resolution 3.</p>

4.5 **Directors' Recommendation**

The Board (with Dr Monsour abstaining) recommend that Shareholders vote in favour of Resolution 3.

5 Resolution 4 – Issue of Broker Options to 180 Markets Pty Ltd

5.1 **Background**

The background to the Placement is set out in paragraph 1.

180 Markets Pty Ltd (**180 Markets**) acted as sole lead manager to the Placement. The Company is seeking shareholder approval to issue 25,000,000 options exercisable at 0.5 cents with and expiry date of 18 June 2023 to 180 Markets (**Broker Options**) under the terms of its mandate.

The Company will, subject to the listing rules, apply for the grant of quotation of the Broker Options.

5.2 **Regulatory requirements**

Listing Rule 7.1 imposes a 15% cap on the number of equity securities that can be issued by the Company without Shareholder approval in any 12 month period.

As the grant of the Broker Options will exceed the Company's 15% Placement Capacity and none of the exceptions apply, the Company is seeking shareholder approval under Listing Rule 7.1 for the issue of the Broker Options.

5.3 **Effect of shareholder approval (information required under Listing Rule 14.1A)**

If Resolution 4 is passed, the Company will be able to proceed with the grant of the Broker Options and the Broker Options will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the grant of the Broker Options.

5.4 Information required by Listing Rule 7.3

The following information is required by ASX Listing Rule 7.3 for the purposes of Shareholder approval under ASX Listing Rule 7.1:

Number of Broker Options	25,000,000 Broker Options
Material terms of the Broker Options	Please see Annexure A
The names of the persons to whom the entity will issue the securities	180 Markets Pty Ltd
The date the Broker Options will be issued	The Broker Options will be issued no later than 3 months after the date of the EGM.
The price or other consideration the entity will receive for the Broker Options	The issue price is \$Nil per Broker Option.
The purpose of the issue and the use (or intended use) of the funds raised	No funds will be raised from the issue of the securities. The Broker Options are being issued under the terms of the broker mandate.
Summary of material terms of agreement	<p>The Broker Options are being issued under the terms of the broker mandate. The material terms are as follows:</p> <ul style="list-style-type: none">• The Company appointed 180 Markets to arrange and conduct the Placement.• 180 Markets to be paid 6% of the gross proceeds raised (less Director Participation amount) and 25,000,000 Broker Options, subject to shareholder approval.• Engagement may be terminated by either party on written notice.
No reverse takeover	The Broker Options are not being issued under, or to fund, a reverse takeover.
Voting exclusion statement	A voting exclusion applies to this resolution – please see the notes to Resolution 4.

5.5 Directors' Recommendation

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

6 Resolution 5 - Approval for the grant of options to Mr Ross Mangelsdorf or his nominee

6.1 Remuneration policy

The Company's performance depends upon the quality of its executives and Board. Their compensation structure is designed to strike an appropriate balance between fixed and variable remuneration, rewarding capability and experience and providing recognition for contribution to the Company's overall goals and objectives.

In deciding the remuneration and incentives of Mr Ross Mangelsdorf, Chief Financial Officer and Executive Director, the Board wished to grant 50,000,000 options to recognise Mr Mangelsdorf's contribution and efforts in relation to the expansion of the Enhanced Infusion System (EIS) into the Middle East (as announced to ASX on 20 April 2021) and the expansion of the Pericoach® pelvic health solution into China (as announced to ASX on 30 March 2021).

6.2 Mr Mangelsdorf's remuneration

Mr Mangelsdorf's remuneration package for FY20 comprised a salary of \$192,720 (including superannuation of \$16,720).

There has been no change to his existing remuneration package in FY21 other than the proposed issue of long term incentive options the subject of this resolution.

6.3 Listing Rule requirements

Listing Rule 10.11 provides that a listed company must not issue, or agree to issue, equity securities to a director without shareholder approval.

As Mr Mangelsdorf is an Executive of the Company, the proposed grant of Options fall within Listing Rule 10.11.1. Resolution 5 seeks the required approval of the Shareholders under and for the purposes of Listing Rule 10.11.

If approval is given under Listing Rule 10.11, Analytica will be able to grant the Options to Ross Mangelsdorf and approval will not be required under Listing Rule 7.1.

If Resolution 5 is not passed, Analytica will not be able to grant the Options to Mr Mangelsdorf. If this occurs, Analytica may renegotiate Mr Mangelsdorf's remuneration package.

6.4 Corporations Act requirements

Shareholder approval under Chapter 2E of the Corporations Act (related party benefits) is not required because the issue of Options is considered to be reasonable remuneration and falls within the exception to the requirement for shareholder approval.

6.5 Proposed Grant

It is proposed to seek shareholder approval for the grant a total of 50,000,000 Options to Ross Mangelsdorf or his nominee.

6.6 Exercise Period

Options are immediately exercisable and the last exercise date for all Options is 18 June 2023.

6.7 Information required by Listing Rule 10.13

The following information is required by ASX Listing Rule 10.13 for the purposes of Shareholder approval under ASX Listing Rule 10.11:

Name and category of related party	Mr Ross Mangelsdorf – Director of Analytica (falls within Listing Rule 10.11.1)
Number and class of securities to be issued	50,000,000 Options
Material terms of the Options	Please see Annexure A
The date the Options will be issued	The Options will be issued no later than 1 month after the date of the EGM.

The price or other consideration the entity will receive for the Options	The issue price is \$Nil per Option. The Company will not receive any consideration for the issue of the Options (other than in respect of funds received on exercise of the Options).
The purpose of the issue and the use (or intended use) of the funds raised	No funds will be raised from the issue of the Options.
Other information	<ul style="list-style-type: none"> • Please see section 6.2 for details of Mr Mangelsdorf's current total remuneration package. • The Options are not being issued under an agreement.
Voting exclusion statement	A voting exclusion applies to this resolution – please see the notes to Resolution 5.

6.8 **Directors' Recommendation**

The Board (with Mr Mangelsdorf abstaining) recommend that Shareholders vote in favour of Resolution 5.

Annexure A – Terms and conditions of issue (Attaching Options, Broker Options and options to Mr Mangelsdorf or his nominee)

Entitlement

- 1 Subject to and conditional upon any adjustment in accordance with these conditions, each Option entitles the holder to subscribe for one fully paid ordinary share (**Share**) upon payment of the Exercise Price.

Exercise Price

- 2 The Exercise Price of each Option is 0.5 cents (**Exercise Price**).

Exercise Period

- 3 An Option is exercisable at any time on or before 5.00pm (Brisbane time) on 18 June 2023 (the **Expiry Date**). Options not exercised by the Expiry Date lapse.

Manner of exercise of Options

- 4 Each Option may be exercised by notice in writing addressed to the Company's registered office. The minimum number of Options that may be exercised at any one time is 500,000 or the balance of any Options held by the Option holder. Payment of the Exercise Price for each Option must accompany each notice of exercise of option. All cheques must be payable to the Company and be crossed 'not negotiable'.

Ranking of Shares

- 5 Shares issued on the exercise of Options will rank equally with all existing shares on and from the date of issue in respect of all rights issues, bonus share issues and dividends which have a record date for determining entitlements on or after the date of issue of those shares

Timing of issue of shares

- 6 After an Option is validly exercised, the Company must as soon as possible:
 - (a) issue and allot the share within 10 business days; and
 - (b) do all such acts matters and things to obtain the grant of quotation for the shares on ASX no later than 10 business days from the date of exercise of the Option.

Options transferrable

- 7 Options may be transferred in the same manner as shares and may be exercised by any other person or body corporate.

Participation in new issues

- 8 An Option holder may participate in new issues of securities to holders of shares only if and to the extent that:
 - (a) an Option has been exercised; and
 - (b) a share has been issued in respect of the exercise before the record date for determining entitlements to the new issue.

Adjustment for bonus issues of shares

- 9 If the Company makes a bonus issue of shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):
 - (a) the number of shares which must be issued on the exercise of an Option will be increased by the number of shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.

Reconstructions

- 10** If there is any reconstruction of the issued share capital of the Company, the number of shares to which the Option holder is entitled, and/or the Exercise Price, must be reconstructed in a manner which complies with the Listing Rules (which will not result in any benefits being conferred on the Option holder which are not conferred on shareholders and subject to the provisions with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving the reconstruction of capital), but in all other respects, the terms for the exercise of an Option will remain unchanged.

ANALYTICA

Analytica Limited

ACN 006 464 866

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Analytica Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **10:00am on Friday, 18 June 2021 at Mayflower Room, Christie Conference Centre, Level 1, 320 Adelaide St Brisbane** (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Ratification of the prior issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval for the grant of options to Mr Ross Mangelsdorf or his nominee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Grant of Attaching Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Issue of Placement Shares and Attaching Options to Dr Michael Monsour or his nominee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Issue of Broker Options to 180 Markets Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

ALT PRX2101A

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO 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 those 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 Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Wednesday, 16 June 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Analytica Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**