

# **CRYOSITE LTD**

Notice of Annual General Meeting  
Friday 23rd November 2018,  
9.00am

13A Ferndell St,  
South Granville  
NSW, 2142

A Form of Proxy is enclosed with this Notice and instructions for its completion and return by post are shown on the form. You can also vote online at [www.linkmarket services.com.au](http://www.linkmarket services.com.au)

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## **Important information**

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser.

# CRYOSITE LTD

## NOTICE OF ANNUAL GENERAL MEETING

23rd November 2018

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The Cryosite Ltd Annual General Meeting will be held on Friday, 23rd November 2018, commencing at 9.00am. The meeting will be held at the offices of Cryosite Ltd, 13A Ferndell St, South Granville, Sydney, NSW, 2142.

Items of business

### **Financial Report, Directors' Report and Auditor's Report**

To receive and consider the Financial Report of the Company, together with the Directors' Report and the Auditor's Report, for the year ended 30 June 2018 as set out in the Annual Reports.

### **Resolution 1 – Adoption of the Remuneration Report for the Financial Year Ended 30 June 2018**

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

*“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Reports as contained in the Annual Report of financial year ending 30 June 2018.”*

*Note:* the vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

### **Voting Exclusion**

The Company will disregard and not count any votes cast in favour of Resolution 1 by or on behalf of either or both the following persons:

- (a) a member of the Company's Key Management Personnel; or
  - (b) a Closely Related Party of a member of the Company's Key Management Personnel
- unless:
- (c) the person
    - (i) does so in relation to a resolution where they hold a Directed Proxy Form; or
    - (ii) is the Chairman of the meeting and is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution; and
  - (d) the vote is not cast on behalf of a person described in paragraph (a) and (b) above

### **Resolution 2 – Re-Election of Ms. Nicola Swift**

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

*“That Ms. Nicola Swift, who retires by rotation in accordance with clause 60.1 of the Company's Constitution and, being eligible, offers herself for re-election, be elected as a Director of the Company.”*

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### **Resolution 3 – Election of Mr. Bryan Dulhunty**

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

*“That Mr. Bryan Dulhunty, who retires in accordance with Clause 59.2 of the Company’s Constitution and, being eligible, offers himself for re-election, be elected as a Director of the Company.”*

By order of the Board.

Bryan Dulhunty  
Chairman

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## EXPLANATORY MEMORANDUM

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### **Proxies**

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy, in accordance with the instructions on the Proxy Form; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, in accordance with the instructions on the Proxy Form. Where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Completed proxy forms (along with copies of any power of attorney under which the form is signed) must be delivered no later than 48 hours prior the Annual General Meeting online, by mobile device, by mail, by fax or by hand, as directed in the Proxy Form.

The Chair of the meeting intends to vote undirected proxies in favour of each item of business.

### **Sending us your Direct Vote or Proxy**

Completed Voting/Proxy Forms must be received by the Share Register, Link Market Services Limited, at Locked Bag A14, Sydney South, NSW, 1235 or by fax to +61 2 9287 0309 by 9.00am on Wednesday 21st November 2018. A return envelope is provided.

If you wish to submit your direct vote or your appointment of proxy and voting instructions electronically, visit the share registry website, [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). You will need your security holder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the Voting/Proxy Form. If your direct vote or appointment of a proxy is signed by an attorney, or in the case of direct vote or proxy submitted electronically, authenticated by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Share Registrar, Link Market Services Limited, at Locked Bag A14, Sydney South, NSW, 1235 or by fax to +61 2 9287 0309 by 9.00am on Wednesday 21st November 2018.

If you wish to deliver by hand the delivery address is Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138. Delivery should be made during business hours (Monday to Friday, (9 am to 5pm).

### **Determination of shareholders' right to vote**

The Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the register of shareholders as at 7pm on Wednesday 21st November 2018. Share transfers registered after that time will be disregarded in determining entitlements to vote at

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the AGM.

This Explanatory Memorandum has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolution in the accompanying Notice.

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms in this Explanatory Statement are defined in the Glossary.

### **Item 1: Financial Report and Reports of the Director and Auditor.**

In accordance with the Corporations Act, the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2018 will be put before the Shareholders at the AGM. These reports are in the Cryosite 2018 Annual Report and can be accessed on our website at [www.cryosite.com](http://www.cryosite.com).

This item does not require a formal resolution and accordingly, no vote will be held on this item. Shareholders will, however, be given a reasonable opportunity to ask questions on these Reports during discussion on this item.

### **Item 2: Resolution 1 - Adoption of Remuneration Reports for the Financial Year Ended 30 June 2018.**

Shareholders are asked to adopt the Remuneration Report for the year ended 30 June 2018. The Remuneration Report is in the Directors' Report in the Company's 2018 Annual Report and can be accessed at [www.cryosite.com](http://www.cryosite.com).

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 Directors or the Company. However, the Board will take the outcome of the vote into account when considering future remuneration policy for non-executive Directors and executives.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the Annual Report of the Company for the respective years. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive meetings, Shareholders will be required to vote at the second of those meetings on a resolution (a "spill resolution") on whether the Board should be put up for re-election. If the spill resolution is passed, another meeting must be held within 90 days at which all of the Company's Directors (other than the Executive Chairman) who were in office at the date of approval of the applicable Directors' Report must go up for re-election.

The Board unanimously recommends that Shareholders vote in favour of the adoption of Resolution 1. The Chair intends to vote all available and undirected proxies in favour of Resolution 1.

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### **Item 3: Resolution 2 – Re Election of Director: Ms Nicola Swift (Non Executive Director)**

#### **Background**

Clause 60.1 of the Company's Constitution provides that "at the close of each annual general meeting one-third of the Directors or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors, must retire". The Board of the Company comprises three Directors, therefore one Director is required to retire. Accordingly, Ms. Nicola Swift retires as a Director.

Under clause 60.5 of the Company's Constitution, and subject to the Corporations Act and the Listing Rules, a retiring Director will be eligible for re-election at the meeting. Accordingly, Ms. Nicola Swift offers herself for re-election.

#### **Biography**

Ms. Nicola Swift was appointed as a non-executive Director on 3 November 2016.

Nicola has over 15 years of experience in International investment management as an analyst and portfolio manager, including at AMP in Sydney, Alliance Capital in London and as Vice President and Director of International Research for the John Hancock subsidiary, Independence Investment Associates in Boston. Nicola has a very strong governance and consumer background.

Nicola was an independent non-executive director of listed public company Dyesol Ltd (ASX: DYE) until August 2016 and served as Chair of their Remuneration Committee and as a member of their Audit and Risk Committee. Nicola is a Director of Ascham School Ltd and Ascham Foundation Ltd, both unlisted public companies. Nicola has a Law degree and Master of Arts (MA) from Trinity College in Dublin and has been a Chartered Financial Analyst (CFA) since 1994.

#### **Directors' Recommendation**

The Board (excluding Ms. Swift) unanimously recommends that Shareholders vote in favour of Resolution 2.

### **Item 4: Resolution 3 – Election of Mr. Bryan Dulhunty (Chairman)**

#### **Background**

Mr. Bryan Dulhunty was appointed as a non-executive Director on 2 March 2018 under clause 59.1 of the Constitution. Under clause 59.2 of the Constitution, such a Director "will hold office until the end of the next annual general meeting of the Company, at which the Director must resign but may offer himself or herself to be ... re-elected at the meeting". Accordingly, Mr. Dulhunty resigns as a Director and offers himself for re-election.

#### **Biography**

Mr. Dulhunty brings a wealth of life science experience to the position having been involved in the life science industry for the past 20 years. Mr. Dulhunty provides a range of consulting services to the life science industry.

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### **Item 4: Resolution 3 – Election of Mr. Bryan Dulhunty**

Mr. Dulhunty has served as a director of a number of listed ASX and non-listed life science companies, including holding the positions of Executive Chairman and Managing Director of Viralytics Ltd from 2005 to 2012. Mr. Dulhunty is a Chartered Accountant and holds an Economics Degree from Sydney University. Mr. Dulhunty was appointed to the Board on 2nd March 2018.

#### Directors' Recommendation

The Board (excluding Mr. Dulhunty) unanimously recommends that Shareholders vote in favour of Resolution 3.

CRYOSITE LTD

## CONTACT INFORMATION

23rd November 2018 Annual General Meeting

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Cryosite Limited  
13A Ferndell St, South  
Granville, Sydney NSW 2142

Telephone: +61 2 8865 2000  
Facsimile: +61 2 8865 2090  
Email: [corporate@cryosite.com](mailto:corporate@cryosite.com)

Company Secretary:  
Mr. Bryan Dulhunty

Shareholder information:  
[www.cryosite.com](http://www.cryosite.com)

Share Register  
Link Market Services  
Limited Level 12  
680 George Street  
Sydney NSW 2000

Telephone: + 61 1300 554 474  
Fax Nos: + 61 2 9287 0309 (for proxy forms only)  
+ 61 2 9287 0303 (general line)

### Annual Report

To request a copy of the Annual Report, simply contact the company.  
Electronic versions of Cryosite's Annual Report are available at [www.cryosite.com](http://www.cryosite.com)

Australian Securities Exchange Listing  
CTE



## LODGE YOUR VOTE



### ONLINE

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



### BY MAIL

Cryosite 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: +61 1300 554 474



**X99999999999**

## VOTING FORM

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

**STEP 1** Please mark either A or B

**A**

### VOTE DIRECTLY



elect to lodge my/our  
vote(s) directly (mark box)



in relation to the Annual General Meeting of the Company to be held at **9:00am on Friday, 23 November 2018**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

**B**

### 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 Annual General Meeting of the Company to be held at **9:00am on Friday, 23 November 2018 at 13A Ferndell Street, South Granville, NSW, 2142 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

**STEP 2**

## 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

- 1 Adoption of the Remuneration Report for the Financial Year Ended 30 June 2018
- 2 Re-Election of Ms. Nicola Swift
- 3 Election of Mr. Bryan Dulhunty

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<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.

**STEP 3**

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).



## HOW TO COMPLETE THIS SHAREHOLDER VOTING 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.**

### VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – 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 Voting Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### 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 Voting 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 Voting Form and the second Voting 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" should 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](http://www.linkmarketservices.com.au).

### LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am on Wednesday, 21 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

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

Login to the Link website using the holding details as shown on the Voting 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) as shown on the front of the Voting Form).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Cryosite 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 ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**