

Living Cell Technologies Limited
ACN 104 028 042

NOTICE OF ANNUAL GENERAL MEETING

DATE OF MEETING

Thursday, 10 November 2022

TIME OF MEETING

2:00pm (AEDT)

VENUE

Royal Australian Automobile Club, Macquarie Room, 89 Macquarie Street, Sydney NSW 2000

Shareholders who have elected not to receive a printed copy of the Company's 2022 Annual Report may obtain a copy from the Company's website www.lctglobal.com under "Investor Centre/Key Financial Reports".

SHAREHOLDER INFORMATION

1300 850 505 (for callers in Australia)

0800 487 012 (for callers in New Zealand)

+61 3 9415 4000 (for callers outside Australia and New Zealand)

Registered Office:

C/- PPNSW Services Pty Ltd, Level 16, Tower 2, Darling Park, 201 Sussex Street, Sydney NSW 2000

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Living Cell Technologies Limited (**LCT** or the **Company**) hereby gives notice to Shareholders of the Company that the Directors have determined to issue this addendum (Addendum) in relation to the Company's Annual General Meeting of Shareholders to be held Thursday 10 November 2022 at 2.00pm (AEDT) at Royal Australian Automobile Club, Macquarie Room, 89 Macquarie Street, Sydney NSW 2000.

Capitalised terms in this Addendum have the same meaning as defined in the Notice of Meeting dated 30 September 2022 unless otherwise stated.

ADDITION OF NEW RESOLUTIONS 13 AND 14

By this Addendum:

- **Additional Resolutions 13 and 14 as detailed below is added to the Notice of Meeting and will be considered at the Company's upcoming Meeting; and**
- **A new section is added to the Explanatory Notes to the Notice of Meeting in respect of the additional new Resolutions 13 and 14.**

IMPORTANT INSTRUCTIONS REGARDING REPLACEMENT PROXY FORMS

Attached to this Addendum is a replacement Proxy Form (**Replacement Proxy Form**). If Shareholders wish to have their votes counted by proxy in respect of Resolutions 13 and 14, Shareholders **must** use the attached Replacement Proxy Form to vote on **all** Resolutions.

In the event that a Shareholder provides a Replacement Proxy Form, any previous Proxy Form (in the form dispatched with the original Notice of Meeting) (**Previous Proxy Form**) which has been completed by that shareholder will be disregarded.

If you have already voted by completing and submitting to the Company a Previous Proxy Form and do not wish to vote on Resolutions 13 and 14 or do not wish to change your proxy vote on any of the resolutions, you do not need to take any action, as the Previous Proxy Form you have already submitted remains valid.

In the event that a Shareholder provides the Company with a Previous Proxy Form and does not subsequently provide a Replacement Proxy Form the Company reserves the right to accept Previous Proxy Forms received for any such Shareholders.

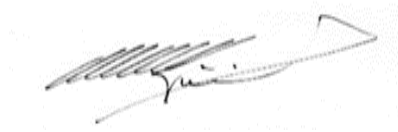
Further details regarding the appointment of a proxy are provided in the Notice of Meeting dated 30 September 2022.

ASX takes no responsibility for the contents of this Notice and the Explanatory Memorandum.

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Addendum or the Notice of Meeting please do not hesitate to contact the Company Secretary at m.licciardo@acclime.com

THIS ADDENDUM IS AUTHORISED BY ORDER OF THE BOARD OF DIRECTORS OF THE COMPANY:



Mark Licciardo
Company Secretary
4 November 2022

ADDITIONAL RESOLUTIONS 13 AND 14

The following additional Resolutions are inserted in the Notice of Meeting as follows:

Resolution 13 Election of Mr David Richard Hainsworth as a Director

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

“That Mr David Richard Hainsworth who was appointed as an additional Director on 30 October 2022, retires in accordance with the Constitution and, being eligible, offers himself for election, be elected as a Director of the Company, details of which are set out in the explanatory notes to the addendum to the notice of meeting.”

Resolution 14 Election of Mr Bradley John Dilkes as a Director

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

“That Mr Bradley John Dilkes who was appointed as an additional Director on 30 October 2022, retires in accordance with the Constitution and, being eligible, offers herself for election, be elected as a Director of the Company, details of which are set out in the explanatory notes to the addendum to the notice of meeting.”

VOTING EXCLUSIONS

In accordance with the Corporations Act 2001 and the Australian Securities Exchange Listing Rules, the Company notes that voting exclusions is not applicable for new additional resolutions 13 and 14.

EXPLANATORY NOTES REGARDING ADDITIONAL RESOLUTIONS 13 AND 14

The following new section is added to the Explanatory Memorandum in relation to the Notice of Meeting in respect of Resolution 13 and 14 as follows:

Resolution 13 – Election of Mr David Richard Hainsworth as a Director

Pursuant to the Clause 9.2 of the Constitution, Mr David Richard Hainsworth will retire and seeks re-election.

Mr Hainsworth was appointed to the Board on 30 October 2022.

Mr Hainsworth is an Associate Director with Alignment Capital Pty Ltd, principally focused on the origination and execution of capital market transactions within high growth sectors. Prior to Alignment, Mr Hainsworth was a financial advisor with highly regarded wealth management firm, Euroz Hartleys Limited (ASX: EZL).

Directorships of listed entities (last three years): None

Other directorships/offices: None

Other responsibilities in the Company: None

*The Board (with Mr Hainsworth abstaining) recommends that shareholders vote in **FAVOUR** of Resolution 13. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 13.*

Resolution 14 – Election of Mr Bradley John Dilkes as a Director

Pursuant to the Clause 9.2 of the Constitution, Mr Bradley John Dilkes will retire and seeks re-election.

Mr Dilkes was appointed to the Board on 30 October 2022.

Mr Dilkes has been an Associate Director with Alignment Capital for 8 years where he has been involved in corporate advisory and equity market transactions, providing services to emerging companies listed or seeking to list on the Australia Stock Exchange. Prior to joining Alignment, Mr Dilkes spent 7 years as a private client advisor at a financial advisory firm focused on small capitalisation equity investments.

Directorships of listed entities (last three years): None

Other directorships/offices: None

Other responsibilities in the Company: None

*The Board (with Mr Dilkes abstaining) recommends that shareholders vote in **FAVOUR** of Resolution 14. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 14.*

GLOSSARY

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Report means the Annual Report to Shareholders for the period ended 30 June 2022 as lodged by the Company with ASX.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or Listing Rules means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board and LCT Board means the board of directors of LCT.

Company and LCT means Living Cell Technologies Limited.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a Director of LCT.

Directors' Report means the report of Directors as included in the Annual Report.

Explanatory Notes means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Meeting and Annual General Meeting means the Shareholders meeting for which notice is given in The Notice to which these Explanatory Notes are attached.

Nominees means the person nominated by the Requisitioners to become directors of LCT, being Mr David Hainsworth and Mr Bradley Dilkes.

NTCELL and NTCELL Project NTCELL is an alginate coated capsule containing clusters of neonatal porcine choroid plexus cells that are sourced from a unique herd of pathogen-free pigs. The NTCELL Project seeks to demonstrate the safety and efficacy of NTCELL as a treatment for patients with early to mid-stage Parkinson's disease.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Peptide Project means a project formerly conducted by LCT into the use of LC-002 for the treatment of Migraine, and LP-003 for the treatment of Obesity.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Requisitioners means the Shareholders who requisitioned this General Meeting of the Company, being EZR Systems Pty Ltd, Cipater Pty Ltd, Union Square Capital Pty Ltd ATF Endeavour A/c and Ellaz Pty Ltd.

Shareholder means a shareholder in LCT.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.



LCT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AEDT) on Tuesday, 8 November 2022.**

Replacement Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Replacement Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Living Cell Technologies Ltd hereby appoint

☐

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Living Cell Technologies Ltd to be held at Royal Australian Automobile Club, Macquarie Room, 89 Macquarie Street, Sydney, NSW 2000 on Thursday, 10 November 2022 at 2:00pm (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2

Items of Business

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

		For	Against	Abstain			For	Against	Abstain
Resolution 1	Adoption of the Remuneration Report	☐	☐	☐	Resolution 8	Appointment of Director - Mr Bradley John Dilkes	☐	☐	☐
Resolution 2	Re-election of Mr Robert Willcocks as a Director	☐	☐	☐	Resolution 9	Removal of Director - Professor Bernard Tuch	☐	☐	☐
Resolution 3	Re-election of Dr Andrew Kelly as a Director	☐	☐	☐	Resolution 10	Removal of Director - Dr Andrew Kelly	☐	☐	☐
Resolution 4	Ratification of 257,000,000 Placement shares issued on 3 June 2022	☐	☐	☐	Resolution 11	Removal of Director - Mr Robert Moyse Willcocks	☐	☐	☐
Resolution 5	Amendments to the Constitution	☐	☐	☐	Resolution 12	Removal of Interim Appointed Directors	☐	☐	☐
Resolution 6	Approval of 10% Placement Facility	☐	☐	☐	Resolution 13	Election of Mr David Richard Hainsworth as a Director	☐	☐	☐
Resolution 7	Appointment of Director - Mr David Richard Hainsworth	☐	☐	☐	Resolution 14	Election of Mr Bradley John Dilkes as a Director	☐	☐	☐

The Chairman of the Meeting intends to vote all available undirected proxies **for** Resolutions 1 to 6 inclusive and also Resolutions 13 and 14. The Chairman of the Meeting intends to vote all available undirected proxies **against** Resolutions 7 to 12 inclusive. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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Computershare

