

7 October 2016

Dear Acrux Shareholder,

I am pleased to invite you to attend Acrux's Annual General Meeting, for which the following documents are enclosed:

- Notice of the meeting, including explanatory statement and notes
- A personalised proxy form and return envelope

If you have elected to receive the Annual Report for the year ended 30 June 2016 in printed form, this is enclosed. A copy of the report can also be viewed on our website (www.acrux.com.au).

The Annual General Meeting will be held at the offices of Pitcher Partners, Level 19, 15 William Street, Melbourne, on Thursday 10 November 2016, commencing at 10:00 am.

If you are able to attend, I look forward to welcoming you and ask you please to bring the personalised proxy form with you to assist registration and admission to the meeting.

If you are unable to attend but wish to appoint a proxy, please either lodge your vote online, following the instructions on the proxy form, or complete the proxy form and return it to the registry in the envelope provided.

I encourage you also to consider electing to receive Acrux communications electronically, which can be done via the registry website (www.linkmarketservices.com.au), or by completing the enclosed election form.

Yours sincerely,



Ross Dobinson
Executive Chairman



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the members of Acrux Limited will be held at the offices of Pitcher Partners, Level 19, 15 William Street, Melbourne, Victoria, Australia on Thursday 10 November 2016 at 10:00 am.

AGENDA

Financial Statements and Reports

To receive and consider the financial report of the Company and the reports of the Directors and Auditor for the year ended 30 June 2016.

Adoption of Remuneration Report

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

1. That the Company's remuneration report for the year ended 30 June 2016 be adopted and approved.

Re-election of Ross Dobinson, Timothy Oldham, Simon Green and Geoffrey Brooke as Directors

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

2. That Ross Dobinson, who in accordance with clause 56 of the Company's constitution offers himself for re-election as a Director, be re-elected as a Director of the Company.
3. That Timothy Oldham, who in accordance with clause 56 of the Company's constitution offers himself for re-election as a Director, be re-elected as a Director of the Company.
4. That Simon Green, who in accordance with clause 56 of the Company's constitution offers himself for re-election as a Director, be re-elected as a Director of the Company.
5. That Geoffrey Brooke, who in accordance with clause 56 of the Company's constitution offers himself for re-election as a Director, be re-elected as a Director of the Company.

By order of the Board



Sharon Papworth
CFO & Company Secretary
7 October 2016



EXPLANATORY STATEMENT

Receipt of Financial Statements and Reports

The Company's financial report and the reports of the Directors and Auditor for the year ended 30 June 2016 are placed before the meeting, giving shareholders the opportunity to discuss these documents and to ask questions. No resolution is required in respect of these documents.

Resolution 1: Adoption of Remuneration Report

The Corporations Act requires the Directors' report to include certain information relating to Director and executive remuneration in a "remuneration report". The remuneration report can be found at pages 27 to 32 of the Company's 2016 Annual Report. The Corporations Act further requires that each Australian listed public company put to a vote at its annual general meeting a resolution that the remuneration report be adopted. The vote is advisory only and does not bind the Directors of the Company. However if the resolution to adopt the remuneration report receives a "no" vote of at least 25% of the votes cast at two consecutive AGMs, then a resolution must be put to shareholders at the second AGM as to whether another general meeting of the Company should be held within 90 days, at which all Directors (other than the Managing Director) who were in office at the time the board approved the second remuneration report, would need to stand for re-election.

Resolution 2: Re-election of Ross Dobinson as Director

Ross Dobinson joined the Board on 1 March 1998 as Director and was appointed Chairman in January 2006. In accordance with clause 58 of the Company's constitution, Ross Dobinson retires by rotation and offers himself for re-election.

Ross Dobinson BBus. Acc., is a founder and former CEO of Acrux. Ross has a background in investment banking and stockbroking. He is currently Managing Director of TSL Group Ltd, a corporate advisory company specialising in establishing and advising life sciences companies. He is a Director of Reliance Worldwide Corporation (ASX:RWC). He was previously a founding Director of Starpharma Holdings Limited (ASX: SPL), Executive Chairman of Hexima, Chairman of TPI Enterprises Limited (ASX:TPE), Director of Roc Oil Company Limited (ASX: ROC) and a Director of Racing Victoria Limited.

Resolution 3: Re-election of Timothy Oldham as Director

Timothy Oldham joined the Board on 1 October 2013 as an independent Non-Executive Director. Tim is also Chair of the Human Capital and Nomination Committee and a member of the Audit and Risk Committee. In accordance with clause 58 of the Company's constitution, Tim Oldham retires by rotation and offers himself for re-election.



Resolution 3: Re-election of Timothy Oldham as Director (continued)

Tim Oldham BSc (Hons), LLBD (Hons), PhD, joined the board in October 2013. He has more than 15 years of life sciences business development, alliance management and sales and marketing experience in Europe, Asia and Australia. He is CEO and Managing Director of Cell Therapies Pty Ltd, a leading Asia Pacific provider of manufacturing and distribution of cell-based therapeutics and was President of Asia Pacific for Hospira Inc. (2007 to 2012), having held a variety of senior management roles with Mayne Pharma (2002 to 2007) prior to its acquisition by Hospira. These roles encompassed the development and commercialisation of pharmaceuticals, devices, biologics and cellular therapies. Prior to this, Dr. Oldham was an engagement manager with McKinsey & Co (1997 to 2001). Tim has been chairman of the European Generic Medicines Association Biosimilars and Biotechnology Committee, a Director of the Generic Medicines Industry Association and a member of the Pharmaceutical Industry Strategy Group. He is also a Director of Respi Ltd (ASX: RSH) and a member of AusBiotech's Regenerative Medicine Advisory Group.

Resolution 4: Re-election of Simon Green as Director

Simon Green joined the Board on 1 June 2016 as an independent Non-Executive Director and is also a member of the Human Capital and Nomination Committee. In accordance with clause 58 of the Company's constitution, Simon Green retires by rotation and offers himself for re-election.

Simon Green PhD, joined the board in June 2016. He has 25 years of experience in the biotechnology industry having worked at Genentech and Novartis in San Francisco before joining CSL in 1998. Simon held roles as Senior Vice President in Research and Development and Manufacturing Operations at CSL. He has extensive international experience as a board member for several CSL subsidiary companies in Australia and Germany and for the European Plasma Protein Therapeutics Association. Simon has been a member of the Victorian Biotechnology Advisory Council and acting Chairman of the Northern Innovation and Investment Fund. Simon left CSL in November 2015 to take up the position of Chief Executive Officer and Managing Director for Immunosis Pty Ltd, a biotech company focused on improved diagnostic outcomes for patients with immune deficiencies. He graduated as a biochemist from Monash University and completed his PhD in the field of immunology at Melbourne University in 1992.

Resolution 5: Re-election of Geoffrey Brooke as Director

Geoffrey Brooke joined the Board on 1 June 2016 as an independent Non-Executive Director and is also a member of the Audit and Risk Committee. In accordance with clause 58 of the Company's constitution, Geoff Brooke retires by rotation and offers himself for re-election.

Geoff Brooke MBBS, MBA, joined the board in June 2016. He founded GBS Venture Partners in 1996 and has more than 20 years' venture capital experience. In January 2014, he reduced his involvement in GBS and is now Special Adviser to the firm and its funds. Geoff was formally President of Medvest Inc., a US-based early-stage venture capital group he founded with Johnson & Johnson. Geoff's experience includes company formation and acquisitions, as well as public listings on the NYSE,



Resolution 5: Re-election of Geoffrey Brooke as Director (continued)

NASDAQ and ASX exchanges. He has been a founder, executive and director of private and public companies and has an extensive international network. Geoff was formerly on the board of two GBS portfolio companies. From 2009 until 2015, he was an independent director of the Victoria Workcover Authority. Dr. Geoff Brooke is licensed in clinical medicine by the Medical Board of Victoria, Australia and his post-graduate work was in anaesthetics/intensive care. He earned his Bachelor of Medicine/Surgery from the University of Melbourne, Australia and a Masters of Business Administration from IMEDE (now IMD) in Lausanne, Switzerland.



NOTES

Entitlement to Vote and Proxies

Only registered holders of the Company's shares as at 8 November 2016 at 7:00 pm are eligible to attend and vote at the AGM.

Voting exclusions

In respect of Resolution 1, adoption of the remuneration report, the Corporations Act requires that a member of the key management personnel (KMP) whose remuneration details are included in the remuneration report (or a closely related party of such KMP) must not vote and the Company will disregard any votes cast by such a person, unless:

- that person does so as a proxy; and
- the vote is not cast on behalf of a KMP whose remuneration details are included in the remuneration report (or a closely related party of such KMP); and either:
 - the proxy appointment specifies how the proxy is to vote on the resolution; or
 - the proxy is the Chairman of the AGM and the proxy appointment expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP.

Voting by Proxy

A member entitled to attend and vote at this AGM is entitled to appoint not more than two proxies, using the enclosed proxy form. A proxy need not be a member of the Company. The proxy may be an individual or a body corporate. Your proxy's authority to speak and vote for you at the meeting is suspended if you are present at the meeting.

If you appoint one proxy, that proxy may vote on a show of hands. Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of your voting rights on a poll but neither proxy has a vote on a show of hands. If you appoint two proxies and the appointment does not specify the proportion or number of your votes each proxy may exercise, section 249X of the Corporations Act 2001 provides that each proxy may exercise half of the votes (ignoring fractions). If you appoint another member as your proxy, that person will have only one vote on a show of hands and does not have to vote on a show of hands in accordance with any direction by you.



Voting by Proxy (continued)

You may direct your proxy how to vote by marking X in one of the three boxes opposite each item of business. All your votes will be cast in accordance with your direction, unless you indicate only a portion of votes are to be cast on any item by inserting the percentage of your voting rights applicable to the proxy appointed by the proxy form in the appropriate box. If you do not mark any of the boxes relating to the items of business, your proxy may vote as he or she chooses. If you mark more than one box relating to the same item of business any vote by your proxy on that item will be invalid.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. Proxies and the original or a certified copy of the power of attorney (if the proxy form is signed by an attorney) must be received not later than 10:00 am on 8 November 2016:

- by lodging it on-line at the registry's website (www.linkmarketservices.com.au) in accordance with the instructions given there (you will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website); or
- by post in the reply paid envelope provided addressed to Link Market Services Limited; or
- by facsimile to Link Market Services Limited on fax number (02) 9287 0309. Documents received after that time will not be valid for the scheduled meeting.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Company's shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.



LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Acrux 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; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

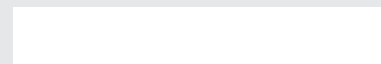
I/We being a member(s) of Acrux Limited and entitled to attend and vote hereby appoint:

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 Annual General Meeting of the Company to be held at **10:00am on Thursday, 10 November 2016 at Pitcher Partners, Level 19, 15 William Street, Melbourne Victoria** (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.

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 Remuneration Report

For Against Abstain*

☐	☐	☐
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5 Re-election of a Director –
Geoffrey Brooke

For Against Abstain*

☐	☐	☐
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2 Re-election of a Director –
Ross Dobinson

☐	☐	☐
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3 Re-election of a Director –
Timothy Oldham

☐	☐	☐
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4 Re-election of a Director –
Simon Green

☐	☐	☐
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* 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).

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, 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 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:

- (a) 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
- (b) 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.

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 Tuesday, 8 November 2016**, 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) as shown on the front of the Proxy Form).



BY MAIL

Acrux 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
or
Level 12
680 George Street
Sydney NSW 2000

* 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.**