

Bio-Gene Technology Limited

ACN 071 735 950

Notice of 2018 Annual General Meeting

To be held at Henslow Pty Ltd, Level 7, 333 Collins Street, Melbourne, Victoria
on Tuesday, 20 November 2018 at 11am (Melbourne time)

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Notice of Annual General Meeting

Notice is given that the 2018 Annual General Meeting of the members of Bio-Gene Technology Limited (**Company**) will be held at Henslow Pty Ltd, Level 7, 333 Collins Street, Melbourne, Victoria on Tuesday, **20 November 2018** at 11am (Melbourne time) for the purpose of considering and, if thought appropriate, passing the following resolutions.

General Business

1. Receipt and Consideration of 2018 Financial Statements and Reports

To receive and consider the Financial Statements of the Company and its controlled entities for the year ended 30 June 2018, together with the Directors' Report (other than Remuneration Report) and the Independent Audit Report as set out in the Annual Report 2018.

2. Resolution 1 – Adoption of Remuneration Report (Non Binding Resolution)

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

"To adopt the Remuneration Report for the year ended 30 June 2018 as set out in the Annual Report 2018".

**Please note that Section 250R(3) of the Corporations Act 2001 (Cth) provides that the vote on this resolution is advisory only and does not bind the Directors or the Company.*

3. Resolution 2 – Re-election of Mr. Robert Klupacs as a Non-executive Director

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

"That pursuant to clause 59(1) of the Company's Constitution, the members of the Company approve the re-appointment of Mr. Robert Klupacs as a Director of the Company who, pursuant to clause 59(1)(a) is retiring by rotation and, being eligible, offers himself for re-election."

Special Business

4. Resolution 3 – Issue of Shares to Mr. Richard Jagger, Managing Director, under the Loan Share Plan

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

"That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval be given for the issue of shares in the Company to Mr. Richard Jagger on the terms set out in the Explanatory Notes which accompanied and formed part of the notice of meeting."

5. Resolution 4 – Issue of Shares to Mr. Peter May, Executive Director, under the Loan Share Plan

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

"That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval be given for the issue of shares in the Company to Mr. Peter May on the terms set out in the Explanatory Notes which accompanied and formed part of the notice of meeting."

6. Resolution 5 – Listing Rule 7.1A (Placement of Additional Securities)

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

“That approval be given for the issue of equity securities of the Company, under and pursuant to ASX Listing Rule 7.1A, up to the maximum permitted under ASX Listing Rule 7.1A.2 over a 12 month period at an issue price which is not less than the minimum issue price calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.3 and on the terms set out in the Explanatory Notes which accompanied and formed part of the notice of meeting.”

By order of the Board:

A handwritten signature in blue ink, appearing to read 'R McPherson', followed by a stylized flourish.

Roger McPherson
Company Secretary
16 October 2018

The accompanying Explanatory Notes and Proxy and Voting Instructions form part of this Notice.

Proxy and Voting Instructions

PROXY INSTRUCTIONS

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.

CORPORATE REPRESENTATIVES

Any corporation which is a member of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

HOW THE CHAIR WILL VOTE UNDIRECTED PROXIES

Subject to the restrictions set out below, The Chair of the meeting intends to vote undirected proxies on, and in favour of, all of the proposed resolutions.

UNDIRECTED PROXIES

The Corporations Act imposes prohibitions on Key Management Personnel (as defined below) and their Closely Related Parties from voting undirected proxies (i.e. a proxy that does not specify how it is to be voted) on, amongst other things, remuneration matters. Resolutions 1, 3 and 4 are connected, directly or indirectly, with the remuneration of Key Management Personnel of the Company.

However, the Chair of the meeting may vote an undirected proxy, provided the shareholder who has lodged the proxy has given an express voting direction to the Chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of the Key Management Personnel.

If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolutions 1, 3 and 4. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1, 3 and 4. If you wish to appoint the Chair as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form attached to this Notice.

Further details of the voting exclusions with respect to Resolutions 1, 3 and 4 are set out in the Explanatory Notes.

VOTING ENTITLEMENT

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7.00 pm on Sunday 18 November 2018 are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

SPECIAL RESOLUTION

For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution. Resolution 5 is a special resolution.

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Explanatory Notes

These Explanatory Notes have been prepared to provide members with information to assist their assessment of the merits of the resolutions contained in the accompanying notice of the Bio-Gene 2018 Annual General Meeting (**AGM**) to be held at Henslow Pty Ltd, Level 7, 333 Collins Street, Melbourne, Victoria on Tuesday, **20 November 2018** at 11am (Melbourne time).

General Business

1. Receipt and Consideration of 2018 Financial Statements and Reports

Section 317 of the Corporations Act requires the Financial Report, the Directors' Report (other than Remuneration Report) and the Auditor's Report for the year ended 30 June 2018 to be laid before the AGM. There is no requirement either in the Corporations Act or in the Company's Constitution for members to approve these reports. Members will have a reasonable opportunity at the meeting to ask questions and comment on these reports and on the Company's business and operations.

Members should note that the Financial Statements and Reports will be received in the form presented. It is not the purpose of the meeting that the Financial Statements and Reports be accepted, rejected or modified in any way and accordingly there will be no formal resolution put to the meeting.

2. Resolution 1 - Adoption of Remuneration Report (Non-binding Resolution)

The Remuneration Report, which explains the Board's policies in relation to the nature and level of remuneration paid to Directors and senior management ("**Key Management Personnel**" or "**KMP**") of the Company and which sets out remuneration details for each KMP, forms part of the Directors' Report on pages 16 to 24 (inclusive) of the Annual Report for the year ended 30 June 2018 which is available on the Company's website at <http://bio-gene.com.au/wp-content/uploads/2018/08/BGT-2018-Annual-Report-Final.pdf>. A copy of the Annual Report has been sent to members who requested it with this Notice of Meeting and Explanatory Notes. A copy can also be obtained from the Company's website as outlined above.

The Remuneration Report:

- explains the Board's policies in respect of the nature and level of remuneration paid to each KMP of the Company;
- makes clear that remuneration is linked to performance of key executives and the Company overall;
- sets out the remuneration details for each KMP; and
- makes clear that the basis for remunerating Non-executive Directors is distinct from the basis for remunerating executives and Executive Directors.

As required under section 250R(2) of the Corporations Act, a resolution will be put to members to adopt the Remuneration Report. Members should note that the vote on this resolution is advisory only and is not binding on the Board or the Company. Members will be given the opportunity to ask questions about or make comments on the Remuneration Report.

If 25% or more of the votes cast on this Resolution are against adoption of the Remuneration Report, the Company will be required to consider, and report to members on, what action (if any) has been taken to address members' concerns at the 2019 AGM. If 25% or more of the votes cast at the 2019 AGM are against adoption of the Company's Remuneration Report, members may be required to consider a resolution to call another general meeting in

accordance with the Corporations Act at which the Directors who held office at the date of the Directors' Report (excluding the Managing Director) will be required to seek re-election.

As the Directors are excluded from voting, they make no recommendation to the shareholders in respect of Resolution 1.

In accordance with the Corporations Act, a member of the Company's KMP and closely related parties of a KMP will not be eligible to vote on Resolution 1, except if the person:

- (a) votes as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; and
- (b) the vote is not cast on behalf of a person who is KMP or a closely related party of a KMP.

The Chair may also exercise undirected proxies if the vote is cast on behalf of a person entitled to vote and the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 1 is connection directly or indirectly with the remuneration of the KMP of the Company. The Chair, in their capacity as proxy holder, intends to vote all undirected proxies in favour of this Resolution 1.

3. Resolution 2 – Re-election of Mr. Robert Klupacs as a Non-executive Director

Clause 59(1) of the Constitution of the Company and ASX Listing Rule 14.4 provide that no Director, except the Managing Director, may hold office for a period in excess of 3 years, or beyond the third AGM following the Director's election, whichever is the longer, without submitting himself or herself for re-election.

Robert Klupacs was appointed to the Board in May 2015. Mr. Klupacs was elected by the members as a Director of the Company at the Bio-Gene 2014 AGM held on 28 May 2015. On 26 April 2017 Mr. Klupacs was appointed as the Managing Director of the Company and as such was not required to retire at the 2017 AGM. Mr. Klupacs stepped down as Managing Director on 1 January 2018 and has continued on the Board as a Non-executive Director and as such is due to retire by rotation. Being eligible for re-election, Mr. Klupacs has submitted himself for re-election at the Bio-Gene 2018 AGM.

Robert is a highly experienced professional uniquely experienced in translating and commercialising early stage intellectual property from a variety of technology areas into commercial product or investable corporate vehicles. He is an Australian registered patent attorney who has had a wide and successful career to date within both private and publicly traded companies as well as the academic arena. He has over 30 year's corporate experience in the international technology development arena.

He has focused primarily on biotechnology and biotechnology corporate development, particularly healthcare related, but has also been involved in the commercialisation of software, scientific instrumentation, food technologies and enabling agricultural technology. He has deep expertise and experience in all facets of corporate development and technology transfer including: IP licensing, patenting, intellectual property strategy and management, joint venture creation and management, fund-raising (private and public markets), corporate and scientific due diligence, technology and corporate acquisitions, corporate compliance and corporate governance and academic liaison. He is the Founder of 23 companies in Australia and Singapore. He is a highly experienced professional Director having been an Executive or Non-Executive Chairman/Director on over 21 different corporate entities. He was previously a member of the Pharmaceutical Industry Group and a past member of the Victorian Biotechnology Advisory Committee. He has also been involved as a director or advisor to a number of Australian companies and CRCs.

The Directors (in the absence of Mr. Klupacs) unanimously recommend that members vote in favour of the re-election of Mr. Klupacs.

Special Business

4. Resolution 3 – Issue of Shares to Mr. Richard Jagger

4.1 Reason for issue and Board recommendation

The Company is proposing to issue shares to Mr. Jagger in accordance with its recently implemented remuneration strategy and structure and the Company's Loan Share Plan (LSP) previously approved by shareholders at the Company's 2017 AGM. Details of the remuneration strategy and structure are outlined in the Remuneration Report which forms part of the Directors' Report on pages 16 to 24 (inclusive) of the Annual Report for the year ended 30 June 2018 (which is available on the Company's website at <http://bio-gene.com.au/wp-content/uploads/2018/08/BGT-2018-Annual-Report-Final.pdf>),

Specifically, this resolution is seeking shareholder approval for the issue of shares to Mr. Jagger under the Company's LSP as Short-Term Incentive (STI) and Long-Term Incentive (LTI) Schemes covering three financial years, being an immediate allocation in respect of the 2018 financial year and two future allocations upon completion of the 2019 and 2020 financial years respectively. The LTI and 2019 and 2020 STI Shares will vest upon and subject to satisfaction of performance, service and other conditions, as described in this section.

Mr Jagger was appointed to the Board on 26 April 2017 as a Non-executive Director and took over as Managing Director and Chief Executive Officer on 1 January 2018. Mr. Jagger's remuneration package comprises 50% base remuneration being salary and entitlements, a 25% STI and a 25% LTI. Subject to shareholder approval, the STI is deliverable half in cash and half in shares under the LSP. The LTI is deliverable wholly in shares under the LSP.

The Board (other than Mr Jagger who is personally interested in Resolution 3) believes it is in shareholders' interests to provide Mr. Jagger with equity based incentives to preserve cash and ensure there is alignment between satisfactory returns for shareholders and his reward.

ASX Listing Rule 10.14 requires shareholder approval for the acquisition of securities by a Director under an employee incentive scheme. The Directors consider that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required as the proposed issue of the shares was reached as part of the remuneration package for Mr Jagger which is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

If shareholders do not approve the issue of shares at the AGM, it is intended that rewards under the STI and LTI Schemes will be provided to Mr. Jagger in cash, subject in the case of the LTI and 2019 and 2020 STI components to the satisfaction of the performance, service and other vesting conditions applicable to those incentives.

4.2 Short-term incentive (STI)

The maximum STI value that Mr. Jagger may be cumulatively awarded in respect of the 2018, 2019 and 2020 financial years, deliverable in Shares, is \$189,625 (based on the 2018 financial year actual and a 5 day week for the 2019 and 2020 financial years). Note Mr. Jagger currently works a 4 day week which would reduce the amount of STI which may be awarded in shares to \$157,625.

The Company proposes to issue a number of shares based on the STI value awarded to Mr. Jagger (to be delivered in shares) and the market price of a share as of the 30 June of the financial year (or the last business day of June) to which the STI relates. The market price will be the five day volume weighted average price (VWAP) at which shares are traded on the ASX up to and including the 30 June of the particular financial year. Based on the 5 day VWAP as of 30 June 2018 of \$0.167, the maximum number of shares to be issued to Mr Jagger pursuant to the STI scheme is 1,135,477 over the three years assuming a total value of \$189,625.

In respect of the 2018 financial year, Mr. Jagger was awarded a STI of which \$29,625 is deliverable in shares, subject to shareholder approval of Resolution 3. The five day VWAP applicable to the shares to be issued is \$0.167 which results in the issue of 177,393 shares for the year.

As Mr. Jagger will have foregone a cash bonus for shares, no amount will be payable by him for these shares and consequently, the Company will not provide any loan to fund their acquisition. The shares will not be subject to any vesting conditions. As the Shares will be issued under the LSP, the shares will be subject to the rules of the LSP.

4.3 Long-term incentive (LTI)

The maximum LTI value that Mr Jagger may receive pursuant to his remuneration package in respect of the 2018, 2019 and 2020 financial years deliverable in Shares is \$391,385. This number is calculated by adding the actual LTI deliverable in shares for the 2018 financial year of \$71,385 and the maximum available for the 2019 and 2020 financial years of \$160,000 each (based on a 5 day week for the 2019 and 2020 financial years). Note Mr. Jagger currently works a 4 day week which would reduce the amount of LTI which may be awarded in shares to \$327,385.

The Company proposes to issue two distinct tranches of shares within the LTI scheme as set out below.

Tranche 1 LTI Shares

One half of the LTI value will involve the issue of shares at the market price of a share as of the 30 June (or the last business day of June) of the financial year to which the LTI relates. The market price will be the five day VWAP at which shares are traded on the ASX up to and including the 30 June of the particular financial year. Mr. Jagger will be provided an interest free loan by the Company to acquire the shares in accordance with the terms of the LSP.

The Tranche 1 Shares are subject to Mr Jagger's efforts on behalf of the Company (which may include those of others) having substantially contributed to the entry into and continuance of one or more agreements with third parties for the commercialisation of its products as assessed by the Board as establishing the Company's business as having graduated from being primarily focussed on product development to a marketing and sales focus, the shares may vest. Unvested shares are subject to forfeiture with the extinguishment of the loan provided to fund their acquisition.

The number of Shares to be issued under this Tranche will be based on the value of shares issued on the above terms adopting a binomial calculation consistent with the relevant Accounting Standards for the purpose of their expensing. Based on the share price as of 30 June 2018 of \$0.165 (five day VWAP \$0.167), the Tranche 1 LTI Shares have a value of \$0.111 each. The maximum number of Tranche 1 shares to be issued to Mr. Jagger on this basis is therefore 1,762,994 assuming a total value of \$195,692 (half of \$391,385).

In respect of the 2018 financial year, Mr Jagger was awarded a Tranche 1 LTI of \$35,692 which is deliverable in shares. Based on a valuation of \$0.111 this will result in the issue of 321,552 shares.

Tranche 2 LTI Shares

The second half of the LTI value will involve the issue of shares with no amount payable by Mr. Jagger. These Tranche 2 shares are subject to a performance condition requiring a 15% per annum compound share price growth based on the market price of a share as of the 30 June of the financial year to which the LTI relates with the exception of the first year's allocation which will have a deemed starting price of \$0.20.

Subject to meeting this performance condition, one-third of the shares issued may vest each year. Shares may be re-tested in subsequent years however any shares which fail to meet the performance condition after three attempts will lapse.

The number of Shares to be issued under this Tranche will be based on the market price of a share as of the 30 June (or the last business day of June) of the financial year to which the Tranche 2 LTI shares relate. The market price will be the five day VWAP at which shares are traded on the ASX up to and including the 30 June of the particular financial year. Based on the market value share price as of 30 June 2018 of \$0.165 (5 day VWAP \$0.167), the maximum number of Tranche 2 shares to be issued to Mr. Jagger on this basis is therefore 1,171,810 assuming a total value of \$195,692 (half of \$391,385).

In respect of the 2018 financial year, Mr Jagger was awarded a Tranche 2 LTI of \$35,692 which is deliverable in shares. Based on a valuation of \$0.167 this will result in the issue of 213,726 shares.

All LTI Shares

All shares to be issued pursuant to the LTI scheme will be issued under the LSP. Shares which have not vested are subject to forfeiture in circumstances provided for in the LSP including resignation, fraud or dishonesty. Unvested shares are subject to accelerated vesting (deemed vesting) in circumstances where a change in control of the Company is or in the opinion of the Board is likely to occur. Shares which vest are subject to a disposal restriction until first trading opportunity after vesting in accordance with the Company's share trading policies.

4.4 ASX Listing Rules

In order for a listed company to obtain the approval of ordinary members as required by ASX Listing Rule 10.14, ASX Listing Rule 10.15A requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party include the following information:

- The name of the person to whom the securities will be issued:

Mr. Richard Jagger, the Managing Director of the Company.

- The number of securities to be issued to the person:

The maximum number of shares to be issued to Mr. Jagger in respect of the three financial years, being 2018, 2019 and 2020, is 4,070,281 made up as follows:

<i>STI 2018 (actual):</i>	<i>177,393</i>
<i>STI 2019 & 2020 (estimated)</i>	<i>958,084</i>
<i>LTI 2018 Tranche 1 (actual)</i>	<i>321,552</i>
<i>LTI 2019 & 2020 Tranche 1 (estimated)</i>	<i>1,441,442</i>
<i>LTI 2018 Tranche 2 (actual)</i>	<i>213,726</i>
<i>LTI 2019 & 2020 Tranche 2 (estimated)</i>	<i>958,084</i>
<i>Total</i>	<i>4,070,281</i>

- The date by which the entity will issue the securities:

Subject to this resolution being passed by members, the shares for 2018 will be issued as soon as practicable after the date of this year's AGM. The shares in respect of 2019 & 2020 will be issued as soon as practicable after the end of the respective financial year to which they relate. No shares will be issued pursuant to this shareholder approval more than three years after the meeting.

- The issue price of the securities and a statement of the terms of the issue:

(i) STI shares and LTI Tranche 2 shares will be issued for a nominal price. LTI Tranche 1 shares will be issued at a price based on the market price of a share as of the 30 June of the relevant financial year to which the LTI Tranche 1 Shares relate. The market price will be the five day VWAP at which shares traded on the ASX up to and including the 30 June of the particular financial year. For the 2018 financial year this was \$0.167.

- (ii) *All the shares to be issued under the STI and LTI will be issued upon the terms and conditions described in these Explanatory Notes and the offer made to the recipient under the LSP previously approved by shareholders at the 2017 AGM. A copy of the Loan Share Plan rules which apply to the shares to be issued is available on request from the Company Secretary.*
- (iii) *An interest free limited recourse loan equal to the total issue price of the Tranche 1 LTI Shares will be provided by the Company to Mr. Jagger to enable him to acquire the shares in accordance with the rules of the LSP.*
- (iv) *The loan must be repaid in full within 7 years of the issue of the shares. The Company will accept in full satisfaction of repayment of the loan, the amount of the market value of the shares at the time the loan is due to be repaid (or at the time of repayment, if earlier) in the event that the market value of the shares is less than the amount of the loan outstanding.*
- (v) *On the sale of shares the loan advanced to acquire those shares must be repaid.*
- (vi) *The shares cannot be dealt with unless they are not subject to any conditions and there is no outstanding loan on the shares. Subject to the shares not being subject to any other conditions, Mr. Jagger may request the Company to sell the shares on the basis that proceeds are first applied towards discharging the loan.*
- (vii) *If Mr. Jagger ceases to be an employee of the Company, all shares that have not vested will be forfeited in accordance with the LSP rules and Mr. Jagger will have no right to the proceeds from the sale of these shares. In the case of shares that have vested Mr. Jagger will have a six month period from the date of the termination of his employment to either repay any outstanding loan or request the Company to sell the shares as outlined in point (vi) above.*
- (viii) *The shares rank equally in all respects with all other issued ordinary shares of the Company from the date of the issue of the shares.*
- (ix) *The STI shares will not be subject to any vesting conditions.*
- (x) *The LTI Tranche 1 Shares are subject to a three year performance period at the end of which subject to the achievement of the criteria described in section 4.3, the shares may vest. Unvested shares are subject to forfeiture with the extinguishment of the loan provided to fund their acquisition.*
- (xi) *These LTI Tranche 2 shares are subject to a performance condition requiring a 15% per annum compound share price growth based on the market price of a share as of the 30 June of the financial year to which the LTI relates with the exception of the first year's allocation which will have a deemed starting price of \$0.20. Subject to meeting this performance condition, one-third of the shares issued may vest each year. Shares may be re-tested in subsequent years however any shares which fail to meet the performance condition after three attempts will lapse.*

➤ **Shares issued in accordance with Listing Rule 10.14:**

The LSP was approved by shareholders at the 2017 AGM. No shares have been issued under the plan which require approval in accordance with Listing Rule 10.14 to date.

In addition to the shares to be issued to Mr. Jagger, subject to shareholder approval of this resolution, the Company is also seeking shareholder approval for a similar issue of shares to Mr. May, refer resolution 4.

If shareholder approval under Listing Rule 10.14 is received by Resolution 3 being passed, approval is not required under Listing Rule 7.1 (which limits a company's ability to issue more than 15% of its shares in 12 months without shareholder approval).

- Eligible participants of the LSP covered by Listing Rule 10.14:

The following directors are eligible to participate in the plan subject to shareholder approval as required under Listing Rule 10.14:

- *Mr. Donald Brumley – Non-executive Chairman*
- *Mr. Richard Jagger – Managing Director and Chief Executive Officer*
- *Mr. Robert Klupacs – Non-executive Director*
- *Mr. Peter May – Executive Director, Research & Development*
- *Mr. Kevin Rumble – Non-executive Director*

Mr. Jagger and Mr. May are the only Directors (or proposed Directors) who are currently eligible to participate in the STI and LTI Scheme under the LSP and to date no director has participated in the STI and LTI Scheme under the LSP.

No shares will be issued to any other participants covered by Listing Rule 10.14 who become eligible to participate in the LSP but are not covered in this notice of meeting until approval has been received under Listing Rule 10.14.

- The intended use of the funds raised:

No funds will be raised from the issue of the shares as the shares will not be issued for cash or alternatively, the Company will provide a loan to Mr. Jagger for their acquisition.

- Reporting of shares issued under this resolution:

If Shareholder approval is obtained, details of the shares issued to Mr. Jagger under the STI and LTI will be provided in the Remuneration Report for the relevant financial years.

4.5 Recommendation for Resolution 3

As the Directors of Bio-Gene are excluded from voting, they make no recommendation to the shareholders in respect of Resolution 3.

4.6 Voting Prohibition under the Corporations Act and Voting Exclusion Statement under the ASX Listing Rules

In accordance with the Corporations Act, a person appointed as a proxy must not vote on this Resolution 3 if the proxy is either a member of the Company's KMP or a closely related party of that member of the Company's KMP and the appointment does not specify the way the proxy is to vote on this Resolution 3. However, this will not apply to a vote cast by the chair of the meeting acting as a proxy and the appointment expressly authorises the chair to exercise the proxy even though this resolution is connected with the remuneration of a member of the Company's KMP. If you appoint the chair of the meeting as your proxy (or the chair of the meeting becomes your proxy by default), you will be giving the chair of the meeting this authority unless you indicate otherwise on the proxy form.

The Company will, in accordance with Listing Rule 14.11, disregard any votes cast in favour of Resolution 3 by or on behalf of any Director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought and, if ASX has expressed an opinion under Listing Rule 10.14.3 that approval is required for participation in the employee incentive scheme by anyone else, that person, and their respective associates (including Mr. Jagger) and any other person who may obtain a benefit if this resolution is passed and their respective associates. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

5. Resolution 4 – Issue of Shares to Mr. Peter May

5.1 Reason for issue and Board recommendation

The Company is proposing to issue shares to Mr. May in accordance with its recently implemented remuneration strategy and structure and the Company's Loan Share Plan (LSP) previously approved by shareholders at the Company's 2017 AGM. Details of the remuneration strategy and structure are outlined in the Remuneration Report which forms part of the Directors' Report on pages 16 to 24 (inclusive) of the Annual Report for the year ended 30 June 2018 (which is available on the Company's website at <http://bio-gene.com.au/wp-content/uploads/2018/08/BGT-2018-Annual-Report-Final.pdf>),

Specifically, this resolution is seeking shareholder approval for the issue of shares to Mr. May under the Company's Short-Term Incentive (STI) and Long-Term Incentive (LTI) Schemes covering three financial years, being an immediate allocation in respect of the 2018 financial year and two future allocations upon completion of the 2019 and 2020 financial years respectively. The LTI and 2019 and 2020 STI Shares will vest upon and subject to satisfaction of performance, service and other conditions, as described in this section.

Mr May was appointed to the Board on 29 May 2015 as a Non-executive Director and became the Executive Director, Research and Development on 1 January 2018. Mr. May's remuneration package comprises 70% base remuneration being salary and entitlements, a 15% STI and a 15% LTI. Subject to shareholder approval, the STI is deliverable half in cash and half in shares under the LSP. The LTI is deliverable wholly in shares under the LSP.

The Board (other than Mr May who is personally interested in Resolution 4) believes it is in shareholders' interests to provide Mr. May with equity based incentives to preserve cash and ensure there is alignment between satisfactory returns for shareholders and his reward.

ASX Listing Rule 10.14 requires shareholder approval for the acquisition of securities by a Director under an employee incentive scheme. The Directors consider that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required as the proposed issue of the shares was reached as part of the remuneration package for Mr. May which is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

If shareholders do not approve the issue of shares at the AGM, it is intended that rewards under the STI and LTI Schemes will be provided to Mr. May in cash, subject in the case of the LTI and 2019 and 2020 STI components to the satisfaction of the performance, service and other vesting conditions applicable to those incentives.

5.2 Short-term incentive (STI)

The maximum STI value that Mr. May can be cumulatively awarded in respect of the 2018, 2019 and 2020 financial years deliverable in Shares is \$54,969 (based on the 2018 financial year actual and a 5 day week for the 2019 and 2020 financial years). Note Mr. May currently works a 4.5 day week which would reduce the amount of STI which may be awarded in shares to \$50,254.

The Company proposes to issue a number of shares based on the STI value awarded to Mr. May (to be delivered in shares) and the market price of a share as of the 30 June of the financial year (or the last business day of June) to which the STI relates. The market price will be the five day volume weighted average price (VWAP) at which shares are traded on the ASX up to and including the 30 June of the particular financial year. Based on the 5 day VWAP as of 30 June 2018 of \$0.167, the maximum number of shares to be issued to Mr May pursuant to the STI scheme is 329,153 over the three years assuming a total value of \$54,969.

In respect of the 2018 financial year, Mr May was awarded a STI of which \$7,826 is deliverable in shares, subject to shareholder approval of Resolution 4. The five day VWAP applicable to the shares to be issued is \$0.167 which results in the issue of 46,861 shares for the year.

As Mr. May will have foregone a cash bonus for shares, no amount will be payable by him for these shares and consequently, the Company will not provide any loan to fund their acquisition. The shares will not be subject to any vesting conditions. As the Shares will be issued under the LSP, the shares will be subject to the rules of the LSP.

5.3 Long-term incentive (LTI)

The maximum LTI value that Mr May can receive pursuant to his remuneration package in respect of the 2018, 2019 and 2020 financial years deliverable in Shares is \$113,143. This number is calculated by adding the actual LTI deliverable in shares for the 2018 financial year of \$18,857 and the maximum available for the 2019 and 2020 financial years of \$47,143 each (based on a 5 day week for the 2019 and 2020 financial years). Note Mr. May currently works a 4.5 day week which would reduce the amount of LTI which may be awarded in shares to \$103,714.

The Company proposes to issue two distinct tranches of shares within the LTI scheme as set out below.

Tranche 1 LTI Shares

One half of the LTI value will involve the issue of shares at the market price of a share as of the 30 June (or the last business day of June) of the financial year to which the LTI relates. The market price will be the five day VWAP at which shares are traded on the ASX up to and including the 30 June of the particular financial year. Mr. May will be provided an interest free loan by the Company to acquire the shares in accordance with the terms of the LSP.

The Tranche 1 Shares are subject to Mr May's efforts on behalf of the Company (which may include those of others) having substantially contributed to the entry into and continuance of one or more agreements with third parties for the commercialisation of its products as assessed by the Board as establishing the Company's business as having graduated from being primarily focussed on product development to a marketing and sales focus, the shares may vest. Unvested shares are subject to forfeiture with the extinguishment of the loan provided to fund their acquisition.

The number of Shares to be issued under this Tranche will be based on the value of shares issued on the above terms adopting a binomial calculation consistent with the relevant Accounting Standards for the purpose of their expensing. Based on the share price as of 30 June 2018 of \$0.165 (five day VWAP \$0.167), the Tranche 1 LTI Shares have a value of \$0.111 each. The maximum number of Tranche 1 shares to be issued to Mr. May on this basis is therefore 509,653 assuming a total value of \$56,571 (half of \$113,143).

In respect of the 2018 financial year, Mr May was awarded a Tranche 1 LTI of \$9,429 which is deliverable in shares. Based on a valuation of \$0.111 this will result in the issue of 84,942 shares.

Tranche 2 LTI Shares

The second half of the LTI value will involve the issue of shares with no amount payable by Mr. May. These Tranche 2 shares are subject to a performance condition requiring a 15% per annum compound share price growth based on the market price of a share as of the 30 June of the financial year to which the LTI relates with the exception of the first year's allocation which will have a deemed starting price of \$0.20.

Subject to meeting this performance condition, one-third of the shares issued may vest each year. Shares may be re-tested in subsequent years however any shares which fail to meet the performance condition after three attempts will lapse.

The number of Shares to be issued under this Tranche will be based on the market price of a share as of the 30 June (or the last business day of June) of the financial year to which the Tranche 2 LTI shares relate. The market price will be the five day VWAP at which shares are traded on the ASX up to and including the 30 June of the particular financial year. Based on the market value share price as of 30 June 2018 of \$0.165 (5 day VWAP \$0.167), the maximum number of Tranche 2 shares to be issued to Mr. May on this basis is therefore 338,751 assuming a total value of \$56,571 (half of \$113,143).

In respect of the 2018 financial year, Mr May was awarded a Tranche 2 LTI of \$9,429 which is deliverable in shares. Based on a valuation of \$0.167 this will result in the issue of 56,459 shares.

All LTI Shares

All shares to be issued pursuant to the LTI scheme will be issued under the LSP. Shares which have not vested are subject to forfeiture in circumstances provided for in the LSP including resignation, fraud or dishonesty. Unvested shares are subject to accelerated vesting (deemed vesting) in circumstances where a change in control of the Company is or in the opinion of the Board is likely to occur. Shares which vest are subject to a disposal restriction until first trading opportunity after vesting in accordance with the Company's share trading policies.

5.4 ASX Listing Rules

In order for a listed company to obtain the approval of ordinary members as required by ASX Listing Rule 10.14, ASX Listing Rule 10.15A requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information:

- The name of the person to whom the securities will be issued:

Mr. Peter May, the Executive Director, Research and Development of the Company.

- The number of securities to be issued to the person:

The maximum number of shares to be issued to Mr. May in respect of the three financial years, being 2018, 2019 and 2020, is 1,177,557 made up as follows:

<i>STI 2018 (actual):</i>	<i>46,861</i>
<i>STI 2019 & 2020 (estimated)</i>	<i>282,292</i>
<i>LTI 2018 Tranche 1 (actual)</i>	<i>84,942</i>
<i>LTI 2019 & 2020 Tranche 1 (estimated)</i>	<i>424,711</i>
<i>LTI 2018 Tranche 2 (actual)</i>	<i>56,459</i>
<i>LTI 2019 & 2020 Tranche 2 (estimated)</i>	<i>282,292</i>
Total	1,177,557

- The date by which the entity will issue the securities:

Subject to this resolution being passed by members, the shares for 2018 will be issued as soon as practicable after the date of this year's AGM. The shares in respect of 2019 & 2020 will be issued as soon as practicable after the end of the respective financial year to which they relate. No shares will be issued pursuant to this shareholder approval more than three years after the meeting.

- The issue price of the securities and a statement of the terms of the issue:

- (i) STI shares and LTI Tranche 2 shares will be issued for a nominal price. LTI Tranche 1 shares will be issued at a price based on the market price of a share as of the 30 June of the relevant financial year to which the LTI Tranche 1 Shares relate. The market price will be the five day VWAP at which shares traded on the ASX up to and including the 30 June of the particular financial year. For the 2018 financial year this was \$0.167.*
- (ii) All the shares to be issued under the STI and LTI will be issued upon the terms and conditions described in these Explanatory Notes and the offer made to the recipient under the LSP previously approved by shareholders at the 2017 AGM. A copy of the Loan Share Plan rules which apply to the shares to be issued is available on request from the Company Secretary.*
- (iii) An interest free limited recourse loan equal to the total issue price of the Tranche 1 LTI Shares will be provided by the Company to Mr. May to enable him to acquire the shares in accordance with the rules of the LSP.*
- (iv) The loan must be repaid in full within 7 years of the issue of the shares. The Company will accept in full satisfaction of repayment of the loan, the amount of the market value of the shares at the time the loan is due to be repaid (or at the time of repayment, if earlier) in the event that the market value of the shares is less than the amount of the loan outstanding.*
- (v) On the sale of shares the loan advanced to acquire those shares must be repaid.*
- (vi) The shares cannot be dealt with unless they are not subject to any conditions and there is no outstanding loan on the shares. Subject to the shares not being subject to any other conditions, Mr. May may request the Company to sell the shares on the basis that proceeds are first applied towards discharging the loan.*
- (vii) If Mr. May ceases to be an employee of the Company, all shares that have not vested will be forfeited in accordance with the LSP rules and Mr. May will have no right to the proceeds from the sale of these shares. In the case of shares that have vested Mr. May will have a six month period from the date of the termination of his employment to either repay any outstanding loan or request the Company to sell the shares as outlined in point (vi) above.*
- (viii) The shares rank equally in all respects with all other issued ordinary shares of the Company from the date of the issue of the shares.*

- (ix) *The STI shares will not be subject to any vesting conditions.*
- (x) *The LTI Tranche 1 Shares are subject to a three year performance period at the end of which subject to the achievement of the criteria described in section 5.3, the shares may vest. Unvested shares are subject to forfeiture with the extinguishment of the loan provided to fund their acquisition.*
- (xi) *These LTI Tranche 2 shares are subject to a performance condition requiring a 15% per annum compound share price growth based on the market price of a share as of the 30 June of the financial year to which the LTI relates with the exception of the first year's allocation which will have a deemed starting price of \$0.20. Subject to meeting this performance condition, one-third of the shares issued may vest each year. Shares may be re-tested in subsequent years however any shares which fail to meet the performance condition after three attempts and will lapse.*

➤ *Shares issued in accordance with Listing Rule 10.14:*

The LSP was approved by shareholders at the 2017 AGM. No shares have been issued under the plan which require approval in accordance with Listing Rule 10.14 to date.

In addition to the shares to be issued to Mr. May, subject to shareholder approval of this resolution, the Company is also seeking shareholder approval for a similar issue of shares to Mr. Jagger, refer resolution 3.

If shareholder approval under Listing Rule 10.14 is received by Resolution 4 being passed, approval is not required under Listing Rule 7.1 (which limits a company's ability to issue more than 15% of its shares in 12 months without shareholder approval).

➤ *Eligible participants of the LSP covered by Listing Rule 10.14:*

The following directors are eligible to participate in the plan subject to shareholder approval as required under Listing Rule 10.14:

- *Mr. Donald Brumley – Non-executive Chairman*
- *Mr. Richard Jagger – Managing Director and Chief Executive Officer*
- *Mr. Robert Klupacs – Non-executive Director*
- *Mr. Peter May – Executive Director, Research & Development*
- *Mr. Kevin Rumble – Non-executive Director*

Mr. Jagger and Mr. May are the only Directors (or proposed Directors) who are currently eligible to participate in the STI and LTI Scheme under the LSP and to date no director has participated in the STI and LTI Scheme under the LSP.

No shares will be issued to any other participants covered by Listing Rule 10.14 who become eligible to participate in the LSP but are not covered in this notice of meeting until approval has been received under Listing Rule 10.14.

➤ *The intended use of the funds raised:*

No funds will be raised from the issue of the shares as the shares will not be issued for cash or alternatively, the Company will provide a loan to Mr. May for their acquisition.

- Reporting of shares issued under this resolution:
If Shareholder approval is obtained, details of the shares issued to Mr. May under the STI and LTI will be provided in the Remuneration Report for the relevant financial years.

5.5 Recommendation for Resolution 4

As the Directors of Bio-Gene are excluded from voting, they make no recommendation to the shareholders in respect of Resolution 4.

5.6 Voting Prohibition under the Corporations Act and Voting Exclusion Statement under the ASX Listing Rules

In accordance with the Corporations Act, a person appointed as a proxy must not vote on this Resolution 4 if the proxy is either a member of the Company's KMP or a closely related party of that member of the Company's KMP and the appointment does not specify the way the proxy is to vote on this Resolution 4. However, this will not apply to a vote cast by the chair of the meeting acting as a proxy and the appointment expressly authorises the chair to exercise the proxy even though this resolution is connected with the remuneration of a member of the Company's KMP. If you appoint the chair of the meeting as your proxy (or the chair of the meeting becomes your proxy by default), you will be giving the chair of the meeting this authority unless you indicate otherwise on the proxy form.

The Company will, in accordance with Listing Rule 14.11, disregard any votes cast in favour of Resolution 4 by or on behalf of any Director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought and, if ASX has expressed an opinion under Listing Rule 10.14.3 that approval is required for participation in the employee incentive scheme by anyone else, that person, and their respective associates (including Mr. May) and any other person who may obtain a benefit if this resolution is passed and their respective associates. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

6. Resolution 5 – Listing Rule 7.1A (Placement of Additional Securities)

6.1 Background

By Resolution 5 the Company is seeking member approval, by special resolution, for the purposes of ASX Listing Rule 7.1A. Presently, the Company can issue up to 15% of its issued capital in any 12 month period without needing to seek member approval. Under ASX Listing Rule 7.1A, the Company can issue up to an additional 10% of its issued capital over a 12 month period if it obtains the prior approval of members. Upon receiving member approval, the equity securities issued pursuant to ASX Listing Rule 7.1A will not be included in the calculation of the Company's 15% entitlement under ASX Listing Rule 7.1.

6.2 Eligibility

In order to seek member approval under ASX Listing Rule 7.1A, the Company must have a market capitalisation of \$300 million or less, and not be included in the S&P/ASX 300 Index as at the date that the AGM is held.

If the Company does not meet the eligibility criteria on the date of the AGM, the special resolution will be withdrawn and members will not be required to vote on the resolution.

6.3 Information required under ASX Listing Rule 7.3A

ASX Listing Rule 7.3A requires that the following information be provided to members:

- the minimum price at which equity securities issued under ASX Listing Rule 7.1A may be issued:

no less than 75% of the volume weighted average price for the equity securities calculated over the 15 trading days on which trades in those equity securities were recorded immediately before:

- (i) *the date on which the price at which the equity securities are to be issued is agreed; or*
- (ii) *if the equity securities are not issued within 5 trading days of the date in paragraph (i), the date on which the equity securities are issued.*

- members should be aware that if approval is given to the Company to issue the equity securities, existing ordinary security holders risk economic and voting dilution, including the risk that:

- (i) *the market price for the equity securities may be significantly lower on the actual issue date of the equity securities than on the date that members give approval under ASX Listing Rule 7.1A; and*
- (ii) *the equity securities may be issued at a price that is a discount to the market price for those equity securities on the issue date.*

- the final date by which the equity securities will be issued under ASX Listing Rule 7.1A:

20 November 2019, the date being 12 months after the date of shareholder approval of Resolution 5 at the 2018 AGM. However, if members approve a transaction under ASX Listing Rule 11.1.2 (change of activities) or 11.2 (disposal of main undertaking), the shareholder approval given pursuant to Resolution 5 under ASX Listing Rule 7.1A will cease to be valid.

- the purposes for which the equity securities may be issued under ASX Listing Rule 7.1A:

At the date of this Notice of Meeting the Company has not identified any persons to whom it intends to offer securities under Listing Rule 7.1A. In the event that the Company issues any shares under Listing Rule 7.1A, the funds raised from such an issue would be used by the Company to advance its lead products, support potential partnering arrangements and provide working capital. In addition while no transactions are currently approved it is possible that securities issued under Listing Rule 7.1A may be issued for non-cash consideration.

- the Company's allocation policy for issues under ASX Listing Rule 7.1A:

At the date of this Notice of Meeting the Company has not identified any persons to whom it intends to offer securities under Listing Rule 7.1A. In the event that the Company issues any securities under Listing Rule 7.1A, those securities could be offered to existing or new security holders or both.

- the table below shows the dilution of existing members on the basis of the current market price of the shares and the current number of ordinary securities.

The table also shows:

- (i) *two examples where the number of securities on issue has increased by 50% and 100% from the number currently on issue. The number of securities on issue may increase as a result of issue of ordinary securities that do not require member approval (for example, a pro rata entitlement issue) or future specific placements under Listing Rule 7.1 that are approved at a future meeting of members; and*
- (ii) *two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.*

Number of Shares on Issue		Dilution		
		\$0.068 50% decrease in Issue Price	\$0.135 Issue Price	\$0.203 50% increase in Issue Price
127,724,471 (Current)	10% Voting Dilution	12,772,447	12,772,447	12,772,447
	Funds Raised	\$862,140	\$1,724,280	\$2,586,421
191,586,707 (50% increase)	10% Voting Dilution	19,158,671	19,158,671	19,158,671
	Funds Raised	\$1,293,210	\$2,586,421	\$3,879,631
255,448,942 (100% increase)	10% Voting Dilution	25,544,894	25,544,894	25,544,894
	Funds Raised	\$1,724,280	\$3,448,561	\$5,172,841

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of equity securities available under the 10% Listing Rule 7.1A placement approval.
- (ii) No options to acquire shares on issue in the Company are exercised into shares before the date of the issue of equity securities under ASX Listing Rule 7.1A.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of the dilution that may be caused to a particular shareholder by reasons on placements under the 10% Listing Rule 7.1A placement approval, based on that shareholder's holding at the date of the meeting.
- (v) The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of equity securities under the 10% Listing Rule 7.1A placement approval consists only of shares. If the issue of equity securities includes options, it is assumed that those options are exercised into shares for the purpose of calculating the voting dilution effect on existing shareholders.
- (vii) The issue price of \$0.135 is the closing price of the Shares on the ASX on 25 September 2018.

- The Company has not previously obtained shareholder approval under ASX Listing Rule 7.1A. As at the date of this notice of meeting equity securities issued within the 12 month period preceding 20 November 2018:

On the 24 November 2017 the Company issued 35,500,000 ordinary shares pursuant to its Initial Public Offering at an issue price of 20 cents per share. On 4 December 2017 the Company issued 1,000,000 ordinary shares to consultants under the Loan Share Plan. The shares were issued to consultant at a price of 20 cents per share. At the date of this notice, no other equity securities have been issued within the 12 month period preceding 20 November 2018.

6.4 Voting majority

This Resolution 5 is a special resolution and, as a result, must be passed by at least 75% of all the votes cast by members entitled to vote (whether in person or by proxy, attorney or, in the case of a corporate member, by corporate representative).

6.5 Recommendation for Resolution 5

The Company's Directors unanimously recommend that members approve Resolution 5.

6.6 Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 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, and any associate(s) of those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides

The Company has, as at the date of this notice of meeting, not identified any proposed allottees of the equity securities, or any person who may obtain a benefit (except a benefit solely in the capacity of a holder of ordinary shares) if Resolution 5 is passed. Therefore no persons will be excluded from voting and no votes will be disregarded unless the Company identifies such persons to whom the voting exclusion applies between the date of this notice of meeting and the AGM.

Further information

The Directors recommend members read these Explanatory Notes in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Vote by Proxy: BGT

Your proxy voting instruction must be received by **11.00am (Melbourne time) on Sunday, 18 November 2018**, being not later than **48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are 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 marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

- Individual:** Where the holding is in one name, the Shareholder must sign.
 - Joint holding:** Where the holding is in more than one name, all of the Shareholders 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 Proxy Voting Form when you return it.
 - Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
 - Email Address:** Please provide your email address in the space provided.
- By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

