



## Company Announcement

Monday 13th October, 2008

### Notice of Meeting and Proxy form

Melbourne, Australia

Notice is given that the Annual General Meeting (AGM) of Clinuvel Pharmaceuticals Limited will be held on Thursday, 13th November, 2008, at Karstens at CQ, Level 9, 123 Queen Street, Melbourne, Victoria, Australia, at 10.00am AEST.

Please go to the following link to access the Notice of Meeting and Proxy form:

<http://corporate.clinuvel.com>

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### About Clinuvel Pharmaceuticals Limited

Clinuvel Pharmaceuticals Limited (ASX: CUV, XETRA: UR9, ADR: CLVLY) is an Australian biopharmaceutical company developing its photoprotective drug afamelanotide as a preventative treatment for a range of UV-related skin disorders as well as cancer related treatments.

The five indications are:

Indication	Description	Clinical Trial Status
Erythropoietic Protoporphyrin (EPP)	Absolute sun intolerance	Phase III trials started April 2007
Polymorphic Light Eruption (PLE / PMLE)	Severe sun poisoning	Phase III trials started May 2007
Actinic Keratosis (AK) and Squamous Cell Carcinoma (SCC) in Organ Transplant Patients (OTP)	Precursor to skin cancer / non-melanoma skin cancer	Phase II trials started October 2007
Solar Urticaria (SU)	Acute anaphylactic reaction to sun	Phase II trials approved June 2008
Phototoxicity associated with Photodynamic Therapy (PDT)	Photosensitivity associated with cancer treatment	Phase II trial started September 2008

Our Phase I and II human clinical trials using afamelanotide have demonstrated that the drug is well tolerated and no significant safety concerns have been identified to date.

During its development program, Clinuvel will work closely with global regulators to facilitate approval of afamelanotide to obtain marketing authorization.

#### For more information contact:

Colin Mackie  
Head of Corporate Development  
Clinuvel Pharmaceuticals Limited  
Tel: +61 3 9660 4900  
[investorrelations@clinuvel.com](mailto:investorrelations@clinuvel.com)

Level 11 / 330 Collins Street  
Melbourne, Victoria 3000  
Australia

T +61 3 9660 4900  
F +61 3 9660 4999

[www.clinuvel.com](http://www.clinuvel.com)

#### Safe harbour statement

Clinuvel is an Australian biopharmaceutical company focussed on developing its photoprotective drug, afamelanotide, for a range of UV-related skin disorders resulting from exposure of the skin to harmful UV radiation. Pharmaceutical research and development involves long lead times and significant risks. Therefore, while all reasonable efforts have been made by Clinuvel to ensure that there is a reasonable basis for all statements made in this document that relate to prospective events or developments (forward-looking statements), investors should note the following:

- actual results may and often will differ materially from these forward-looking statements;
- no assurances can be given by Clinuvel that any stated objectives, outcomes or timeframes in respect of its development programme for afamelanotide can or will be achieved;
- no assurances can be given by Clinuvel that, even if its development programme for afamelanotide is successful, it will obtain regulatory approval for its pharmaceutical products or that such products, if approved for use, will be successful in the market place

**THIS IS AN IMPORTANT DOCUMENT  
AND REQUIRES YOUR ATTENTION**

**If you are in doubt as to how to deal with it,  
please consult your financial or other professional adviser.**

**CLINUVEL PHARMACEUTICALS LIMITED  
ACN 089 644 119**

**NOTICE OF ANNUAL GENERAL MEETING 2008**

**AND**

**EXPLANATORY MEMORANDUM**

**DATE: THURSDAY, 13 NOVEMBER 2008**

**TIME: 10.00am**

**PLACE: Karstens at CQ  
Level 9  
123 Queen Street  
MELBOURNE, VICTORIA**

**CLINUVEL PHARMACEUTICALS LIMITED**  
**ACN 089 644 119**

**ANNUAL GENERAL MEETING 2008**  
**13 November 2008**

**NOTICE OF MEETING**

Notice is given that the 2008 Annual General Meeting of the members of Clinuvel Pharmaceuticals Limited ACN 089 644 119 (**Company**) will be held:

AT: Karstens at CQ, Level 9, 123 Queen Street, Melbourne, Victoria

ON: Thursday, 13 November 2008 at 10.00am.

**A. ORDINARY BUSINESS**

**Reports**

To table the financial statements of the Company together with the Directors' report and auditor's report for the year ended 30 June 2008 and to provide Shareholders with the opportunity to raise any issues or ask questions generally of the Directors and the Company's auditor concerning the financial statements or the business and operations of the Company.

**Ordinary Resolutions**

To consider and, if thought fit, to pass each of the following resolutions as ordinary resolutions:

**1. Resolution 1 - Adoption of Remuneration Report**

That the remuneration report as set out in the Directors' report for the year ended 30 June 2008 be adopted.

**Note: The vote on this resolution is advisory only and does not bind the Company or its Directors.**

**2. Resolution 2 - Re-election of Dr Roger Aston**

That Dr Roger Aston, a Director retiring by rotation in accordance with clause 57 of the Constitution of the Company, being eligible and having offered himself for re-election, be re-elected as a Director.

**3. Resolution 3 – Re-election of Mr L Jack Wood**

That Mr Jack Wood, a Director appointed by the Board to fill a casual vacancy and retiring in accordance with clause 55 of the Constitution of the Company, being eligible and having offered himself for re-election, be re-elected as a Director.

## **B. SPECIAL BUSINESS**

### **Ordinary Resolution**

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

#### **4. Resolution 4 – Approval of Issue of Options to Mr L Jack Wood**

That, subject to resolution 3 being passed by Shareholders and in accordance with the requirements of ASX Listing Rule 10.14, the issue of up to 350,000 Options to Non-Executive Director L Jack Wood, to subscribe for the same number of Shares in the capital of the Company on the terms set out in the Explanatory Memorandum, attached to and forming part of this Notice of General Meeting, be approved..

### **BY ORDER OF THE BOARD**

**Brenda Shanahan**  
**Chair**

**10 October 2008**

### **VOTING EXCLUSION STATEMENT**

#### **1. Resolutions 1 - 3**

No voting restrictions are applicable.

#### **2. Resolution 4**

Pursuant to ASX Listing Rule 14.11, the Company will disregard any votes cast on the Resolution by Mr L Jack Wood and any of his associates and any other Director who is eligible to participate in any employee incentive scheme of the Company and their respective associates except as set out below.

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

### **TERMS:**

Capitalised terms used in the Notice of Meeting (including the Resolutions) have, unless otherwise defined, the same meanings set out in the Explanatory Memorandum (which is included in and forms part of the Notice of Meeting).

**NOTES:**

1. The details of the Resolutions contained in the Explanatory Memorandum accompanying this Notice of Meeting should be read together with and form part of this Notice of Meeting.
2. In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), all securities of the Company that are quoted securities at 7.00pm Melbourne time on 11 November 2008 are taken, for the purposes of the above meeting, to be held by the persons who held them at that time. Only those persons will be entitled to vote at the Annual General Meeting on 13 November 2008.

**PROXIES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. Neither proxy may vote on a show of hands.
3. A proxy need not be a member of the Company.
4. The form of proxy must be signed by the member or his attorney. Proxies given by corporations must be signed either under seal or under the hand of a duly authorised officer or attorney.
5. If any Shareholders are unable to attend the Annual General Meeting, they are strongly urged to complete the attached proxy form and return it by hand, facsimile or mail (to be received no later than 10.00am (Melbourne time) on Tuesday, 11 November 2008) to either of the following offices:

**Computershare Investor Services Pty Limited**  
GPO Box 242  
Melbourne Victoria 3001  
Facsimile number: 1800 783 447

**OR**

**Clinuvel Pharmaceuticals Limited**  
Level 11, 330 Collins Street  
Melbourne Victoria 3000  
Facsimile number: (03) 9660 4999

6. A form of proxy accompanies this Notice of Meeting.

**CLINUVEL PHARMACEUTICALS LIMITED**

**ACN 089 644 119**

**ANNUAL GENERAL MEETING 2008**

**13 November 2008**

**EXPLANATORY MEMORANDUM**

**PURPOSE OF INFORMATION**

The purpose of this Explanatory Memorandum (which is included in and forms part of the Notice of Meeting dated 10 October 2008) is to provide Shareholders with an explanation of the Resolutions to be proposed and considered at the Annual General Meeting on Thursday 13 November 2008 and to allow Shareholders to determine how they wish to vote on those Resolutions.

**REPORTS**

The Annual General Meeting will receive and consider:

- a) the annual financial report of the Company for the year ended 30 June 2008;
- b) the Directors' report; and
- c) the Auditor's report.

**THE RESOLUTIONS**

The Resolutions before the Annual General Meeting relate to the following matters:

- (a) the adoption of the Remuneration Report (as set out in the Directors' Report for the year ended 30 June 2008);
- (b) the re-election of certain Directors; and
- (c) the issue of Options to a Non-Executive Director, Mr L Jack Wood

**WHY THE MEETING NEEDS TO BE HELD AND EXPLANATION OF THE PROPOSALS**

**REPORTS**

Pursuant to the Corporations Act, a public company must hold an annual general meeting of its members once in each calendar year and within five months after the end of its financial year. At that meeting it must receive its annual reports and elect or re-elect (as the case may be) certain directors in accordance with its constitution.

Shareholders have been provided with relevant information concerning the Company's financial statements for the year ended 30 June 2008 in the Annual Report which has been forwarded to all Shareholders. A copy of the financial report and associated reports will also be tabled at the Annual General Meeting.

Shareholders should note that the financial and associated reports of the Company will be received in the form presented to the Shareholders and that Shareholders will be able to ask questions or discuss matters arising from such reports at the Annual General Meeting. It is not the purpose of the Annual General Meeting that these reports be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements will be put to the Shareholders at the Annual General Meeting.

## **RESOLUTION 1 - ADOPTION OF THE REMUNERATION REPORT**

The Directors' Report for the year ended 30 June 2008 contains a Remuneration Report which sets out the policy for the remuneration of the Directors and the Company Secretary.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or the Company.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

## **RESOLUTION 2 - RE-ELECTION OF MR ROGER ASTON**

Under clause 57 of the Constitution, at each Annual General Meeting, one third of the Directors (or, if their number is not a multiple of three, then the number nearest to but not exceeding one third) must retire from office.

The Directors retire by rotation, with the Directors who have been the longest in office since being elected or re-elected being the Directors who must resign in any year. The Constitution ensures that no Director is able to remain in office for longer than three years without facing re-election.

Under the Constitution and the Listing Rules, the Managing Director is exempt from the requirement to retire by rotation (ie, Dr Philippe Wolgen). Further, under the Constitution, any Director who is required to retire under clause 55.2 of the Constitution is not to be taken into account when determining the Directors who must retire by rotation.

To comply with the requirements of clause 57 of the Constitution, Dr Roger Aston must retire at the Annual General Meeting. Mr Aston wishes to continue as a Director, and as he is entitled under the Constitution to seek re-election as a Director at the Annual General Meeting which coincides with his retirement, offers himself for re-election as a Director.

### **Biographical Details**

Mr Roger Aston - Non-Executive Director

A non-executive director since December 2007, Dr Roger Aston was formerly Executive Chair of Clinuvel. He has more than 20 years experience in pharmaceutical and biotechnology industries. His previous positions include director of Cambridge Antibody Technology Limited (UK), Chairman of Cambridge Drug Discovery Limited (UK) (now BioFocus plc), founder and CEO of Biokine Technology Ltd (UK) prior to its acquisition by the Peptech Group, and CEO of Peptech Limited. Dr Aston is also a founder and CEO of UK-based pSiMedica Limited, and CEO of pSiOncology, the group's joint venture in Singapore.

## **RESOLUTION 3 - RE-ELECTION OF MR L JACK WOOD**

Under clause 55 of the Constitution, a Director appointed to fill casual vacancy holds office until the end of the next annual general meeting of the Company, at which the Director may be re-elected.

Mr Wood was appointed to fill a casual position earlier this year and therefore must retire at the Annual General Meeting. Mr Wood wishes to continue as a Director, and as he is entitled under the Constitution to seek re-election as a Director at the Annual General Meeting which coincides with his retirement, offers himself for re-election as a Director.

## **Biographical Details**

Mr L Jack Wood  
Non-Executive Director

Mr Wood has an extensive background in international marketing and manufacture of pharmaceutical products. He has lived in Germany, England, Australia, USA and Canada and overseen pharmaceutical operations throughout Europe, Asia and North America. He currently is Chairman of EnGene Corporation and a Director of QLT; both are companies engaged in biotechnology and headquartered in Vancouver Canada. He is an active member of several civic boards and organizations in Vancouver Canada where he now resides.

Positions held by Mr Wood during his career include Executive Vice President CSL Limited Australia, where he coordinated the company's world wide expansion in the plasma products industry. President and CEO Exogene Corporation, Senior Vice President BioResponse Corporation both biotechnology companies sold to Baxter Healthcare Corporation. Vice President Bayer Corporation Pharmaceutical division responsible for operations in Europe and Japan, Mr Wood spent over seventeen years with Baxter Healthcare Corporation holding a series of operating and general management positions in North America, Europe, Asia and Australia.

Prior to joining the Pharmaceutical Industry, Mr Wood served in the Canadian Armed Forces retiring with the rank of Lt. Col.

### **RESOLUTION 4 : ISSUES OF OPTIONS TO MR L JACK WOOD**

The Company proposes to issue Options to Mr L Jack Wood.

#### **Listing Rule 10.14 and required disclosure**

Under ASX Listing Rule 10.14, a listed company must not, without the approval of its ordinary shareholders, permit a director of a company to acquire securities under an employee incentive plan. The proposed issue of Options to Mr Wood therefore requires Shareholder approval under Listing Rule 10.14.

#### **Background for the proposal**

In line with remuneration arrangements for other Non-Executive Directors of the Company, the Board agreed, subject to Shareholder approval, to offer Mr Wood up to 350,000 Options as a component of his remuneration package. The proposed issue of Options to Mr Wood is in accordance to the Company Employee Option Plan, previously approved by Shareholders at the extraordinary general meeting held on 25 January 2007. The terms and conditions disclosed in the notice of extraordinary general meeting, explanatory statement and annexures to that meeting, announced to the ASX on 21 December 2006, apply to proposed new issue of Options to Mr Wood. Conditional upon continuing service by Mr Wood, the options is to vest in 3 equal instalments every 12 months until fully vested, with the first tranche vesting on date of grant of options.

The proposed issue of Options to Mr Wood is to align his interests with that of Shareholders and to reflect the significantly greater role that he, along with all other Non-Executive Directors, play in the management and business of the Company, comparative to peer companies (and reflected in a smaller management team). The Options will allow the Company to provide an appropriate long term incentive to Mr Wood.

## **Listing Rule 10.15**

Listing Rule 10.15 requires the following information about this Resolution to be given to Shareholders.

### **Issue/ statement of relationship between issue and Company**

The Options will be issued to Mr L Jack Wood (or his permitted associates under the terms of the Employee Option Plan), a Director appointed since the last annual general meeting and who is seeking election at this Annual General Meeting.

### **Number of securities to be issued**

The maximum number of Options for which approval is sought under this Resolution is up to 350,000 Options. Mr Wood may receive up to 350,000 Shares upon the valid exercise of the Options.

### **Issue price and exercise price**

No consideration is payable on the issue of the Options. The Exercise Price of each Option will be the volume weighted average sale price of Shares traded on ASX in the 20 trading days preceding, but not including, the date of grant of the Options, plus 10%.

### **Name of Directors**

Since the last Shareholder approval to the issue of Options, Dr Philippe Wolgen, Dr Helmer Agersborg, Mrs Brenda Shanahan, Dr Roger Aston, Mr Stanley McLiesh and Mr L Jack Wood, being current Directors of the Company, are entitled to receive Options under the Employee Option Plan.

### **Directors receiving Options since last approval**

The names of all Directors and associates of Directors who received Options for no consideration under the Employee Option Plan since the date of last approval by Shareholders (being 25 January 2007) are:

Dr Philippe Wolgen	9,000,000 options
Dr Helmer Agersborg	2,500,000 options
Dr Roger Aston	2,000,000 options
Dr Terrence Winters <sup>1</sup>	2,000,000 options
Mr Stanley McLiesh	850,000 options
Mrs Brenda Shanahan	850,000 options

<sup>1</sup> Subsequent to his resignation as Director on June 1 2007, Dr Winters agreed to cancel 800,000 options of the 2,000,000 for nil consideration

### **Voting Exclusion Statement**

A Voting Exclusion Statement relating to Resolution 4 is included in the Notice of Meeting.

### **Terms of Loan**

There is no loan attaching to the offer under the Employee Option Plan.

### **Date of issue**

The Options will be granted no later than one (1) month after the date of the Annual General Meeting.

## DOCUMENTATION

A copy of the Constitution and the Notice of Meeting are available for inspection at the Company's offices or on request to the Company Secretary.

## HOW TO VOTE

To vote on the Resolutions to be put to the Annual General Meeting follow these steps:

**EITHER**     **1.**       Complete the proxy form and return it by facsimile or mail (to be received no later than 10.00am on Tuesday, 11 November 2008) to either of the following offices:

**Computershare Investor Services Pty Limited**  
GPO Box 242  
MELBOURNE VIC 3001  
Facsimile number: 1800 783 447

**OR**

**Clinuvel Pharmaceuticals Limited**  
Level 11, 330 Collins Street  
MELBOURNE VIC 3000  
Facsimile number: (03) 9660 4999

**OR**           **2.**       Attend the meeting.

The sending of a proxy form will **not** prevent you from attending and voting at the Annual General Meeting.

## RECOMMENDATION

Your Directors recommend that you vote in favour of each of the Resolutions being put to you at the Annual General Meeting for the reasons outlined above. Each Director who has an interest in the outcome of a particular Resolution has abstained from making a recommendation on that Resolution.

The Directors believe that all Shareholders should carefully consider all the information set out in this Explanatory Memorandum before deciding how to vote on the Resolutions.

If you have any queries about the Annual General Meeting, the financial statements to be put to the meeting or the Resolutions being considered, please contact the Company Secretary, Mr Darren Keamy at the Company on (03) 9660 4900.

## GLOSSARY

**Annual General Meeting** means the annual general meeting of the Company to be held at 10:00am on 13 November 2008 at Karstens at CQ, Level 9, 123 Queens Street, Melbourne, Victoria to address the items detailed in the Notice of Meeting.

**Annual Report** means the annual report of the Company for the year ended 30 June 2008.

**ASX** means ASX Limited.

**Board** means the Board of Directors, or where the relevant powers or authorities are delegated by the Board to a sub-committee of the Board, that sub-committee.

**Chair** means the chair of the Board.

**Company** means Clinuvel Pharmaceuticals Limited ACN 089 644 119.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company as at the date of this Explanatory Memorandum.

**Employee Option Plan** means the employee incentive scheme approved by Shareholders in the extraordinary general meeting held 25 January 2007

**Listing Rules** means the official listing rules of ASX from time to time.

**Notice of Meeting** means the notice of Annual General Meeting dated 10 October 2008 attached to and of which this Explanatory Memorandum forms part.

**Option** means an option to acquire a Share in the Company

**Resolution** means a resolution to be proposed to Shareholders at the Annual General Meeting.

**Share** means a fully paid ordinary share of the Company.

**Shareholder** means a holder of ordinary shares.

**Voting Exclusion Statement** means the statement required under Listing Rule 14.11 which notifies that certain persons are prevented from voting on certain Resolutions contained in the Notice of Meeting.

This Explanatory Memorandum is dated 10 October 2008.

**Brenda Shanahan**  
**Chair**  
**Clinuvel Pharmaceuticals Limited**



Clinuvel Pharmaceuticals Limited  
ABN 88 089 644 119

000001 000 CUV  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



### By Mail:

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

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

### For all enquiries call:

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

## Proxy Form

For your vote to be effective it must be received by 10.00am Tuesday 11 November 2008

### 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 as they choose. 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

**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.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.computershare.com](http://www.computershare.com).

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** →



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

#### Your secure access information is:

SRN/HIN: I9999999999



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

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

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Clinuvel Pharmaceuticals Limited 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, as the proxy sees fit) at the Annual General Meeting of Clinuvel Pharmaceuticals Limited to be held at Karstens at CQ, Level 9, 123 Queen Street, Melbourne on Thursday 13 November 2008 at 10.00am and at any adjournment of that meeting.

### 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.

#### ORDINARY RESOLUTIONS

For Against Abstain

Item 1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2. Re-election of Dr Roger Aston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3. Re-election of Mr L Jack Wood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### SPECIAL BUSINESS

Item 4. Approval of Issue of Options to Mr L Jack Wood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

### SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / /

CUV

0 3 9 8 5 2 A

Computershare +



Clinuvel Pharmaceuticals Limited  
ABN 88 089 644 119

000001 000 CUV  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with matters arising from your securityholding in Clinuvel Pharmaceuticals Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings other than notices of meetings.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- >Securityholder Reference Number (SRN) or Holder Identification Number (HIN);
- >ASX trading code;
- >Name of company in which security is held;
- >Old address; and
- >New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

In addition, if your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Clinuvel Pharmaceuticals Limited**