

CLINUVEL PHARMACEUTICALS LTD

2022 Annual General Meeting

23 September 2022

Dear Shareholder,

I am pleased to invite you to CLINUVEL PHARMACEUTICALS LTD's 2022 Annual General Meeting (AGM), to be held on **Wednesday 26 October 2022** at 10.00am (Melbourne time). The meeting will be held in-person at The Events Centre at Collins Square, Tower 2, Level 5, 727 Collins Street, Melbourne, VIC 3008, Australia.

Business of the AGM

The business of the meeting set out in the Notice of 2022 AGM and accompanying Explanatory Memorandum is to consider the statutory reports for the financial year ended 30 June 2022 and:

Resolution 1: adopt the 2022 Remuneration Report;

Resolution 2: re-elect Prof. Sir Andrew Likierman as non-executive director; and

Resolution 3: re-elect Mrs. Brenda Shanahan as non-executive director.

The year in review saw the Company achieve its sixth consecutive year of profitability, ongoing growth in revenues and moderated growth in expenses supporting its current expansionary phase. The Company is in a strong financial position to continue its expanded clinical program and launch non-pharmaceutical products. Despite these achievements, the Company along with the overall market saw a correction in shareholder returns over the year to 30 June 2022. Over a 5-year time horizon, the Company's appreciation in share price has exceeded key US life-science indices and the S&P / ASX 200 Healthcare Index.

After receiving more than 75% of votes cast at the 2021 AGM in favour of adopting the Remuneration Report, the Company continued to assess its remuneration framework. During the year the Company simplified certain executive employment agreements by removing most of the long-term cash incentives to its executive KMPs. It also moved to issue a total of 765,674 performance rights to staff. As a key part of its remuneration framework, this form of equity-based remuneration is considered integral by the Board to retain and motivate talented professionals who have contributed to the recent success of the Company. We continue to encourage an entrepreneurial mindset and culture within the firm, in which all staff are encouraged to think and act as business owners striving for successful outcomes intended to generate shareholder wealth.

We also ask for your support to the evolution of the Board's composition by electing Prof Likierman to the Board and to re-elect Mrs Shanahan for a further three years.

Each Director -who is permitted to do so -recommends that shareholders vote in "FAVOUR" of Resolutions 1, 2, and 3.

This year, for the first time – in addition to the traditional physical meeting in Melbourne – we have progressed to broadcast the AGM live online for our shareholders to listen and observe the meeting (but not vote online). Shareholders who wish to attend the AGM via the live webinar can do so by accessing <https://meetnow.global/MPLNJVX> and following the registration instructions to activate the webcast. The AGM online can be accessed from any location with access to the internet via smart phone, tablet device or computer.

Shareholders can submit questions prior to the meeting by logging into www.investorvote.com.au by 10am Monday 24 October 2022, as shareholders attending via online broadcast may listen and observe but will be unable to vote online or ask questions during the meeting.

In accordance with section 110D of the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has elected to receive notices of meeting in hard copy pursuant to section 110E, or who otherwise requests a hard copy. The Notice can be viewed online and downloaded from the Company's website at www.clinuvel.com/investors, or ASX at www2.asx.com.au.

The Company will continue to closely monitor guidance from the Federal and State Government for any impact on the proposed arrangements for the AGM. If any changes are required, The Company will advise shareholders by way of announcement on ASX, and the details will also be made available on our website at www.clinuvel.com. The Company encourages all shareholders to submit their directed proxy votes in advance of the AGM.

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We hope you will join us on **26 October**.

Yours faithfully

Willem Blijdorp

Chairman

CLINUVEL PHARMACEUTICALS LTD

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 AND EXPLANATORY MEMORANDUM 2022

DATE: WEDNESDAY, 26 OCTOBER 2022

TIME: 10.00am (Melbourne time)

PLACE: The Events Centre at Collins Square, Tower 2, Level 5, 727 Collins Street,
Melbourne, VIC 3008, Australia

Notice of Annual General Meeting

CLINUVEL PHARMACEUTICALS LIMITED ACN 089 644 119

Notice is given that the Annual General Meeting of CLINUVEL PHARMACEUTICALS LIMITED ACN 089 644 119 (Company) will be held at:

Location	The Events Centre at Collins Square, Tower 2, Level 5, 727 Collins Street, Melbourne, VIC 3008, Australia
Date	Wednesday 26 October 2022
Time	10.00am (Melbourne, AEDT)

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form are part of this Notice.

Terms used in this Notice will, unless the context requires otherwise, have the same meaning given to them in the glossary contained in the Explanatory Memorandum.

ORDINARY BUSINESS

Receipt of the Financial Statements and Reports

To receive and consider the Financial Statements of the Company for the year ended 30 June 2022, together with the Directors' Report and the Independent Auditor's Report as set out in the Annual Report.

Resolution 1 – Adoption of Remuneration Report

To consider, and if in "FAVOUR", to pass the following resolution as an ordinary resolution:
'That, in accordance with Section 250R of the Corporations Act, the Remuneration Report as set out in the Directors' Report for the year ended 30 June 2022 be adopted.'

Resolution 2 – Re-election of Prof Sir Andrew Likierman

To consider, and if in "FAVOUR", to pass the following resolution as an ordinary resolution:
'That Prof. Sir Andrew Likierman, a Director retiring by rotation in accordance with clause 55 of the Constitution of the Company and the ASX Listing Rules, being eligible and having offered himself for re-election, be re-elected as a Director.'

Resolution 3 – Re-election of Mrs Brenda Shanahan

To consider, and if in "FAVOUR", to pass the following resolution as an ordinary resolution:
'That Mrs. Brenda Shanahan, a Director retiring by rotation in accordance with clause 57 of the Constitution of the Company and the ASX Listing Rules, being eligible and having offered herself for re-election, be re-elected as a Director.'

The proposed items of business should be read in conjunction with the Explanatory Notes and Explanatory Memorandum which form part of this Notice of Meeting of AGM 2022.

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on the respective resolutions by the following persons:

Resolution	Exclusion
1) Adoption of Remuneration Report	<p>The Company will disregard any votes cast on Resolution 1 by or on behalf of any member of the Key Management Personnel whose remuneration is included in the Remuneration Report or any Closely Related Party of such person.</p> <p>In accordance with section 250BD of the Corporations Act, a vote on Resolution 1 must not be cast by or on behalf of a person appointed (including as a proxy), where that person is either a member of the Key Management Personnel or a Closely Related Party of such person whose remuneration is included in the Remuneration Report.</p> <p>A vote may be cast by such person if:</p> <ul style="list-style-type: none">a) the vote is not cast on behalf of a person who is otherwise excluded from voting and the appointment specifies how the proxy is to vote; orb) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.
2) Re-election of Prof Sir Andrew Likierman	No voting restrictions are applicable to this Resolution 2 (however, Prof Likierman will abstain from voting).
3) Re-election of Mrs Brenda Shanahan	No voting restrictions are applicable to this Resolution 3 (however, Mrs Shanahan will abstain from voting).

Dated 23 September 2022

By order of the Board

Darren Keamy

Company Secretary

Explanatory Notes

Appointing a Proxy and voting online before the Meeting

If you wish to appoint a proxy and are entitled to do so, then complete and return the attached Proxy Form to Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Victoria 3001 Australia or alternatively by fax to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) by 10am (Melbourne time) Monday, 24 October 2022, being at least 48 hours before the holding of the Annual General Meeting.

Online voting prior to the Meeting will be available at www.investorvote.com.au. You will require your SRN/HIN and the control number (printed on your proxy form).

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

A Shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy. The proxy need not be a Shareholder.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If you appoint a proxy, it is recommended to direct your proxy how to vote on each item by marking the appropriate boxes on the proxy form. If you do not specify a proxy in your completed proxy vote or if the person you appoint does not participate in the Meeting, the Chair of the Meeting will be taken to be your proxy by default. Any directed proxies that are not voted as directed on a poll at the meeting will automatically default to the Chair of the Meeting, who is required to vote proxies as directed.

If the Chair of the Meeting is appointed as your proxy or becomes your proxy by default, the Chair of the Meeting intends to vote all available undirected proxies in FAVOUR of each item of business (where permissible).

If you appoint the Chair of the Meeting as your proxy, and you do not direct your proxy how to vote on the resolutions set out in Resolution 1 on the proxy form, then by completing and submitting the proxy form, you will be expressly authorising the Chair of the Meeting to exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If:

- you appoint someone other than the Chair of the Meeting as your proxy and direct them how to vote on the proposed resolutions; and
- your nominated proxy does not participate in the Meeting, or does not vote on your behalf on the proposed resolutions;

then the Chair of the Meeting will become your proxy by default and will cast your votes on a poll as directed (where permissible).

If you appoint a Director (other than the Chair of the Meeting) or another member of the Key Management Personnel (or a Closely Related Party of a member of the Key Management Personnel) as your proxy, you should direct them how to vote on the resolutions set out in Resolution 1 by marking the appropriate boxes. If you do not do so, your proxy will not be permitted to vote on your behalf on the resolutions set out in Resolution 1.

Corporate Representative

A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with the Company or its share registry, Computershare Investor Services Pty Limited, in advance of the Meeting or handed in at the Meeting when registering as a Corporate Representative.

Eligibility to Vote and Attend the Meeting

The Company has determined under regulation 7.11.37 Corporations Regulations 2001 (Cth) that for the purpose of voting at the Meeting or adjourned meeting, Shares are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (Melbourne time) on Monday, 24 October 2022.

Poll

The Chair of the Meeting intends to call a poll on each of the Resolutions set out in this Notice of Meeting. The results of the voting on resolutions requiring a shareholder vote at the Meeting will be announced to the ASX promptly after the Meeting.

The Annual General Meeting is a private meeting for shareholders. Only members of the Company and/or their proxies can participate in the Meeting.

If you have any queries on how to cast your votes call Darren Keamy on (03) 9660 4900 during business hours.

Explanatory Memorandum

CLINUVEL PHARMACEUTICALS LIMITED ACN 089 644 119 (Company)

This Explanatory Memorandum has been prepared for the Shareholders of the CLINUVEL PHARMACEUTICALS LIMITED ACN 089 644 119 in connection with the business to be conducted at the Annual General Meeting of Shareholders of the Company which will be held at:

Location	The Events Centre at Collins Square, Tower 2, Level 5, 727 Collins Street, Melbourne, VIC 3008, Australia
Date	Wednesday 26 October 2022
Time	10.00am (Melbourne, AEDT)

This Explanatory Memorandum should be read in conjunction with, and form part of, the accompanying Notice.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum will, unless the context requires otherwise, have the same meaning given to them in the glossary as contained in this Explanatory Memorandum.

ORDINARY BUSINESS

RECEIPT OF THE FINANCIAL STATEMENTS AND REPORTS

Pursuant to section 317 of the Corporations Act, the Company is required to lay before the meeting the Financial Report and the Reports of the Directors and the Auditor to give Shareholders a reasonable opportunity to ask questions or make comment. There is no requirement for Shareholders to approve these reports (other than the non-binding vote on the Remuneration Report forming part of the Directors' Report – see Resolution 1).

Resolution 1 - Adoption of the remuneration report

The Remuneration Report is set out in the Directors' Report of the Company's Annual Report for the year ended 30 June 2022. The Remuneration Report sets out the policy for the remuneration of the Directors and executives.

The Corporations Act requires the Remuneration Report be put to a non-binding vote of the Shareholders. The vote is advisory only and does not bind the Directors or the Company. However, the Directors will consider the outcome of the vote on the Remuneration Report when reviewing the Company's remuneration policies.

If 25% or more of the votes cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of the AGMs on a "spill resolution" that another meeting be held within 90 days at which all the Company's Directors (other than the Managing Director) must be presented for re-election. This is the "two-strikes" rule.

There is no requirement to allow for a possible 'spill' resolution at this Meeting as the 2021 Remuneration Report was accepted by greater than 75% of shares voted in the 2021 Annual General Meeting. The Directors will consider the outcome of the vote on the Remuneration Report when reviewing the Company's remuneration policies.

Recommendation on Resolution 1:

The Directors unanimously recommend Shareholders vote in "FAVOUR" of Resolution 1.

Resolution 2 - Re-election of Prof. Sir Andrew Likierman

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. Prof Likierman was appointed, after appropriate background checking, to fill a casual position earlier this year and therefore must retire at the Annual General Meeting. Prof Likierman 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

Sir Andrew's long and accomplished career sees him alternating between public, private and academic positions.

Sir Andrew is Professor of Management Practice at the London Business School and was its Dean from 2009 to 2017. He is currently working on the role of good judgement in management, with his work used extensively by many organisations and recently incorporated in guidance issued by the UK financial regulator.

In the private sector, Sir Andrew served as non-executive Director of Times Newspaper Holdings Ltd, Monument Bank, Barclays Bank plc, quoted insurance Lloyds underwriter Beazley plc, Applied Intellectual Capital plc, and market research firm MORI Ltd.

Among many roles in the public sector, Sir Andrew worked in the UK Cabinet Office, and spent 11 years as Head of the UK Government Financial Management Service, during five of which he was also the Chief Financial Officer of the UK Treasury (Finance Ministry). In this period, he led the nine-year project which changed the basis of government planning, control, and reporting. He was knighted for public service in 2001. He has also served as non-executive Director at the Bank of England and non-executive Chair of the (UK) National Audit Office.

Recommendation on Resolution 2:

The Directors, other than Prof. Likierman, recommend Shareholders vote in "FAVOUR" of Resolution 2.

Resolution 3 – Re-election of Mrs. Brenda Shanahan

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. Directors appointed on the same day may agree amongst themselves or determine by lot which of them must retire. Under the Constitution and the ASX Listing Rules, the Managing Director is exempt from the requirement to retire by rotation (i.e., Dr Wolgen).

To comply with the requirements of clause 57 of the Constitution, Mrs. Brenda Shanahan must retire at the Meeting. Mrs. Shanahan wishes to continue as a Director and is entitled under the Constitution to seek re-election as a Director at the Meeting which coincides with her retirement, and accordingly offers herself for re-election as a Director.

Biographical Details

Mrs Shanahan is a pioneer in the Australian finance community. The first female stockbroker, Mrs Shanahan has also spent more than two decades working and investing in medical R&D and commercialisation. She is currently a non-executive director of Phoslock Water Solutions Ltd. Mrs Shanahan is also a non-executive director of DMP Asset Management Ltd and SG Hiscock Ltd, a director of the Kimberly Foundation of Australia Ltd, and Chair of the Aikenhead Centre for Medical Discovery in Melbourne. In 2021, Mrs Shanahan was recognised as an Officer in the General Division of the Order of Australia.

Previously Mrs Shanahan was a member of the Australian Stock Exchange and an executive director of a stockbroking firm, a fund management company and an actuarial company. Until 2017, she was Chair of St Vincent's Medical Research Institute. Mrs Shanahan was formerly Chair of Challenger Listed Investments Ltd, the reporting entity for four ASX listed firms and formerly a non-executive director of Bell Financial Group (ASX: BFG) and Challenger Limited (ASX: CGF). Mrs Shanahan has also served and Chaired various Audit and Risk Committees throughout her career, including Challenger Financial Services Group Ltd, Bell Financial Group, Victoria University, JM Financial Group Ltd, SA Water, AWB International Ltd, BT Financial Group and V/Line Passenger.

Mrs Shanahan joined CLINUVEL in 2007 and was Non-Executive Chair of the Board from late 2007 until July 2010. Her depth of experience across global markets and medical research provides significant value to the current Board and Group.

Recommendation on Resolution 3:

The Directors, other than Mrs. Shanahan, recommends Shareholders vote in "FAVOUR" of Resolution 3.

Glossary

4) Definitions

"Annual Report" means the annual report of the Company for the year ended 30 June 2022.

"ASX" means ASX Limited.

"ASX Listing Rules" means the official listing rules and requirements from time to time of the ASX.

"Board" means the board of Directors of the Company as constituted from time to time.

"Chairman" or **"Chair"** means the person appointed to chair the Meeting convened by the Notice.

"Closely Related Party" has the meaning given in section 9 of the Corporations Act.

"Company" or **"CLINUVEL"** means CLINUVEL PHARMACEUTICALS LIMITED ACN 089 644 119.

"Constitution" means the constitution of the Company.

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

"Directors" means the directors of the Company from time to time.

"Explanatory Memorandum" means the explanatory memorandum which forms part of the Notice.

"Key Management Personnel" means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

"Meeting" means the Annual General Meeting of Shareholders of the Company convened by the Notice, to be held at The Events Centre at Collins Square, Tower 2, Level 5, 727 Collins Street, Melbourne, VIC 3008, Australia on 26 October 2022 at 10:00am Australian Eastern Daylight (AEDT) time.

"Notice" means this notice of meeting which comprises of the notice, Explanatory Memorandum and Proxy Form

"Proxy Form" means the proxy form attached to the Notice.

"Resolution" means a resolution contained in this Notice.

"Share" means a fully paid ordinary share in the capital of the Company.

"Shareholder" or **"Member"** means a registered holder of a Share.

5) Interpretation

- c) The singular includes the plural and vice versa and words denoting any gender include all genders;
- d) A reference to "\$", "A\$" or "dollar" is a reference to Australian currency; and
- e) A reference to a time is a reference to Australian Eastern Standard Time or Australian Eastern Daylight Time, whichever is appropriate.

CUV

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

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.00am (Melbourne time) on Monday, 24 October 2022.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



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

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

By Mail:

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

By Fax:

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



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

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

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

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



I 9999999999 I ND

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 Chair of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chair 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 Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Clinuvel Pharmaceuticals Limited to be held at The Events Centre at Collins Square, Tower 2, Level 5, 727 Collins Street, Melbourne VIC 3008 on Wednesday, 26 October 2022 at 10.00am (Melbourne time) and at any adjournment or postponement of that meeting.

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

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

Step 2 Items of Business PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		Board Recommendation	For	Against	Abstain
Resolution 1	Adoption of the Remuneration Report	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Prof Sir Andrew Likierman	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mrs Brenda Shanahan	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
<input type="text"/>	<input type="text"/>	<input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details (Optional)

Mobile Number Email Address

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