

## **Notice of Annual General Meeting 2016**

Notice is hereby given that the 6<sup>th</sup> Annual General Meeting of the Company will be held at Piper Alderman, Level 24, 385 Bourke Street, Melbourne, Victoria commencing **10:00 am Tuesday 15 November 2016**.

### **Business**

1. Chairman's welcome
2. Financial and other reports
3. Management update & presentations
4. Other business (Note 1)

### **Notes**

1. Shall be considered subject to compliance with the notice provisions of Clauses 17, 18, 19 and 20 of the Constitution. These clauses together with a proxy form are attached to this Notice as supplementary information.

*Light refreshments will be served after the meeting.*

## Supplementary Information – Constitutional Requirements for General Meetings

### 17 General meetings

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#### 17.1 Calling

The Board may call a general meeting at any time. The ability of Members to:

- (a) request that the Board call a general meeting; and
- (b) call and arrange to hold a general meeting themselves,

is limited to the powers set out in the Corporations Act.

#### 17.2 Notice

Subject to the provisions of the Corporations Act allowing general meetings to be held on shorter notice, at least 21 days written notice of a general meeting must be given to:

- (a) each Member;
- (b) each Director;
- (c) any auditor of the Company; and
- (d) any other person required by Law.

No other person is entitled to receive notice of a general meeting.

#### 17.3 Content of notice

A notice of a general meeting must:

- (a) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- (b) state the general nature of the meeting's business;
- (c) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and the special resolution itself; and
- (d) contain a statement specifying that:
  - (i) the Member has a right to appoint a proxy;
  - (ii) the proxy does not need to be a Member; and
  - (iii) a Member 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.

#### 17.4 Resolutions without general meetings

Subject to the Corporations Act, the Company may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Member signs.

### **17.5 Failure to give notice**

The failure or accidental omission to send notice of a general meeting to, or the non-receipt of notice by, any person entitled to it does not invalidate the proceedings or any resolution passed at the meeting.

## **18 Proceedings at general meetings**

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### **18.1 Quorum**

No business may be transacted at a general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum consists of two Members entitled to vote at the meeting, unless the Company only has one Member entitled to vote at the meeting, in which case the quorum is one.

### **18.2 Determining quorum**

Each individual present at a general meeting may only be counted once toward a quorum. If a Member has appointed more than one proxy, attorney or representative, only one of them may be counted towards a quorum.

### **18.3 Quorum not present**

If a quorum is not present within 15 minutes after the time appointed for a general meeting:

- (a) if the meeting was convened at the request of Members, it is automatically dissolved; and
- (b) in any other case:
  - (i) it will stand adjourned to the same time and place on the fifth Business Day after the meeting; and
  - (ii) if a quorum is not present within 15 minutes from the time appointed for the adjourned meeting, it is automatically dissolved.

### **18.4 Chairperson**

The chairperson (or, in the chairperson's absence, the deputy chairperson) of Board meetings will be the chairperson at each general meeting. If:

- (a) there is no such chairperson or deputy chairperson;
- (b) neither the chairperson nor the deputy chairperson is present within 15 minutes after the time appointed for holding the meeting; or
- (c) both the chairperson and the deputy chairperson are unwilling to act as chair of the meeting,

the Members present and entitled to vote will elect a Member or Director to chair the meeting.

### **18.5 Function of chairperson**

The chairperson of a general meeting is responsible for the general conduct and procedures to be adopted at the meeting.

### **18.6 Adjournment by chairperson**

The chairperson of a general meeting at which a quorum is present:

- (a) may, with the consent of the meeting; and
- (b) must, if directed by ordinary resolution of the meeting, adjourn the meeting to another time and place.

### **18.7 Adjourned meeting**

The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting. Notice of the adjourned meeting must be given if the meeting is adjourned for more than 14 days.

### **18.8 Show of hands**

Unless a poll is demanded under clause 18.9:

- (a) a resolution put to a vote at a general meeting must be decided on a show of hands; and
- (b) a declaration by the chairperson that a resolution has been carried, carried by a particular majority or lost and an entry to that effect in the minutes of the meeting will be conclusive evidence of that fact without proof of the number or proportion of votes recorded in favour or against the resolution.

### **18.9 Demanding a poll**

Either before or on declaration of the result of a show of hands, a poll may be demanded by:

- (a) the chairperson;
- (b) at least five Members entitled to vote on the resolution; or
- (c) Members with at least 5% of the votes that may be cast on the resolution on a poll.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

### **18.10 When and how polls must be taken**

A poll will be taken when and in the manner the chairperson directs, except for:

- (a) a poll demanded on the election of a chairperson; or
- (b) a poll demanded on the adjournment of a meeting,

which must be taken immediately. The result of the poll will be the resolution of the meeting at which the poll was demanded.

### **18.11 Equal number of votes**

If an equal number of votes is cast for and against a resolution:

- (a) the chairperson does not have a casting vote in addition to the chairperson's vote as a Member, proxy, attorney or representative; and
- (b) the resolution is not passed.

## **19 Voting at general meetings**

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### **19.1 Number of votes**

Subject to this Constitution and any rights or restrictions attached to any Share or class of Share, every Member who is present at a general meeting and entitled to vote:

- (a) on a show of hands, has one vote; and
- (b) on a poll, has one vote for each Share the Member holds.

### **19.2 Joint holders**

In the case of joint holders of a Share, the vote of the Member whose name appears first in the Register will be accepted to the exclusion of the votes of the other joint holders.

### **19.3 Unpaid calls**

A Member is not entitled to vote at a general meeting unless all calls and other sums payable by the Member to the Company in respect of Shares have been paid.

### **19.4 Voting by transmittees and guardians**

Subject to the Corporations Act, if the Board is satisfied at least 24 hours before the time fixed for a general meeting that a person:

- (a) is entitled to the transmission of a Share under clause 15; or
- (b) has the power to manage a Member's property under a law relating to the management of property of the mentally incapable,

that person may vote and exercise any other rights in relation to the general meeting as if it were the registered holder of the Share and the Board must not count the vote of the actual registered holder.

### **19.5 Objections**

An objection to the qualification of any voter:

- (a) may only be raised at the meeting or adjourned meeting at which the voter tendered its vote; and
- (b) must be determined by the chairperson, whose decision, if made in good faith, will be final and conclusive.

A vote that the chairperson does not disallow pursuant to an objection is valid for all purposes.

## **20 Proxies, attorneys and representatives**

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### **20.1 Proxies**

A Member entitled to attend and vote at a general meeting may appoint a proxy to attend and vote for the Member at the meeting. A proxy may be an individual or a body corporate.

### **20.2 Number of proxies**

A Member entitled to one vote at a general meeting may appoint one proxy. A Member entitled to more than one vote may appoint no more than two proxies.

### **20.3 Proportion of votes exercisable by proxies**

If a Member appoints two proxies, the appointment may specify the proportion or number of the Member's votes each proxy may exercise. If the appointment does not specify this, each proxy may exercise half of the votes and any fractions of votes will be disregarded.

### **20.4 Rights of proxies**

Subject to this Constitution and the proxy's terms of appointment, a proxy has the same rights as the appointing Member to speak at a general meeting, to vote and to join in and demand a poll.

### **20.5 Voting rights of proxies**

A proxy may vote either on a show of hands or a poll, unless a Member has appointed two proxies at a meeting, in which case neither may vote on a show of hands. If a proxy's appointment specifies the way in which the proxy must vote, the proxy must follow those instructions in accordance with the Corporations Act.

## **20.6 Attorneys and representatives**

A Member may:

- (a) appoint an attorney; or
- (b) if the Member is a body corporate, appoint a representative,

to act for the Member at general meetings or to appoint a proxy to act for the Member at general meetings.

## **20.7 Rights of attorneys and representatives**

Unless restricted by the terms of appointment or the Corporations Act, an attorney or representative may exercise the same powers on the Member's behalf that the Member could exercise at a general meeting or in voting on a resolution.

## **20.8 No membership requirement**

A proxy, attorney or representative may, but need not be, a Member.

## **20.9 Standing appointments**

A Member may appoint a proxy, attorney or representative to act at a particular general meeting or make a standing appointment. A Member may revoke any appointment.

## **20.10 Instrument of appointment of proxies**

Subject to clause 20.12, the instrument of appointment of a proxy must be in a written form approved by the Board and must be signed or executed:

- (a) if the appointing Member is an individual, by the appointing Member or that Member's attorney; and
- (b) if the appointing Member is a body corporate, by the body corporate in accordance with the Corporations Act or by the body corporate's duly authorised attorney or representative.

## **20.11 Instrument of appointment of attorneys and representatives**

Subject to clause 20.12, the instrument of appointment of an attorney or a representative must be in a written form and must:

- (a) if an individual Member appoints an attorney, consist of a valid power of attorney signed by the appointing Member in the presence of at least one witness; and
- (b) if a body corporate appoints an attorney or representative, consist of a valid power of attorney or, in the case of a representative, valid certificate of appointment executed by the appointing Member in accordance with the Corporations Act.

## **20.12 Alternative method of appointment**

Notwithstanding clauses 20.10 and 20.11, the instrument of appointment of a proxy, attorney or representative will be valid if it is in a form and is authenticated in any manner prescribed by the Corporations Act.

## **20.13 Company must receive appointments**

The appointment of a proxy, attorney or representative is only effective in relation to a general meeting if the Company receives the instrument effecting the appointment and any additional documents required by clause 20.15:

- (a) in the case of a proxy or attorney, at least 48 hours before the time for holding the meeting or adjourned meeting (unless the notice of meeting specifies a shorter time period); and

- (b) in the case of a representative, before the commencement of the meeting or adjourned meeting.

#### **20.14 Definition of receipt**

The Company receives the documents referred to in clause 20.13 when they are received:

- (a) at the Office;
- (b) at a fax number at the Office;
- (c) at a place, fax number or electronic address specified in the notice of meeting; or
- (d) if the notice of meeting specifies other electronic means by which a Member may give the documents, by those means in accordance with the Corporations Act.

#### **20.15 Additional documents**

If an appointment purports to be executed under a power of attorney or other authority, the original power or authority or a certified copy of it must be received by the Company along with the appointment.

#### **20.16 Chairperson may declare appointment valid**

If:

- (a) the instrument of appointment of a proxy, attorney or representative does not comply with the terms of this Constitution; or
- (b) the appointment and any additional documents are not received by the Company in accordance with the terms of this Constitution,

the appointment will be treated as invalid unless the chairperson declares otherwise.

#### **20.17 Adjourned meetings**

An appointment of a proxy, attorney or representative for a particular general meeting is valid at the adjourned meeting.

#### **20.18 Rights of proxies and attorneys if Member present**

A proxy or attorney has no power to act for a Member at a general meeting at which the Member is present in person or, in the case of a body corporate, by representative. A proxy has no power to act for a Member at a general meeting at which the Member is present by attorney.

#### **20.19 Priority of conflicting appointments**

The following rules govern conflicting appointments:

- (a) an appointment of a proxy is revoked (or suspended for the particular general meeting if a standing appointment) if the Company receives a further proxy appointment that would result in the Member having more proxies than the Member is entitled to under clause 20.2;
- (b) the proxy appointment made first in time under clause 20.19(a) is the first to be treated as revoked or suspended under that clause; and
- (c) if more than one attorney or representative appointed by a Member is present at a general meeting and the Company has not received notice of revocation of any of the appointments:
  - (i) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and

- (ii) subject to clause 20.19(c)(i), the more recently appointed attorney or representative may act to the exclusion of an attorney or representative appointed earlier in time.

#### **20.20 Continuing authority**

A vote cast by a proxy, attorney or representative at a general meeting will be valid even if, before the vote, the appointing Member:

- (a) dies or becomes mentally incapacitated;
- (b) revokes the appointment or the authority under which the appointment was made by a third party; or
- (c) transfers the Shares to which the appointment relates,

unless the Company has received written notification of the matter before the start or resumption of the meeting.



Paranta Biosciences Limited

ABN: 75 141 027 107

### Proxy Form for Annual General Meeting 2016

*This form must be handwritten by the voting member assigning the proxy (not typed)*

I hereby authorise \_\_\_\_\_ to serve as my proxy and vote on my behalf at the 2016 Annual General Meeting (Meeting) of shareholders of Paranta Biosciences Limited to be held on Tuesday 15 November 2016.

This proxy is valid for:

- All matters voted on at the Meeting
- Specific issue/matter (please explain below)

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The duly executed hand-written proxy shall be mailed to Paranta Biosciences Limited, P.O. Box 2062, Caulfield Junction, VIC 3161, Australia for delivery prior to the date of the Meeting, or hand delivered by the proxy holder on the day of the Meeting to the Chairman of the Meeting.

**Name of shareholder:** \_\_\_\_\_

**Signature of shareholder:** \_\_\_\_\_

**Date signed:** \_\_\_\_\_