

# **Bio-Gene Technology Limited**

**ACN 071 735 950**

## **Notice of Meeting**

To be held at Henslow Pty Ltd, Level 7, 333 Collins Street, Melbourne, Victoria  
on Wednesday, 6 September 2017 at 10.30am (Melbourne time)

**Bio-Gene Technology Limited**  
**ACN 071 735 950**

**Notice of Meeting**

Notice is given that the 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 Wednesday, **6 September 2017** at 10.30am (Melbourne time) for the purpose of considering and, if thought appropriate, passing the following resolution.

**Business**

**RESOLUTION: SELECTIVE SHARE BUY-BACK**

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

“That for the purposes of Section 257D(1) of the Corporations Act 2001 (Cth) and for all other purposes approval is given for the Company to conduct a buy-back of 2,117,675 shares held by Mr Kevin Rumble on the terms set out in the Explanatory Notes which accompanied and formed part of the Notice of General Meeting.”

***Voting Exclusion Statement:***

*The Company will disregard any votes cast on the Resolution by Mr Kevin Rumble or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a 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.*

By order of the Board:



Roger McPherson  
Company Secretary  
4 August 2017

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

The Chair of the meeting intends to vote undirected proxies on, and in favour of, the proposed resolution.

### 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 Monday 4 September 2017 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 1 is a special resolution.

# Bio-Gene Technology Limited

## ACN 071 735 950

### Explanatory Notes

These Explanatory Notes have been prepared to provide members with information to assist their assessment of the merits of the resolution contained in the accompanying notice of the Bio-Gene General Meeting (**Meeting**) to be held at Henslow Pty Ltd, Level 7, 333 Collins Street, Melbourne, Victoria on Wednesday, **6 September 2017** at 10.30am (Melbourne time).

### Business

#### RESOLUTION: SELECTIVE SHARE BUY-BACK

Subject to approval being obtained, the Company proposes conducting a share buy-back of 2,117,675 of the Company's shares from the former Managing Director of the Company, Mr Kevin Rumble, for no consideration.

Details of the history of the issue of these shares is set out below.

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

All share numbers contained in this Notice of Meeting are on a pre-consolidation basis.

### Corporations Act

Section 257A of the Corporations Act provides that a company may buy back its own shares if:

- (a) the buy-back does not materially prejudice the Company's ability to pay its creditors; and
- (b) the Company follows the procedure set out in Division 2 of Part 2J.1 of the Corporations Act.

Division 2 of Part 2J.1 of the Corporations Act permits a company to conduct a selective share buy-back provided that, in accordance with Section 257D(1)(a) of the Corporations Act, prior to the company entering into the buy-back, the buy-back is approved by a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by any person whose shares are proposed to be bought back or by their associates.

### Disclosure

Pursuant to Section 257D(2) of the Corporations Act the Company must disclose all information known to it that is material to the decision on how to vote on the Resolution. However, the Company does not have to disclose information if it would be unreasonable to require the Company to do so because the Company has previously disclosed the information to shareholders. Accordingly, this Explanatory Memorandum describes:

- (a) the proposed terms of the buy-back;
- (b) the effect of the buy-back on the Company;
- (c) possible advantages and disadvantages of the buy-back; and
- (d) other information material to a Shareholder's decision on how to vote on the buy-back resolution.

## History

At the Company's 2012 Annual General Meeting, shareholders approved the issue of 6,722,675 to the then Managing Director, Mr Kevin Rumble. No consideration was payable for issue of these shares.

As set out in the resolution put the shareholders at the Company's 2012 Annual General Meeting, the issue was to provide a pool of shares for the Board, in its discretion, to utilise to meet the Company's Qcide commercialisation objectives. Mr Rumble did not receive the benefit of any of the issued shares. The shares were distributed for this purpose approved by shareholders as set out below.

On 18 August 2014, the Directors approved the transfer of 4,572,500 of these shares to various recipients, including in capital raisings to existing shareholders and sophisticated investors and to consultants in lieu of payment for services. A further 32,500 shares were subsequently transferred for similar purposes on 1 September 2014. Again, Mr Rumble did not receive, or obtain a beneficial interest in, any of these transferred shares.

Mr Rumble ceased being the Managing Director of the Company on 26 April 2017 and is a current Non-Executive Director of the Company.

As at the date of this Notice of Meeting, 2,117,675 shares remain from the 6,722,675 shares initially issued following the Company's 2012 Annual General Meeting. These remaining shares are the subject of the Company's proposed buy-back.

### Rationale for the buy-back

The Board considers it appropriate that the remaining, unallocated shares that were issued as described above are cancelled by being bought-back for no consideration.

No consideration was paid for the issue of the remaining, unallocated shares. Accordingly, no amount would be payable for the shares under the buy-back.

The Board considers the buy-back will assist the Company to eliminate the remaining shares issued for the purpose described above where that purpose is no longer being pursued.

### Proposed terms of buy-back

The buy-back is a selective share buy-back whereby the Company is proposing to buy-back 2,117,675 shares for no consideration as described above.

Mr Rumble has confirmed that no consideration will be required to be paid for the buy-back and cancellation of the shares.

### Effect of buy-back on the Company

#### *Share capital*

The table below illustrates the Company's share capital upon completion of the buy-back:

Share capital prior to buy-back	Shares bought-back	Total shares after buy-back
178,220,133	2,117,675 (1.19%)	176,102,458

*Note: the interests of the Company's shareholders (other than Mr Rumble) will increase through conduct of the buy-back. For example, a holder of 1,782,201 shares (1% of the Company's issued share capital) would, following the buy-back, have a percentage ownership of 1.01%.*

### *Financial*

No consideration is payable to buy-back the shares and therefore the buy-back will not have any financial effect on the Company.

### *Buy-back from a related party*

As no consideration or other financial benefit will be given or received for the buy-back, the Company is not seeking approval of the buy-back as a related party transaction, notwithstanding that Mr Rumble is a current Director of the Company.

### **Possible advantages and disadvantages of the proposed buy-back**

#### *Possible advantages*

- The buy-back will eliminate the remaining shares issued for the purpose described above where that purpose is no longer being pursued; and
- The percentage ownership in the Company of all shareholders (other than Mr Rumble) will increase following completion of the buy-back.

#### *Possible disadvantages*

The Board is of the view that there are no disadvantages of the buy-back as the purpose for which the shares were issued as described above is no longer applicable and the buy-back will eliminate the shares for no consideration.

### **Other material information**

The Board is not aware of any other material information that has not been disclosed to shareholders.

A voting exclusion as set out in the Notice applies to this resolution.

**The Board (with Mr Rumble abstaining from making a recommendation) recommends shareholders vote in favour of Resolution 1. Each Director (other than Mr Rumble who is excluded from voting) intends to vote in favour of resolution 1.**

### **Further information**

It is recommended 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 resolution before making any decision in relation to the proposed resolution.



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# GM Registration Card

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

## Vote by Proxy

Holder Number: \_\_\_\_\_

### Option A – Please choose to vote online, because:

- ✓ **Save Your Money:** This company you own a part of has to spend thousands of dollars each year in print and postage costs. Online voting will reduce this unnecessary expense.
- ✓ **It's Quick and Secure:** Voting online provides you with greater privacy over your instructions, eliminates any postal delays and removes the risk of it being potentially lost in transit.
- ✓ **Receive Vote Confirmation:** Voting online is the only method which provides you with confirmation that your vote has been processed. It also allows you to amend your vote if required.



To Access online voting you can scan the barcode to the right with your tablet or mobile device or you can enter the following link into your browser. Voting online is quick and easy to do.

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

### Option B – Appoint a proxy, by paper:

STEP 1: Please appoint a Proxy

I/We being a Shareholder entitled to attend and vote at the General Meeting of the Company, to be held at **10.30am (Melbourne Time) on Wednesday, 6 September 2017 at Henslow Pty Ltd, Level 7, 333 Collins Street, Melbourne VIC 3000** hereby:

**Appoint the Chairman of the Meeting (Chair)** OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2: Voting Direction

#### Resolutions

1 Selective Share Buy Back (Special Resolution)

For Against Abstain

  

"That for the purposes of Section 257D(1) of the Corporations Act 2001 (Cth) and for all other purposes approval is given for the Company to conduct a buy-back of 2,117,675 shares held by Mr Kevin Rumble on the terms set out in the Explanatory Notes which accompanied and formed part of the Notice of General Meeting."

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

STEP 3

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017

Email Address \_\_\_\_\_

## HOW TO COMPLETE THIS PROXY VOTING FORM

### LODGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10.30am (Melbourne Time ) on Monday, 4 September 2017, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Proxy Voting Forms can be lodged:

 **ONLINE**  
<https://investor.automic.com.au/#/loginsah>



Login to the Automic website using the holding details as shown on the Proxy Voting Form. Click on 'View Meetings' - 'Vote'. To use the online lodgement facility, shareholders will need their Holder Number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on front of the Proxy Voting form.

 **BY MAIL**  
Automic Registry Services  
PO Box 2226  
Strawberry Hills NSW 2012

 **BY HAND**  
Automic Registry Services  
Level 3, 50 Holt Street, Surry Hills NSW 2010

 **ALL ENQUIRIES TO**  
Telephone: 1300 288 664 Overseas: + 61 2 9698 5414

### 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 on 1300 288 664 or you may copy this form.

### 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.

### OTHER RESOLUTIONS

Should any resolution, other than those specified in this Proxy Voting Form, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

### 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.

### YOUR NAME AND ADDRESS

This is your name and address 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.