

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members is to be convened at Level 2, 66 Hunter Street, Sydney, NSW, 2000 on 23 November 2021 at 11:00 am.

**Note that due to the ongoing restrictions due to COVID-19, shareholders will not be able to physically attend the AGM and all resolutions will be decided based on proxy votes.**

**The AGM will be made accessible to shareholders via a live Zoom webcast which will include a facility for shareholders to ask questions in relation to the business of the meeting.**

**Zoom webcast details:  
To be advised to shareholders**

## AGENDA

### BUSINESS

To receive and consider the Company's annual financial report, the directors' report and the auditors' report for the year ended 30 June 2021.

To consider and, if thought fit, pass the following resolutions, with or without amendment:

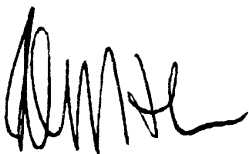
#### Ordinary Resolutions

**Resolution 1. 'That the Remuneration Report for the year ended 30 June 2021 be and is hereby adopted.'**

**Resolution 2. 'That Mr Michael J. Hoy be and is hereby re-elected as a Director.'**

To transact any other business that may be brought forward in accordance with the Company's Constitution.

By order of the Board



**Peter J. Nightingale**  
Company Secretary

20 October 2021

pjn10963

**Notes:**

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the Company's shares quoted on the Australian Stock Exchange Limited at 7.00 pm Sydney time on 21 November 2021 are taken, for the purposes of the Annual General Meeting to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the meeting.

**Voting Exclusion Statement:**

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel of the Company (at the date of the meeting or whose remuneration is disclosed in the remuneration report) ('KMP') and their closely related parties (such as close family members and controlled companies).

However, the Company need not disregard a vote if it is:

- Cast by a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on Resolution 1 in that way; or
- Cast by the Chair of the Meeting as proxy or attorney appointed in accordance with the directions of the proxy for a person who is entitled to vote, and such appointment on the proxy expressly authorises the Chair to exercise the proxy even if the resolution is connected directly with the remuneration report; or
- Cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
  - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## EXPLANATORY MEMORANDUM

This is an Explanatory Memorandum to in the Notice of Annual General Meeting of Biotron Limited to be convened at Level 2, 66 Hunter Street, Sydney, NSW, 2000 on 23 November 2021 at 11:00 am.

### **Resolution 1 Adoption of the Remuneration Report**

The Remuneration Report, which can be found as part of the Directors' Report in the Company's 2021 Annual Report, contains certain prescribed details, sets out the policy adopted by the Board of Directors and discloses the payments to key management personnel, Directors and senior executives.

In accordance with section 250R of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. This resolution is advisory only and does not bind Directors.

The Chairman will allow a reasonable opportunity for shareholders as a whole to ask about, or make comments on, the Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

**The Directors recommend that you vote IN FAVOUR of advisory Resolution 1.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of advisory Resolution 1.**

### **Resolution 2 Re-election of Mr Michael J. Hoy as a Director**

Resolution 2 deals with the re-election of Mr Michael J. Hoy who retires in accordance with the Company's Constitution and Listing Rule 14.4, and being eligible, has offered herself for re-election.

Mr Hoy has more than 30 years' corporate experience in Australia, the United Kingdom, USA and Asia. He is Chairman of Lipotek Pty Limited and a former director of John Fairfax Holdings Limited and FXF Trust.

**The Directors recommend that you vote IN FAVOUR of Resolution 2.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 2.**

Level 2, 66 Hunter Street  
Sydney NSW 2000  
Tel: (61-2) 9300 3344  
Fax: (61-2) 9221 6333  
E-mail: [pnightingale@biotron.com.au](mailto:pnightingale@biotron.com.au)  
Website: [www.biotron.com.au](http://www.biotron.com.au)

**FORM OF PROXY**

I/we .....

of .....

being a member/members of Biotron Limited HEREBY APPOINT

.....

or failing him, the Chairman of the Meeting, as my/our Proxy to vote for me/us and 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 Members of the Company to be held at 11.00 am on 23 November 2021 and at any adjournment thereof.

The Proxy is directed by me/us to vote as indicated by the marks in the appropriate voting boxes below:

<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1. Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr Michael J. Hoy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Chairman authorised to exercise proxies on remuneration related matter (Resolution 1):** If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default, by signing and submitting this form I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolution 1 (except where I/we have indicated a different voting intention above) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel for Biotron Limited, which includes the Chairman.

**The Chairman of the Meeting intends to vote all undirected proxies in favour of each resolution (including Resolution 1).** If you have appointed the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default), and you wish to give the Chairman specific voting directions on an item, you should mark the appropriate box/es opposite those resolutions above (directing the Chairman to vote for, against or to abstain from voting).

Dated this ..... day of ..... 2021

Signatures of Member(s) .....

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Individual Securityholder(s)  
Sole Director and Company Secretary or Director and Director/Company Secretary

## PROXY INSTRUCTIONS

1. A member entitled to attend and vote is entitled to appoint not more than 2 proxies.
2. Where more than 1 proxy is appointed, each proxy must be appointment to represent a specified proportion of the member's voting rights.
3. A proxy need not be a member.
4. All joint holders must sign.
5. Where the company has a Sole Director and Company Secretary, that person must sign. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.
6. All executors of deceased estates must sign.
7. Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel of the Company (at the date of the meeting or whose remuneration is disclosed in the remuneration report) ('KMP') and their closely related parties (such as close family members and controlled companies).

However, this Company need not disregard a vote if it is:

- Cast by a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on Resolution 1 in that way; or
  - Cast by the Chair of the Meeting as proxy or attorney appointed in accordance with the directions of the proxy for a person who is entitled to vote, and such appointment on the proxy expressly authorises the Chair to exercise the proxy even if the resolution is connected directly with the remuneration report; or
  - Cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
    - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
8. Chapter 2C of the *Corporations Act 2001 (Cth)* requires information about you (including your name, address and details of the shares you hold) to be included in the Company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory obligations are not altered by the *Privacy Amendment (Private Sector) Act 2000 (Cth)*. Information is collected to administer your shareholding which may not be possible if some or all of the information is not collected.
  9. The Company has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, that the Company's shares quoted on the ASX Limited at 7.00 pm Sydney time on 21 November 2021 are taken, for the purposes of the Annual General Meeting to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the meeting.
  10. Proxy forms must be received at the Company's registered office, Level 2, 66 Hunter Street, Sydney, NSW, 2000, or by facsimile on (61-2) 9221 6333, not less than 48 hours before the time appointed for holding the meeting.