



MEDIBIO LIMITED
ACN 008 130 336

Notice of General Meeting
Explanatory Statement and Proxy Form

Date of Meeting:
Wednesday, 15 May 2019

Time of Meeting:
11:00AM (AEST)

Place of Meeting
Chartered Accountants Australia and New Zealand
Level 18 Bourke Place
600 Bourke Street
Melbourne VIC 3000

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

MEDIBIO LIMITED
ACN 008 130 336
Registered Office: Level 4, 100 Albert Road, South Melbourne, VIC 3205

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of shareholders of Medibio Limited (the “Company”) will be held at the offices of Chartered Accountants Australia and New Zealand, Level 18 Bourke Place, 600 Bourke Street, Melbourne, Victoria, 3000 at 11:00am (AEST) on Wednesday 15 May 2019.

AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Resolution 1: Adoption of Employee Incentive Option Plan (ESOP)

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

“That for the purposes of ASX Listing Rule 7.2 exception 9(b), and for all other purposes, approval is given to the Company to adopt an Employee Incentive Option Plan (ESOP) and for the issue of options under the ESOP in accordance with the terms and conditions set out in the Explanatory Statement.”

Resolution 2: Approval to Grant Options to Mr Andrew Maxwell

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

“That pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, approval be given to issue up to 500,000 unlisted options (being a right to acquire up to 500,000 fully paid ordinary shares in the Company) to Andrew Maxwell (a Non-Executive Director of the Company), or his nominee, as described in the Explanatory Statement which accompanies and forms part of this Notice.”

Resolution 3: Approval to Grant Options to Mr Patrick Kennedy

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

“That pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, approval be given to issue up to 2,600,000 unlisted options (being a right to acquire up to 2,600,000 fully paid ordinary shares in the Company) to Patrick Kennedy (a Non-Executive Director of the Company), or his nominee, as described in the Explanatory Statement which accompanies and forms part of this Notice.”

Resolution 4: Approval to Grant Options to Mr Peter Carlisle

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

“That pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, approval be given to issue up to 4,000,000 unlisted options (being a right to acquire up to 4,000,000 fully paid ordinary shares in the Company) to Peter Carlisle (a Non-Executive Director of the Company), or his nominee, as described in the Explanatory Statement which accompanies and forms part of this Notice.”

Resolution 5: Approval to Grant Options to Dr Franklyn Prendergast

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

“That pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, approval be given to issue up to 2,200,000 unlisted options (being a right to acquire up to 2,200,000 fully paid ordinary shares in the Company) to Franklyn Prendergast (a Non-Executive Director of the Company), or his nominee, as described in the Explanatory Statement which accompanies and forms part of this Notice.”

Resolution 6: Approval to Grant Options to Mr Michael Phelps

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

“That pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, approval be given to issue up to 2,200,000 unlisted options (being a right to acquire up to 2,200,000 fully paid ordinary shares in the Company) to Michael Phelps (a Non-Executive Director of the Company), or his nominee, as described in the Explanatory Statement which accompanies and forms part of this Notice.”

Resolution 7: Approval to Grant Options to Mr Claude Solitario

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

“That pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, approval be given to issue up to 3,000,000 unlisted options (being a right to acquire up to 3,000,000 fully paid ordinary shares in the Company) to Claude Solitario (a Non-Executive Director of the Company), or his nominee, as described in the Explanatory Statement which accompanies and forms part of this Notice.”

By the order of the Board



Melanie Leydin
Company Secretary
Date: 20 March 2019

Notes

1. **Record Date:** The Company has determined that for the purposes of the General Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7.00pm (AEST) on the date 48 hours before the date of the General Meeting. Only those persons will be entitled to vote at the General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.
2. **Proxies**
 - a. Votes at the General Meeting may be given personally or by proxy, attorney or representative.
 - b. Each shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a shareholder of the Company.
 - d. If a shareholder is a company, it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act 2001 (Cth) (**Corporations Act**).
 - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
 - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority.
 - h. To be effective, proxy forms must be received by the Company's share registry (Computershare Investor Services Pty Limited) no later than 48 hours before the commencement of the General Meeting, this is no later than 11.00am (AEST) on Monday, 13 May 2019. Any proxy received after that time will not be valid for the scheduled meeting.

3. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

4. Voting Exclusion Statement:

Resolution 1

The Company will disregard any votes cast in favour of Resolution 1 by any Director and any of their associates.:

However, the Company need not disregard a vote on this Resolution if:

- (a) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) 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.

If you appoint the Chairman as your proxy and you do not direct the Chairman how to vote, you will be expressly authorising the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a Key Management Personnel for the Company.

Resolutions 2 to 7

The Company will disregard any votes cast in favour of Resolutions 2, 3, 4, 5, 6 and 7 by a Director or any of their associates.,

However, the Company need not disregard a vote on each Resolution if:

- (a) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) 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.

If you appoint the Chairman as your proxy and you do not direct the Chairman how to vote, you will be expressly authorising the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a Key Management Personnel for the Company.

5. Enquiries

Shareholders are invited to contact the Company Secretary, Melanie Leydin on +61 3 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Background

The Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of each Resolution contained in this Notice of General Meeting. The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Resolution 1: Adoption of Employee Incentive Option Plan (ESOP)

The Company is seeking shareholder approval to adopt a new Employee Incentive Option Plan (**ESOP**) in order to assist in the motivation, retention and reward of employees of the Company and its subsidiaries.

ASX Listing Rule 7.1 imposes a limit on the number of equity securities which the Company can issue in a 12-month period without prior shareholder approval.

An exception to ASX Listing Rule 7.1 is set out in ASX Listing Rule 7.2 (Exception 9(b)) which provides that ASX Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the 3 years before the date of issue, shareholders have approved the issue as an exception to ASX Listing Rule 7.1.

Shareholder approval is sought to adopt the ESOP in accordance with Exception 9(b) of ASX Listing Rule 7.2 and to enable the Company to subsequently issue equity securities under the ESOP for 3 years after the Meeting, without having to obtain Shareholder approval each time the Company wishes to issue such securities which exceed the 15% limit contained in the ASX Listing Rule 7.1.

The Company does not presently have any specific intention to issue equity securities that would exceed the Company's capacity to issue equity securities under ASX Listing Rule 7.1 in the absence of Shareholder approval. Nevertheless, the Company wishes to preserve the flexibility to issue the full 15% for each of the next 3 years. Approval under this Resolution 1 will provide more scope for the Company to raise additional equity if required.

The ESOP has been developed to provide the greatest possible flexibility in choice to the Board in implementing the executive incentive schemes. The ESOP enables the Board to offer employees a number of Options.

A summary of material terms of the ESOP is set out as follows:

Plan Structure	The ESOP will be managed by the Company's Board under a Holding Lock and will be governed by the Company's Employee Incentive Option Plan Rules.
Eligible Participants	Employees or contractors of the Company who are invited by the Board to be eligible to participate in the Plan. Participation is not compulsory.
Award Type	Securities offered under the Plan will include Options on a one for one basis subject to the Company's Securities Trading Policy and the inside information provisions of the Corporations Act.
Plan Limit	The number of shares offered under the ESOP (in addition to any other employee incentive schemes) will not exceed the 5% of the Company's total issued capital limit set out in ASIC Class Order 14/1000.
Right to Receive Dividends / Vote	No dividends or voting rights are attached to Options that a participant may hold. Dividends and voting rights will only be afforded to Shares issued to participants under the ESOP.
Vesting Condition	Subject to Boards discretion and personalised Offer letter. The Board may, in its discretion, in accordance with this Plan, waive or reduce any Vesting Conditions in whole or in part.

Cashless Exercise	The ESOP includes a provision enabling the Board to offer a cashless exercise facility i.e. net settlement of option exercises.
Lapse / Forfeiture	Subject to Boards discretion and personalised Offer letter. Lapse if unauthorised disposal, vesting conditions not satisfied, ceases to be an employee (unvested options only).
Adjustments / Variation	Subject to the ASX Listing Rules and Corporations Act the Board may make any adjustments it considers appropriate to the terms and conditions of the ESOP in order to minimise or eliminate any material advantage or disadvantage to a participant by resolution.
Control Event	Proposed that Change of Control will trigger automatically vesting of options.
No Dealing / Hedging	Dealing restrictions apply to shares issued under the ESOP in accordance with the Plan Rules and the Company's Securities Trading Policy.
Termination	The Board may terminate the ESOP at any time, by resolution.

A copy of the ESOP is available to Shareholders free of charge upon request to the Company Secretary.

At the date of this Notice, no securities have been issued under the proposed ESOP.

The precise number of securities to be issued by the Company to eligible employees under the ESOP within the next 3 years cannot be presently ascertained as it will depend on a variety of factors, including the achievement of Company and individual, financial and non-financial performance measures.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

Resolutions 2 to 7: Approval to Grant Options to Directors

Resolutions 2,3,4,5,6 and 7 of this Notice provide for up to 14,500,000 unlisted options (**Options**) in total to be granted to Directors of the Company (or their respective nominees) for up to a total of 14,500,000 fully paid ordinary shares as described below.

On 24 December 2018 the Company announced cost reductions measures including the cessation of remuneration of Non-Executive Directors by means of cash and as such the Non-Executive Directors have not been remunerated for services provided effective from 1 January 2019. The Company is therefore proposing to grant Options to the Directors as set out in the table below:

Director	Proposed Options Grant (maximum)
Mr Peter Carlisle	4,000,000
Dr Franklyn Prendergast	2,200,000
Mr Michael Phelps	2,200,000
Mr Patrick Kennedy	2,600,000
Mr Claude Solitario	3,000,000
Mr Andrew Maxwell	500,000

Terms of Options

The terms of the Options include an exercise price equal to the 30 day VWAP prior to the grant date, expire four (4) years from the date of issue and will, upon exercise, entitle the holder to one fully paid ordinary share in the Company.

The full terms of the Options are set out in Annexure A of this Explanatory Statement.

Director Interests

As at the date of this Notice, the Directors have the following direct and indirect interests in the Company:

Director/Shareholder (and/or associate(s))	Existing		Options	Converting Notes
	Shares	%		
Peter Carlisle	125,500	0.05	559,556	-
Franklyn Prendergast	374,075	0.15	559,556	-
Michael Fred Phelps	-	-	559,556	-
Patrick Kennedy	-	-	559,556	-
Claude Solitario	11,479,536	4.61	-	1,615,563
Andrew Maxwell*	242,002	0.10	559,556	-

Mr Andrew Maxwell has resigned as a Director of the Company with effect from 22 February 2019 and the interests set out above are current as at his resignation date.

Corporations Act

The Board has formed the view that the issue of Options to the Directors of the Company (or their respective nominees) do not require Shareholder approval under section 208 of the Corporations Act as the issues constitute "reasonable remuneration" in accordance with section 211 of the Corporations Act.

A "financial benefit" is defined in section 229 of the Corporations Act and includes granting an option to a related party.

Section 228 of the Corporations Act defines a "related party" for the purposes of Chapter 2E to include:

- directors of the public company (section 228(2)(a)); and
- an entity controlled by directors of the public company (section 228(4)). Section 228(5) provides that an entity is a related party of a public company at a particular time if the entity was a related party of the public company of a kind referred to in subsection (1), (2), (3) or (4) at any time within the previous 6 months.

Mr Andrew Maxwell resigned as a Director of the Company with effect from 22 February 2019 however in accordance with Section 228 (5) of the Corporations Act is still deemed to be a related party and therefore the Company is required to seek Shareholder approval.

In reaching this view, the Board considers the proposed grant of Options aligns the interests of each of the Company's Directors with the interests of Shareholders. The grant of Options to each Director is a cost-effective form of remuneration when compared to the payment of cash consideration.

The Company believes it is appropriate to grant the Options to Directors. Smaller entities with limited cash resources often elect to use equity instruments to remunerate directors to attract and retain high calibre individuals while minimising the cash cost of engaging those people.

Consistent with the desire to minimise cash expenditures, the Board believes that having regard to the Company's current cash position and in order to compensate the Directors in line with current market practices, Options provide an appropriate and meaningful remuneration component to Directors that is aligned with Shareholder interests.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires approval of shareholders before securities can be issued to a related party. If approval is given under ASX Listing Rule 10.11 approval is not required under ASX Listing Rule 7.1.

The following information is given under ASX Listing Rule 10.13 on the Options that are proposed to be issued to each Director:

- (a) the related parties are the Directors of the Company (or their respective nominees);
- (b) the maximum number of Options to be issued in total is 14,500,000;
- (c) each Option will have an exercise price equal to the 30 day VWAP prior to the grant date, expire four (4) years from the date of grant and will, upon exercise, entitle the holder to one fully paid ordinary share in the Company;
- (d) full terms of the Options are set out in Annexure A of this Explanatory Statement;
- (e) Options will be issued no later than one month after the Meeting;
- (f) the Options will be issued for nil consideration, as such no cash will be raised from issue of the Options. Funds raised upon exercise of the Options will be applied to the working capital requirements of the Company at the time of exercise; and
- (g) a voting exclusion statement is contained within this Notice.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**ASX Settlement Operating Rules**” means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHESS approved securities;

“**AEST**” means Australian Eastern Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**CHESS**” has the meaning in Section 2 of the ASX Settlement Operating Rules;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Medibio Limited ACN 008 130 336;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice;

“**Key Management Personnel**” means persons 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;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Schedule**” means schedule to the Notice;

“**Section**” means a section of the Explanatory Memorandum;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

“**VWAP**” means volume weighted average price.

ANNEXURE A

TERMS AND CONDITIONS OF OPTIONS

The terms and conditions of the options to be granted pursuant to Resolutions 2,3,4,5,6 and 7 are as follows:

Terms of Options

(a) Entitlement

- (i) Each Option entitles the Option holder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.
- (ii) Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

(b) Exercise of Option

- (i) The Options are exercisable at any time from the issue date.
- (ii) The final date and time for exercise of the Options is 5pm (AEST) on the day 48 months from the date of issue. If such date falls on a day that is not a Business Day, the final date will be the next Business Day.
- (iii) The exercise price per option will be equal to the 30 day VWAP prior to the grant date.
- (iv) Each Option is exercisable by the Option holder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company's Share Registry. Unless a holder is exercising all of their Options, Options must be exercised in parcels of not less than 1,000.
- (v) The Options cannot be exercised if, as a result of the exercise, the Optionholder or any of its associates would breach the provisions of Chapter 6 (and specifically section 606) of the Corporations Act.
- (vi) Remittances must be made payable to 'Medibio Limited' and cheques should be crossed 'Not Negotiable'.
- (vii) All Options will lapse on the earlier of the
 - (A) receipt by the Company of notice from the Option holder that the Option holder has elected to surrender the Option; and
 - (B) expiry of the final date and time for exercise of the Option.
- (viii) In the event of liquidation of the Company, all unexercised Options will lapse.

(c) Quotation

- (i) Subject to meeting the requirements of ASX and the Corporations Act, the Company may apply to the ASX for Official Quotation of the Options but makes no guarantee that it will make any such application, or that if an application for Official Quotation is made that it will be successful.
- (ii) If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within 10 Business Days (as defined in the Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.

(d) Participation in Securities Issues

Subject to paragraph (e) below, the holder is not entitled to participate in new issues of securities without exercising the Options.

(e) Participation in a Reorganisation of Capital

- (i) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of an Option holder will be changed in accordance with the Listing Rules of the ASX applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Option holder which is not conferred on Shareholders of the Company.
- (ii) In any reorganisation as referred to in paragraph (e)(i), Options will be treated in the following manner:
 - (A) in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - (B) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - (C) in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
 - (D) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;
 - (E) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and
 - (F) in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Option holder which are not conferred on shareholders.

(f) Adjustments to Options and Exercise Price

- (i) Adjustments to the number of Shares over which Options exist and/or the exercise price may be made as described in paragraph (f)(ii) to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.
- (ii) The method of adjustment for the purpose of paragraph (f)(i) shall be in accordance with the Listing Rules of the ASX from time to time, which, under Listing Rules 6.22.2 and 6.22.3, currently provide:

(A) Pro Rata Cash Issues

Where a pro-rata issue is made (except a bonus issue) to the holders of underlying securities, the exercise price of an Option may be reduced according to the following formula:

$$O' = O - \frac{E[P-(S+D)]}{N + 1}$$

where:

- O' = the new exercise price of the Option.
O = the old exercise price of the Option.
E = the number of underlying securities into which one Option is Exercisable.
P = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex-rights date or ex entitlements date.
S = the subscription price for a security under the pro-rata issue.
D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro-rata issue).
N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

(B) *Pro-Rata Bonus Issues*

If there is a bonus issue to the holders of the underlying securities, on the exercise of any Options, the number of Shares received will include the number of bonus Shares that would have been issued if the Options had been exercised prior to the record date for bonus issues. The exercise price will not change.



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

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **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 Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the Notice of Meeting online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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



 **For your vote to be effective it must be received by 11:00am (AEST) on Monday, 13 May 2019**

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.

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.investorcentre.com under the help tab, "Printable Forms".

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.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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

IND

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 Medibio 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, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Medibio Limited to be held at the offices of Chartered Accountants Australia and New Zealand, Level 18 Bourke Place, 600 Bourke Street, Melbourne, Victoria, 3000 on Wednesday, 15 May 2019 at 11:00am (AEST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2 - 7 (except where I/we have indicated a different voting intention below) even though Items 2 - 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2 - 7 by marking the appropriate box in step 2 below.

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.

	For	Against	Abstain
1 Adoption of Employee Incentive Option Plan (ESOP)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval to Grant Options to Mr Andrew Maxwell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to Grant Options to Mr Patrick Kennedy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to Grant Options to Mr Peter Carlisle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to Grant Options to Dr Franklyn Prendergast	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to Grant Options to Mr Michael Phelps	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to Grant Options to Mr Claude Solitario	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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 / /