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**CYNATA THERAPEUTICS LIMITED**

ACN 104 037 372

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**NOTICE OF ANNUAL GENERAL MEETING**

**The Annual General Meeting of the Company will be held at the Park Room, Amora Hotel, 649 Bridge Road, Richmond, Victoria 3121, on 11 November 2015 at 1.00pm (AEDT)**

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*This Notice of Annual General Meeting 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 adviser prior to voting.*

***Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 9481 3860.***

# CYNATA THERAPEUTICS LIMITED

ACN 104 037 372

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Cynata Therapeutics Limited (**Company**) will be held at the Park Room, Amora Hotel, 649 Bridge Road, Richmond, Victoria 3121 on 11 November 2015 at 1.00pm (AEDT) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 9 November 2015 at 7.00pm (AEDT).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 11.

## AGENDA

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### Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2015, which includes the Financial Report, the Directors' Report and the Auditor's Report.

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### 1. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."*

#### Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (c) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution; or
- (d) the person is the Chairman and the appointment of the Chairman as proxy:

- (i) does not specify the way the proxy is to vote on this Resolution; and
- (ii) expressly authorises the Chairman to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

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## **2. Resolution 2 – Re-election of Dr Stewart Washer as a Director**

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

*"That, Dr Stewart Washer, who retires in accordance with clause 13.2 of the Constitution, being eligible and offering himself for re-election, is re-elected as a Director."*

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## **3. Resolution 3 – Re-election of Dr John Chiplin as a Director**

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

*"That, for the purposes of clause 13.4 of the Constitution, Dr John Chiplin, a director who was appointed as an additional Director, retires, and being eligible, is re-elected as a Director."*

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## **4. Resolution 4 – Ratification of prior issue of Shares**

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

*"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 6,666,672 Shares each at an issue price of \$0.75 on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with 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.

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## **5. Resolution 5 – Ratification of prior issue of Options**

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

*"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 7,000,005 Options on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with 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.

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## **6. Resolution 6 – Approval of 10% Placement Facility**

To consider and, if thought fit, to pass with or without amendment, the following resolution as a special resolution:

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by a person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if this Resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if:

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

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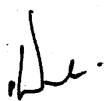
## **7. Resolution 7 – Renewal of proportional takeover provisions in Constitution**

To consider and, if thought fit, to pass with or without amendment, the following resolution as a special resolution:

*"That, for the purposes of Clause 35.6 of the Constitution and section 648G of the Corporations Act, and for all other purposes, the Company renew the proportional takeover provisions contained in Clause 35 of the Constitution with effect from the date of this Meeting for a period of three years."*

Dated 25 September 2015

**BY ORDER OF THE BOARD**



Mr Peter Webse  
Company Secretary

# CYNATA THERAPEUTICS LIMITED

ACN 104 037 372

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## EXPLANATORY MEMORANDUM

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### 1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Park Room, Amora Hotel, 649 Bridge Road, Richmond, Victoria 3121 on 11 November 2015 at 1.00pm (AEDT).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

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### 2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

#### 2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

#### 2.2 Voting Prohibition by Proxy Holders

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 1 if:

- (a) the person is either:
  - (i) a member of the Key Management Personnel of the Company; or
  - (ii) a Closely Related Party of such a member, and
- (b) the appointment does not specify the way the proxy is to vote on Resolution 1.

However, the prohibition does not apply if:

- (c) the proxy is the Chairman; and
- (d) the appointment expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company.

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### **3. Annual Report**

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. Copies of the report can be found on the Company's website <http://cynata.com> or by contacting the Company Secretary on +61 8 9481 3860.

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report;
- (b) ask questions or make comment on the management of the Company;
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (d) the preparation and the content of the Auditor's Report;
- (e) the conduct of the audit;
- (f) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (g) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

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### **4. Resolution 1 – Adoption of Remuneration Report**

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive and non-executive directors.

Section 250R(3) of the Corporations Act provides that this Resolution is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass this Resolution will not require the Directors to alter any of the arrangements in the Remuneration Report. However, the Directors take the discussion at the meeting and the outcome of the vote into account when considering the Company's remuneration practices.

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

If at least 25% of the votes cast are voted against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put to shareholders at the second annual general meeting a resolution proposing that another general meeting be held within 90 days, at which all of the Company's Directors (other than the Managing Director) would go up for re-election.

At the Company's 2014 Annual General Meeting the remuneration report was approved by over 75% of shareholders.

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## **5. Resolution 2 – Re-election of Dr Stewart Washer as a Director**

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

Dr Stewart Washer, the Director longest in office since his last election, retires by rotation at this Meeting and, being eligible, seeks re-election.

Dr Washer joined the Board as Executive Chairman in August 2013. He has 22 years of CEO and Board experience in medical technology, biotech and agrifood companies. He is currently the Chairman of Orthocell Ltd (ASX: OCC) and Minomic International Ltd. Dr Washer was previously the CEO of Calzada Ltd (ASX: CZD), the founding CEO of Phylogica Ltd (ASX: PYC) and before that, he was CEO of Celentis and managed the commercialisation of intellectual property from AgResearch in New Zealand with 650 scientists and \$130m revenues. He was also a founder of a NZ\$120m New Zealand based life science fund and venture partner with the Swiss based Inventages Nestlé Fund. Dr Washer is currently the Investment Director with Bioscience Managers. He has held a number of Board positions in the past as the Chairman of iSonea Ltd (ASX: ISN), Resonance Health Ltd (ASX: RHT) and Hatchtech Pty Ltd, and as a Director of iCeutica Pty Ltd, Immuron Ltd (ASX: IMC) and AusBiotech Ltd. He was also a Senator with Murdoch University and is currently the Chairman of Firefly Health.

The Board unanimously supports the re-election of Dr Stewart Washer.

Resolution 2 is an ordinary resolution.

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## **6. Resolution 3 – Re-election of Dr John Chiplin as a Director**

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution of seven.

Pursuant to clause 13.4 of the Constitution, any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Dr John Chiplin, having been appointed as a Non-Executive Director on 18 November 2014 will retire from the Company's Board in accordance with clause 13.4 of the Constitution and being eligible, seeks re-election from Shareholders.

Dr Chiplin has significant international experience in the life science and technology industries. Recent transactions that Dr Chiplin has been involved in include US stem cell company, Medistem (acquired by Intrexon), Arana (acquired by Cephalon) and Domantis (acquired by GlaxoSmithKline). Prior to his role at Arana, Dr Chiplin was head of the \$300M ITI Life Sciences investment fund in the UK and his own investment vehicle, Newstar Ventures Ltd, has funded more than a dozen early stage companies in the past ten years. He is a director of Benitec Biopharma Ltd (ASX: BLT) and also serves on the boards of Adalta Pty Ltd and ScienceMedia Inc.,

Prophecy Inc., Batu Biologics Inc. and the Coma Research Institute (CRI). Dr Chiplin's Pharmacy and Doctoral degrees are from the University of Nottingham, UK.

The Board unanimously supports the election of Dr John Chiplin.

Resolution 3 is an ordinary resolution.

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## **7. Resolution 4 – Ratification of prior issue of Shares**

### **7.1 General**

On 17 July 2015, the Company issued 6,666,672 Shares at an issue price of \$0.75 each (**Placement Shares**) to certain institutional investors introduced to the Company by placement agent H.C. Wainwright & Co. (**Placement Participants**) to raise \$5,000,004 (before costs).

The funds raised from the issue of the Placement Shares will be used to accelerate the current program for developing the proprietary Cymerus™ therapeutic mesenchymal stem cell product and to investigate the potential utility of the Cymerus™ technology in developing engineered cellular therapies to target cancer and a number of other serious conditions and to provide on-going working capital.

The Placement Shares were issued within the Company's 15% annual limit permitted under Listing Rule 7.1 and the additional 10% annual limit approved by Shareholders under Listing Rule 7.1A at the Company's 2014 Annual General Meeting, without the need for Shareholder approval.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period. A summary of Listing Rule 7.1A is provided in Section 9.1.

Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1 (including the additional 10% capacity under Listing Rule 7.1A), providing that the previous issue did not breach Listing Rule 7.1, the issue of those securities will be deemed to have been with shareholder approval for the purpose of Listing Rule 7.1.

Resolution 3 seeks Shareholder approval for the ratification of the issue of the Placement Shares pursuant to Listing Rule 7.4. Of these Placement Shares, 6,607,140 Shares were issued pursuant to the additional 10% capacity under Listing Rule 7.1A and 59,532 Shares were issued pursuant to the 15% capacity under Listing Rule 7.1. The effect of Shareholders passing Resolution 3 will be to restore the Company's ability to issue securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months and within the additional 10% placement capacity under Listing Rule 7.1A during the balance of the 12 months from the date of the Company's 2014 Annual General Meeting, without the requirement to obtain prior Shareholder approval.

Resolution 3 is an ordinary resolution.

### **7.2 Specific Information Required by Listing Rule 7.5**

For the purposes of Listing Rule 7.5 information regarding the issue of the Placement Shares is provided as follows:

- (a) 6,666,672 Shares were issued by the Company.
- (b) The Shares were issued at an issue price of \$0.75 per Share.
- (c) The Shares are fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.



- (d) The Shares were issued to the Placement Participants, none of whom are related parties of the Company.
- (e) The funds raised from the issue of the Placement Shares will be used to accelerate the current program for developing the proprietary Cymerus™ therapeutic mesenchymal stem cell product and to investigate the potential utility of the Cymerus™ technology in developing engineered cellular therapies to target cancer and a number of other serious conditions and to provide on-going working capital.
- (f) A voting exclusion statement is included in the Notice.

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## **8. Resolution 5 – Ratification of prior issue of Options**

### **8.1 General**

On 17 July 2015, the Company issued a total of 3,333,336 Options, each exercisable at \$0.80 on or before 17 August 2016 and 3,666,669 Options, each exercisable at \$1.00 on or before 17 July 2020. 6,666,672 Options were issued free attaching to the Placement Shares. 333,333 Options, each exercisable at \$1.00 on or before 17 July 2020, were issued to the placement agent and its nominees who facilitated the issue of the Placement Shares.

The Options were issued within the Company's 15% annual limit permitted by ASX Listing Rule 7.1 without the need for Shareholder approval. ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. A summary of ASX Listing Rules 7.1 and 7.4 is provided in Section 7.1.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 of the issue of those 7,000,005 Options. By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 during the next 12 months, without the requirement to obtain prior Shareholder approval.

Resolution 4 is an ordinary resolution.

### **8.2 Specific Information Required by Listing Rule 7.5**

For the purposes of Listing Rule 7.5 information regarding the issue of the Options is provided as follows:

- (a) 7,000,005 Options were issued by the Company.
- (b) The Options were issued for nil cash consideration. 6,666,672 Options were issued as Options free attaching to the Placement Shares. 333,333 Options were issued to the placement agent and its nominees who facilitated the issue of the Placement Shares as part of the fees for arranging the issue. Accordingly, no funds were raised from the issue of the Options.
- (c) 3,333,336 Options are each exercisable at \$0.80 on or before 17 August 2016, 3,666,669 Options each exercisable at \$1.00 on or before 17 July 2020, and the Options otherwise have the terms and conditions set out in Schedule 1;
- (d) The Options were issued to the Placement Participants, and to H.C. Wainwright & Co., the placement agent and its nominees who facilitated the issue of the Placement Shares, none of whom are related parties of the Company.
- (e) No funds were raised from the issue of the Options.
- (f) A voting exclusion statement is included in the Notice.

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## 9. Resolution 6 – Approval of 10% Placement Facility

### 9.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

While the Company has no current intention to use the 10% Placement Facility, the Company is now seeking shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 9.2(c) below).

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

### 9.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being the Shares (ASX Code: CYP).

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 9.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within five Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

**(10% Placement Period).**

### **9.3 Listing Rule 7.1A**

The effect of Resolution 6 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

### **9.4 Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within five Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A2		Dilution		
		\$0.255 50% decrease in Issue Price	\$0.51 Issue Price	\$1.02 100% increase in Issue Price
Current Variable A 72,738,075 Shares	10% voting dilution	7,273,807	7,273,807	7,273,807
	Funds raised	\$1,854,820	\$3,709,641	\$7,419,283
50% increase in current Variable A 109,107,112 Shares	10% voting dilution	10,910,711	10,910,711	10,910,711
	Funds raised	\$2,782,231	\$5,564,462	\$11,128,925

100% increase in current Variable A	10% voting dilution	14,547,615	14,547,615	14,547,615
145,476,150 Shares	Funds raised	\$3,709,641	\$7,419,283	\$14,838,567

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  - (ii) No Options are exercised into Shares before the date of the issue of the Equity Securities.
  - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
  - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
  - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
  - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
  - (vii) At the date of this Notice, there are currently 72,738,075 Shares on issue.
  - (viii) The issue price is \$0.51, being the closing price of the Shares on 24 September 2015.
- (c) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of Equity Securities pursuant to the 10% Placement Facility will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) as cash consideration, in which case the Company intends to use funds raised for expanding or accelerating the Company's existing business activities (including expenses associated with further tests in relation to the Company's existing projects), pursuing other acquisitions that have a strategic fit or will otherwise add value to shareholders (including expenses associated with such acquisitions) and general working capital; or
  - (ii) as non-cash consideration for acquisition of new assets, technology and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.
- The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the purpose of the issue;
- (ii) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the financial situation and solvency of the Company; and
- (v) advice from corporate, financial and broking advisers (if applicable).

The recipients under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets, technology or investments, it is likely that the recipients under the 10% Placement Facility will be the vendors of the new assets, technology or investments.

- (f) The Company previously obtained Shareholder approval under Listing Rule 7.1A at the Company's 2014 AGM held on 18 November 2014.
- (g) In the 12 months preceding the date of the Meeting the Company issued a total of 24,743,927 Equity Securities. A number of these issues (11,077,250) arose from the issue of Shares upon exercise of (or on underwriting of the exercise of) existing Options, whereby the number of Shares on issue increased and the number of Options decreased by the same amount resulting in no net increase in the Equity Securities on issue. On the whole, the Company issued 13,666,677 new net Equity Securities other than upon exercise of (or on underwriting of the exercise of) existing Options, which represents 18.78% of the total number of Equity Securities on issue at 11 November 2014 (being, 72,771,403). The Equity Securities issued in the preceding 12 months were as follows:

<b>Date of Appendix 3B</b>	<b>Number of Equity Securities</b>	<b>Class of Equity Securities and summary of terms</b>	<b>Names of recipients or basis on which recipients determined</b>	<b>Issue price of Equity Securities and discount to Market Price<sup>1</sup> on the trading day prior to the issue</b>	<b>If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds  If issued for non-cash consideration – a description of the consideration and the current value of the consideration</b>
12/11/2014	435,000 Shares	Note 2	Option holders who exercised listed Options	\$0.20 exercise price being a 45.95% discount to the Market Price on 11/11/2014	\$87,000. The funds raised were to be used for working capital purposes.
14/11/2014	20,157 Shares	Note 2	Option holders who exercised listed Options	\$0.20 exercise price being a 42.86% discount to the Market Price on 13/11/2014	\$4,031.40. The funds raised were to be used for working capital purposes.

05/12/2014	412,300 Shares	Note 2	Option holders who exercised listed Options	\$0.20 exercise price being a 48.72% discount to the Market Price on 04/12/2014	\$82,460. The funds raised were to be used for working capital purposes.
11/12/2014	578,431 Shares	Note 2	Option holders who exercised listed Options	\$0.20 exercise price being a 48.72% discount to the Market Price on 10/12/2014	\$115,686.20. The funds raised were to be used for working capital purposes.
18/12/2014	892,813 Shares	Note 2	Option holders who exercised listed Options	\$0.20 exercise price being a 46.67% discount to the Market Price on 17/12/2014	\$178,562.60. The funds raised were to be used for working capital purposes.
24/12/2014	1,872,631 Shares	Note 2	Option holders who exercised listed Options	\$0.20 exercise price being a 41.18% discount to the Market Price on 21/12/2014	\$374,526.20. The funds raised were to be used for working capital purposes.
31/12/2014	2,417,813 Shares	Note 2	Option holders who exercised listed Options	\$0.20 exercise price being a 37.50% discount to the Market Price on 30/12/2014	\$483,562.40. The funds raised were to be used for working capital purposes.
06/01/2015	4,054,119 Shares	Note 2	Option holders who exercised listed Options	\$0.20 exercise price being a 47.37% discount to the Market Price on 05/01/2015	\$820,823.80. The funds raised were to be used for working capital purposes.
14/01/2015	393,987 Shares	Note 2	Issued pursuant to underwriting agreement for listed option exercise shortfall	\$0.20 exercise price being a 42.86% discount to the Market Price on 13/01/2014	\$78,797.40. The funds raised were to be used for working capital purposes.
17/07/2015	6,666,672 Shares	Note 2	Issued pursuant to a share placement to institutional investors	\$0.75 issue price being a 1.35% premium to the Market Price on 16 July 2015	\$5,000,004. The funds raised were to be used to accelerate the current work programs and to provide on-going working capital.
17/07/2015	3,333,336 Options	Note 3, 6	Issued pursuant to a share placement to institutional investors	Nil issue price. \$0.80 exercise price being a 8.11% premium to the Market Price on 16 July 2015	Issued as a free attaching option to the Shares placed on 17 July 2015. Valued at \$0.0632 each totalling \$210,717 using a Black & Scholes pricing model.

17/07/2015	3,333,336 Options	Note 4, 6	Issued pursuant to a share placement to institutional investors	Nil issue price. \$1.00 exercise price being a 35.14% premium to the Market Price on 16 July 2015	Issued as a free attaching option to the Shares placed on 17 July 2015. Valued at \$0.2186 each totalling \$728,788 using a Black & Scholes pricing model.
17/07/2015	333,333 Options	Note 5, 6	Issued to placement agent and its nominees.	Nil issue price. \$1.00 exercise price being a 35.14% premium to the Market Price on 16 July 2015	Issued to placement agent on 17 July 2015 as part of placement agreement. Valued at \$0.2186 each totalling \$72,879 using a Black & Scholes pricing model.

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises).
  2. Fully paid ordinary shares in the capital of the Company, ASX Code: CYP (terms are set out in the Constitution).
  3. Unlisted Options issued as free attaching Options to the Placement Shares on 17 July 2015, exercisable at \$0.80 and with an expiry date of 17 August 2016.
  4. Unlisted Options issued as free attaching Options to the Placement Shares on 17 July 2015, exercisable at \$1.00 and with an expiry date of 17 July 2020.
  5. Unlisted Options issued to the placement agent and its nominees who arranged the issue of the Placement Shares on 17 July 2015, exercisable at \$1.00 and with an expiry date of 17 July 2020.
  6. The value of Options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option.
- (h) The Company's cash balance on 11 November 2014 was approximately \$4,545,737. Cash raised from issues in the previous 12 months totals \$7,215,454 (before costs). The Company's cash balance at the date of this Notice is approximately \$8,230,506. Funds raised have been used to accelerate the current program for developing the proprietary Cymerus™ therapeutic mesenchymal stem cell product and to investigate the potential utility of the Cymerus™ technology in developing engineered cellular therapies to target cancer and a number of other serious conditions and to provide on-going working capital. The remaining funds of \$8,230,506 are intended to be used to for the abovementioned purposes.
- (i) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

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## 10. Resolution 7 – Renewal of proportional takeover provisions in Constitution

The Corporations Act permits a company's constitution to include a provision that enables it to refuse to register the transfer of shares acquired under a proportional takeover bid, unless shareholders approve the bid. Clause 35 of the Constitution was approved by Shareholders when the Constitution was adopted on 29 October 2013, but that approval (and therefore the rule) will cease to have effect on 29 October 2016. The Directors consider it in the interests of



Shareholders to continue to have proportional takeover provisions in the Constitution and, accordingly, Shareholders are requested to renew the proportional takeover provisions contained in Clause 35 of the Constitution with effect from the date of this meeting for a further period of three years.

#### **10.1 Proportional takeover bid**

A proportional takeover bid is a takeover bid where the offer made to each Shareholder is only for a proportion of that Shareholder's Shares (i.e. less than 100 per cent).

#### **10.2 Effect of proportional takeover bid provisions**

If a proportional takeover bid is made, the Directors must ensure that a general meeting to approve the bid is held more than 14 days before the last day of the bid period, at which Shareholders will consider a resolution to approve the takeover bid. Each Shareholder will have one vote for each fully paid Share held, with the vote to be decided on a simple majority. The bidder and its associates are not allowed to vote.

If the resolution is not passed at that meeting, no transfer of Shares will be registered and the offer will be taken to have been withdrawn. If the resolution is not voted on, the bid will be taken to have been approved. If the bid is approved (or taken to have been approved), all valid transfers must be registered.

The proportional takeover approval provisions do not apply to full takeover bids and, if renewed, will only apply for three years after the date of the renewal.

#### **10.3 Reasons for proportional takeover provisions**

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. The proportional takeover provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

#### **10.4 Knowledge of any acquisition proposals**

As at the date of this Notice, no Director is aware of any proposal to acquire or to increase the extent of a substantial interest in the Company.

#### **10.5 Potential advantages and disadvantages**

The Directors consider that during the period in which the proportional takeover provisions have been in effect, the proportional takeover provisions have had no potential particular advantages or disadvantages for them or for Shareholders. During the time that the existing proportional takeover provisions have been in effect, there have been no takeover bids for the Company. The Directors are not aware of any potential bid that was discouraged by Clause 35 of the Constitution.

The Directors consider that the proportional takeover approval provisions proposed to be renewed have no potential advantages for the Directors, but do have some for Shareholders including:

- (a) Shareholders will be given the right to decide by majority vote whether to accept a proportional takeover bid;
- (b) the provisions may help Shareholders avoid being locked in as a minority and may prevent a bidder acquiring control of the Company without paying an adequate control premium (i.e. paying for all of their Shares);

- (c) the provisions may increase Shareholders' bargaining power and may help ensure that any bid is adequately priced; and
- (d) knowing the view of the majority of Shareholders may help each individual Shareholder to decide whether to accept or reject the proportional offer.

The Directors consider that the proportional takeover approval provisions proposed to be renewed have no potential disadvantages for the Directors, but do have some for Shareholders including:

- (a) they may discourage proportional takeover bids being made for Shares in the Company;
- (b) Shareholders may lose an opportunity to sell some of their shares at a premium; and
- (c) the likelihood of a proportional takeover succeeding may be reduced.

The Directors do not believe the potential disadvantages outweigh the potential advantages of renewing the proportional takeover provisions and as a result consider that the renewal of the proportional takeover provision is in the interest of Shareholders. The Directors consider that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The Board unanimously recommends the renewal of the proportional takeover provisions.

Resolution 7 is a special resolution.

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## 11. Definitions

**10% Placement Facility** has the meaning given in Section 9.1.

**10% Placement Period** has the meaning given in Section 9.2(f).

**AEDT** means Australian Eastern Daylight Time.

**Annual Report** means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2015.

**ASIC** means Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors.

**Chairman** means the person appointed to chair the Meeting.

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

**Company** or **Cynata** means Cynata Therapeutics Limited ACN 104 037 372.

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company.

**Directors' Report** means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Equity Securities** has the same meaning as in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

**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.

**Listing Rules** means the listing rules of ASX.

**Meeting** has the meaning in the introductory paragraph of the Notice.

**Notice** means this notice of meeting.

**Option** means an option which entitles the holder to subscribe for one Share.

**Placement Participants** has the meaning given in Section 7.1.

**Placement Shares** has the meaning given in Section 7.1.

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

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means a resolution contained in this Notice.

**Schedule** means a schedule to this Notice.

**Section** means a section contained in this Explanatory Memorandum.

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

**Shareholder** means a shareholder of the Company.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**VWAP** means volume weighted average price.

In this Notice, words importing the singular include the plural and vice versa.

## Schedule 1 – Terms and Conditions of Options

1. Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2. The exercise price of:
  - (a) 3,333,336 of the Options issued (“Tranche A Options”) is AUD\$0.80 (80 Australian cents); and
  - (b) 3,666,669 of the Options issued (“Tranche B Options”) is AUD\$1.00 (100 Australian cents),per Option (the price specified in respect of each tranche being the “Exercise Price”) payable in full on exercise.
3. The Tranche A Options are exercisable at any time prior to 5.00pm Sydney Time on 17 August 2016, and the Tranche B Options are exercisable at any time prior to 5.00pm Sydney Time on 17 July 2020 (the date specified in respect of each tranche being the “Expiry Date”).
4. The Options are exercisable by completing a notice of exercise of Options and delivering it together with the payment (by cheque or electronic funds transfer) of the Exercise Price for the number of Options being exercised to the registered office of the Company. Any Option that has not been exercised prior to the Expiry Date automatically lapses on the Expiry Date.
5. Subject to compliance with the Corporations Act, the ASX Listing Rules and the Constitution of the Company, the Options are freely transferable.
6. All ordinary fully paid Shares issued upon exercise of Options will rank pari passu in all respects with, and will have the same terms as, the Company’s then issued Shares. The Company will apply for Official Quotation by ASX of all Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX.
7. The Options will not give any right to participate in dividends until Shares are issued pursuant to the exercise of the relevant options.
8. The Company shall not effect any exercise of an Option, and a holder shall not have the right to exercise any portion of an Option, to the extent that after giving effect to such issuance after exercise, such holder (together with the holder’s affiliates), would beneficially own (calculated in accordance with Section 13(d) of the United States Securities Exchange Act of 1934, and the rules and regulations promulgated thereunder) in excess of 4.99% of the total number of Shares of the Company outstanding immediately after giving effect to the issuance of Shares upon exercise of such Option.
9. There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. However, the Company will ensure that Option holders will be given at least 4 business days’ notice to allow for the conversion of Options prior to the record date in relation to any offer of securities made to shareholders (or such shorter period agreed between the Company and the Option holder in writing).
10. In the event of any reorganisation (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, the rights of the option holder may be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
11. The Options will be unlisted Options at the time of grant.

Holder Number

## Security Holder Appointment of Proxy – Annual General Meeting

I/We being a Shareholder entitled to attend and vote at the Meeting, hereby appoint

*(Name of Proxy)*

OR

The Chair as my/our 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, at the Annual General Meeting to be held at 1.00pm (AEDT) on 11 November 2015 at the Park Room, Amora Hotel, 649 Bridge Road, Richmond, Victoria 3121 and at any adjournment thereof.

### AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 in accordance with the Chairman's voting intentions (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

**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.

### VOTING ON BUSINESS OF THE MEETING

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Ratification of prior issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Dr Stewart Washer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Dr John Chiplin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Renewal of proportional takeover provisions in Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

*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.*

### SIGNATURE OF SHAREHOLDER(S):

**Individual or Shareholder 1**

Sole Director / Company Secretary

**Shareholder 2**

Director

**Shareholder 3**

Director / Company Secretary

## INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM

### APPOINTING A PROXY

A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. The appointed proxy may be an individual or body corporate.

If a Body Corporate is appointed to act as your proxy then a representative of that Body Corporate must be appointed to act as its representative. When attending the meeting, the representative must bring a formal notice of appointment as per section 250D of the Corporations Act. Such notice must be signed as required by section 127 of the Corporations Act or the Body Corporate's Constitution.

If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll.

The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

**Note:** If you wish to appoint a second proxy, you may copy this form but you must return both forms together.

### VOTING ON BUSINESS OF MEETING

A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the number of votes that the proxy may exercise by writing the number of Shares next to the box marked for the relevant item of business.

Where a box is not marked the proxy may vote as they choose subject to the relevant laws.

Where more than one box is marked on an item the vote will be invalid on that item.

### SIGNING INSTRUCTIONS

- **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 Form when you return it.
- **Companies:** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

### ATTENDING THE MEETING

Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy 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.

### LODGEMENT OF VOTES

To be effective, a validly appointed proxy must be received by the Company **not less than 48 hours** prior to commencement of the Meeting.

Proxy appointments can be lodged by:

- a) **Hand Delivery** – Suite 1, 1233 High Street Armadale VIC 3143 ; or
- b) **Post** - to PO Box 271, West Perth WA 6872 ; or
- c) **Facsimile** - to +61 8 9321 3860; or
- d) **Email** - info@cynata.com

**Proxy Forms received later than this time will be invalid**