



Living Cell Technologies Limited

ACN: 104 028 042

ASX: LCT

OTCQB: LVCLY

ASX ANNOUNCEMENT

Receipt of Section 249D Notice

Sydney, Australia & Auckland, New Zealand - 14 September 2022 – Living Cell Technologies (ASX:LCT; OTCQB:LVCLY) advises that it has received a notice pursuant to section 249D of the *Corporations Act 2001 (Cth)* (**Corporations Act**) on behalf of EZR Systems Pty Ltd ACN 116 501 583, Cipater Pty Ltd ACN 151 811 479, Union Square Capital Pty Ltd ACN 623 228 268 ATF <Endeavor A/C> and Ellaz Pty Ltd ACN 122 551 759 ATF <The Ripper Family Trust> (collectively "**Group**") regarding its intention to move resolutions at a general meeting of the Company for the appointment and removal of directors of the Company and requisitioning a meeting of the Company's shareholders to consider those resolutions (**Notice**).

Pursuant to the Notice, Group proposes resolutions to remove three directors of the Company, being Executive Chairman, Professor Bernie Tuch, Mr Robert Willcocks and Dr Andrew Kelly, and to seek the appointment of Mr David Richard Hainsworth and Mr Bradley John Dilkes as directors of the Company. A copy of the Notice is attached.

The Company will consider the Notice and comply with its obligations under the Corporations Act. Shareholders will be provided with further updates as required.

Assuming the Notice is valid, any shareholder meeting will be held not later than two months after receipt of the Notice (**Meeting**). The Notice of Meeting will include the statement provided by Group summarising the reasons for the Notice, and the Company's response.

Authorised for release by the Board of Living Cell Technologies Limited.

– Ends –

For further information: www.lctglobal.com

<p>At the Company: Bernie Tuch Chief Executive Mobile: +61 411 461 604 bernietuch@lctglobal.com</p>	<p>For media queries: Anthony Fensom Republic PR Mobile: +61 407 112 623 anthony@republicpr.com.au</p>
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About Living Cell Technologies

Living Cell Technologies Limited (ASX:LCT) is an Australasian biotechnology company that is focused on discovering and developing novel treatments for debilitating conditions such as diabetes and Parkinson's disease.

LCT is listed on the Australian (ASX:LCT) and US (OTCQB:LVCLY) stock exchanges. The Company is incorporated in Australia, with its operations based in Australia and New Zealand.

For more information, visit www.lctglobal.com or follow @lctglobal on Twitter, Facebook or LinkedIn.

Forward-looking statements

This document may contain certain forward-looking statements, relating to LCT's business, which can be identified by the use of forward-looking terminology such as "promising," "probable", "plans," "anticipated," "will," "project," "believe," "forecast," "expected," "estimated," "targeting," "aiming," "set to," "potential," "seeking to," "goal," "could provide," "intends," "is being developed," "could be," "on track," or similar expressions, or by express or implied discussions regarding potential filings or marketing approvals, or potential future sales of product candidates. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to be materially different from any future results, performance or achievements expressed or implied by such statements. There can be no assurance that any existing or future regulatory filings will satisfy the FDA's and other health authorities' requirements regarding any one or more product candidates, nor can there be any assurance that such product candidates will be approved by any health authorities for sale in any market or that they will reach any particular level of sales. In particular, management's expectations regarding the approval and commercialisation of the product candidates could be affected by, among other things, unexpected clinical trial results, including additional analysis of existing clinical data, and new clinical data; unexpected regulatory actions or delays, or government regulation generally; our ability to obtain or maintain patent or other proprietary intellectual property protection; competition in general; government, industry, and general public pricing pressures; and additional factors that involve significant risks and uncertainties about our products, product candidates, financial results and business prospects. Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated or expected. LCT is providing this information and does not assume any obligation to update any forward-looking statements contained in this document as a result of new information, future events or developments or otherwise.

**REQUEST TO CONVENE MEETING OF LIVING CELL TECHNOLOGIES LIMITED
PURSUANT TO SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

To: The Directors
Living Cell Technologies Limited
C/O Mertons Corporate Services
Level 7, 330 Collins Street
Melbourne VIC 3000

We:

- (a) EZR Systems Pty Ltd of 205/838 Collins Street Docklands VIC 3008;
- (b) Cipater Pty Ltd of 32 Shasta Avenue Brighton East VIC 3187;
- (c) Union Square Capital Pty Ltd ATF <Endeavor A/C> of PO Box 252 Kalamunda WA 6926;
and
- (d) Ellaz Pty Ltd ATF <The Ripper Family Trust> of PO Box 862 Hillarys WA 6923,

are the registered holders of 68,358,292 fully paid ordinary shares in the capital of Living Cell Technologies Limited (ACN 104 028 042) (**Company**), being approximately 5.32% of the votes that may be cast at a general meeting of the Company calculated as at midnight before the date on which this request was given to the Company.

We request pursuant to section 249D of the *Corporations Act 2001* (Cth) that the directors of the Company call and arrange to hold a general meeting of the Company for the purposes of considering and, if thought fit, passing as ordinary resolutions, the resolutions set out below:

RESOLUTION 1 – Appointment of Director – Mr David Richard Hainsworth

"That Mr David Richard Hainsworth, having consented to act, be appointed as a Director of the Company."

RESOLUTION 2 – Appointment of Director – Mr Bradley John Dilkes

"That Mr Bradley John Dilkes, having consented to act, be appointed as a Director of the Company."

RESOLUTION 3 – Removal of Director – Prof. Bernard Tuch

"That Prof. Bernard Tuch be removed from office as a Director of the Company effectively immediately upon passing this resolution."

RESOLUTION 4 – Removal of Director – Dr Andrew Kelly

"That Dr Andrew Kelly be removed from office as a Director of the Company effectively immediately upon passing this resolution."

RESOLUTION 5 – Removal of Director – Mr Robert Moyse Willcocks

"That Mr Robert Moyse Willcocks be removed from office as a Director of the Company effectively immediately upon passing this resolution."

RESOLUTION 6 – Removal of Interim Appointed Directors

"That any person appointed as a director of the Company on and from the date of this Requisition being 13 September 2022 until the end of the General Meeting (other than any person elected as a director of the Company following their nomination by the shareholders of the Company issuing this Requisition) be removed as a director of the Company with immediate effect on the passing of this resolution."

We propose to move the resolutions above.

The consents to act as directors of the Company from Mr David Richard Hainsworth and Mr Bradley John Dilkes have been delivered to the Company on 13 September 2022.

Dated 13 September 2022.

Executed by EZR Systems Pty Ltd ACN 116 501 583 in accordance with section 127 of the *Corporations Act 2001* (Cth):



Sole Director / Secretary

MR JULIAN MARK JARMAN

Name of Director
BLOCK LETTERS

Executed by Cipater Pty Ltd ACN 151 811 479 in accordance with section 127 of the *Corporations Act 2001* (Cth):



Sole Director / Secretary

MR BRADLEY JOHN DILKES

Name of Director
BLOCK LETTERS

Executed by Union Square Capital Pty Ltd ACN 623 228 268 ATF <Endeavor A/C> in accordance with section 127 of the *Corporations Act 2001* (Cth):



Sole Director / Secretary

MR DAVID RICHARD HAINSWORTH

Name of Director
BLOCK LETTERS

Executed by Ellaz Pty Ltd ACN 122 551 759
ATF <The Ripper Family Trust> in
accordance with section 127 of the
Corporations Act 2001 (Cth):



Sole Director / Secretary

MR FRANCESCO SCULLINO

Name of Director
BLOCK LETTERS

**NOTICE OF INTENTION TO MOVE A RESOLUTION PURSUANT TO
SECTION 203D OF THE CORPORATIONS ACT 2001 (CTH)**

To: The Directors
Living Cell Technologies Limited
C/O Mertons Corporate Services
Level 7, 330 Collins Street
Melbourne VIC 3000

We:

- (a) EZR Systems Pty Ltd of 205/838 Collins Street Docklands VIC 3008;
- (b) Cipater Pty Ltd of 32 Shasta Avenue Brighton East VIC 3187;
- (c) Union Square Capital Pty Ltd ATF <Endeavor A/C> of PO Box 252 Kalamunda WA 6926;
and
- (d) Ellaz Pty Ltd ATF <The Ripper Family Trust> of PO Box 862 Hillarys WA 6923,

are the registered holders of 68,358,292 fully paid ordinary shares in the capital of Living Cell Technologies Limited (ACN 104 028 042) (**Company**), being approximately 5.32% of the votes that may be cast at a general meeting of the Company calculated as at midnight before the date on which this request was given to the Company.

We hereby give notice pursuant to section 203D of the *Corporations Act 2001* (Cth) of our intention to move the following resolutions at the next general meeting of the Company:

RESOLUTION 1 – Removal of Director – Prof. Bernard Tuch

"That Prof. Bernard Tuch be removed from office as a Director of the Company effectively immediately upon passing this resolution."

RESOLUTION 2 – Removal of Director – Dr Andrew Kelly

"That Dr Andrew Kelly be removed from office as a Director of the Company effectively immediately upon passing this resolution."

RESOLUTION 3 – Removal of Director – Mr Robert Moyse Willcocks

"That Mr Robert Moyse Willcocks be removed from office as a Director of the Company effectively immediately upon passing this resolution."

Dated 13 September 2022.

**Executed by EZR Systems Pty Ltd ACN 116
501 583** in accordance with section 127 of the
Corporations Act 2001 (Cth):



Sole Director / Secretary

MR JULIAN MARK JARMAN

Name of Director

**Executed by Cipater Pty Ltd ACN 151 811
479** in accordance with section 127 of the
Corporations Act 2001 (Cth):



Sole Director / Secretary

MR BRADLEY JOHN DILKES

Name of Director

**Executed by Union Square Capital Pty Ltd
ACN 623 228 268 ATF <Endeavor A/C>** in
accordance with section 127 of the
Corporations Act 2001 (Cth):



Sole Director / Secretary

MR DAVID RICHARD HAINSWORTH

Name of Director

Executed by Ellaz Pty Ltd ACN 122 551 759
ATF <The Ripper Family Trust> in
accordance with section 127 of the
Corporations Act 2001 (Cth):



Sole Director / Secretary

MR FRANCESCO SCULLINO

Name of Director