

Living Cell Technologies Limited

ACN 104 028 042

NOTICE OF ANNUAL GENERAL MEETING

to be held at
Pullman Auckland
Cnr. Princes Street and Waterloo Quadrant
Auckland, New Zealand
on Thursday 12 November 2015
at 2.00pm NZDT

Shareholders who have elected not to receive a printed copy of the Company's 2015 Annual Report may obtain a copy from the Company's website www.lctglobal.com under "Investor Centre/Key financial reports".

Registered Office:
C/- Australian Company Secretaries Pty Ltd
GPO Box 4231
Level 8
70 Pitt Street
SYDNEY NSW 2001

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Notice is hereby given that the Annual General Meeting (“the Meeting”) of Living Cell Technologies Limited (“the Company”) will be held at Pullman Auckland, Cnr. Princes Street and Waterloo Quadrant, Auckland, New Zealand on Thursday 12 November 2015 at 2.00pm NZDT.

ORDINARY BUSINESS

Consideration of Financial Report

To consider the Financial Report and the reports of the Directors and Auditors for the year ended 30 June 2015.

Neither the Corporations Act 2001 nor the Company’s Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given the opportunity to ask questions or make comments on the reports and statements at the meeting.

Resolution 1 Adoption of Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution:

“That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors’ Report of the Company for the year ended 30 June 2015, be adopted, details of which are set out in the explanatory notes to resolution 1 in the notice of meeting.”

- *This resolution is advisory only and does not bind the Company or the directors.*
- *When reviewing the Company’s remuneration policies the directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting.*
- *If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company’s directors (other than the Managing Director / CEO) must stand for re-election.*

Resolution 2 Re-election of Professor Robert Elliott as a Director

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

“That Professor Robert Elliott, being a Director of the Company, retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 2 in the notice of meeting.”

SPECIAL BUSINESS

Resolution 3 Approval of issue of options to Mr Roy Austin or his nominee in accordance with Listing Rule 10.11

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

“That approval be given, pursuant to ASX Listing Rule 10.11, for the issue of 300,000 unlisted options over ordinary shares at a nil issue price and an exercise price of \$0.075 per share; and 300,000 unlisted options over ordinary shares at a nil issue price and an exercise price of \$0.10 per share; to Mr Roy Austin or his nominee, details of which are set out in the explanatory notes to resolution 3 in the notice of meeting”.

Resolution 4 Approval of issue of options to Professor Robert Elliott or his nominee in accordance with Listing Rule 10.11

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

“That approval be given, pursuant to ASX Listing Rule 10.11, for the issue of 300,000 unlisted options over ordinary shares at a nil issue price and an exercise price of \$0.075 per share; and 300,000 unlisted options over ordinary shares at a nil issue price and an exercise price of \$0.10 per share; to Professor Robert Elliott or his nominee, details of which are set out in the explanatory notes to resolution 4 in the notice of meeting”.

Resolution 5 Approval of issue of options to Mr Laurie Hunter or his nominee in accordance with Listing Rule 10.11

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

"That approval be given, pursuant to ASX Listing Rule 10.11, for the issue of 300,000 unlisted options over ordinary shares at a nil issue price and an exercise price of \$0.075 per share; and 300,000 unlisted options over ordinary shares at a nil issue price and an exercise price of \$0.10 per share; to Mr Laurie Hunter or his nominee, details of which are set out in the explanatory notes to resolution 5 in the notice of meeting".

Resolution 6 Approval of issue of options to Dr Bernard Tuch or his nominee in accordance with Listing Rule 10.11

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

"That approval be given, pursuant to ASX Listing Rule 10.11, for the issue of 300,000 unlisted options over ordinary shares at a nil issue price and an exercise price of \$0.075 per share; and 300,000 unlisted options over ordinary shares at a nil issue price and an exercise price of \$0.10 per share; to Dr Bernard Tuch or his nominee, details of which are set out in the explanatory notes to resolution 6 in the notice of meeting".

Resolution 7 Approval of issue of options to Mr Robert Willcocks or his nominee in accordance with Listing Rule 10.11

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

"That approval be given, pursuant to ASX Listing Rule 10.11, for the issue of 300,000 unlisted options over ordinary shares at a nil issue price and an exercise price of \$0.075 per share; and 300,000 unlisted options over ordinary shares at a nil issue price and an exercise price of \$0.10 per share; to Mr Robert Willcocks or his nominee, details of which are set out in the explanatory notes to resolution 7 in the notice of meeting".

Resolution 8 Amendment of the Employee Share Option Plan (ESOP) Rules

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

"That approval be given to amend the Rules of the Company's Employee Share Option Plan described in the explanatory notes to resolution 8 in the notice of meeting".

BY ORDER OF THE BOARD



N J V Geddes
Company Secretary

VOTING EXCLUSIONS

In accordance with the Corporations Act 2001 and the Australian Securities Exchange Listing Rules, the Company makes the following statement:

The Company will disregard any votes cast on:

Resolution 1: Adoption of Remuneration Report

By:

- a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) A closely related party of such a member.

However, a person described above may cast a vote on the resolution if:

- The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution;
- The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; and
- The vote is cast by the Chairman, as the nominated proxy for a person who is permitted to vote, with express authorisation given to the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the key management personnel of the Company.

Resolution 3: Approval of issue of options to Mr Roy Austin or his nominee in accordance with Listing Rule 10.11

By:

- a) Mr Roy Austin; and
- b) Any associates of such a person (within the meaning of the Corporations Act 2001)

However, the entity need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directors on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 4: Approval of issue of options to Professor Robert Elliott or his nominee in accordance with Listing Rule 10.11

By:

- a) Professor Robert Elliott; and
- b) Any associates of such a person (within the meaning of the Corporations Act 2001)

However, the entity need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directors on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 5: Approval of issue of options to Mr Laurie Hunter or his nominee in accordance with Listing Rule 10.11

By:

- a) Mr Laurie Hunter; and
- b) Any associates of such a person (within the meaning of the Corporations Act 2001)

However, the entity need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directors on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 6: Approval of issue of options to Dr Bernard Tuch or his nominee in accordance with Listing Rule 10.11

By:

- a) Dr Bernard Tuch; and
- b) Any associates of such a person (within the meaning of the Corporations Act 2001)

However, the entity need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directors on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 7: Approval of issue of options to Mr Robert Willcocks or his nominee in accordance with Listing Rule 10.11

By:

- a) Mr Robert Willcocks; and
- b) Any associates of such a person (within the meaning of the Corporations Act 2001)

However, the entity need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directors on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 8: Amendment of the Employee Share Option Plan (ESOP) Rules

By:

- a) Any person who is a KMP as at the time the resolution is voted on at the Meeting; and
- b) Any associates of such a person (within the meaning of the Corporations Act 2001)

However, the entity need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directors on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY NOTES

This Explanatory Memorandum has been prepared for the shareholders of Living Cell Technologies Limited to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Thursday 12 November 2015.

With the exception of Resolution 1, all other resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried.

If appropriate, and if time permits, the Chairman will discuss significant issues raised by shareholders prior to the meeting and will invite questions and comments from shareholders on these key issues and any other matters that shareholders would like to raise at the meeting.

In addition, a reasonable opportunity will be given to members present at the meeting to ask the Company's auditor, BDO questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor. If you would like to submit a written question to BDO before the Meeting on any of the foregoing matters, please send your question to the Company Secretary, Nick Geddes, at ngeddes@austcosec.com.au before 5 November 2015.

If you have a more general issue or question that you would like discussed at the Meeting, please write to the Company Secretary, Nick Geddes, at the above address.

How will the Chairman vote as proxy if the Shareholder has not directed the Chairman to vote?

The Chairman intends to vote in favour of all Resolutions. If a Shareholder appoints the Chairman of the Annual General Meeting as proxy and does not direct the Chairman how to vote on a Resolution then, if that Shareholder is entitled to vote on that Resolution, the Chairman will vote in favour of that Resolution.

Resolution 1 - Adoption of the Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 30 June 2015.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and executives (which includes senior management) of the Company. The Remuneration Report can be located in the Company's Annual Report on pages 12 to 16. The Annual Report is available online at www.lctglobal.com under "Investor Centre/Key financial reports".

The resolution is advisory only and does not bind the Company or its directors. However the Board will consider the outcome of the vote and comments made by shareholders at the meeting on the remuneration report when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director / CEO) must stand for re-election. The Company encourages all shareholders to cast their votes on Resolution 1 (Adoption of Remuneration Report).

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

Resolution 2 – Re-election of Professor Robert Elliott as a Director

Pursuant to the Clause 6.1 of the Constitution and the ASX Listing Rules, Professor Elliott will retire by rotation and seeks re-election.

Professor Elliott trained as a Paediatrician at Adelaide University. He moved to New Zealand in 1970 to become the Foundation Professor, Director of Paediatrics at The University of Auckland. Professor Elliott co-founded LCT. He is an Emeritus Professor of Child Health Research and a world leader in diabetes and autoimmune related research.

He resigned from the position of Director, Clinical Research and Innovation on 27 February 2015.

In 1999 he was awarded a CNZM (a Companion of the New Zealand Order of Merit) for services to the community. In 2011 he was awarded the prestigious World Class New Zealander (Life Sciences) award.

He is on the board of Cure Kids, Wings Trust (a NZ trust for the treatment of alcohol and substance abuse) and patron of the NZ Cystic Fibrosis Foundation. He is a director of Breathe Easy Limited, a New Zealand company that is developing a new treatment for cystic fibrosis.

Special responsibilities: Professor Elliott is the Chairman of the Diatranz Otsuka Limited board of directors.

He was appointed to LCT board on 15 January 2004.

The Board supports the re-election of Professor Elliott.

Resolution 3, 4, 5, 6 and 7 – Approval to Grant Options to Directors or their nominee in accordance with Listing Rule 10.11

The Board is recommending that Members approve the grant of a total of 600,000 options over fully paid ordinary shares in the capital of the Company to Messrs Austin, Elliott, Hunter, Tuch and Willcocks.

The proposed grant is in respect of 600,000 options to be granted to each Director within one month of the date of the Annual General Meeting and if approved will comprise a component of the Directors remuneration. Remunerating Directors in this manner reduces the cash cost to the Company and aligns the reward to Directors with those to shareholders. Of the total of 600,000 options, 300,000 options are exercisable at an exercise price of \$0.075 per share and 300,000 options are exercisable at an exercise price of \$0.10 per share.

As Messrs Austin, Elliott, Hunter, Tuch and Willcocks are Directors of the Company, ASX Listing Rule 10.11 requires shareholder approval for the proposed grant of options. If shareholder approval is given under Listing Rule 10.11, shareholder approval is not required under Listing Rule 7.1.

No funds will be raised by the grant of options to the Directors. However upon exercise of the options the funds subscribed for shares will be employed for working capital.

The terms of the options are as follows:

- The Company will grant each Director or their nominee 600,000 options within one month of the Annual General Meeting if shareholders give their approval to the grant;
- The Director options will vest immediately;
- The Options may not be assigned or transferred;
- The Options expire 3 years from the issue date;
- The options may be retained in the event that a Director ceases in that role.
- The Options are subject to the ASX Listing Rules relating to capital reorganisation. The rights of an option holder may be changed to comply with the listing rules applying to a reorganisation of capital at the time of the reorganisation.

Notwithstanding that the terms of the options provide for them to be granted within three months of the meeting, ASX Listing Rule 10.11 provides that such securities be granted no later than one month after the date of this meeting.

Resolution 8 - Amendment of the Employee Share Option Plan (ESOP) Rules

The current ESOP Rules state under clause 5.3(f) Limitation on Issues - The Company shall not offer or issue Options to any Eligible Person in accordance with the Plan if the total number of shares the subject of Options, when aggregated with an offer made under a disclosure document or Product Disclosure Statement, would exceed 5% of the total number of issued shares in that class of the Company as at the time of the offer or issue.

The Board would like to amend to the ESOP Rules to read - would exceed 10% of the total number of issued shares in that class of the Company as at the time of the offer or issue.

The reason for the amendment is to permit the Board the flexibility to grant a greater number of options to employees than hitherto. Granting such options can act as an incentive to employees and serves to align their interests with those of shareholders. Furthermore, granting options in this manner does not consume cash.

NOTES

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the Meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery, fax or email to:

Living Cell Technologies Limited
C/- Australian Company Secretaries Pty Ltd
Street address: Level 8, 70 Pitt Street
Sydney NSW 2000
Mailing address: GPO Box 4231
Sydney NSW 2001

Fax: +61 2 9233 4497
Email: proxy@austcosec.com.au

provided that members who forward their proxy forms by fax or email are required to make available the original executed form of the proxy for production, if called upon so to do at the Meeting.

6. A corporate shareholder entitled to attend and vote at the Meeting may appoint a body corporate representative to attend and vote for the shareholder. Also, as noted previously, a body corporate may be appointed as a proxy.

Living Cell Technologies Limited will accept the original appointment, a certified copy of the appointment or a certificate from the company giving notice of the appointment as satisfactory evidence of the appointment.

You can lodge your body corporate representative appointment document before the AGM or present the document at the registration desk at the Meeting.

7. For the purposes of the Annual General Meeting, persons on the register of members as at 7.00pm AEDT on Tuesday, 10 November 2015 will be treated as members. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.

Proxy Form

Please mark to indicate your directions

Appoint a Proxy to Vote on Your Behalf

I/We.....
(PLEASE PRINT NAME)

Of.....
(ADDRESS)

being a Member/Members of Living Cell Technologies 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 Annual General Meeting of Living Cell Technologies Limited to be held at the Top of The Town, Pullman Auckland, Cnr Princes St & Waterloo Quadrant, Auckland, 1143, New Zealand on Thursday 12 November 2015 at 12.00pm AEDT 2:00pm NZDT 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 Resolution 1 (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 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 Resolution 1 by marking the appropriate box next to the resolution below.

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
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Professor Robert Elliott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of issue of options to Mr Roy Austin in accordance with LR 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of options to Professor Robert Elliott in accordance with LR 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of issue of options to Mr Laurie Hunter in accordance with LR 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of issue of option to Dr Bernard Tuch in accordance with LR 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of issue of option to Mr Robert Willcocks in accordance with LR 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Amendment of the Employee Share Option Plan (ESOP) Rules	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input style="width: 100%; height: 30px;" type="text"/> Sole Director and Sole Company Secretary	Securityholder 2 <input style="width: 100%; height: 30px;" type="text"/> Director	Securityholder 3 <input style="width: 100%; height: 30px;" type="text"/> Director/Company Secretary
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INSTRUCTIONS FOR COMPLETION OF PROXY FORM

Your vote is important. Please direct your proxy how to vote. For your proxy to be entitled to vote your shares at the Meeting, the Company must receive the completed Proxy Form not later than 48 hours prior to the Meeting. Any proxy received after this deadline will be treated as invalid.

APPOINT OF PROXY

Insert here the name of the person you wish to appoint as proxy. Members cannot appoint themselves. If you submit a Proxy Form, which does not name a person to act as your proxy, the Chairman of the Meeting will act as your proxy. You can vote your shares by proxy even if you plan to attend the Meeting.

Exercise of Proxy by Chairman

For undirected proxies, the Chairman intends to vote in favour of each resolution, and by appointing the Chairman as your proxy you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

BUSINESS

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 as they choose. 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 on the proxy form.

SIGNATURE OF SECURITYHOLDER(S)

Signing Instructions to ensure your proxy is validly executed

Individual: Where the holding is one name, the shareholder must sign.

Joint Holding: Where the holding is more than one name, all of the shareholders should sign.

Power of Attorney: Please attach a certified photocopy of the Power of Attorney to the proxy 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 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 shareholder 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 the Company Secretary.

Further Important Information

Please return your completed Proxy Form to the Company Secretary c/- Australian Company Secretaries Pty Ltd, at Level 8, 70 Pitt Street, Sydney, NSW, 2000 (GPO Box 4231, Sydney, NSW, 2001). Alternatively, your Form can be faxed to the Company on +61 2 9233 4497 or emailed to proxy@austcosec.com.au. To be effective, the Form must be received by the Company at the above address not later than 48 hours prior to the Meeting. If you require further information on how to complete the Proxy Form, telephone the Company Secretary on +61 2 9239 0277.