

Cyclopharm Limited Notice of Annual General Meeting and Explanatory Statement

**to be held at the Boardroom of
Cyclopharm Limited, Unit 4, 1 The
Crescent, Kingsgrove, NSW 2208 11.30
am (Sydney time) on Tuesday, 16 May
2023**

This document is important.

Please read the information it contains carefully. It is important that you vote on these resolutions either by participating in the meeting or by completing and lodging the enclosed proxy form. If you are in doubt as to its contents, you should consult your professional advisor(s).

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cyclopharm

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IMPORTANT DATES

| | | |
|---|------------------------|----------------------|
| Close for receipt of written questions to Auditor and the Company | 5.00 pm (Sydney time) | Tuesday, 9 May 2023 |
| Close for receipt of Proxy Forms | 11.30 am (Sydney time) | Sunday, 14 May 2023 |
| Determination of Entitlement to Vote | 7.00 pm (Sydney time) | Sunday, 14 May 2023 |
| Meeting | 11.30 am (Sydney time) | Tuesday, 16 May 2023 |

NOTICE OF ANNUAL GENERAL MEETING OF CYCLOPHARM LIMITED

Notice is given that the Annual General Meeting (**AGM**) of members of Cyclopharm Limited ACN 116 931 250 (**Company**) will be held on **Tuesday, 16 May 2023** at **11.30 am** (Sydney time) at the Boardroom of Cyclopharm Limited, Unit 4, 1 The Crescent, Kingsgrove, NSW 2208.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting by proxy

To vote by proxy, please use one of the following methods:

| | |
|----------------|---|
| Online | Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. |
| By post | Automic, GPO Box 5193, Sydney NSW 2001 |
| By hand | Automic, Level 5, 126 Phillip Street, Sydney NSW 2000 |

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Discussion and Shareholder questions

Discussion will take place on all items of business to be considered at the AGM. All Shareholders will have a reasonable opportunity to ask questions during the AGM, including an opportunity to ask the Company's Auditor questions relevant to the conduct of the audit.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are asked to observe the following requests:

- All Shareholder questions should be stated clearly and should be relevant to the business of the AGM, including matters arising from the Financial Statements, the Directors' Report (including the Remuneration Report) and the Auditor's Report, and general questions about the performance, business or management of the Company;
- If a Shareholder has more than one question on an item of business, all questions should be asked at the one time; and
- Shareholders should not ask questions at the AGM relating to any matters which are personal to the Shareholder or commercial in confidence.

Shareholders who prefer to register questions in advance of the AGM are invited to do so. A Shareholder Questions Form has been included with this Notice. Written questions must be received by the Company by **5.00 pm** (Sydney time) **on Tuesday, 9 May 2023**, and can be submitted online to corporate@cyclopharm.com.au, by mail or by fax (as set out at the top of the Shareholder Questions Form).

1. ORDINARY BUSINESS

1.1 Financial Statements and Reports

- (a) *To receive and consider the financial statements and the reports of the Directors and the Auditors of the Company for the year ended 31 December 2022.*

An explanation of this item is to be found in the notes to this notice and paragraph 2.1 of the Explanatory Statement. There is no vote on this item.

(b) **Resolution 1 – Remuneration Report**

Shareholders will be asked to consider and, if thought fit, pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That the Remuneration Report as set out in the Annual Report of the Company for the financial year ended 31 December 2022 be adopted."

An explanation of this item is to be found in paragraph 2.2 of the Explanatory Statement.

Notes:

- (1) The vote on this resolution is advisory only and does not bind the Directors or the Company.
- (2) If 25% or more of the votes that are cast are voted against 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) must stand for re-election.
- (3) **Voting Exclusion Statement:**
A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:
(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 (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:
(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
(b) the voter is the Chair of the AGM and the appointment of the Chair as proxy;
i. does not specify the way the proxy is to vote on this Resolution; and
ii. expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly with the remuneration of members of the Key Management Personnel.

1.2 Resolution 2 – Election of Mr Kevin Barrow as Director

Shareholders will be asked to consider and, if thought fit, pass, with or without amendment, the following resolution as an **ordinary resolution** with effect from the close of the meeting:

"That, for the purposes of ASX Listing Rule 14.4 and for all other purposes, Mr Kevin Barrow, being eligible and having consented to act, be elected as a Director of the Company."

An explanation of this item, and more information on Mr Barrow, is to be found in paragraph 3 of the Explanatory Statement.

1.3 Resolution 3 – Election of Professor Gregory King as Director

Shareholders will be asked to consider and, if thought fit, pass, with or without amendment, the following resolution as an **ordinary resolution** with effect from the close of the meeting:

"That, for the purposes of ASX Listing Rule 14.4 and for all other purposes, Professor Gregory King, being eligible and having consented to act, be elected as a Director of the Company."

An explanation of this item, and more information on Professor King, is to be found in paragraph 4 of the Explanatory Statement.

1.4 Resolution 4 – Re-election of Director

Shareholders will be asked to consider and, if thought fit, pass, with or without amendment, the following resolution as an **ordinary resolution** with effect from the close of the meeting:

"That, for the purposes of ASX Listing Rule 14.4 and for all other purposes, Mr David James Heaney, who retires at the close of this Annual General Meeting and, being eligible, and having consented to act, be re-elected as a Director of the Company."

An explanation of this item, and more information on Mr Heaney, is to be found in paragraph 5 of the Explanatory Statement.

1.5 Resolution 5 – Share Buy-back

Shareholders will be asked to consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That pursuant to and in accordance with section 257C(1) of the Corporations Act, as amended, and for all other purposes, the shareholders approve, with effect from when the Directors make the relevant announcement to the ASX, the on-market buy-back of up to 25% of the fully paid ordinary shares in the Company expiring on whichever is the earlier of the anniversary of the passage of this resolution and otherwise on the terms and conditions set out in the Explanatory Statement."

More information on the Share Buy-back is to be found in paragraph 6 of the Explanatory Statement.

1.6 Resolution 6 – Approval of Non-executive director remuneration

Shareholders will be asked to consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

'That for the purposes of Listing Rule 10.17 and for all other purposes, the shareholders of the Company approve the increase of the maximum aggregate amount payable to non-executive directors by way of directors' fees from \$350,000 to \$450,000.'

An explanation of this item is in paragraph 7 of the Explanatory Statement.

Voting Exclusion Statement

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this Resolution by any person who is a director of the Company or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the AGM as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, pursuant to the Corporations Act, the Company's Key Management Personnel and their Closely Related Parties are not permitted to cast a vote as proxy for another person who is permitted to vote, unless:

- (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) the proxy is the Chairman of the Meeting and he is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution.

1.7 Resolution 7 – Renewal of proportional takeover bid provisions

Shareholders will be asked to consider and, if thought appropriate, pass the following resolution as a **special resolution** with effect from the close of the meeting:

'That, for the purposes of sections 136(2) and 648G of the Corporations Act, the proportional takeover provisions in rule 164 of the Constitution be and are hereby adopted for the three year period from 16 May 2023 up to and including 16 May 2026.'

2 OTHER BUSINESS

To consider any other business that may be properly brought forward at the meeting in accordance with the Constitution and the law.

By Order of the Board

James McBrayer
Company Secretary

Dated: 13 April 2023

PLEASE NOTE:

The Notes to, and the Explanatory Statement and Proxy Form following this Notice of Meeting, should be read in conjunction with, and form part of, this Notice.

Capitalised words have the meaning ascribed to them in the Glossary in the attached Explanatory Statement.

NOTES TO NOTICE OF MEETING:

1. Explanatory Statement

An explanation of each resolution is included in the accompanying Explanatory Statement.

2. Voting Entitlement

The Board, as the convenor of the meeting, has determined that the shareholding of each member for the purpose of ascertaining voting entitlements at the Annual General Meeting will be as it appears on the register of Shareholders at **7.00 pm** (Sydney time) on **Sunday, 14 May 2023**.

3. All resolutions will be by poll

Each resolution considered at the AGM will be conducted by a poll. The Board considers that voting by poll to be in the interests of Shareholders as a whole and ensures the views of as many Shareholders as possible are represented at the AGM.

4. Proxies

4.1 If a Shareholder is unable to vote at the AGM, they are entitled to appoint a proxy to vote on their behalf.

A Shareholder must not appoint more than 2 proxies. If 2 proxies are appointed, each proxy must be appointed to represent a specific proportion or number of the Shareholders' voting rights. If the appointment does not specify the proportion or number of the Shareholders' votes each proxy may exercise, each proxy may exercise one half of the Shareholders' votes. Fractions of votes will be disregarded.

4.2 If Shareholders wish to appoint one proxy, please use the form provided. If you want to appoint 2 proxies, please contact the Company for an additional form and follow the instructions set out on the reverse side of the proxy form.

4.3 A Shareholder may appoint an individual or a body corporate as their proxy. A body corporate appointed as a proxy may then nominate an individual to exercise its powers at meetings. A proxy need not be a Shareholder of the Company.

4.4 To be effective, a proxy form and an original or certified copy of the authority (if any) under which it is signed (such as a power of attorney or, in the case of a body corporate Shareholder, a certificate of appointment of personal representative) must be:

- delivered by mail to Automic, GPO Box 5193, Sydney NSW 2001, Australia;
- delivered in person to Automic, Level 5, 126 Phillip Street, Sydney NSW 2000, Australia; or
- emailed to meetings@automicgroup.com.au.

to arrive (in each case) no later than **11.30 am** (Sydney time) on **Sunday, 14 May 2023**. If it is not received by that time, the appointment of proxy will not be treated as effective.

4.5 If a Shareholder is a body corporate, the proxy form may be signed by:

- 2 Directors;
- a Director and either a company secretary or other authorised signatory;
- in the case of a proprietary company that has a sole Director that is also the sole company secretary, by that Director;
- in the case of a proprietary company that has a sole Director and does not have a company secretary, by that Director; or
- the body corporate's appointed attorney under power of attorney.

- 4.6 In the case of joint holdings, a proxy may be signed by any one of the joint holders. However, if the Company receives more than one appointment for the same Share:
- an appointment signed by all joint holders will be accepted in preference to an appointment signed by the Shareholder whose name appears first in the register of Shareholders or by any other Shareholder holding the share jointly; and
 - subject to the preceding paragraph, an appointment signed by the Shareholder whose name appears first in the register of Shareholders will be accepted in preference to an appointment signed by any other Shareholder or Shareholders holding the share jointly.
- 4.7 Completion of a proxy form will not prevent individual Shareholders from physically attending the Meeting if they wish.
- 4.8 A member of the Company's Key Management Personnel or their Closely Related Party must not, whether in person or by proxy, vote in their own right on Resolution 1.
- 4.9 A person appointed as a proxy may vote or abstain from voting as he or she thinks fit except in the following circumstances:
- 4.9.1 The proxy holds a Directed Proxy Form;
- 4.9.2 Where the proxy is voting in relation to a Remuneration Resolution and the proxy is either a Key Management Personnel for the Company or a Closely Related Party of the Company and holds an Undirected Proxy Form; and
- 4.9.3 The proxy is required by law or the Company's Constitution to vote in a certain manner or abstain from voting.
- 4.10 Clause 4.9.2 does not apply if the Chairman of the meeting is appointed as proxy and the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is a Remuneration Resolution.
- 4.11 The Chairman intends to vote all Undirected Proxy Forms in favour of all Resolutions and he is expressly authorised to do so.
- 4.12 **Closely Related Party** means the closely related parties of the Key Management Personnel as defined in the Corporations Act, including certain members of their family, dependants and companies they control.

Directed Proxy Form means a proxy form which specifies how a proxy is to vote.

Key Management Personnel of the Company are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel for the financial year to 31 December 2022. Their Closely Related Parties are defined in the Corporations Act, and include certain members of their family, dependants and companies they control.

Remuneration Resolution means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Undirected Proxy Form means a proxy form which does not specify how the proxy is to vote.

EXPLANATORY STATEMENT

1. IMPORTANT NOTICE

- 1.1 This Explanatory Statement is given to Shareholders to explain the resolutions to be considered at the Annual General Meeting (**Resolutions**) and to allow Shareholders to determine how they wish to vote on the Resolutions. The Explanatory Statement should be read in conjunction with, and forms part of, the Notice of Annual General Meeting which this Explanatory Statement accompanies.
- 1.2 *Capitalised words in this Explanatory Statement have a defined meaning which appears in it or in the Glossary.*
- 1.3 This Explanatory Statement is dated 13 April 2023.

2. REPORTS

- 2.1 The Corporations Act requires the financial statements and reports of the Directors and Auditors to be laid before the Meeting. These are all incorporated into the Annual Report. Neither the Corporations Act nor the Constitution requires Shareholders to vote on such statements and reports. However, Shareholders will be given reasonable opportunity to raise questions or make comments on the Annual Report at the Meeting. The Annual Report is available on the Company's website at www.cyclopharm.com.

As part of the written Shareholder question process prior to the AGM, Shareholders may submit written questions about the Auditor's Report and the conduct of the audit. The questions must be submitted as per the directions on the Shareholder Questions Form by **5.00 pm** (Sydney time) **on Tuesday, 9 May 2023**.

The auditor will attend the AGM, and the Chair of the AGM will provide a reasonable opportunity for Shareholders to ask the auditor questions relevant to the audit.

2.2 EXPLANATION OF RESOLUTION 1 – REMUNERATION REPORT

The Directors' Report - "Remuneration Report" (**Remuneration Report**) is contained in the Company's 2022 Annual Report.

The Corporations Act requires a resolution be put to the shareholders of a listed company to adopt the Remuneration Report as disclosed in the Directors' Report component of the 2022 Annual Report (see pages **27 to 35** of the 2022 Annual Report inclusive). This Resolution is being put so as to give Shareholders a reasonable opportunity to ask questions or make comments concerning the Remuneration Report during the Meeting.

The Remuneration Report:

- explains the Board's policies in relation to the nature and level of remuneration paid to Directors, secretaries and senior managers with the Company;
- discusses the link between the Board's policies and the Company's performance;
- provides a summary of performance conditions, explaining why they were chosen and how performance is measured against them;
- sets out remuneration details for each Director and for each member of the Company's senior executive management team; and
- makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including executive Directors.

The vote on this Resolution is advisory only and does not bind the Company or its Directors. No member of the Key Management Personnel or Closely Related Party of the Key Management Personnel may vote on Resolution 1.

Under the Corporations Act, if 25% or more of the 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) must go up for re-election.

2.3 Directors' Recommendation

As the Directors have a personal interest in this proposed Resolution 1, they make no recommendations as to how shareholders should vote on the resolution.

3. EXPLANATION OF RESOLUTION 2 – ELECTION OF MR KEVIN BARROW AS DIRECTOR

3.1 Shareholders will be asked to consider and, if thought fit, pass, with or without amendment, the following Resolution as an ordinary resolution:

"That Mr Kevin Barrow, being eligible and having consented to act, be elected as a Director of the Company."

Mr Barrow, being eligible, offers himself for election as a Director of the Company and his consent to act will be tabled at the Meeting prior to the resolution to appoint him being put to the Meeting.

3.2 Mr Barrow was appointed as a non-executive Director on 1 September 2022. In accordance with the Constitution and ASX Listing Rule 14.4, Mr Barrow offers himself for election.

3.3 The Nomination Committee (excluding Mr Barrow) of the Board has conducted an assessment of Mr Barrow, including a review of the skills, knowledge, experience and diversity represented on the Board and undertaking appropriate checks into Mr Barrow's background and experience. Having conducted those assessments, the Board recommends to Shareholders the election of Mr Barrow.

3.4 The following is a profile of Mr Kevin Barrow:

Board position: Appointed to the Board on 1 September 2022.

Committees: Member of the Audit and Risk Committee, Remuneration Committee and Nomination Committee.

Experience and qualifications: Mr Barrow brings to the Cyclopharm board more than 20 years of experience in the healthcare industry, which includes numerous governance and senior executive roles.

Mr Barrow is currently Chief Executive Officer of the Butterfly Foundation, Australia's national charity providing clinical services and support to address eating disorders and body image issues. Prior to this role, Mr Barrow was the Managing Director at Philips Australia and New Zealand overseeing all Philips' operations in the region, while also direct General Manager for the Healthcare division, a leader in cardiac care, acute care and home healthcare.

Mr Barrow joined Philips from BD, (Becton, Dickinson and Company), a leading global medical technology company that develops, manufactures and sells medical devices, instrument systems and reagents. Mr Barrow was the Managing Director for BD Australia and New Zealand a market leader in the Medical, Diagnostic and Lifescience sector. Prior to this, Mr Barrow held several senior sales and marketing management roles at pharmaceutical company Eli Lilly.

Mr Barrow is a non-executive director of Wandu Nerida, Australia's first residential recovery centre for people affected by an eating disorder and was previously Chair of the Medical Technology Association of Australia (MTAA), where he was a director between 2009 and 2014.

Independence: Mr Barrow satisfies the requirements for an independent director under the ASX Recommendations.

3.5 Directors' Recommendation

The Board, other than Mr Barrow (who abstains), recommends that Shareholders vote in favour of Resolution 2.

4. EXPLANATION OF RESOLUTION 3 – ELECTION OF PROFESSOR GREGORY KING AS DIRECTOR

4.1 Shareholders will be asked to consider and, if thought fit, pass, with or without amendment, the following Resolution as an ordinary resolution:

"That Professor Gregory King, being eligible and having consented to act, be elected as a Director of the Company."

Professor King, being eligible, offers himself for election as a Director of the Company and his consent to act will be tabled at the Meeting prior to the resolution to appoint him being put to the Meeting.

4.2 Professor King was appointed as a non-executive Director on 27 September 2022. In accordance with the Constitution and ASX Listing Rule 14.4, Professor King offers himself for election.

4.3 The Nomination Committee (excluding Professor King) of the Board has conducted an assessment of Professor King, including a review of the skills, knowledge, experience and diversity represented on the Board and undertaking appropriate checks into Professor King's background and experience. Having conducted those assessments, the Board recommends to Shareholders the election of Professor King.

4.4 The following is a profile of Professor King:

Board position: Appointed to the Board on 27 September 2022.

Committees: Member of the Audit and Risk Committee, Remuneration Committee and Nomination Committee.

Experience and qualifications: Professor King is a world-renowned respiratory physiologist who brings over 25 years' experience as a clinician, educator and researcher to the Cyclopharm board.

Dr. King is Professor of Respiratory Medicine at the Northern and Central Clinical Schools of the University of Sydney. He is also the Staff Specialist in the Department of Respiratory Medicine at Royal North Shore Hospital, where he directs the asthma service and is the Medical Director of the Respiratory Investigation Unit, and the Research Leader of the Airway Physiology and Imaging Group at the Woolcock Institute of Medical Research. In addition, Dr. King supervises PhD and other postgraduate students at the University of Sydney

Dr. King has investigated the mechanics of airways disease in relation to clinical aspects of disease. His expertise includes complex measurements of airway and lung function, including the use of Cyclopharm's Technegas™ in numerous research initiatives since 1997. He has a clinical and research interest in asthma, COPD and bronchiolitis in haemopoietic stem cell transplant recipients. His research is designed to better understand and manage airways diseases, with the ultimate objective of developing cures.

Independence: Professor King satisfies the requirements for an independent director under the ASX Recommendations.

4.5 Directors' Recommendation

The Board, other than Professor King (who abstains), recommends that Shareholders vote in favour of Resolution 3.

5. EXPLANATION OF RESOLUTION 4 – RE-ELECTION OF DIRECTOR

- 5.1 Shareholders will be asked to consider and, if thought fit, pass, with or without amendment, the following Resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 14.4 and for all other purposes, Mr David James Heaney, who retires at the close of this Annual General Meeting and, being eligible, and having consented to act, be re-elected as a Director of the Company.

- 5.2 Rule 5.2 of the Constitution requires that, a director (other than an exempt Managing Director) may not hold office for a continuous period of more than three years or past the third annual general meeting following the director's appointment, whichever is the longer, without submitting for election or re-election. ASX Listing Rule 14.4 also requires that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. As required by Rule 5.2 of the Constitution and in accordance with the ASX Listing Rules, Mr Heaney has offered himself for re-election as he was last re-elected in 2020.
- 5.3 The Nominations Committee (excluding Mr Heaney) of the Board has conducted an assessment of Mr Heaney including a review of the skills, knowledge, experience and diversity represented on the Board. Having conducted those assessments, the Board recommends to Shareholders the re-election of Mr Heaney.
- 5.4 The following is a profile of Mr David Heaney:

Board position: Elected by Shareholders to the Board of the Company on 8 May 2007. Mr Heaney was appointed Chairman from 29 March 2017 and had previously served as Acting Chairman from 23 October 2013 to 15 May 2014 and from 7 October 2016 to 28 March 2017.

Committees: Chairman of the Board Nominations and Remuneration Committees. Acting Chairman of the Audit and Risk Committee from 1 December 2021 (previously served as Chairman of the Audit and Risk Committee until 28 February 2019).

Experience: Mr Heaney retired as a banker after almost 40 years with National Australia Bank Limited.

His career was mainly centered in Corporate Banking and Project finance including general management roles with the bank and its subsidiary companies in both Australia and the US. He then spent several years in a consulting partnership with a former colleague and has been a director of several listed and unlisted companies including in the not for profit sector.

Mr Heaney currently does not hold any other listed directorships.

Independence: Mr Heaney satisfies the requirements for an independent director under ASX Recommendation 2.3 as he is a non-executive Director and has a relevant interest in approximately 0.29% of Shares.

5.5 Directors' Recommendation

The Board, other than Mr Heaney (who abstains), recommends that Shareholders vote in favour of Resolution 4.

6. EXPLANATION OF RESOLUTION 5 – SHARE BUY BACK

6.1 Shareholders will be asked to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That pursuant to and in accordance with section 257C(1) of the Corporations Act, as amended, and for all other purposes, the shareholders approve, with effect from when the Directors make the relevant announcement to the ASX, the on-market buy-back of up to 25% of the fully paid ordinary shares in the Company expiring on whichever is the earlier of the anniversary of the passage of this resolution and otherwise on the terms and conditions set out in the Explanatory Statement .”

6.2 Background

The Board has completed a capital management review and believes that a buy-back of shares in combination with other strategies, is the most expedient, efficient and cost effective way for the Company to enhance long term shareholder value.

In particular, an on market buy-back gives shareholders the choice whether to hold or sell their shares over the buy-back period, whereas under other alternatives (such as an equal capital reduction or an off-market equal access buy-back) shareholder may not be given such a choice.

If, in the next 12 months, the Company is in a financial position to do so, then it will consider implementing a buy-back on the terms and conditions set out in this resolution, accordingly shareholder 'pre-approval' is sought to implement and conduct the buy-back.

6.3 Regulatory Requirements

Section 257C(1) of the Corporations Act authorises a listed company to buy-back its own shares on market if the buy-back does not materially prejudice its ability to pay its creditors and it follows the procedures set out in the Corporations Act.

The implementation of the buy-back is conditional on the approval by a resolution passed at a general meeting of the Company. This resolution is an ordinary resolution and will be passed if a majority of votes cast, in person or by proxy, attorney or representative by Shareholders at the meeting is cast in favour of the resolution.

Shareholder approval is required if the Company proposes to buy-back more than 10% of the smallest number of shares on issue at any time during the last 12 months. This limit after which a company requires shareholder approval for an on-market buy-back is called the "10/12 limit".

As the Company is proposing to buy-back up to a maximum of 25% of its issued capital, shareholder approval is sought.

If approved, it is intended that the on-market buy-back will continue until the earlier of 12 months, the day that the maximum number of shares have been bought back, or at an earlier date as determined by the Directors.

The Constitution does not, at the relevant time, preclude the buy-back of Shares or restrict the Company's power to do so. The Company will stand in the market to buy-back not more than 25% of its ordinary share capital and this can be done on a continuous basis.

If this resolution is passed, the buy-back may be implemented by the Board at any time by making the announcement to the ASX required by the ASX Listing Rules. Nevertheless, the Board may choose not to proceed, or to proceed at a later date.

6.4 Number of shares subject to the buy-back

The maximum percentage of Shares to be bought back is 25%. Based on the number of ordinary shares on issue as at the date of this notice being 93,696,326 shares, the maximum number of Shares to be bought back would be 23,424,081.

The Company will offer to buy-back shares on-market through transactions on Australian Securities Exchange (**ASX**). It is not required to buy-back a specific number of shares or a minimum specified value of shares over any period. The Company will cancel all shares which are bought back.

6.5 Price

The shares will be bought back at the quoted selling price of the Company's shares on the ASX. In accordance with ASX Listing Rule 7.33, the price payable by the Company to buy-back shares cannot be more than 5% above the volume weighted average market price per share calculated over the last 5 days on which sales were recorded before the day of the buy-back.

The volume weighted average market price means in relation to the Company's shares for a particular period, the volume weighted average price of trading in those shares on the ASX and the Chi-X Market over that period, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

Historical share price information is below:

| Information | Price | Date |
|--------------------------------|---------|-----------------------------------|
| Close Price | \$1.500 | 23 March 2023 |
| High for 12 Months | \$1.645 | 28 March 2022 |
| Low for 12 Months | \$0.960 | 23 June 2022 |
| 30 day Volume Weighted Average | \$1.497 | 22 February 2023 to 23 March 2023 |
| 60 Day Volume Weighted Average | \$1.488 | 23 January 2023 to 23 March 2023 |

6.6 Funding

The cost to the Company of the buy-back is dependent on the number and price of shares bought back.

By way of example, an on-market buyback offer at \$1.50 per Share would require maximum funding of approximately \$35,136,122 (assuming full acceptance of the buy-back offer 25%).

The financial effect of the proposed buy-back will be to deplete the Company's cash reserves and/or to increase its borrowings depending upon the appropriate funding mix utilised by the Directors at the time the offer proceeds. A copy of the latest audited accounts for the year ended 31 December 2022 is available on the Company's website at www.cyclopharm.com.au and on www.asx.com.au.

Against this, the share capital of the Company will be reduced with a likely beneficial increase of net tangible asset backing per share.

The offer will not proceed if the buy-back would materially prejudice the Company's ability to pay its creditors.

The Company intends to utilise its cash reserves to pay for the Shares it buys-back when making the on-market offer and to supplement some with borrowings. The break-up between one and the other will depend on the circumstances of the Company at the time the offer is made and will be detailed in the relevant announcement to the ASX.

No decision has been made in relation to the proposed funding, as noted earlier, this approval is sought in anticipation of the Company being in a financial position to implement and fund the buy-back without materially prejudicing its ability to repay creditors.

6.7 Discussion and analysis

Advantages of Introducing a Share Buy-back

The key advantages of the buy-back being allowed to proceed are as follows:

1. increase the liquidity of the Shares;
2. an efficient use of any surplus capital that becomes available to the Company in a market where finding suitable investments proves difficult;
3. the buy-back is structured as an on-market buy-back which gives shareholders the choice whether to hold or sell their shares over the buy-back period;
4. increasing price competition for the Shares; and
5. the promotion of a more efficient capital structure.

Disadvantages of Introducing a Share Buy-back

The key disadvantages of the buy-back being allowed to proceed are as follows:

1. it reduces the cash reserves of the Company. The use of those funds for the buy-back means that they will not be available for use in the Company's ordinary course of business;
2. it is structured as an on-market buy-back which means not all shareholders will participate; and
3. there is uncertainty about the funding strategy of the buy-back, this means the debt/equity mix has not yet been determined and the Company is unable to advise shareholders what the precise financial effect of the on-market buy-back will be.

6.8 Other considerations

Accepting the on-market Share buy-back may have financial, taxation, or other ramifications for Shareholders depending upon each such Shareholders' personal circumstances and the Board recommends that before accepting any on-market offer, Shareholders should obtain their own professional advice.

The Company is satisfied that this notice of meeting and explanatory statement set out all the information known to the Company that is material to the decision how to vote on the resolution.

If approval of Resolution 5 is not given, the Company is still able to buy-back on market the maximum number of Shares permitted under the 10/12 limit without Shareholder approval.

The Chairman intends to vote all Undirected Proxies in favour of Resolution 5.

6.9 Directors' Intentions

At the date of this explanatory statement, no Director had determined whether he will accept a buy-back offer in respect of shares in which he has an interest. Any participation by Directors will be disclosed to the market.

6.10 Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

7. EXPLANATION OF RESOLUTION 6 – APPROVAL OF NON-EXECUTIVE DIRECTOR REMUNERATION

7.1 Shareholders will be asked to consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **special resolution**:

'That for the purposes of Listing Rule 10.17 and for all other purposes, the shareholders of the Company approve the increase of the maximum aggregate amount payable to non-executive directors by way of directors' fees from \$350,000 to \$450,000.'

7.2 The constitution of the Company provides that non-executive directors of the Company are entitled to receive remuneration for their services which do not in any year exceed in aggregate the amount last fixed by ordinary shareholder resolution.

7.3 The current maximum total remuneration for non-executive directors is \$350,000 per annum (including superannuation) and was approved by shareholders at the general meeting on 4 May 2021.

7.4 The Board wishes to increase the total maximum remuneration payable to non-executive directors by \$100,000 to \$450,000 per annum (including superannuation). Such remuneration is to be divided among the non-executive directors in such proportion and manner as the directors agree.

7.5 The Board does not intend to increase fees paid to non-executive directors in the near future. The present intention is that each non-executive director will continue to receive \$60,488 per year with the Chairman receiving \$84,683 (inclusive of superannuation). The total fee pool also includes some flexibility for future Board requirements. The Board believes that the current fees reflect market remuneration required to recruit to the Board the directors with the necessary skills and experience to create value for shareholders.

7.6 Listing Rule 10.17 provides that a listed company must not, without shareholder approval, increase the total amount of non-executive directors' fees. Accordingly, approval is sought to increase the maximum aggregate amount which can be paid as fees to non-executive directors to \$450,000 per financial year.

7.7 This is a maximum limit and does not indicate that fees will be increased immediately to that limit.

7.8 In accordance with Listing Rule 10.17, the Company advises that it has not issued any shares to a non-executive director under rule 10.11 or 10.14 with the approval of shareholders at any time within the preceding 3 years.

7.9 A voting exclusion applies to Resolution 6 – please see notes to Resolution 6.

7.10 Directors' recommendation

As the non-executive directors have a personal interest in the proposed outcome of Resolution 6, they consider it would not be appropriate to make a recommendation to shareholders as to how to vote in relation to this resolution.

8. EXPLANATION OF RESOLUTION 7 — RENEWAL OF PROPORTIONAL TAKEOVER BID PROVISIONS

Shareholders will be asked to consider and, if thought appropriate, pass the following resolution as a special resolution with effect from the close of the meeting:

'That, for the purposes of sections 136(2) and 648G of the Corporations Act, the proportional takeover provisions in rule 164 of the Constitution be and are hereby adopted for the three year period from 16 May 2023 up to and including 16 May 2026.'

8.1 Proportional takeover provisions

A proportional takeover bid is one under which an offer is made for only a proportion of each shareholder's shares.

Rule 164 of the Constitution prohibits the registration of a transfer of shares under a proportional takeover bid unless and until an ordinary resolution approving the bid is passed by the relevant shareholders (**Proportional Takeover Provisions**).

Under the Corporations Act, the Proportional Takeover Provisions will apply for a maximum period of 3 years unless earlier renewed at a general meeting. The Proportional Takeover Provisions were last approved and renewed at the 2009 annual general meeting and have expired. Accordingly, a special resolution is being put to shareholders under sections 136(2) and 648G of the Corporations Act to approve the adoption of rule 164 of the Constitution for the period from 16 May 2023 up to and including 16 May 2026.

8.2 Effect of Proportional Takeover Provisions

The effect of Proportional Takeover Provisions is that, if a proportional takeover bid is made to Shareholders, the Directors are required to seek Shareholder approval for such takeover bid at least 14 days before the last day of the bid period.

The resolution approving the bid must be passed by more than 50% of the votes cast on the resolution. The bidder and any associate of the bidder will be excluded from voting.

If a resolution to approve the bid is voted on and is rejected, all offers under the bid are taken to be withdrawn and each binding takeover contract for the bid can be rescinded.

If no resolution has been voted on to approve the bid in the required timeframe, a resolution is taken to have been passed approving the bid.

The proportional takeover provisions do not apply to full takeover bids and, if Resolution 7 is passed, it will only apply until 16 May 2026, unless renewed again by Shareholders.

8.3 Reasons for adopting and renewing the proportional takeover provisions

A proportional takeover bid involves an offer to buy only a specified portion of each Shareholder's shares. Therefore, without the proportional takeover provisions, a proportional takeover bid for the Company might enable a bidder to obtain control of the Company without Shareholders having an opportunity to sell all their shares.

The proportional takeover provisions give Shareholders the opportunity to decide whether or not a proportional takeover bid is acceptable and should be allowed proceed.

8.4 Potential advantages of renewal - Shareholders

The Proportional Takeover Provisions ensure that all Shareholders have an opportunity to consider a proportional takeover bid and vote on whether it should be permitted to proceed.

The provisions may help Shareholders avoid being locked in as a minority and avoid a bidder acquiring control of the Company without paying an adequate control premium.

The provisions may assist in ensuring that any future proportional takeover bid is structured to be attractive to a majority of independent Shareholders.

8.5 Potential disadvantages of renewal - Shareholders

However, the Proportional Takeover Provisions may make a proportional takeover more difficult to achieve and therefore discourage proportional bids. This in turn, may reduce opportunities for Shareholders to sell shares in the Company at an attractive price to persons seeking control of the Company and may therefore eliminate any element of takeover speculation from the Company's share price.

It may also be argued that the provisions constitute an additional restriction on the ability of Shareholders to deal freely with their shares.

8.6 Potential advantages and disadvantages of renewal - Directors

There are no specific advantages or disadvantages for Directors (in their capacity as Directors of the Company) of the Proportional Takeover Provisions.

8.7 Present acquisition proposals

At the date of this notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

8.8 *Special resolution*

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person online, by proxy, by attorney, in the case of a corporate Shareholder, by a corporate representative).

8.9 Directors' Recommendation

The Board unanimously recommend that Shareholders vote in favour of Resolution 7 as the Directors consider that it is in the best interest of Shareholders to have the right to vote on a proportional takeover.

9. GLOSSARY OF TERMS

In this Explanatory Statement, the following expressions have the following meanings:

Annual Report means the report to Shareholders containing, amongst other things, the financial statements, report of the Directors, the Remuneration Report and the report of the Auditors to which reference is made in this explanatory statement;

ASIC means the Australian Securities and Investments Commission;

ASX means ASX Ltd trading as Australian Securities Exchange;

ASX Listing Rules means the listing rules of ASX;

ASX Recommendations means the recommendations of ASX as published in the ASX Corporate Governance Principles and Recommendations from time to time;

Auditors means Nexia Sydney Audit Pty Ltd, Chartered Accountants, the Company's external auditors;

Board means the Directors of the Company from time to time;

Closely Related Party means the closely related parties of the Key Management Personnel as defined in the Corporations Act, including certain members of their family, dependents and companies they control;

Company means Cyclopharm Limited ACN 116 931 250, the registered office of which is located at Unit 4, 1 The Crescent, Kingsgrove, NSW 2208 Australia;

Constitution means the Constitution of the Company adopted by the Shareholders dated 31 October 2005 and the amendments approved at the annual general meeting convened on 26 May 2011 and 4 May 2021;

Corporations Act means the *Corporations Act 2001* (Cth), as amended;

Directed Proxy Form means a proxy form which specifies how a proxy is to vote;

Directors means the directors of the Company from time to time sitting as the Board or individually as the case requires;

Key Management Personnel means the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly;

Meeting, AGM or Annual General Meeting means the annual general meeting of Shareholders convened by the Notice of Meeting;

Notice of Meeting means the notice of annual general meeting dated 13 April 2023 which accompanies this Explanatory Statement;

Remuneration Resolution means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel;

Resolution means an ordinary resolution referred to in the Notice of Meeting;

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

Shareholders means the holders of Shares in the Company as recorded in the register at 7.00 pm (Sydney time) on Sunday, 14 May 2023;

Share Registry means Automic of Level 5, 126 Phillip Street, Sydney, NSW, 2000; and

Undirected Proxy Form means a proxy form which does not specify how the proxy is to vote.

10. SHAREHOLDER ENQUIRIES

Shareholders with questions regarding this Notice of Meeting and Explanatory Statement should contact the Company Secretary, James McBrayer, on +61 2 9541 0411 during normal office hours. He will attempt to answer your questions or refer you to someone who can do so, but no person is authorised by the Company to give any information, or make any representation, in connection with the Notice or Explanatory Statement not contained in them.

Cyclopharm Limited

ABN 74 116 931 250

SHAREHOLDER QUESTIONS FORM

TO: The Company Secretary
Cyclopharm Limited (Company)
Unit 4, 1 The Crescent, Kingsgrove, NSW 2208
FAX: (+612 9543 0960)
EMAIL: corporate@cyclopharm.com.au

Shareholder Name: _____

Shareholder Address: _____

Please use this form to submit any questions about the Company that you would like us to respond to at the Company's Annual General Meeting to be held at 11.30am (Sydney time) on Tuesday, 16 May 2023. Your questions should relate to matters which are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial statements.

This form must be received by the Company by **5.00pm (Sydney time) on Tuesday, 9 May 2023.**

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders. Forms which are not properly completed will not be answered.

My question relates to (please mark the appropriate box)

- | | |
|---|--|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Future direction |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Other |

- | | |
|---|--|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Future direction |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Other |

Proxy Voting Form

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **11.30 am (Sydney time) on Sunday, 14 May 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

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 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 Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

