



## **Notice of Annual General Meeting and Explanatory Statement**

*The Annual General Meeting of*

***BIODIEM LIMITED***

*ACN 096 845 993*

*Will be held at  
2pm (AEDST) on Monday 19 October 2015*

*At*

*the offices of Grant Thornton  
Wills Room, The Rialto, North Tower, Level 30, 525 Collins Street  
Melbourne VIC 3000*

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

# BIODIEM LIMITED

A.C.N. 096 845 993

Registered office: Level 4, 100 Albert Rd, South Melbourne, Victoria 3205

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Members of BioDiem Limited ("BioDiem" or the "Company") will be held at the offices of Grant Thornton, Wills Room, The Rialto, Level 30, 525 Collins Street, Melbourne VIC 3000 on Monday 19 October 2015 at 2:00pm (AEDST).

## AGENDA

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

### ORDINARY BUSINESS

#### Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors and auditors for the year ended 30 June 2015.

*Note: There is no requirement for shareholders to approve these reports. Accordingly no resolution will be put to shareholders on this item of business.*

#### Resolution 1: Re-election of Director – Prof. Larisa Georgievna Rudenko

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

*"That Prof. Larisa Georgievna Rudenko, who retires by rotation as a Director in accordance with the Constitution of the Company and being eligible for re-election, be re-elected as a Director of the Company."*

*Note: The non-candidate directors unanimously support the election of Prof. Larisa Georgievna Rudenko. The Chairman of the meeting intends to vote undirected proxies in favour of Prof. Larisa Georgievna Rudenko's re-election.*

### SPECIAL BUSINESS

#### Resolution 2: Amendment to Constitution

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

*"That the Constitution of the Company be amended in the following manner:*

- (a) In Rule 16.9, by deleting the words "twenty-eight" and substituting the words "twenty-one";*
- (b) In Rule 16.10, by deleting the words "twenty-eight" and substituting the words "twenty-one";*
- (c) By deleting Rule 16.11 in its entirety and by substituting the following new Rule:*

*"16.11 Rule 16.10 does not apply in any circumstances where the Law does not permit a general meeting to be called on shorter notice."*

**By order of the Board**



Melanie Leydin  
Company Secretary  
Melbourne  
14 September 2015

# EXPLANATORY STATEMENT

## Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2015 (which incorporates the Company's financial report, reports of the Directors and the auditors) is enclosed for all shareholders.

## Resolution 1: Re-election of Director – Prof. Larisa Georgievna Rudenko

Pursuant to the Constitution of the Company, one-third of the Directors or, if their number is not a multiple of three, the number nearest to one-third, except the Managing Director, are required to retire by rotation at each Annual General Meeting. The Company has three directors, one of whom is the Managing Director. Accordingly, 1 director is required to retire by rotation at the 2015 Annual General Meeting.

Accordingly, Prof. Larisa Georgievna Rudenko retires by rotation and, being eligible, offers herself for re-election.

Professor Larisa Rudenko is Head of the Virology Department in the Institute of Experimental Medicine, St. Petersburg, Russia. Professor Rudenko worked with Academician Smorodintsev and has been responsible for the development and clinical trials of the live attenuated influenza vaccines in Russia. She is recognised as one of the world's leading experts in live attenuated influenza vaccines and as such has worked closely over the past 20 years with scientists at the Centers for Disease Control and Prevention, Atlanta, USA in developing effective influenza prophylaxis programs for use in children and in the elderly. She has published in excess of 225 scientific papers and 42 patents. Under her supervision, 11 PhD and 2 DSc theses have been prepared. In 1999 her contribution to medical science was recognised with the award of the title of Honoured Scientist of the Russian Federation. Professor Rudenko is currently leading the WHO and PATH programs, developing a new pandemic LAIV.

## Directors' Recommendation

The Directors (excluding Prof. Larisa Georgievna Rudenko) recommend that shareholders vote in favour of Resolution 1.

The Meeting Chairman will vote his proxies as directed and will vote his open proxies in favour of Resolution 1.

## Resolution 2: Amendment to Constitution

As the Company is no longer listed on the ASX, the Company is no longer required under statute to provide shareholders with at least 28 days' notice of general meetings. The Company proposes to reduce the amount of notice required to be given to 21 days, in line with the Corporations Act requirements for public companies.

This resolution is a special resolution and requires approval of 75% or more of all votes cast by shareholders present and eligible to vote (whether in person, by proxy, by attorney or by corporate representative).

## Directors' Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 2.

The Meeting Chairman will vote his proxies as directed and will vote his open proxies in favour of Resolution 2.

**Enquiries**

Shareholders are invited to contact the Company Secretary, Melanie Leydin on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

## GLOSSARY

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

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2015;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEDST**” means Australian Eastern Daylight Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

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

“**Company**” means Biodiem Limited ACN 096 845 993;

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

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

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

“**Directors Report**” means the annual directors’ report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities;

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

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

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

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

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

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

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

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

# PROXY AND VOTING INSTRUCTIONS

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## **Proxy Instructions**

A member who is entitled to vote at a meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; and
- (b) one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged at the registered office of the Company or sent by facsimile transmission to the Company's registered office on (03) 9077 9233 not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

**The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act.**

**A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.**

The proxy may, but need not, be a member of the Company.

## **Corporate Representatives**

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

## **Voting Entitlement**

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7.00pm (AEDST), 17 October 2015 are entitled to attend and vote at the meeting.

**On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.**

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If members have any questions about the contents of any of these documents or the completion of the Proxy Form, please contact the Company on + 61 3 9692 7240.

**Lodge your vote:**

✉ **By Mail:**  
**BioDiem Limited**  
Level 4, 100 Albert Road,  
South Melbourne VIC 3205

**By Fax**  
+613 9077 9233

**Enquiries**

Shareholders are invited to contact the Company Secretary, Melanie Leydin on (03) 9692 7240 if they have any queries in respect of the matters set out in these documents.



## Proxy Form

 **For your vote to be effective it must be received by 2pm (AEDST) Saturday 17 October 2015**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Biodiem 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 Biodiem Limited to be held at the offices of Grant Thornton Wills Room, The Rialto, Level 30, 525 Collins Street Melbourne, Vic on Monday, 19 October 2015 at 2pm (AEDST) and at any adjournment or postponement of that meeting.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 1 Re-election of Director – Prof. Larisa Georgievna Rudenko	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Business</b>			
Item 2 Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / /

