

24 December 2020

ASX Market Announcements Office
Australian Securities Exchange Limited

BY ELECTRONIC LODGEMENT

Notice of 2020 Annual General Meeting

Please see attached the Notice of 2020 Annual General Meeting and the associated Proxy Form for Farmaforce Limited.

-Ends-

Authorised for lodgement by Gerado Incollingo, Company Secretary.



FARMAFORCE LIMITED
ACN 167 748 843

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the 2020 Annual General Meeting of Members of Farmaforce Limited (**Company**) will be held at the time, date and place specified below:

Time: 9:00AM (AEDT)

Date: Friday, 29 January 2021

Place: SMC Conference & Function Centre, 66 Goulburn Street, Sydney, NSW 2000

Members unable to attend the AGM are encouraged to vote by proxy on the resolutions to be considered at the meeting. Explanatory notes and instructions on how to vote (including how to vote by proxy) are set out in the Notice of Meeting.

For personal use only

AGENDA

ITEMS OF BUSINESS

Item 1 Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report, the Directors' Report and Independent Auditor's Report for the Company for the financial year ended 30 June 2020.

Item 2 Adoption of the Remuneration Report

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

"That the Remuneration Report set out on the pages 8 to 14 of the Annual Reports of the Company for the year ended 30 June 2020 be adopted."

Please Note:

- o In accordance with section 250R of the *Corporations Act 2001* (Cth) the vote on this resolution is advisory only and does not bind the Company or the Directors.

- o **Voting Exclusion Statement:**

Votes cannot be cast on Item 2 (Remuneration Report):

- *by, or on behalf of a member of the Key Management Personnel (KMP) of the Company details of whose remuneration are included in the Remuneration Report, or a closely related party of any such member; or*
- *as a proxy by a member of the KMP or a KMP's closely related party, unless the vote is cast as proxy for a person entitled to vote and:*
 - *for directed proxies, in accordance with the direction specified on the proxy form how to vote; or*
 - *for undirected proxies, by the Chairman in accordance with an express direction specified on the proxy form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.*

Item 3 Re-election of Director – George Elias

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

"That, George Elias, who is retiring in accordance with ASX Listing Rule 14.4 and Article 16.1 of the Company Constitution, and who offers himself for re-election, is re-elected as a Director of the Company."

Item 4 Re-election of Director – Con Tsigounis

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

"That, Con Tsigounis, who is retiring in accordance with ASX Listing Rule 14.4 and Article 16.1 of the Company Constitution, and who offers himself for re-election, is re-elected as a Director of the Company."

Item 5 Change of Auditor

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

"That, pursuant to section 327B of the Corporations Act 2001 (Cth) and for all other purposes, BDO Audit Pty Ltd be appointed auditor of the Company with effect from the conclusion of the 2020 Annual General Meeting."

Item 6 Approval for issue of shares to Director – George Syrmalis

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

That approval is given, under ASX Listing Rule 10.11, for issuance of the following shares:

Name	Minimum Vesting date	Bonus entitlement No of Ordinary shares
George Syrmalis	Upon Approval by Members	510,000

The shares will be allotted following approval of the resolution.

Item 7 Approval for issue of shares to Director – George Elias

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

That approval is given, under ASX Listing Rule 10.11, for issuance of the following shares:

Name	Minimum Vesting date	Bonus entitlement No of Ordinary shares
George Elias	Upon Approval by Members	445,000

The shares will be allotted following approval of the resolution.

Item 8 Approval for issue of shares to Director – Harry Simeonidis

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

That approval is given, under ASX Listing Rule 10.11, for issuance of the following shares:

Name	Minimum Vesting date	Bonus entitlement No of Ordinary shares
Harry Simeonidis	Upon Approval by Members	510,000

The shares will be allotted following approval of the resolution.

Item 9 Approval for issue of shares to Director – Con Tsigounis

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

That approval is given, under ASX Listing Rule 10.11, for issuance of the following shares:

Name	Minimum Vesting date	Bonus entitlement No of Ordinary shares
Con Tsigounis	Upon Approval by Members	445,000

The shares will be allotted following approval of the resolution.

BY ORDER OF THE BOARD



Gerado Incollingo
Company Secretary
24 December 2020

NOTES

1. Who may vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7:00PM (AEDT) on 27 January 2021. This means that any Shareholder registered at 7:00PM (AEDT) on 27 January 2021 is entitled to attend and vote at the Meeting.

2. Proxies

A Member entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Member at the Meeting.

- (a) A proxy need not be a Member and may be an individual or a body corporate.
- (b) If the Member is entitled to cast two or more votes at the Meeting, the Member may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Member appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Member.
- (c) If the Member appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Member appoints two proxies, only one proxy is entitled to vote on a show of hands.
- (d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- (e) A Proxy Form accompanies this Notice.
- (f) Unless the Member specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- (g) If a Member wishes to appoint a proxy, the Member should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- (h) The Proxy Form must be signed by the Member or his or her attorney duly authorised in writing or, if the Member is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- (i) If any attorney or authorised officer signs the Proxy Form on behalf of a Member, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- (j) The Proxy Form (together with any relevant authority) must be received by the Company's registry by no later than 9:00am (AEDT) on 27 January 2021.
- (k) The completed Proxy Form may be:
 - Mailed to the address on the Proxy Form;
 - Faxed to Farmaforce Limited, Attention: Company Secretary, on facsimile number +61 2 9290 9655; or
 - Delivered in person to the address on the Proxy Form.

3. Corporate Representative

Any corporate Member who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the *Corporations Act 2001* (Cth) authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

4. Undirected proxies

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on each item of business by marking either "For", "Against" or "Abstain" against each item of business on the proxy form.

If, however, you appoint the Chairman as your proxy, he will vote undirected proxies on, and in favour of, all of the proposed resolutions. If you do not want the Chairman to cast your vote in favour of adopting the Remuneration Report you must direct him to vote against the resolution or to abstain from voting on the resolution. If you have appointed a member of the KMP (other than the Chairman) for the Company or any of their closely related parties as your proxy, you must direct that person how to vote on Item 2 otherwise they will not be able to cast a vote as your proxy on that item.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum (**EM**) forms part of the Notice convening the Annual General Meeting (**AGM**) of Shareholders of Farmaforce Limited (**Company**) to be held at 9:00AM (AEDT) on 29 January 2021 at SMC Conference & Function Centre, 66 Goulburn Street, Sydney, NSW 2000.

This EM is to provide Members with sufficient information to assess the merits of the resolutions and business to be conducted at the 2020 AGM.

You should read the Notice and the EM in their entirety and in conjunction with each other before making any decisions in relation to the items of business.

Members are encouraged to submit any questions in relation to each item of business in advance of the AGM by completing and returning the enclosed AGM Question Sheet.

Item 1 Financial Report, Directors' Report and Auditor's Report

The *Corporations Act 2001* (Cth) requires the Financial Report (which includes the Directors' Declaration), Directors' Report and Auditor's Report (Reports) to be received and considered at the AGM. Neither the *Corporations Act 2001* (Cth) or the Company Constitution requires members to vote on such Reports. Members will be given a reasonable opportunity to ask questions in relation to these Reports at the AGM.

Members will also be given an opportunity to ask a representative of the Company's Auditor – Vincent Audit Pty Ltd – 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 in relation to the conduct of the audit.

Item 2 Adoption of the Remuneration Report

The *Corporations Act 2001* (Cth) requires the Company to put to a vote a resolution that the Remuneration Report be adopted. However, such a resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report sets out the Company's remuneration arrangements for KMP of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report of the Company for the financial year ending 30 June 2020.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM.

Voting Exclusion Statement

As required by the *Corporations Act 2001* (Cth) the Company will disregard any votes cast on Item 2:

- by or on behalf of any person who is disclosed in the Remuneration Report as KMP (including any Director), or a closely related party of any KMP (including certain family members and dependants of a KMP and companies they control); or
- by a proxy appointed by a person who is a member of the KMP at the date of the AGM or their closely related parties.

The Company need not disregard a vote cast by a person if:

- (a) The Chairman or any other member of the KMP is appointed in writing by a Member who is entitled to vote as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or
- (b) the Chairman is appointed in writing by a Member who is entitled to vote as a proxy with no specific instructions on how to vote on a resolution to adopt the Remuneration Report, where the Member provides express authorisation for the Chairman to do so.

Members should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions of this Meeting, including this Item 2, subject to compliance with the *Corporations Act 2001* (Cth). By signing and returning the proxy form a Member appointing the Chairman as their proxy with no voting direction is expressly authorising the Chairman to vote the proxy in favour of adopting the Remuneration Report the subject of Item 2.

The Directors note that each Director has a personal interest in their own remuneration and therefore they do not consider it is appropriate to make a voting recommendation in relation to Item 2.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of the adoption of the Remuneration Report.

Item 3 Re-election of Director – George Elias

In accordance with ASX Listing Rule 14.4 and Article 16.1 of the Company Constitution, at every AGM one-third of the Directors for the time being (other than any Managing Director or equivalent) or, if their number is not a multiple of three, then the whole number nearest to but not less than one-third, must retire from office. A Director (other than any Managing Director or equivalent) must retire from office at the conclusion of the third AGM after which the Director was elected or re-elected.

George Elias has over 30 years' experience in providing accounting and business advisory services. During this period, he has been involved in providing taxation and business advice to small and medium sized enterprises, including business structuring, cash flow forecasting, taxation and superannuation structure support and advice. His business and financial acumen, coupled with his experience in dealing with necessary skills to chair the Board, provides strategic leadership to face any challenges that may arise.

The Directors unanimously recommend that the Members vote in favour of Item 3.

Item 4 Re-election of Director – Con Tsigounis

In accordance with ASX Listing Rule 14.4 and Article 16.1 of the Company Constitution, at every AGM one-third of the Directors for the time being (other than any Managing Director or equivalent) or, if their number is not a multiple of three, then the whole number nearest to but not less than one-third, must retire from office. A Director (other than any Managing Director or equivalent) must retire from office at the conclusion of the third AGM after which the Director was elected or re-elected.

Con Tsigounis has over 23 years' experience in business and investor relations, specifically in the wholesale and retail sectors. As a member of the Board of The iQ Group Global Ltd since its inception, Con has been responsible for executing the Company's investor relations and capital raising strategy. His experience in shareholder relationship management gives him the necessary skillset to assist the Company attain its corporate objectives.

The Directors unanimously recommend that the Members vote in favour of Item 4.

Item 5 Change of Auditor

As announced to the market on 4 August 2020, BDO East Coast Partnership ceased to act as auditor of the Company on that date. BDO Audit Pty Ltd consented to act as auditor of the Company on the same day. ASIC has also consented to the resignation of BDO East Coast Partnership and the appointment of BDO Audit Pty Ltd.

The Directors unanimously recommend that the Shareholders vote in favour of Item 5.

Items 6–9 Approval of issue of shares to Directors

Under ASX Listing Rule 10.11, approval must be obtained from shareholders for the issue of shares to Directors. Approval from shareholders is being sought in relation to the issue of shares to Directors.

The rights attaching to the shares proposed to be issued are identical in all respects to the existing ordinary shares on issue in the Company. No funds will be raised by the issue of any shares to Directors.

Under ASX Listing Rule 10.13, the following further information to be disclosed in relation to the shares:

- a) approval is being sought for the issue of the following aggregate number of shares to Dr George Syrmalis, Mr George Elias, Mr Harry Simeonidis and Mr Con Tsigounis as they are Directors of the Company:
 - (i) 510,000 shares to Dr George Syrmalis;
 - (ii) 445,000 shares to Mr George Elias;
 - (iii) 510,000 shares to Mr Harry Simeonidis; and
 - (iv) 445,000 shares to Mr Con Tsigounis;
- b) a portion of the shares proposed to be issued are in respect of the following shares issued on 12 September 2019 under the Company's Employee Benefits Plan to Directors of the Company as specified below:
 - (i) 250,000 shares issued to Dr George Syrmalis or his associated entities;
 - (ii) 220,000 shares issued to Mr George Elias or his associated entities;
 - (iii) 250,000 shares issued to Mr Harry Simeonidis; and
 - (iv) 220,000 shares issued to Mr Con Tsigounis or his associated entities,as set out in the Appendix 3Ys and the Appendix 3B applying for the quotation of such shares released to the market on 16 September 2019 and 30 September 2019, respectively. The issue of such shares to Directors constituted an inadvertent breach of ASX Listing Rule 10.11 on the basis that Dr Syrmalis, Mr Elias, Mr Simeonidis and Mr Tsigounis are related parties and the issue of shares required prior approval from the holders of the Company's shares. The Company advised the market of the inadvertent breach on 22 October 2020.

The Company is in the process of taking corrective steps in respect of the shares issued to Directors on 12 September 2019. The Directors have made arrangements to on-sell those securities, and are arranging for the net profits of such sale to be donated to an entity registered with the Australian Charities and Not-for-profits Commission;

- c) the shares will be issued to the Directors, at nil cash consideration;
- d) the number of ordinary shares issued to the Directors are noted above (refer to items 6–9 of the Agenda);
- e) the shares will be issued immediately after the successful passing of the resolution, which the shares issued will be not be more than one (1) month after the date of the meeting. If successful passing of the resolutions is not obtained, the shares will not be issued to the Directors;
- f) the minimum vesting date of the issued shares is the date of the successful passing of the resolution. There is no additional vesting period required by directors to wait until they can deal those securities outside of closed periods specified in Farmaforce's Securities Trading Policy; and
- g) remuneration of the Directors comprises (also set out within the remuneration report of the FY20 annual report):

Harry Simeonidis

Up to 31 December 2019

- Base salary of \$146,370 per annum plus superannuation at the SGC rate not subject to statutory limits, plus \$24,000 car allowance;
- Bonus entitlement of 20% per annum subject to meeting agreed upon company and personal objectives;
- Entitlement to 50,000 shares per annum subject to meeting agreed upon company and personal objectives;
- Shares will vest 3 years after the anniversary date, subject to satisfaction of relevant performance criteria.

After 31 December 2019

- Director fees of \$50,000 per annum, inclusive of superannuation.

George Syrmalis

- Director fees of \$50,000 per annum, inclusive of superannuation.

George Elias

- Director fees of \$45,000 per annum, inclusive of superannuation.

Con Tsigounis

- Director fees of \$50,000 per annum, inclusive of superannuation.

- h) A voting exclusion statement is included in the Notice of Meeting below.

The Directors unanimously recommend that the Shareholders vote in favour of Item 6–9.

Voting Exclusion Statement

In accordance with the requirements under ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Item 6–9 by or on behalf of:

- (a) a person who is the recipient of the shares under Items 6–9
- (b) an associate of that person or those persons.

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

- (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 meeting 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:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

DEFINITIONS

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**ASIC**" means the Australian Securities & Investments Commission.

"**Board**" means the board of Directors of the Company.

"**Chairman**" means chairman of the Annual General Meeting.

"**closely related party**" has the meaning set out in the *Corporations Act 2001* (Cth).

"**Company**" means Farmaforce Limited ACN 167 748 843.

"**Constitution**" means the Company's constitution.

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

"**Corporations Regulations**" means the *Corporations Regulations 2001* (Cth).

"**Directors**" means the current Directors of the Company.

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time.

"**Key Management Personnel**" or "**KMP**" has the same meaning as in the *Corporations Act 2001* (Cth).

"**Meeting**" or "**Annual General Meeting**" or "**AGM**" means the annual general meeting convened by this Notice.

"**Member**" means a registered holder of a Share in the Company.

"**Notice**" or "**Notice of Meeting**" means the notice convening the annual general meeting of the Company to be held on 29 January 2021 which accompanies this Explanatory Memorandum.

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice.

"**Remuneration Report**" means the remuneration report set out in the Directors' Report section of the Company's Annual Financial Report for the year ended 30 June 2020.

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting

All Correspondence to:

-  **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
-  **By Fax:** +61 2 9290 9655
-  **Online:** www.boardroomlimited.com.au
-  **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

 Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note you cannot change ownership of your securities using this form.

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:00am (AEDT) on Wednesday, 27 January 2021.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **9:00am (AEDT) on Wednesday, 27 January 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
-  **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Farmaforce Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **SMC Conference & Function Centre, 66 Goulburn Street, Sydney, NSW 2000 on Friday, 29 January 2021 at 9:00AM (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Items 2, 6, 7, 8 and 9 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of those Items even though Items 2, 6, 7, 8 and 9 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Items 2, 6, 7, 8 and 9). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Item 2	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Director – George Elias	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Re-election of Director – Con Tsigounis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Approval of issue of shares to Director – George Syrmalis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Approval of issue of shares to Director – George Elias	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8	Approval of issue of shares to Director – Harry Simeonidis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 9	Approval of issue of shares to Director – Con Tsigounis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / /

OPTIONAL QUESTION FOR THE CHAIRMAN OR AUDITOR

We aim to provide securityholders with the best opportunity to ask questions about the Company and its external audit at the Annual General Meeting. We will seek to respond to as many of the frequently asked questions as possible.