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## ANNUAL GENERAL MEETING 2009

Thursday 26 November 2009 at 2:00 pm

To be held at

Ellex Medical Lasers Limited  
Level 1  
82 Gilbert Street  
Adelaide SA 5000

# Notice of Annual General Meeting

ELLEX MEDICAL LASERS LIMITED  
ABN 15 007 702 927  
Level 1, 82 Gilbert Street  
Adelaide, South Australia 5000

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the shareholders of Ellex Medical Lasers Limited (the Company) will be held at Ellex Medical Lasers Limited, Level 1, 82 Gilbert Street, Adelaide, South Australia, at 2:00 pm on Thursday 26 November 2009 for the purpose of transacting the following business.

### Ordinary Business

#### 1. Accounts & Reports

To receive and consider the financial statements of the Company and its controlled entities for the year ended 30 June 2009 and the related Directors' Reports, Directors' Declarations and Auditors' Report. The annual report is able to be viewed online at the following address:  
[www.ellex.com/annual-reports](http://www.ellex.com/annual-reports)

#### 2. Directors

To consider and if thought fit, pass the following Ordinary Resolution:

*"To re-elect Professor John Marshall as a director. Professor Marshall retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election."*

#### 3. Remuneration Report

To adopt the remuneration report as set out in the Directors' Report which forms part of the Annual Report for the year ended 30 June 2009.

#### 4. Appointment of Auditor

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

*"That for the purposes of section 327B of the Corporations Act and for all other purposes, Grant Thornton South Australia Partnership, having been nominated by a shareholder of the Company and consented to act, be appointed as auditor of the Company and the directors be authorised to set their remuneration."*

### Other Business

To deal with any other business that may be properly brought forward.

### Shareholder Information

1. A shareholder entitled to attend and vote at this meeting is entitled to appoint not more than two proxies (who need not be shareholders of the Company) to attend and vote on a poll in the shareholder's place.
2. The appointment of two proxies should specify the percentage of voting rights or number of securities to be applied to each proxy and if not specified then each proxy may exercise half your votes with fractions disregarded. A single proxy exercises all voting rights.
3. The Company has determined in accordance with Corporations Regulation 7.11.37, that for the purpose of voting at the meeting, shares will be taken to be held by those who hold them at 10:00 pm on Tuesday 24 November 2009.

To record a valid vote, members will need to take the following steps:

Cast your vote online by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and following the instructions and information provided on the enclosed proxy form; or

Complete and lodge the Proxy Form (and the power of attorney or other authority (if any) under which it is signed, or a certified copy of it) at:

- (a) the share registry of the Company, Computershare Investor Services Pty Limited, located at GPO Box 242, Melbourne VIC 3001, or by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- (b) the registered office of the Company located at 82 Gilbert Street, Adelaide SA 5000, or by facsimile on (08) 8104 5231

no later than 48 hours before the time for the holding of the meeting.

Custodian voting – for Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

By order of the Board  
Giuseppe Canala  
Company Secretary  
Adelaide

Explanatory Notes

#### *Resolution 2 – Re-election of Director*

Professor John Marshall, Director

Professor John Marshall who is 65 years old was appointed a non-executive director on 11 October 2007. Professor Marshall is currently Frost Professor of Ophthalmology of Guy's and St Thomas' Hospitals, University of London. Professor Marshall is the Chairman of Ellex's Medical Advisory Board, and has over 40 years of ophthalmology experience. Professor Marshall held the original patents on excimer laser refractive surgery.

#### *Resolution 3 – Remuneration Report*

The Directors' Report, which forms part of the Annual Report for the year ended 30 June 2009, outlines the remuneration arrangements in place for directors and executives of the Company.

The Corporations Act 2001 requires that a resolution be put to shareholders each year to adopt the remuneration report. The vote on this resolution is advisory only and does not bind the directors or the Company.

The Chairman of the meeting will allow reasonable opportunity for shareholders to ask questions about or comment on the Remuneration Report at the AGM. The directors recommend that shareholders vote in favour of adopting the Remuneration Report, and the Chairman intends to vote all open proxies in favour of the resolution.

#### *Resolution 4 – Appointment of Auditor*

Earlier this year the Board decided to review its present audit arrangements. In order to ensure the best available service to meet its current and future requirements, invitations to tender for the Company's audit were issued to five (5) major firms of chartered accountants.

Detailed submissions were received from all five (5) firms. Subject to consent to the resignation of the existing auditors Deloitte Touche Tohmatsu being given by the Australian Securities and Investments Commission, the Board recommends the appointment of Grant Thornton as the Company's auditors.

Grant Thornton has consented to act in this capacity and all other requirements of the Corporations Act 2001 in relation to the appointment of new auditors have been met, including the giving of a notice of nomination, a copy of which is annexed to this notice.



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ellex.com  
☎ +61 8 8104 5200  
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13 October 2009

The Company Secretary  
Ellex Medical Lasers Limited  
82 Gilbert Street  
ADELAIDE SA 5000

RE: NOMINATION OF AUDITOR

In accordance with the provisions of s328(1) of the Corporations Act 2001, I, Alex Sundich, being a member of Ellex Medical Lasers Limited, hereby nominate Grant Thornton of Level 1, 67 Greenhill Road, Wayville SA 5034 for appointment as auditor of the Company at the 2009 General Meeting to be held on 26 November 2009 at 82 Gilbert Street, Adelaide SA 5000.

Please distribute copies of this notice of nomination as required by s328(3) of the Corporations Act 2001.

Yours sincerely  
Ellex Medical Lasers Limited

A handwritten signature in black ink that reads "A. Sundich". The signature is written in a cursive style with a large, stylized initial "A".

Alex Sundich  
Director/Chairman of Audit Committee