



Chairman's Script
Annual General Meeting 2016

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1. Welcome

(CHAIRMAN)

Good afternoon ladies and gentlemen. I am Alex Sundich, a Non-Executive Director and Deputy Chairman of Ellex Medical Lasers Limited and I will be Chairing our meeting today. It is now 2:00 pm. I welcome you to the Annual General Meeting of the company.

I ask anyone with a mobile phone to make sure that it is turned off for the duration of the meeting.

2. Quorum

(CHAIRMAN)

I advise that in accordance with the company's Constitution, a quorum is present, I now declare the Annual General Meeting open.

3. Directors

(CHAIRMAN)

In addition to myself, we have the three other directors of the company with us this afternoon:

- Mr Giuseppe Canala
- Mr Rahmon Coupe
- Dr Meera Verma

Company Chairman and executive director, Mr. Victor Previn, sends his apologies.

Also joining us today is our Company Secretary, Maria Maieli and CEO, Mr Tom Spurling. We will be hearing more from Tom shortly about the business and the exciting times ahead.

4. Auditors

(CHAIRMAN)

Ms Sheenagh Edwards of Grant Thornton, the company's auditor, is also present.

Our good friends at the Shareholders Association are also here, represented by Genevieve Ward and George Crowe.

Computershare Investor Services, our share registry, is represented by Mr Nigel Bulling.

5. Voting

(CHAIRMAN)

When you registered for today's meeting you should have been given either a blue, pink or white attendee card. If you have not received this card then please go to the registration desk outside this meeting room. Only those holding blue voting cards are entitled to vote on a show of hands, so when I ask you to vote please raise the blue voting card, and only the blue voting card, so that your vote can be recorded.

On a show of hands by raising the blue voting card, each member, proxy holder or representative is entitled to one vote only. On a poll, each shareholder, whether voting in person, by proxy or by representative, is entitled to one vote for every share held by that member. The blue voting card will also be used as the voting paper on a poll.

Where a proxy vote has been given to the chairman without voting instructions, I intend to vote in favour of each resolution

6. Proxy Votes

(CHAIRMAN)

Valid proxy votes received for the meeting total 41,403,220 equal to approximately 36.27% of the ordinary voting shares on issue.

After discussion of each resolution and prior to putting the vote to a show of hands in the first instance, the proxy votes will be advised for each resolution.

7. Notice of Meeting

(CHAIRMAN)

The notice of meeting was dispatched to all shareholders on 21st October 2016 in accordance with the Corporations Act. If there is no objection, I propose that the notice of meeting be taken as read.

8. Procedure for the Meeting

(CHAIRMAN)

The **first item** of ordinary business is the tabling of the financial reports and the director's and auditor's report.

There is no formal requirement to adopt these reports under the Corporations Act. However, I will invite discussion.

I will then ask your CEO to address you in order to provide you with an update on the current operations and the all-important outlook for Ellex.

Shareholders will then have the opportunity to comment and ask questions.

The **second item** of business is the re-election of a director. Under the Corporations Act and the company's constitution, certain directors must retire at the AGM and may offer themselves for election or re-election.

The **third item** of business is the Ratification of prior share issue Placement which has already taken place on 7th April 2016. If shareholders approve this resolution the shares issued pursuant to the placement will not be taken into account in calculating whether the 15% threshold is exceeded by issues in the twelve months following approval.

The **fourth item** of business is a Corporations Act requirement to consider a non-binding or advisory resolution on the adoption of the remuneration report, which is set out in the director's report of the Company's 2016 Annual Report.

9. Financial Reports

(CHAIRMAN)

Under the Corporations Act, the company is obliged to lay before this meeting the last audited financial statements and reports, which were contained in the Company's Annual report for the year ended 30 June 2016. The Company's Annual Report was lodged with the ASX on the

21st October and sent with the notice of meeting to those shareholders who requested a hard copy. A copy of the Company's 2016 Annual Report is available for download from the company's website.

I will now ask your CEO Tom Spurling to address you.

(CEO's Address)

Thank you, Tom

(CHAIRMAN)

No resolution is required in respect of the 2016 financial statements and director's report, but I now invite shareholders to comment or ask questions on the reports or the business of the company.

Questions may also be asked of the auditors in relation to the conduct of the audit, content of the audit report, accounting policies adopted by the company and the independence of the auditor in carrying out the audit.

Could you please address all questions to the chair.

When I direct, please state your name before speaking and hold your Blue or Pink attendee card so that I can see that I can confirm your entitlement to speak to the meeting.

Are there any comments or questions?

As there are no [further] questions, we will now move to the second item of business.

10. Re-election of Director

(CHAIRMAN)

We will now move to Resolution 2 on the agenda, the re-election of director.

As stated in the notice, Rahmon Coupe retires by rotation at the AGM and is eligible for re-election.

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Rahmon's details are set out in the director's report in the annual report, so I will not repeat those details.

Resolution 2

I have pleasure in moving the motion
To consider and if thought fit, pass the following ordinary resolution

To re-elect Mr Rahmon Coupe as a director, Rahmon Coupe retires by rotation in accordance with the company's constitution, and being eligible, offers himself for re-election.

The Board (excluding Rahmon Coupe because of his interest) unanimously recommends that shareholders vote in favour of this resolution.

Are there any questions or comments in relation to this resolution?

Before I put the motion, I will advise you of the proxy votes.

The proxy votes received are as follows:

For	40,517,312
Against	202,436
Open proxies	683,472
Abstain	46,259

I intend to vote undirected proxy votes available to the chairman of the meeting in favour of this resolution.

I'll now put the motion to a vote on a show of hands.

All those in favour, please raise your blue voting card.

All those against please raise your blue voting card.

I declare the motion [carried/lost].

[If carried]Congratulations Rahmon

[IF NOT CARRIED/RESULT UNCLEAR]

The motion was unclear/lost on a show of hands and I now demand a poll. This resolution will be held over until the conclusion of the final item of business to allow the poll to be conducted.

11. Resolution 3 - Ratification of prior share issue placement for purpose of Listing Rule 7.4: reset of 15% threshold

(CHAIRMAN)

On 7th April 2016 the Company announced that it would issue 6.5 million fully paid ordinary shares to raise \$5.0 million to sophisticated investors to support a range of initiatives.

Under Listing Rule 7.1 a listed company may not issue shares if the aggregated shares issued, over the previous 12 months and not subject to an exception to Listing Rule 7.1, exceed 15% of the issued capital of the company. The placement of the shares did not result in the issue of more than 15% of the issued capital of the Company, but the Board considers it prudent to have the flexibility to issue further shares over the next 12 months.

I now move the motion:

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

That for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and issue of 6,500,00 shares on the terms described in the Explanatory Memorandum accompanying this Notice.

(CHAIRMAN)

Before I put the motion, are there any questions or comments in relation to this resolution?

I will advise you of the proxy votes received, which are as follows:

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For	27,473,158
Against	231,442
Open usable	680,472
Abstain	86,995

Please note that the Company will disregard any votes cast on Resolution 3 by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote cast on Resolution 3 if it is cast by:

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

I intend to vote undirected proxy votes available to the chairman of the meeting in favour of this resolution.

The Board unanimously recommends that shareholders vote in favour of this resolution

I'll now put the motion to a vote on a show of hands.

All those in favour, please raise your blue voting card.

All those against please raise your blue voting card.

I declare the motion [carried/lost].

[IF NOT CARRIED/RESULT UNCLEAR]

The motion was unclear/lost on a show of hands and I now demand a poll. This resolution will be held over until the conclusion of the final item of business to allow the poll to be conducted.

12. Resolution 4 - Remuneration Report

(CHAIRMAN)

Under the Corporations Act, listed companies are now required to include as part of their directors' report a remuneration report, which includes specified information.

The directors have prepared a Remuneration Report to 30 June 2016 and it is included on pages 27 to 30 in the Company's 2016 annual report.

The Corporations Act also requires companies to put to shareholders a non-binding vote to enable shareholders to voice their opinion on matters included in the report.

After the motion has been moved there will be time for comments and questions.

I now move the motion:

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

To adopt the remuneration report as set out in the Director's Report which forms part of the Annual Report for the year ended 30 June 2016.

Are there any questions or comments in relation to this resolution?

Before I put the motion, I will advise you of the proxy votes received, which are as follows:

For	20,825,345
Against	1,147,083
Open proxies	675,472
Abstain	123,760

Please note that the Company has disregarded any votes cast by any Key Management Personnel of the Company and any closely related party on this Resolution as set out in the notice of meeting.

I intend to vote undirected proxy votes available to the chairman of the meeting in favour of this resolution.

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- If “against” vote <25% then next year’s AGM will proceed as normal
- However, If the “against ” vote > 25% Ellex will have received a “first strike” and at next year’s AGM if this happens again it will result in a “second strike” which will result in a spill meeting motion being voted on for the re-election of the Board of directors

The Board unanimously recommends that shareholders vote in favour of this resolution

I'll now put the motion to a vote on a show of hands.

All those in favour, please raise your blue voting card.

All those against please raise your blue voting card.

I declare the motion [carried/lost].

[IF NOT CARRIED/RESULT UNCLEAR] The motion was unclear/lost on a show of hands and I now demand a poll.

13. ABiC Presentation

CHAIRMAN:

Before we conclude the meeting today I will invite Tom to present some clinical footage of the ABiC MIGS procedure, as performed with the Company’s proprietary iTrack microcatheter device.

14. Closure

CHAIRMAN:

That ends the meeting which I now declare closed.

Thank you all for your attendance and interest and we look forward to your continued support in the coming year.

Please join us for light refreshments.

POLL SCRIPT

IF A RESOLUTION IS NOT CARRIED/RESULT IS UNCLEAR

We will now conduct the poll on the resolution/s number/ed _____

I appoint Nigel Bulling of Computershare Investor Services Pty Limited to be Returning Officer and to conduct the poll. Mr Bulling has power to co-opt as his agents, members of his staff and staff of the company.

Nigel Bulling

Firstly, if there is any person present who believes they are entitled to vote but has not registered to vote, would you please raise your hand for assistance.

The persons entitled to vote on this poll are all shareholders, representatives and attorneys of shareholders, and proxyholders who hold BLUE admission cards.

On the reverse of your BLUE admission card is your voting paper and instructions.

I will now go through the procedures for filling in the voting papers.

Proxyholders have attached to their admission card a Summary of Proxy Votes which details the voting instructions, for business items on the appointment documents in your favour. By completing the voting paper, when instructed to vote in a particular manner, you are deemed to have voted in accordance with those instructions.

In respect of any open votes a proxyholder may be entitled to cast, you need to mark a box beside the resolution to indicate how you wish to cast your open votes.

Proxyholders should refer to the Summary of Proxy Votes form attached to your voting paper for further information.

Shareholders also need to mark a box beside the resolution to indicate how you wish to cast your votes.

Please ensure you print your name where indicated and sign the voting paper. When you have finished filling in your voting paper, please lodge it in a ballot box, which will be circulated, to ensure your votes are counted.

If you require any assistance, please raise your hand (pause whilst voting papers are completed)

Would you please indicate by raising your hand if you require more time to complete and lodge your voting paper. (Read out again if necessary)

CHAIRMAN

(When no-one has indicated they require more time to complete their voting papers, Chair to close the poll.)

Have all votes been cast? [PAUSE]

I now declare the poll closed and formally charge Nigel Bulling as Returning Officer to count the votes.

After the votes have been counted, the results of the poll will be released to the ASX and will be displayed on the company's website.

Go to [CLOSURE]