



Ellex Medical Lasers Limited

ABN 15 007 702 927



ELX

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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Proxy Form

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	<h3>Vote and view the annual report online</h3>	
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<h3>Your access information that you will need to vote:</h3>		
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<p>SRN/HIN: I9999999999 PIN: 99999</p>		
<p>PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.</p>		

For your vote to be effective it must be received by 2:00pm (Adelaide time) Monday 26 November 2018

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 for Postal Forms

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 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.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
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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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Ellex Medical Lasers 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 Ellex Medical Lasers Limited to be held at 3-4 Second Avenue, Mawson Lakes, South Australia on Wednesday 28 November 2018 at 2:00pm (Adelaide time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 3 and 5** (except where I/we have indicated a different voting intention below) even though **Item 3 and 5** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 3 and 5** by marking the appropriate box in step 2 below.

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.

ORDINARY BUSINESS

	For	Against	Abstain
2a Re-election of Alex Sundich as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2b Election of Michael Southard as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2c Election of Michael Mangano as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Employee Incentive Plan (EIP of Plan)	<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. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

/ /

ELX

999999A

Computershare +



Notice of Annual
General Meeting 2018
Wednesday
28 November, 2018
at 2.00 pm

To be held at Ellex Medical Lasers Limited
3-4 Second Avenue Mawson Lakes SA 5095

Ellex Medical Lasers Limited

ACN 007 702 927

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, 3-4 Second Avenue, Mawson Lakes, Adelaide, South Australia, at 2:00 pm (Adelaide time) on Wednesday 28 November 2018 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 2018 and the related Directors' Reports, Directors' Declarations and Auditor's Report.

The electronic copy of the 2018 Annual Report is available to download or view on the company website at the following address:

www.ellex.com/investors/reports.

The 2018 Annual Report has also been sent by post to those shareholders who have previously elected to receive a hard copy.

Resolution 2(a) – Re-election of Director

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

“That, for the purpose of clause 117 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Alex Sundich, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

Resolution 2(b) – Election of Director

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

“That, for the purpose of clause 121 of the Constitution, ASX Listing 14.4 and for all other purposes, to elect Michael Southard as a director having been appointed as a Director since last Annual General Meeting.”

Resolution 2(c) – Election of Director

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

“That, for the purpose of clause 121 of the Constitution, ASX Listing 14.4 and for all other purposes, to elect Michael Mangano as a director having been appointed as a Director since last Annual General Meeting.”

Resolution 3 – Adoption of Remuneration Report

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

“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 2018”.

The resolution is advisory only and does not bind the Company or its directors. However, under the Corporations Act 2001, if 25% or more of 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 must go up for re-election.

If there is 25% or more votes “against” the Resolution at this year’s AGM, the Company will receive a “first strike”.

The Board will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing the Company’s remuneration policies.

Resolution 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, PricewaterhouseCoopers having been nominated by a shareholder of the company and have given its consent to act, be appointed as auditor of the Company subject to ASIC approval. The Directors be authorised to set their remuneration.”

Resolution 5 - Approval of the Ellex Employee Incentive Plan (EIP or Plan)

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

“That approval for the purposes of ASX Listing Rule 7.2 (exception 9(b)) and for all other purposes, shareholders approve the Employee Incentive Plan described in the Explanatory Memorandum.”

A voting exclusion statement applies to this Item of Business and is set out in full in Other Business.

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) Voting Exclusion Statement for Resolution 3

In accordance with the Corporation Act, a vote must not be cast (in any capacity), and the Company will disregard any votes cast on Resolution 3 by any Key Management Personnel (which includes each of the Directors), the details of whose remuneration are included in the Remuneration Report, and any Closely Related Party of such key Management Personnel.

However, a person described above may cast a vote on Resolution 3 if the vote is not cast on behalf of a person described above and either:

- a) the person does so as proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; or
- b) the Chair of the meeting is appointed as proxy and the appointment of the Chair does not specify the way in which the Chair is to vote and expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Please note, in accordance with sections 250R(4) and 250R(5) of the Corporations Act, the Chair will not vote any undirected proxies in relation to a resolution unless the shareholder expressly authorises the Chair to vote in accordance with the Chair's stated voting intentions. Please note that if the Chair of the meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly authorise the chair to exercise your proxy on Resolution 3 even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, which includes the Chair.

If you appoint the Chair as your proxy, you can direct the Chair to vote for or against or abstain from voting on Resolution 3 by marking the appropriate box on the proxy form.

Alternatively, Shareholders can nominate as their proxy for the purpose of voting on Resolution 3, a proxy who is not a member of the Company's Key Management Personnel. That person would be permitted to vote undirected proxies.

4) Voting Exclusions Statements for Resolution 5

Voting Exclusion:

The Company will disregard any votes cast in favour of the resolution by or on behalf of any Director except one who is ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors as per ASX LR 14.11. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
- 5) 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 5:00pm (Adelaide time) on Monday 26 November 2018.

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

Cast your vote online by visiting 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) 7074 8231

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 to submit your voting intentions.

By order of the Board
Maria Maieli
Company Secretary
Adelaide

Dated: 26 September 2018

Explanatory Memorandum

Introduction

This Explanatory Memorandum has been prepared for the information of shareholders of Ellex Medical Lasers Limited (the Company) in connection with the business to be conducted at the Annual General Meeting to be held at 2:00 pm (Adelaide time) on Wednesday 28 November 2018.

Financial Statements and Reports

The financial statements of the Company and its controlled entities for the year ended 30 June 2018 and the Directors' Report and Auditor's Report are set out in the Ellex Medical Lasers Limited Annual Report 2018.

Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders to approve these Reports.

This item is intended to provide an opportunity for shareholders to raise questions of the Reports and on the performance of the Company generally. In addition, a reasonable opportunity will be given to members of the meeting to ask the Company's Auditor 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.

Resolution 2(a) – Re-election of Director

Alex Sundich, Executive Director

Alex Sundich was appointed a Non-Executive Director on 22 July 2005. Alex is currently an Executive Director of Bridge Street Capital Partners, a corporate advisory and principal investment firm. Prior to this, Alex was a senior executive in the funds management industry and an investment banker with Goldman Sachs and CSFB, involved in mergers and acquisitions and capital raisings. He is currently Chairman of the Audit & Risk Committee and Chairman of the Nomination Committee.

Alex is a member of the Institute of Chartered Accountants in Australia and NZ, the Financial Services Institute of Australia and the Australian Institute of Company Directors. He is also the Chairman of Petrel Energy Limited.

Mr Sundich beneficially holds shares of 6,300,000 as at 29th August, 2018.

Board Recommendation

The Board (excluding Alex Sundich because of his interest) unanimously recommends that shareholders vote in FAVOUR of Resolution 2(a) to re-elect Alex Sundich as a Non-Executive Director.

The Chairman of the meeting intends to vote undirected proxies in FAVOUR of Resolution 2(a).

Resolution 2(b) – Election of Director

Michael Southard, Executive Director

Mr Southard was appointed as an Executive Director on 2 July 2018.

Mr Southard spent 25 years with the world's largest ophthalmology company, Alcon Laboratories of Fort Worth Texas, as Vice President of the Global Surgical business. During his tenure, the Alcon business grew dramatically from US\$85 million to US\$2.4 billion of sales per year. Prior to this, he was an executive with Beecham Laboratories (now SmithKline Beecham), and Cooper-Vision, which was acquired by Alcon Laboratories.

Mr Southard is currently actively involved in Ophthalmology, Dermatology and Orthopaedics through his consulting company based in Portland, Oregon, USA. He has vast experience in both the international and US markets and maintains important contacts with many of the world's key opinion leaders in all areas of eye surgery.

Mr Southard holds a Bachelor of Science Degree from Oregon State University, in Business, and also an executive MBA degree from Stanford University. He has served on Scientific Advisory Boards, Industry Advisory Councils, and also represented the International Markets and the Eye Surgery segment on the team that lead the initial public offering of Alcon in the early 2000's.

Mr Southard beneficially holds shares of Nil as at 29 August, 2018.

Board Recommendation

The Board (excluding Mike Southard because of his interest) unanimously recommends that shareholders vote in FAVOUR of Resolution 2(b) to elect Mike Southard as an Executive Director.

The Chairman of the meeting intends to vote undirected proxies in FAVOUR of Resolution 2(b).

Resolution 2(c) – Election of Director

Michael Mangano, Independent Director

Mr Mangano was appointed as an Independent Director on 2 July 2018.

Mr Mangano is an accomplished global executive leader with over 23 years' experience in the medical device industry.

He was most recently the President and CEO of ReShape Medical Inc, a US venture backed company focussed on obesity that was sold in October of 2017. Prior to ReShape, he was President of the Americas for Sirtex Medical for over six years. At Sirtex, Mr Mangano grew the business from US\$30 million to over US\$140 million of sales per year, while building a team of 17 to more than 130 employees. Prior to Sirtex, he spent 15 years with Boston Scientific in numerous senior executive roles, including two overseas positions in Japan and Australia. He has vast experience in sales and marketing management, product development, strategic planning, international business, M&A, project management, and business model development. He currently is a member of the board of directors of ABK Biomedical.

Mr Mangano beneficially holds shares of 50,000 as at 29 August, 2018.

Board Recommendation

The Board (excluding Mike Mangano because of his interest) unanimously recommends that shareholders vote in FAVOUR of Resolution 2(c) to elect Mike Mangano as an Independent Director.

The Chairman of the meeting intends to vote undirected proxies in FAVOUR of Resolution 2(c).

Resolution 3 – Adoption of Remuneration Report

The Directors' Report, which forms part of the Annual Report for the year ended 30 June 2018, outlines the remuneration arrangements in place for Key Management Personnel (KMP) 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, but the outcome could have consequences for the Board and the Company.

In 2011 new laws on executive remuneration were introduced, including the "two strike Rule". Under the two strike rule, if more than 25% of the votes cast on the resolution to adopt the Remuneration Report are "against" the resolution, the Company receives a "first strike". If this happens at the subsequent AGM, it will result in a "second strike".

The voting exclusion statement for this resolution is set out on Page 3 of this Notice of Meeting.

Board Recommendation

The Board unanimously recommends that shareholders vote in FAVOUR of Resolution 3.

The Chairman of the meeting intends to vote undirected proxies in FAVOUR of Resolution 3.

Resolution 4 – Appointment of Auditor

The Directors' recommend that PricewaterhouseCoopers be appointed as auditor to the Company. The Company acknowledges that PricewaterhouseCoopers has in writing consented to being appointed as the Company's auditor.

Board Recommendation

The Board unanimously recommend that Shareholders vote in favour of Resolution 4.

The Chairman of the meeting intends to vote undirected proxies in FAVOUR of Resolution 4.

Resolution 5 - Approval of the Ellex Employee Incentive Plan (EIP or Plan)

Purpose of the Plan

The main purpose of the plan is to give an additional incentive to employees of the Company to provide dedicated and ongoing commitment and effort to the Company, and for the Company to reward its employees for their efforts.

Summary of the Plan

Under the Plan, the Company may grant eligible participants with rights to acquire Company shares (Rights) and / or options to acquire shares (Options) (collectively, Awards), which entitles the holder to be allocated one fully paid ordinary share in the capital of the Company (Share), subject to the satisfaction of the relevant vesting conditions, and payment of the exercise price (applicable for Options), as determined by the Board.

There is no amount payable by a participant to receive a grant of Awards under the Plan.

A summary of the key terms of the Plan is as follows:

Eligibility/Participation

Any employee of the Company, or its related bodies corporate who is determined by the Board to be eligible may participate in the Plan.

Grant of Awards

All Awards are to be offered to eligible participants for no consideration, unless the Board determines otherwise. The offer must be in writing and specify, amongst other things, the number of Awards for which the eligible participants may apply, the dates upon which the Awards will vest and become exercisable (if applicable), and any conditions to be satisfied before vesting, as determined by the Board.

Vesting Criteria and Dates

The EIP rules enable the Board to determine the applicable vesting criteria for a grant of Awards (which may include performance conditions, service conditions (or both)), and to set a timetable for vesting of Awards in the relevant offer document. The Board has the discretion to set performance hurdles or to link vesting solely to a defined service period in order to drive key employee retention and reward key employees over a sufficient period whereby their strategic impact can be realised.

Allocation of Shares

Under the EIP and subject to the Company's Share Trading Policy, upon the vesting of Awards, the Awards become exercisable and one Share will be allocated to the participant for each vested Award that is exercised subject to payment of any exercise price (applicable for Options).

Under the Plan, vested Awards that are validly exercised may be satisfied by the Company with Shares acquired on-market or newly-issued Shares; or, at the Board's discretion, settled with cash of an equivalent value to the Shares that would be allocated had the Board chose to settle in Shares.

Lapse of Awards

If Awards have not vested on the vesting date, those Awards will lapse unless determined otherwise by the Board.

Awards may also lapse in other circumstances such as where the participant transfers their Awards other than in accordance with the rules of the Plan (Plan Rules), or enters, or purports to enter, into any scheme, arrangement or agreement which may alter the economic benefit to be derived from the Awards.

Rights of participants

Once Shares are allotted upon the valid exercise of vested Awards, the Shares allocated will rank equally with all other ordinary Shares on issue.

Should the Company undergo a reorganisation or reconstruction of its capital or any other such change, the terms of the Awards will be correspondingly changed to the extent necessary to comply with the ASX Listing Rules. With this exception, the terms of the exercise of each Award remains unchanged.

Change of Control

In the event of a Change of Control in relation to the Company prior to the vesting of Awards, the Board has discretion to determine the applicable treatment in relation to those Awards.

Such treatment may include:

- full vesting or pro-rata vesting (based on period served); or
- determine that any vesting is subject to the same or varied conditions; or
- determine that some or all of the Awards should lapse.

If the Board does not make a determination on a Change of Control, then upon a Change of Control, all unvested Awards will vest on a pro-rata basis (based on the length of service during the vesting period).

Unless the Board determines another period, vested Awards must be exercised within 30 days of the Change of Control.

Clawback

Clawback of unexercised Awards is available at the Board's discretion in the event of gross misconduct, material misstatement, fraud or other circumstances as determined by the Board.

Assignment

The Awards granted under the Plan are not transferrable, assignable or able to be encumbered, without Board consent with the exception of certain dealings in the event of death of the participant.

Administration

The Plan will be administered by the Board (or a duly delegated authority) which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact and formulate terms and conditions (subject to the ASX Listing Rules) in addition to those set out in the Plan Rules.

Termination and amendment

The Plan may be terminated or suspended at any time by the Board. The Plan may be amended or modified at any time by the Board except where the amendment reduces the rights of the holders of Rights, unless required by the Corporations Act or the Listing Rules, to correct any manifest error or mistake or for which the participant consents. The Board may waive or vary the application for the Plan Rules in relation to any eligible participants at any time.

A full copy of the Ellex Employee Incentive Plan is available for inspection at the Company's registered office until the date of the Meeting.

Other information and Directors' recommendation

Where new Shares may be used to satisfy Awards granted under the Plan, shareholder approval will be required before any Awards can be issued to any director or related party of the Company under the Plan. There have been no previous issues of securities under the Plan.

Board Recommendation

The Board unanimously recommends that shareholders vote in FAVOUR of Resolution 5.

The Chairman of the meeting intends to vote undirected proxies in FAVOUR of Resolution 5.

Glossary

In this Explanatory Memorandum and Notice of Annual General Meeting the following expressions have the following meanings unless stated otherwise or unless the context otherwise requires:

Board means the board of directors of the Company;

Closely Related Party of a member of the key Management Personnel for an entity means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or of the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- e) a company the member controls; or
- f) a person prescribed as such by the Corporations Regulations 2001 (Cth);

Company means Ellex Medical Lasers Limited
ACN 007 702 927;

Constitution means the existing constitution of the Company;

Corporations Act means *Corporations Act 2001* (Cth);

Director means a director of the Company;

Key Management Personnel has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director, whether executive or otherwise, of the Company);

Meeting means the meeting of shareholders convened by the Notice;

Notice means the notice of meeting to which this Explanatory Memorandum is attached.

Share means a fully paid ordinary share in the Company.

How to get to the AGM

Location

Ellex Medical Lasers Limited
3-4 Second Avenue, Mawson Lakes, South Australia
Telephone: (08) 7074 8200

By Train

Adelaide Railway Station
North Terrace, Adelaide
Gawler Central Train to Mawson Lakes Interchange

Then by Bus from Mawson Lakes Interchange

#501 or #565 from Zone A Mawson Lakes Interchange Bus Stop.
Exit at Stop 33G on Park Way, walk and turn down Second Avenue.

