



Chairman's script  
Annual General Meeting  
2018  
Wednesday  
28 November, 2018

**Ellex Medical Lasers Limited**  
3-4 Second Avenue Mawson Lakes SA 5095

**Ellex Medical Lasers Limited**

ACN 007 702 927

Chairman's script for the AGM to be held on 28 November 2018  
at 2:00 pm

## 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.

The taking or recording of photographs, video or audio of the meeting or its proceedings (by whatever means) is not permitted.

## 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 three other directors of the company with us this afternoon:

- Mr Victor Previn, Chairman
- Mr Giuseppe Canala
- Mr Rahmon Coupe

We also have our CFO & Company Secretary, Maria Maieli and CEO, Mr Tom Spurling here and we will be hearing more from Tom shortly about the 3 segments of our business.

## 4. Apologies

### **Chairman :**

We do have apologies from our two recently appointed USA directors

- Mike Southard
- Mike Mangano

## 5. Auditors

### **Chairman:**

Mr Justin Humphrey of Grant Thornton, the company's auditor, is also present.

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

Computershare Investor Services, our share registry, is represented by Ms Doris Grave

## 6. 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 of the meeting without voting instructions, I intend to vote in favour of each resolution

## 7. Proxy Votes

### **Chairman:**

Valid proxy votes received for the meeting total 61,599,231 equal to approximately 42.90% of the ordinary voting shares on issue.

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

## 8. Notice of Meeting

### Chairman:

The notice of meeting was dispatched to all shareholders on 26th October 2018 in accordance with the Corporations Act. If there is no objection, I propose that the notice of meeting be taken as read.

The minutes of the previous Annual General Meeting of members of the company held on 28th November 2017 were approved by the board and signed by me in accordance with the provisions of section 251A of the Corporations Act. Copies of the minutes are available for inspection should any member wish to see them.

## 9. 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 Tom 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 and election of two new directors. Under the Corporations Act and the company's constitution, certain directors must retire at the AGM and may offer themselves for re-election and all new directors must be appointed by the shareholders.

The **third item** of business is a Corporations Act requirement to consider a non-binding, advisory resolution on the adoption of the remuneration report, which is set out in the director's report of the Company's 2018 Annual Report.

The **fourth item** of business is a Corporations Act requirement for the appointment of the new auditors Pricewaterhouse Coopers subject to ASIC approval.

The **fifth item** of business is the ratification for the Ellex Employee Incentive Plan as described in the Explanatory Memorandum.

## 10. 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 2018. The Company's Annual Report was lodged with the ASX on the 30th August 2018 and sent with the notice of meeting to those shareholders who requested a hard copy. A copy of the Company's 2018 Annual Report is available for download from the company's website.

I will now ask the group CEO Tom Spurling to address you.

(CEO's Address)

Invite any questions by the floor.

### **Chairman:**

No resolution is required in respect of the 2018 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 up 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.

# 11. Re-election of director

## Chairman:

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

As this resolution relates to my re-election, I will ask for our Chairman of the company, Victor Previn to act as Chair for this resolution.

(Victor Previn to be Chair)

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

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

## Resolution 2 (a)

I have pleasure in moving the motion

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

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

The Board (excluding Alex Sundich 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, please refer to the handout for the proxy votes of this resolution.

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 Alex

**[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.**

I will now hand the Chair back to Alex Sundich for the remainder of the meeting

## 12. Election of director

### **Chairman:**

We will now move to Resolution 2 (b) on the agenda, the election of the first director.

As stated in the notice, Michael Southard to be elected as a Director.

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

### **Resolution 2 (b)**

I have pleasure in moving the motion

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

To elect Michael Southard as a director in accordance with the company's constitution, Michael Southard having been appointed as a Director since last AGM.

The Board (excluding Michael Southard 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, please refer to the handout for the proxy votes of this resolution.

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 Mike

**[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.**

## 13. Election of director

### **Chairman:**

We will now move to Resolution 2 (c) on the agenda, the election of the second director.

As stated in the notice, Michael Mangano to be elected as a Director.

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

### **Resolution 2 (c)**

I have pleasure in moving the motion

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

To elect Michael Mangano as a director in accordance with the company's constitution, Michael Mangano having been appointed as a Director since last AGM.

The Board (excluding Michael Mangano 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, please refer to the handout for the proxy votes of this resolution.

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 Mike

**[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.**



# 14. Resolution 3 – 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 2018 and it is included on pages 14 to 18 in the Company's 2018 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 2018.

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

Before I put the motion, please refer to the handout for the proxy votes of this resolution

The Company has disregarded any votes cast (in any capacity) 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.

- 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. This resolution will be held over until the conclusion of the final item of business to allow the poll to be conducted.**

## 15. Resolution 4 – Appointment of Auditor

### **Chairman:**

Under the Corporations Act a listed company requires the ratification of the shareholders in appointing a new auditor. An extensive tender and interview process were conducted by the company. 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

I now move the motion:

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

To appoint PricewaterhouseCoopers as the auditor of the Company subject to ASIC approval and for the directors be authorised to set their remuneration.

### **Chairman:**

Before I put the motion, are there any questions or comments in relation to this resolution? Please refer to the handout for the proxy votes for this resolution

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.**

## 16. Resolution 5 – Approval of the Ellex Employee Incentive Plan

### **Chairman:**

As a matter of good corporate governance and transparency the Plan is put forward to the shareholders to vote on.

I now move the motion:

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

To approve under Listing Rule 7.2 (exception 9(b)) and to vote on the key terms and purpose of the Plan set out in the Explanatory Memorandum.

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

A Voting Exclusion exists for this resolution as detailed in the Notice of Meeting.

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.**

## 17. 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.

# IF A RESOLUTION IS NOT CARRIED/RESULT IS UNCLEAR

## **POLL SCRIPT**

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

I appoint Doris Grave of Computershare Investor Services Pty Limited to be Returning Officer and to conduct the poll. Ms Grave has power to co-opt as her agents, members of her staff and staff of the company.

## **Doris Grave**

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 Doris Grave 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]