



16 October 2020

Dear Shareholder

On behalf of the Board I am pleased to invite you to attend the 2020 Annual General Meeting (**AGM**) of Genetic Signatures Limited. The following information is enclosed:

- the “Notice of Annual General Meeting” and Explanatory Memorandum; and
- a proxy form.

You have been provided this documentation via email under the provisions of Corporations (Coronavirus Economic Response) Determination (No. 3) 2020. If you still require a paper copy please contact BoardRoom Pty Ltd on 1300 737 760 during business hours.

### **AGM**

The AGM will be held on Friday, 20 November 2020 at 10:00am (Sydney time). Due to requirements to maintain appropriate social distancing as a result of the COVID-19 pandemic this meeting will be a virtual meeting.

### **Business of the AGM**

The business of the AGM is set out in the “Notice of Annual General Meeting” (**Notice**). The Notice and Explanatory Memorandum set out important information in relation to the matters to be considered by shareholders at the meeting, and I encourage you to read these materials carefully.

### **Attendance**

As this is a virtual AGM, shareholders wishing to participate may do so from their computer, mobile device, or by using the Lumi AGM app, which is available to download from either the Apple App Store or Google Play Store. Details for how to join the meeting are provided with your Notice of Meeting.

If you are unable to attend in person, you may wish to appoint a proxy to attend and vote at the meeting in your place. Please refer to the Notice and proxy form regarding the appointment of a proxy.

I look forward to seeing as many shareholders as possible at the AGM.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Nfamaras", written in a cursive style.

**Dr Nick Samaras**  
**Chairman**  
**Genetics Signatures Limited**

**GENETIC SIGNATURES LIMITED ACN 095 913 205**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of Genetic Signatures Limited (**GSS** or **Company**) will be held at:

<b>Date</b>	Friday, 20 November 2020
<b>Time</b>	10:00am (Sydney time)
<b>Location</b>	Virtual meeting

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on the matters to be considered at the AGM. The Explanatory Memorandum and the proxy form are part of this Notice of Meeting.

**A. CONSIDERATION OF REPORTS**

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

Unless the Company's Share Registry has been notified otherwise, shareholders have not been sent a hard copy of the Annual Report. All shareholders can view the Annual Report which contains the Financial Report for the year ended 30 June 2020 on the Company's website at <http://geneticsignatures.com/au/investors/reports/>.

**B. QUESTIONS AND COMMENTS**

Following consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of written questions submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

## **C. ITEMS FOR APPROVAL**

### **Resolution 1: Re-election of Director – Dr Nick Samaras**

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

*“That, Dr Nick Samaras, who retires in accordance with clause 6.7 of the Company’s Constitution, having offered himself for election and being eligible, is re-elected as a Director of the Company.”*

### **Resolution 2: Remuneration Report**

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

*“That, the Company’s Remuneration Report for the financial year ended 30 June 2020, as set out in the Directors’ Report, is adopted.”*

The Remuneration Report is set out in the 2020 Annual Report (available at <http://geneticsignatures.com/au/investors/reports/>). Please note that, in accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- a. a member of the KMP whose remuneration details are included in the 2020 Remuneration Report; and
- b. a Closely Related Party of such a KMP (including close family members and companies the KMP controls).

However, the Company need not disregard a vote by a person described above as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing and specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- b. the vote is cast by the chair of the meeting and the appointment of the chair as proxy:
  - i. does not specify the way the proxy is to vote on the resolution; and
  - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

### **Resolution 3: Change of Auditor**

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

*“That, for the purposes of section 327B (1) of the Corporations Act 2001 and for all other purposes, BDO Audit Pty Ltd, having been nominated by a shareholder and consented in writing to act as auditor of the Company, be appointed auditor of the Company, effective immediately”.*

**Resolution 4: Approval for the issue of Options to Dr John Melki**

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

*“That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, the issue of 250,000 Options in the capital of the Company under the Genetic Signatures Limited Equity Incentive Plan to Dr John Melki, the terms of which are set out in the Explanatory Memorandum accompanying this Notice of Meeting, is approved.”*

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a. a Director of the Company who is eligible to participate in the Genetic Signatures Limited Equity Incentive Plan; or
- b. an associate of any of those Directors.

However, this does not apply to a vote cast on Resolution 4 by:

- a. a person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with the 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 this resolution, in accordance with a direction to the chair to vote on the resolution as the proxy 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:
  - i 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
  - ii the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 4 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

**Resolution 5: Increase Aggregate Non-Executive Director Fee Pool**

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

*“That in accordance with Listing Rule 10.17 of the Official Listing Rules of the ASX Limited and Rule 6.5 of the Company's Constitution, the total aggregate annual remuneration payable to non-executive Directors of the Company be increased by \$200,000 per annum, from \$250,000 per annum to a maximum of \$450,000 per annum.”*

### Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- a. a Director of the Company; or
- b. an associate of any of those Directors.

However, this does not apply to a vote cast on Resolution 5 by:

- a. a person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with the 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 this resolution, in accordance with a direction to the chair to vote on the resolution as the proxy 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:
  - i 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
  - ii the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 5 as a proxy by a Director at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the Director.

### **D. OTHER INFORMATION**

#### *Entitlement to Attend and Vote*

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) the Board has determined that persons eligible to attend and vote at the Meeting as a shareholder, are those who are registered shareholders of the Company as at 7.00pm (Sydney time) on Wednesday, 18 November 2020 (**Entitlement Time**) being two days before the Meeting.

This means that if you are not the registered holder of a share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

#### *Voting by Proxy*

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

### *Proxy Forms*

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's share registry, as an original or by facsimile, **no later than 10:00am (Sydney time) on Wednesday, 18 November 2020 (Proxy Deadline)**.

Proxy Forms may be submitted in one of the following ways:

- a. **Online** (preferred) via the Company's Share Registry website at [www.votingonline.com.au/gssagm2020](http://www.votingonline.com.au/gssagm2020). Please refer to the Proxy Form for information; or
- b. **By fax** to Boardroom Pty Ltd on +61 2 9290 9655; or
- c. **By mail** to Boardroom Pty Ltd using the reply-paid envelope or GPO Box 3993, Sydney NSW 2001. Please allow sufficient time so that it reaches Boardroom Limited by the Proxy Deadline; or
- d. **By hand delivery** to Boardroom Pty Ltd at Level 12, 225 George Street, Sydney, NSW 2000 (during business hours, Monday to Friday 9.00am – 5.00pm).

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

### *Voting by Attorney*

To vote by attorney at the Meeting, the original power of attorney or other authority (if any) under which the instrument is signed (or a certified copy of that power of attorney or other authority) must be received by the Company **no later than 10:00am (Sydney time) on Wednesday, 18 November 2020**, being 48 hours before the AGM.

### *Corporate Representatives*

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative.

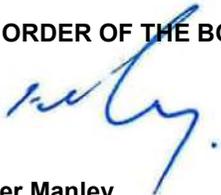
**IMPORTANT:** If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on Resolutions 2, 4 and 5 then by submitting the Proxy Form you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution, even though the resolution is connected, directly or indirectly, with the remuneration of the KMP. The Chairman intends to vote undirected proxies in favour of all Resolutions.

### *Shareholder Questions*

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. If you wish to submit a question in writing to the Chairman or the Auditor, please email them to the Company Secretary, Peter Manley ([peter.manley@geneticsignatures.com](mailto:peter.manley@geneticsignatures.com)) **by 5:00pm (Sydney time) on Friday, 13 November 2020**.

Questions will be collated, and during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

**BY ORDER OF THE BOARD**



**Peter Manley**  
**Company Secretary**  
**16 October 2020**

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared for the information of shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held on Friday, 20 November 2020 at 10:00am (Sydney time).

The purpose of this Explanatory Memorandum is to provide shareholders with information that is reasonably required by shareholders to decide how to vote upon the resolutions.

The Directors unanimously recommend shareholders vote in favour of all Resolutions. For reasons of good governance, each Director respectively abstains where that Director has an interest in the outcome of a particular resolution and these interests are identified throughout this Explanatory Memorandum.

All resolutions are ordinary resolutions, which require a simple majority of votes cast by shareholders present and entitled to vote on the resolution. Resolution 2, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

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### **Resolution 1: Re-Election of Director – Dr Nick Samaras**

In accordance with clause 6.7 of the Constitution, Dr Nick Samaras retires and, being eligible, offers himself for re-election as a Director.

Dr Samaras was appointed as an independent non-executive Director of the Company in January 2008.

Dr. Samaras has had over 30 years' business experience in the global Life Sciences industry and is a recognised and respected industry expert. He has held a number of senior executive level positions in management, marketing, sales, and research and development. His roles have included appointments as Managing Director of Applied Biosystems Pty Ltd (now part of Thermo Fisher Scientific Inc.), and senior roles with Perkin Elmer and AMRAD Corporation (CSL Limited).

Dr. Samaras is an experienced executive, non-executive Director and Board Chairman, having served on the boards of several biotechnology companies. For the past 16 years Dr. Samaras has focused his efforts on facilitating the international market expansion of a number of US biotechnology companies and developing commercial revenue channels outside of their traditional onshore markets.

Dr. Samaras holds a BSc with Honours in Pathology and Immunology from Monash University and a PhD from the Department of Medicine at The University of Melbourne. He also holds postgraduate business qualifications which include an MBA from the School of Management at RMIT University and is a Fellow of the Australian Institute of Company Directors and the Australian Institute of Management.

Dr. Samaras currently serves as Chairman of the Board. He also chairs both the Nomination & Remuneration Committee and Audit & Risk Committee.

*The Directors, excluding Dr Samaras, unanimously recommend that shareholders vote in favour of this Resolution 1.*

### **Resolution 2: Remuneration Report**

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

The Remuneration Report details the remuneration policies for the Company and:

- reports the remuneration arrangements for Directors and KMP of the Company;
- explains Board policies in relation to the nature and value of remuneration paid to KMP; and
- discusses the relationship between the policy and Company performance.

The Report is available in the Company's 2020 Annual Report (available on the GSS website at <http://geneticsignatures.com/au/investors/reports/>).

The Chairman will give shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote.

This is an advisory resolution only (as stipulated by section 250R(3) of the Corporations Act) and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

A voting exclusion statement is set out under Resolution 2 in the Notice of Meeting.

*The Directors abstain, in the interests of good governance, from making a recommendation in relation to this Resolution 2.*

### **Resolution 3: Change of Auditor**

As announced on the ASX on 17 June 2020, BDO Audit Pty Ltd ("BDO Audit") was appointed auditor of the Company following the resignation of BDO East Coast Partnership ("BDO ECP") and ASIC's consent to the resignation in accordance with s329(5) of the Corporations Act 2001 ("the Act").

The change of auditor arose as a result of BDO ECP restructuring its audit practice to provide for audits to be conducted by BDO Audit, an authorised audit company, rather than by BDO ECP.

As a result of the timing of the change, BDO Audit filled a casual vacancy in accordance with s327C(1) of the Act. Under section 327C(2) of the Act, an auditor who has been appointed under s327C(1) of the Act only holds office until the Company's next annual general meeting.

The Company is required to appoint an auditor to fill any vacancy at each annual general meeting (after its first annual general meeting) pursuant to s327B(1)(b) of the Act.

Pursuant to section 328B of the Act, the Company received a valid notice of nomination of auditor that nominated BDO Audit to be appointed as the auditor of the Company. A copy of the nomination is attached as Annexure A to this Notice of Meeting.

BDO Audit has provided the Company with its written consent to act, subject to shareholders' approval being granted, as the Company's auditor in accordance with s328A(1) of the Act.

In accordance with s327B(1)(b) of the Act, an ordinary resolution is required at this Annual General Meeting to appoint BDO Audit as the Company's auditor and shareholders' approval is sought to that appointment.

*The Directors unanimously recommend that shareholders vote in favour of this Resolution 3*

### **Resolution 4: Grant of Options to Managing Director, Dr John Melki**

#### Background

Resolution 4 seeks shareholder approval for the grant of options to the Company's Managing Director (or his nominee) on the terms set out in this resolution (**Options**). The Company has agreed, subject to obtaining shareholder approval, to grant a total of 250,000 Options to Dr John Melki under the terms and conditions of the Genetic Signatures Limited Equity Incentive Plan (**EIP**) which was approved by Shareholders at the 2016 AGM.

No price will be payable by Dr Melki on grant or vesting of the Options. The Exercise Price of the Options will be due and payable at the time Dr Melki exercises any vested Options. The Exercise Price payable for the Options has been calculated as \$2.30, which is the volume weighted average market price at which the Shares traded on the ASX for the 30 days immediately preceding 8 September 2020 (being the date of the offer) (**Invitation**).

Dr Melki is a Director of the Company and therefore a related party under the Corporations Act 2001 (*Cth*) (**Act**).

The ASX Listing Rules (Listing Rules) and the Act set out a number of regulatory requirements which must be satisfied. These are summarised below:

#### ASX Listing Rule 10.14

Listing Rule 10.14 requires the approval of ordinary shareholders to issue securities under an employee incentive scheme to a director of the Company. Accordingly, approval for the issue of the Options to Dr Melki is required. Approval of this resolution will result in the grant of options under the EIP to Dr Melki falling within exception 14 in Listing Rule 7.2 (in addition to exception 9 which already applies). Therefore, the issue of securities to Dr Melki will not be included in the 15% calculation for the purposes of Listing Rule 7.1. The issue of shares in the Company on the exercise of EIP Options will also be excluded from Listing Rule 7.1.

#### Options – terms and conditions

Shareholder approval is sought for the Company to grant Options to Dr Melki under the EIP. The vesting conditions are as follows:

<b>Tranche</b>	<b>% of Options available to vest</b>	<b>Vesting Date</b>
Tranche 1	25	12 months after Grant Date
Tranche 2	25	24 months after Grant Date
Tranche 3	25	36 months after Grant Date
Tranche 4	25	48 months after Grant Date

In general, Dr Melki must remain employed to remain eligible to participate in the EIP on the vesting date for the Options to vest. This generally means that Options will be subject to tenure conditions but there will generally be no other performance or vesting conditions.

Once vested, Options must be exercised within 15 years of the award of the Options. In the event of cessation of employment, a Participant will have up to 30 days to exercise any vested Options, otherwise all unexercised vested Options and unvested Options are forfeited.

If Dr Melki ceases to be an employee prior to any relevant Vesting Date, Options will lapse.

#### Price payable

No price will be payable by Dr Melki on grant or vesting of the Options. The Exercise Price of the Options will be due and payable at the time Dr Melki exercises any vested Options. The Exercise Price payable for the Options has been calculated as \$2.30, which is the volume weighted average market price at which the Shares traded on the ASX for the 30 days immediately preceding 8 September 2020 (being the date of the offer) (**Invitation**).

Participants must comply with GSS' Share Trading Policy, however no other post vesting disposal restrictions will apply to any shares allocated on exercise of any vested Options.

### Change of control

In the event of a change of control, that number of Options determined on a pro-rata basis from the date of grant will automatically become exercisable, regardless of whether or not the Vesting Conditions have been met.

### Information provided for the purpose of the ASX Listing Rules 10.14 and 10.15

The following information is provided to shareholders in relation to Resolution 4:

- Dr Melki is the Managing Director and Chief Executive Officer of the Company.
- Approval is being sought for the issue of 250,000 Options to Dr John Melki (or his nominee) under the company's EIP for nil financial consideration, which subject to the achievement of vesting conditions, may convert to ordinary shares in the capital of GSS.
- Each Option carries the right, but not the obligation to acquire a certain number of shares in GSS at a predetermined price (**exercise price**) and will be subject to the terms and conditions of the EIP.
- It is anticipated that the Options will be issued by the Company within one (1) month of the AGM, being 20 December 2020, and no later than twelve (12) months after the AGM, being 20 November 2021.
- No amount will be payable on the grant of an Option.
- The predetermined price of the Options will be due and payable at the time the Participant exercises any vested options. The predetermined price payable for the Options will be the volume weighted average price at which the shares have traded on the ASX for the 30 days immediately preceding 8 September 2020 and has been calculated at \$2.30 per vested Option.
- All Directors are entitled to participate in the Plan. At the date of the Notice, the Directors of the Company are Dr Nickolaos Samaras, Dr Anthony Radford AO, Mr Michael Aicher and Dr John Melki.
- The EIP was approved by shareholders at the 2016 AGM.
- Since the EIP was approved by shareholders, the Directors have received the following grant of options under the EIP:
  - Dr John Melki (CEO and Managing Director) – 300,000 (100,000 approved by shareholders at the 2016 AGM, and 200,000 approved by shareholders at the 2018 AGM).
  - No options have been issued to Non-Executive Directors.
- All funds raised on payment of the exercise price of the Options will be used as working capital.
- There is no loan attaching to the offers of Options.
- A voting exclusion statement is set out under Resolution 4.
- If approval is given for the issue of securities under Listing Rule 10.14, approval is not required under Listing Rule 7.1

*The Directors (apart from Dr Melki) who do not have an interest in the outcome of the relevant resolution, unanimously recommend that shareholders vote in favour of Resolution 4 for the reasons set out below:*

- *the Company wishes to maximise the use of its cash resources towards the Company's development and equity-based incentives, such as options, are used to supplement cash-based remuneration; and*
- *the granting of the Options package proposed is commensurate with market practice.*

#### **Resolution 5: Increase Aggregate Non-Executive Director Fee Pool**

In order for the total aggregate annual remuneration payable to Non-Executive Directors of the Company to be increased, Listing Rule 10.17 of the ASX Listing Rules and Rule 6.5 of the Company's Constitution must be complied with. The ASX Listing Rules and the Constitution provide that the Company must not increase the amount of remuneration payable to Non-Executive Directors of the Company and its child entities unless Shareholders approve such an increase.

Additionally, Listing Rule 10.17.2 of the ASX Listing Rules provides that if Non-Executive Directors are paid, they must be paid a fixed sum. All Non-Executive Directors will be paid a fixed sum as determined at the sole discretion of the Board.

Currently the Non-Executive Directors of the Company are entitled to receive a combined maximum annual aggregate remuneration of \$250,000, noting the Directors of the Company are entitled to apportion and distribute this aggregate Non-Executive Directors remuneration as they determine providing they do not exceed the aggregate amount previously approved by Shareholders.

In addition, there may be occasions when the Non-Executive Directors are required to perform services that fall outside the scope of their ordinary duties as a Non-Executive Director. In the event that the Non-Executive Directors are required to perform additional duties they are entitled, under the Company's Constitution, to be paid for the performance of these additional duties. However, payments for the performance of additional services must also fall within the aggregate amount of remuneration for Non-Executive Directors that has been approved by Shareholders.

The aggregate remuneration that may be applied to pay the Non-Executive Directors of the Company has remained unchanged and has not been increased since the Company's shares were quoted on the ASX in 2015. Shareholder approval is sought to increase the total aggregate annual remuneration payable to Non-Executive Directors of the Company and its child entities by \$200,000, from \$250,000 to a maximum aggregate amongst all Non-Executive Directors of \$450,000 (to be divided between Non-Executive Directors of the Company as the board determines).

It is important to note that the rapid growth of Genetic Signatures has resulted in increased demands on current Non-Executive Directors' time. Additionally, the Board is actively seeking to appoint new Directors to complement the current skillsets. As such, the Board considers that this increase in the total aggregate annual remuneration payable to Non-Executive Directors is necessary to provide an ability to increase the remuneration payable to the current Non-Executive Directors and any additional Non-Executive Directors who might join the Board. Further details on the remuneration paid to Non-Executive Directors are set forth in the Remuneration Report contained in the Directors' Report section of the Annual Report.

No securities have been issued to any Non-Executive Directors under ASX Listing Rules 10.11 or 10.14 in the last 3 years.

The Company believes that all relevant information concerning Resolution 5 required in respect of Listing Rule 10.17 is included in the text, and accompanying notes, of this resolution in the Notice of Meeting.

*The Directors unanimously recommend that shareholders vote for this Resolution 5.*

## APPENDIX A

The Directors  
Genetic Signatures Limited  
7 Eliza St  
Newtown, NSW 2042

30 September 2020

Dear Directors

The undersigned being a member of Genetic Signatures Limited hereby nominates BDO Audit Pty Ltd. for appointment as auditor of the company at the forthcoming annual general meeting.

Yours faithfully



Peter Manley  
Shareholder

**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](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (Sydney time) on Wednesday 18 November 2020.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/gssagm2020>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### 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 **10:00am (Sydney time) on Wednesday 18 November 2020.** 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:**

🖥 **Online** <https://www.votingonline.com.au/gssagm2020>

📠 **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

# Genetic Signatures Limited

ACN 095 913 205

## 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.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Genetic Signatures 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 as a virtual meeting on Friday, 20 November 2020 at 10:00am (Sydney time)** 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 Resolutions 2,4 & 5, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 2,4 & 5 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 Resolutions 2,4 & 5). 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*
Resolution 1	Re-election of Dr Nick Samaras as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Grant of Options to Managing Director – Dr John Melki	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Increase Aggregate Non-Executive Director Fee Pool	<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 / /2020