

NOTICE OF ANNUAL GENERAL MEETING 2016

NOTICE IS GIVEN that the Annual General Meeting of the ordinary shareholders of Hexima Limited ABN 64 079 319 314 ("**Company**") will be held at the KPMG Theatre, Ground Floor, 147 Collins Street, Melbourne, Victoria on Tuesday 22 November 2016 at 11am.

Ordinary Business

1. Financial Statements and Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report of the Company for the year ended 30 June 2016.

2. Resolution 1: Remuneration Report

To consider and, if thought fit, to pass the following non-binding resolution:

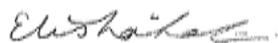
"That the Remuneration Report of the Company for the year ended 30 June 2016 be adopted and approved."

3. Resolution 2: Re-election of Director – Professor Marilyn Anderson

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

"That Professor Marilyn Anderson retires by rotation and, being eligible, offers herself for re-election."

By Order of the Board



Elisha Larkin
Company Secretary

Dated: 28th October 2016

Notes

1. Defined Terms

Capitalised terms used in this Notice (including those used in the items set out in this Notice) have, unless otherwise defined, the same meanings as set out in the Explanatory Statement attached to this Notice.

2. Material Accompanying this Notice

The following materials accompany this Notice:

- (a) the Explanatory Statement setting out details relevant to the business set out in this Notice;
- (b) Annexure A to the Explanatory Statement; and
- (c) Proxy Form and Appointment of Corporate Representative.

This Notice and the Explanatory Statement (including its Annexures) should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

3. Voting and Required Majority

In accordance with Section 249H of the Corporations Act, for each of the Resolutions to be effective –

- (a) not less than 21 days written notice specifying the intention to propose the Resolutions has been given; and
- (b) each Resolution must be passed by more than 50% of all the votes cast by Shareholders entitled to vote (whether in person or by proxy, attorney or representative).

On a show of hands every Shareholder has, subject to paragraph 4 below, one vote. In a poll, every Shareholder has one vote for each Ordinary Share held.

4. Shareholders Eligible to Vote

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001*, the Board has determined that for the purposes of the AGM, all Ordinary Shares in the Company will be taken to be held by each person whose name appears on the Company's share register at 7.00 pm (AEDT) on Sunday, 20 November 2016 ("**Effective Time**"), who will be entitled to vote on the Resolutions set out in this Notice.

5. Proxies and Representatives

- (a) All Shareholders as at the Effective Time who are entitled to attend and vote at the AGM may appoint a proxy for that purpose.
- (b) A proxy need not be a Shareholder of the Company.
- (c) The proxy form sent to you with this Notice should be used for this meeting.

- (d) If you are entitled to cast two or more votes at this meeting, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes each proxy may exercise, then each proxy will be entitled to exercise half of the votes. An additional proxy form will be supplied by the Company on request.
- (e) In the case of an individual, a proxy must be under the hand of the individual or his or her attorney who has been authorised in writing. In the case of a corporation, a proxy must be executed by the corporation under common seal or under the hand of its authorised officer or officers or attorney.
- (f) Any Shareholder may, by power of attorney, appoint an attorney to act on that Shareholder's behalf. The power of attorney, or certified copy, must be received by the Company as specified in paragraph (i).
- (g) Any corporation which is a Shareholder of the Company may appoint a representative to act on its behalf. Appointments of representatives must be received by the Company as specified in paragraph (i) at any time before the time of the meeting, or adjourned meeting, or handed in at the meeting.
- (h) The Chair of the meeting will vote undirected proxies in favour of each of the Resolutions
- (i) Proxies, corporate representatives and powers of attorney granted by Shareholders must be received by the Company by no later than 11 am AEDT on Sunday, 20 November 2016 at the Company's share registry:
 - (i) by delivering in person - Link Market Services, Level 12, 680 George Street, Sydney, New South Wales 2000; or
 - (ii) by post - using the Reply Paid envelope addressed Hexima Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235; or
 - (iii) by facsimile - to Link Market Services on (02) 9287 0309; or
 - (iv) online – www.linkmarketservices.com.au.

6. Other

The Notice and Explanatory Statement have been prepared by the Company under the direction and oversight of its Directors.

The Company does not accept responsibility for any errors, omissions or misstatements in the Notice or Explanatory Statement that are attributable to errors, omissions or misstatements in publicly available information or third party sources or otherwise. The Company does not, subject to the Corporations Act, make any representation or warranty, express or implied, as to the accuracy or completeness of the information set out in the Notice or Explanatory Statement.

ASIC and its officers do not takes any responsibility for the contents of the Notice or Explanatory Statement.

EXPLANATORY STATEMENT

1. General

- (a) This Explanatory Statement is included in and forms part of the Notice of Annual General Meeting ("**Notice**").
- (b) This Explanatory Statement contains an explanation of, and information about, the Resolutions to be considered at the Annual General Meeting of Hexima Limited ("**Company**") on 22 November 2016. It is given to the Shareholders of the Company to help them determine how to vote on the Resolutions set out in the accompanying Notice.
- (c) Shareholders should read this Explanatory Statement in full because individual sections do not give a comprehensive review of the Resolutions contemplated in this Explanatory Statement.
- (d) If you are in doubt about what to do in relation to a Resolution, you should consult your financial or other professional advisor.
- (e) This Explanatory Statement is dated 28 October 2016.
- (f) The Chair of the meeting will vote undirected proxies in favour of each of the Resolutions.

2. Business

(a) Item 1 – Financial Reports

The Corporations Act requires the Financial Report, Directors' report and the Auditor's Report (collectively referred to as "**Reports**") to be laid before the AGM.

Neither the Corporations Act nor the Company's Constitution requires Shareholders to vote on such Reports. However, Shareholders will be given the opportunity to raise questions on the Reports at the AGM.

In addition, if the Company's auditor or their representative is present at the AGM, the chair of the meeting will allow a reasonable opportunity for the Shareholders as a whole at the meeting to ask the auditor or the auditor's representative 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.

Any Shareholder entitled to cast a vote at the AGM may submit a written question to the auditor if the question is relevant to:

- (i) the content of the auditor's report to be considered at the AGM; or
- (ii) the conduct of the audit of the annual financial report to be considered at the AGM.

The Shareholders may do so by giving the question to the Company no later than the fifth business day before the day on which the AGM is held. The chairman of the AGM will allow a reasonable opportunity for the auditor or their representative to answer written questions so submitted and that the auditor considers relevant to (i) or (ii) above.

(b) Item 2 – Remuneration Report (Resolution 1)

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report (which is included in the Directors' Report) is set out on pages 12 to 16 of the Annual Financial Report which is available from the Company's website (www.hexima.com.au).

In accordance with section 250R of the Corporations Act, the vote on Resolution 1 is advisory only and does not bind the Directors or the Company. Nevertheless, the outcome of the vote will be considered by the Remuneration Committee of the Board when evaluating the remuneration arrangements of the Company.

The Remuneration Report among other things:

- describes the policies behind, and structure of, the remuneration arrangements of the Company and the link between the remuneration of employees and the Company's performance;
- sets out the remuneration arrangements in place for the Non-Executive Directors, Executive Directors and for specified senior executives of the Company; and
- explains the difference between the bases for remunerating Non-Executive Directors and Executives, including Executive Directors.

An opportunity for discussion of the Remuneration Report will be provided at the AGM.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

(c) Item 3 – Re-election of Director (Resolution 2)

Pursuant to the Constitution of the Company, Directors are prohibited from holding office past the third AGM following their appointment or 3 years, whichever is longer. Accordingly, Professor Marilyn Anderson retires at the Annual General Meeting and, being eligible for re-election, offers herself for re-election.

Professor Marilyn Anderson BSc (Hons) (The University of Melbourne), PhD (LaTrobe University), AO.

Executive Director, Chief Science Officer

Professor Marilyn Anderson is a founding scientist of Hexima. She has over 30 years experience in scientific research in the area of plant biochemistry and genetics. After completing a BSc Honours at The University of Melbourne and a PhD in Biochemistry at La Trobe University, Professor Anderson spent seven years in the United States working on diabetes at the University of Miami, Florida and cancer at Cold Spring Harbor Laboratory in New York.

She is a Professor of Biochemistry at La Trobe University and an Associate Professorial Fellow in the Botany School at The University of Melbourne. She was appointed Hexima's Chief Science Officer in July 2009.

Professor Anderson was a director at South East Water Limited for over 10 years and of City West Water from 2008 until 2013. She is a Fellow of the Australian Academy of Science, of the Australian Academy of Technological Sciences and Engineering and of the Australian Institute of Company Directors.

Professor Anderson was named as an Officer of the Order of Australia (AO) in January 2016 for her distinguished service to science, and to higher education, particularly to biochemistry and molecular biology, as an academic and researcher, and to professional associations.

She was appointed a Director of the Company on 23 November 2010.

3. Glossary

Annual General Meeting or **AGM** means the Company's annual general meeting, notice of which is given in the Notice.

Auditor means the auditor of the Company.

Auditor's Report means the report of the Auditor regarding its audit of the Company, and its controlled entities, which accompanies the Financial Report.

Board means the Board of Directors of the Company or a committee appointed by the Board of Directors.

Chair means the **Chairman** of the Annual General Meeting.

Company means Hexima Limited ACN 079 319 314.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Director means a director of the Company.

Director's Report means the report of the Directors which accompanies the Financial Report.

Explanatory Statement means the notes contained in this document that provide details of the business to be considered at the AGM.

Financial Report means the annual financial report of the Company, and its controlled entities, for the year ending on 30 June 2016.

Notice means the notice of annual general meeting accompanying this Explanatory Statement.

Ordinary Shares means fully paid ordinary shares in the capital of the Company.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report of the Company that forms part of the Directors' Report.

Resolution means a resolution set out in the Notice.

Shareholder means the holder of one or more Ordinary Shares.