

26 October 2016

Dear Shareholder,

**Annual General Meeting**

Attached is the Notice of the 2016 Annual General Meeting of the ordinary shareholders of Allegra Orthopaedics Limited (the Company) which will be held at 9.30 am on Wednesday 30 November 2016, at the Company's offices at Level 8, 18-20 Orion Road, Lane Cove West, NSW.

The formal part of the Annual General Meeting will cover the ordinary business transacted each year. This year the Annual General Meeting will also cover the following resolutions:

- Approval of Appointment of Auditor
- Approval of Proposed Transaction

Further details concerning these matters are contained in the Explanatory Notes that forms part of the Notice of Meeting. Furthermore, to assist Shareholders in their consideration of the Proposed Transaction, the Board commissioned Moore Stephens (Vic) Pty Ltd ("Independent Expert") to prepare an independent expert's report in relation to the Proposed Transaction. A copy of the report accompanies this Notice of Meeting and Shareholders are encouraged to read it carefully.

If you are unable to attend the meeting in person, I encourage you to return the enclosed proxy form. The proxy form should be returned in the envelope provided, or faxed to our Share Registry on +61 2 9287 0309 so that it is received by 9.30 am (Sydney time) on Monday 28 November, 2016 being not less than 48 hours before the time for holding the meeting.

The Company's Annual Report for the year ended 30 June 2016 is available on our website at [www.allegraorthopaedics.com](http://www.allegraorthopaedics.com). Printed copies of the report are distributed only to those shareholders who have elected to receive it in printed form.

Shareholders will have an opportunity to ask questions during the meeting, and are invited to join the Board for light refreshments at its conclusion. I look forward to welcoming you at the meeting.

Yours sincerely,

Richard Ulrick  
Company Secretary



## **ALLEGRA ORTHOPAEDICS LIMITED**

ABN 71 066 281 132

### ***NOTICE OF ANNUAL GENERAL MEETING***

Notice is hereby given that the 2016 Annual General Meeting (“AGM”) of Shareholders of Allegra Orthopaedics Limited (“the Company”) will be held at Level 8, 18-20 Orion Road, Lane Cove West, NSW, 2066 on Wednesday 30 November 2016 at 9.30am.

### **BUSINESS**

#### **1. Financial and Other Reports**

To receive and consider the Financial Report of the Company and the Reports of the Directors and the Auditor in respect of the year ended 30 June 2016.

#### **2. Adoption of Remuneration Report**

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

“That, the Company’s Remuneration Report for the financial year ended 30 June 2016 (set out in the Directors’ Report) be adopted.”

*Note: The vote on this resolution is advisory only and the outcome will not be binding on the Directors or the Company.*

*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 stand for re-election.*

#### **3. Election of Anthony Hartnell as a Director**

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

“That Mr Anthony Hartnell who retires in accordance with the Company’s constitution and, being eligible, offers himself for re-election, be elected as a Director of the Company.”

#### **4. Election of Sean Mulhearn as a Director**

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

“That Mr Sean Mulhearn, a Director who was appointed since the last Annual General Meeting, retires in accordance with the Company’s constitution and, being eligible, offers himself for election, be elected as a Director of the Company.”

#### **5. Approval of Appointment of Auditor**

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

“Provided that the Australian Securities & Investments Commission (“ASIC”) has provided its consent for the current auditor to resign as auditor of the Company by the date of the Annual General Meeting, that approval be and is hereby given to appoint Crowe Horwath, having consented in writing and been duly nominated in accordance with Section 328B(1) of the Corporations Act 2001, as auditor of the Company with effect from the conclusion of the meeting or such other date as specified by ASIC in providing its consent.”

#### **6. Approval of Proposed Transaction**

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

“That, for the purpose of item 7 of section 611 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 9,438,957 fully paid ordinary shares at an issue price of \$0.08 (8 cents) per share to Robinwood Investments Pty Ltd, a related party of the Company, and otherwise on the terms and conditions set out in the Explanatory Notes with the effect that the relevant interest of Robinwood Investments Pty Ltd and its associates in the Company will increase from approximately 35.42% to 43.76%.”

By Order of the Board

Richard Ulrick  
Company Secretary  
Sydney, 26 October 2016

## **PROXIES AND VOTING**

### **Voting Exclusions**

#### ***Item 2***

In accordance with the Corporations Act, any vote cast on the resolution the subject of Item 2 by Key Management Personnel of the Company or the consolidated entity of which the Company is a part and their Closely Related Parties, which include certain family members, dependants and companies they control (collectively “Excluded Persons”) will be disregarded if the remuneration of the Key Management Personnel appears in the Remuneration Report.

However, the Company need not disregard a vote if it is cast by:

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

Key Management Personnel are the Directors and those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies at page 7 of the Company’s Annual Report the Company’s Key Management Personnel for the financial year to 30 June 2016.

#### ***Items 6***

The Company will disregard any votes cast on the resolution the subject of Item 6 by Robinwood Investments Pty Ltd and associates of that company.

However, the Company need not disregard a vote if:

- it is cast by a person as 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.

### **Proxies**

A Proxy Form accompanies this Notice of Annual General Meeting. A member who is entitled to attend and vote at the meeting is entitled to appoint no more than two proxies (who need not be members of the Company) to attend and vote in their place.

A single proxy exercises all voting rights. Where a member wishes to appoint two proxies, an additional proxy form may be obtained by contacting the Company, or the member may copy the enclosed proxy form. A member appointing two proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints two proxies and does not specify each proxy’s voting rights,

the rights are deemed to be 50% each. Fractions of votes are to be disregarded. A member or proxy that is a corporation and entitled to vote may appoint an individual to act as its representative. Evidence of the appointment of a representative must be in accordance with the Corporations Act 2001 (Cth) and lodged with the Company before the meeting or at the registration desk on the day of the meeting.

If any instrument (including an Appointment of Corporate Representative or Proxy Form) returned to the Company is completed by an individual or a corporation under Power of Attorney, the Power of Attorney under which the instrument is signed, or a certified copy of that Power of Attorney, must accompany the instrument unless the Power of Attorney has previously been noted by the Company.

To be valid, Proxy Forms must be lodged:

- (a) by posting or facsimile to the Company's share registry as follows: Allegra Orthopaedics Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Facsimile: (02) 9287 0309; or
- (b) by delivering it to Link Market Services Limited at 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000; or
- (c) online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

by no later than 9.30am (AEDT) on Monday 28 November 2016.

### **Appointment of the Chairman or other Key Management Personnel as your proxy**

Due to the voting exclusions and requirements referred to above, if you intend to appoint the Chairman, any other director or Key Management Personnel or their Closely Related Parties or associates as your proxy, you are encouraged to direct your proxy on how to vote on the resolution the subject of Item 2, by marking either "For", "Against" or "Abstain" on the proxy form for that item of business.

***The Chairman's stated voting intention would be to vote any undirected proxies in favour of all proposed resolutions including for the resolution the subject of Item 2 (Adoption of Remuneration Report).***

Further you should note that:

- if you execute a proxy form and do not nominate a person to act as your proxy, the Chairman will be appointed as your proxy by default;
- if you appoint the Chairman as your proxy or the Chairman is appointed as your proxy by default, and the proxy form does not specify whether to vote "For", "Against" or "Abstain", your undirected proxies held by the Chairman will be taken as a direction to the Chairman to vote in accordance with his stated voting intention, which is to vote in favour of all resolutions (including the resolution the subject of Item 2);
- you will be taken to authorise the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel or the Chairman has an interest in the outcome of the relevant resolution.

Shareholders always have the ability to appoint the Chairman as their proxy to cast the votes contrary to the Chairman's stated voting intention or to abstain from voting on a resolution.

If you appoint someone other than the Chairman as your proxy who is another director or member of Key Management Personnel or their Closely Related Parties or associates and do not direct them how to vote on the resolution the subject of Item 2, then your proxy will not be voted on that resolution.

### **Corporate Representatives**

Corporate shareholders who wish to appoint a representative to attend the meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative.

### **Eligibility to Vote**

For the purpose of voting at the meeting, the Directors have determined that all Shares of the Company are taken to be held by the persons who are registered as holding them at 7.00 pm (AEDT) on Monday 28 November 2016. The entitlement of members to vote at the meeting will be determined by reference to that time.

### **Questions**

In addition to asking questions at the meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about the content of the auditor's report and the conduct of the audit, may be submitted no later than Wednesday, 23 November 2016 to the Company's Share Registry, Link Market Services Limited, the contact details being set out above.

## **EXPLANATORY NOTES**

The purpose of these Explanatory Notes is to provide shareholders of the Company with information that is reasonably required by shareholders to decide how to vote upon the resolutions. The Directors recommend that shareholders read this Explanatory Statement before determining whether to support the resolutions.

### **Item 1- Financial and Other Reports**

The Company's Annual Report which contains the Financial and other Reports in respect of the year ended 30 June 2016 has been made available to shareholders and may be viewed on the Company's website.

No resolution is required for this item. 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 and to ask the Company's auditor questions about its audit report, the conduct of the audit of the Company's financial report for the year ended 30 June 2016, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

## **Item 2 – Remuneration Report**

The Remuneration Report of the Company for the financial year ended 30 June 2016 is set out on pages 5 to 11 of the Company's Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for directors and senior executives.

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about or make comments on the Remuneration Report at the meeting. In addition, shareholders will be asked to vote on adoption of the Remuneration Report. However, this vote is of an advisory nature only and does not bind the Company nor its directors.

Acknowledging that each director has a personal interest in his own remuneration from the Company as described in the Remuneration Report, the directors unanimously recommend shareholders vote in favour of the resolution the subject of Item 2.

## **Item 3- Election of Anthony Hartnell as a Director**

Mr Anthony Hartnell BEc LLB (Hons) (ANU), LL.M (Highest Hons) (George Washington University) retires in accordance with the Company's constitution and, being eligible, offers himself for election.

He is a Member of both the Audit and Risk Committee and Nomination and Remuneration Committee.

Mr. Hartnell who has been honoured as an Officer in the Order of Australia has had a distinguished legal career in both government and private practice. He is the founding partner of Atanaskovic Hartnell, a legal firm specialising in corporate and commercial law, particularly covering corporate financing, takeovers and regulatory issues. He was the inaugural Chairman of the Australian Securities Commission.

Further details of his qualifications, experience and achievements are contained on page 4 of the Annual Report.

The Board considers that Mr. Hartnell's qualifications and broad experience are appropriate for assisting the Company in achieving its objectives.

The directors, with Mr Hartnell abstaining, unanimously recommend that shareholders vote in favour of this resolution.

#### **Item 4: Election of Sean Mulhearn as a Director**

Mr Sean Mulhearn BEc, a Director who was appointed since the last Annual General Meeting, retires in accordance with the Company's constitution and, being eligible, offers himself for election.

He is Chairman of the Audit and Risk Committee and a Member of the Nomination and Remuneration Committee.

Mr Mulhearn has been involved in the financial markets for over 30 years' with experience in Asia, Europe and the Americas. He has particular expertise in risk management. He founded Jacaranda Capital Partners, a boutique advisory and markets training business with offices in Singapore and Australia.

The Board considers that Mr Mulhearn's qualifications and broad experience are appropriate for assisting the Company in achieving its objectives.

The directors, with Mr Mulhearn abstaining, unanimously recommend that shareholders vote in favour of this resolution.

#### **Item 5: - Approval of Appointment of Auditor**

The resolution the subject of Item 5 relates to the appointment of Crowe Horwath as auditor of the Company.

PricewaterhouseCoopers ("PwC") has been the auditor of the Company since before the Company listed in 2007. Given the length of PwC's appointment and the Company's decision to place a greater emphasis on sales and marketing by outsourcing the Company's manufacturing activities the Board reviewed the role of auditor.

Following a competitive audit tender process the Board has determined to seek shareholder approval to the appointment of Crowe Horwath as auditor of the Company.

In accordance with section 328B of the Corporations Act, on 28 September, 2016 a notice for the nomination of Crowe Horwath as an incoming auditor was received by the Company from Jenny Swain, a member of the Company. A copy of this notice is attached to this Notice of AGM.

Crowe Horwath is registered as an auditor under section 1280 of the Corporations Act and has provided its consent by way of written notice to the Company to act as auditor of the Company. Crowe Horwath does not provide any services to the Company and the Company is unaware of any matter or circumstances that would give rise to a "conflict of interest situation", as defined in section 324CD of the Corporations Act, in relation to the Company.



As a consequence, the Company has requested PwC apply to ASIC under Section 329(5) of the Corporations Act for consent to resign as auditor of the Company with effect from the conclusion of the AGM. The application for consent is still in the processing stage and therefore the consent has not yet been granted by ASIC. It is anticipated by the Directors that the consent will be received before the date of the AGM.

If ASIC notifies PwC that ASIC consents to PwC's resignation, PwC will give its notice of resignation to the Company with effect from the conclusion of the AGM.

The Board has been satisfied with the services of PwC as auditor and thanks PwC for their services. There are no disagreements with PwC as the Company's auditor.

The Directors unanimously recommend you vote in favour of the appointment of Crowe Horwath as auditor of the Company if the Australian Securities & Investments Commission by the date of the Meeting has provided its consent for the current auditor to resign as auditor of the Company.

## **Item 6: Approval of Proposed Transaction**

The resolution the subject of Item 6 seeks prior Shareholder approval for the Company to issue 9,438,957 fully paid ordinary shares ("Placement Shares") to Robinwood Investments Pty Ltd ("Robinwood") at 8 cents per fully paid ordinary share ("Share") ("Proposed Transaction").

As announced to the ASX on 17 October 2016 Allegra and Robinwood have entered into a conditional placement agreement ("the Agreement") relating to the Proposed Transaction.

It is a condition precedent to the Proposed Transaction that the Company first obtains the approval of its shareholders other than Robinwood and its associates ("Non-Associated Shareholders") in accordance with Item 7 of section 611 of the Corporations Act. The Proposed Transaction also requires the approval as an issue of shares to a related party under ASX Listing Rule 10.11 and is regarded as the giving of a financial benefit to a related party under section 208 of the Corporations Act.

The Agreement provides that it will terminate with immediate effect if the approval of Non-Associated Shareholders to the Proposed Transaction is not obtained by 14 December 2016.

Robinwood provided a loan facility of \$1 million on commercial terms to Allegra in June 2016, which at the date of this Notice of AGM is drawn down to \$700,000. The loan is due for full repayment on 30 December 2016.

Proceeds from the Proposed Transaction are intended to be utilised by the Company in funding its ongoing operations, for general working purposes and to meet its obligations including the repayment of the loan.

The Directors consider that, based on current management budgets, the Proposed Transaction is expected to provide sufficient funds to negate the need to raise additional capital for the foreseeable future, unless for value accretive opportunities.

The Directors consider that no superior proposal has been received at the date of this Notice of AGM that would provide the Company with the necessary funds to progress its objectives and meet its obligations.

Robinwood, an Australian proprietary company, currently holds 21,391,879 Shares that represents a 33.58% relevant interest in the Company. Dr Nicholas Hartnell and his wife are the directors and shareholders of Robinwood and he owns 970,667 Shares personally. Dr Hartnell's parents, Mr Anthony Hartnell, a Director of the Company and Mrs Maryed Hartnell also own 203,332 Shares. Dr Nicholas Hartnell and Mr Anthony Hartnell and Mrs Maryed Hartnell are consequently associates of Robinwood.

If the resolution the subject of Item 6 is passed and the Placement Shares issued, Robinwood and associates will increase their voting power in the Company by approximately 8.34% to 43.76% as a result of the Proposed Transaction. The whole of this increase is attributable to Robinwood's voting interest which increases to 42.15% as there is no change to the shareholdings of the associates. The effect of the Proposed Transaction on the voting power of Robinwood and its associates is more fully set out in this table:

Shareholder	Current Position		Position after Placement Shares issued	
	No. of Shares held	% Voting power	No. of Shares held	% Voting power
Robinwood	21,391,879	33.58	30,830,836	42.15
Nicholas Hartnell	970,667	1.52	970,667	1.33
Anthony Hartnell & Maryed Hartnell	203,332	0.32	203,332	0.28
Robinwood and its associates	22,565,878	35.42	32,004,835	43.76
Other Shareholders	41,135,370	64.58	41,135,370	56.24
<b>Total Shares</b>	<b>63,701,248</b>	<b>100.00</b>	<b>73,140,205</b>	<b>100.00</b>

The following sets out more details on the regulatory requirements.

***Item 7 of Section 611 of the Corporations Act.***

Section 606(1) of the Corporations Act prohibits a person from acquiring a relevant interest in shares if, as a result, that person or any other person's voting power would increase (from a starting position that is above 20% and below 90%), subject to certain exceptions.

One of these exceptions is Item 7 of section 611 of the Corporations Act which provides that section 606(1) of the Corporations Act does not apply to an acquisition of a relevant interest in shares if the acquisition has been previously approved by a resolution passed at a general meeting of shareholders (with no votes cast by the person to whom the shares are to be issued or by an associate of that person).

A person's "voting power" for these purposes means the total number of votes that the person and his or her associates has a relevant interest in, expressed as a percentage of total votes attaching to all voting shares in the entity.

A person has a 'relevant interest' in shares if they:

- are the holder of the shares;
- have the power to exercise, or control the exercise of a power to dispose of, the shares; or
- have the power to dispose of, or control the exercise of a power to dispose of, the shares.

The purpose of the resolution the subject of Business Item 6 is to seek approval from Non-Associated Shareholders under item 7 of Section 611 of the Corporations Act to allow Robinwood to acquire a relevant interest in the Placement Shares from a starting position that is above 20% of the voting power in the Company.

### ***Independent Expert Report***

To assist Non-Associated Shareholders in their consideration of the Proposed Transaction, the Board commissioned Moore Stephens (Vic) Pty Ltd ("Independent Expert") to prepare the accompanying independent expert's report in relation to the Proposed Transaction.

Based on its analysis, before the Proposed Transaction Allegra's fair value per Share on a minority basis is \$0.0313. Immediately following the Proposed Transaction, Allegra's value per Share on a minority basis is assessed by the Independent Expert to be \$0.0376.

As the fair value of a Share immediately following the Proposed Transaction is higher than the fair value of a Share before the Proposed Transaction, the Independent Expert concludes that the Proposed Transaction is **fair** from the perspective of Allegra's Non-Associated Shareholders.

The Independent Expert notes that the key disadvantage of the Proposed Transaction is that Non-Associated Shareholders' interest in the Company will be diluted from 64.58% to 56.24%.

The Independent Expert points out that the dilution of Non-Associated Shareholders' interests diminishes their ability to influence the strategic direction of the Company, including acceptance or rejection of takeover or merger proposals. However, the Independent Expert notes that "Robinwood and associated entities' equity interest of 35.42% prior to the Proposed Transaction is already a blocking stake and therefore one could infer that the prospects of Non-Associated Shareholders receiving an offer for their Allegra Shares in the future are no less than prior to the Proposed Transaction."

The Independent Expert further notes that “Notwithstanding dilution in the Non-Associated Shareholders’ interest in the event the Proposed Transaction is approved, the balance sheet and cash position of the Company will be significantly strengthened.”

The Independent Expert has concluded that the advantages of the Proposed Transaction outweigh the disadvantages from the perspective of Shareholders other than Robinwood and its associates (“Non-Associated Shareholders”) and that therefore, in its opinion, the Proposed Transaction is **reasonable** to Non-Associated Shareholders of Allegra.

### ***Giving a Financial Benefit to a Related Party***

Section 208 of the Corporations Act provides that a company must obtain shareholder approval before giving a financial benefit to a related party unless the giving of the benefit falls within an exception set out in sections 210 to 216 of that Act.

Robinwood is considered a related party of Allegra under section 228(4) of that Act, on the basis that it is controlled by Dr Nicholas Hartnell, who is a director and majority shareholder of Robinwood, and he, as the son of Mr Anthony Hartnell, a director of Allegra, is a related party of Allegra under section 228(3) of the Act.

Under section 229 (3) of the Corporations Act the issuing of the Placement Shares constitutes the giving of a financial benefit.

Under section 210 of the Act shareholder approval is not needed to give a financial benefit on terms that would be reasonable in the circumstances if the public company and the related party were dealing at arm's length.

In view of the Independent Expert’s opinion, that the Proposed Transaction is reasonable to Non-Associated Shareholders of Allegra, shareholder approval is not required to satisfy Section 208. Nevertheless, the information that would be required to be provided to Non-Associated Shareholders had approval under Section 208 been required has been provided in this Notice of AGM.

### ***ASX Listing Rules: Approval required for an issue of securities***

ASX Listing Rule 10.11.1 provides that, unless one of the exceptions in rule 10.12 applies, an entity must not issue or agree to issue equity securities to any related party without the approval of holders of ordinary securities. One exception (Exception 10) is an agreement to issue equity securities that is conditional on holders of ordinary securities approving the issue before the issue is made. If an entity relies on this exception it must not issue the equity securities without approval.

The terms and conditions to apply to the Placement Shares to be issued to Robinwood are the same as the terms and conditions of already issued Shares in the Company and the New Shares will rank equally for all purposes with all other Shares in the Company.

In accordance with the terms of the Agreement, it is expected that the issue of the Placement Shares will take place within sixteen days following the approval of Non-Associated Shareholders to the Proposed Transaction.

Robinwood has indicated to the Company that it intends to support the current board of Directors and management team of the Company. It has further confirmed to the Company that it does not have any present intention to seek to:

- change the business of the Company;
- inject further capital into the Company;
- implement changes to the future employment of the present employees of the Company;
- transfer any property between the Company and Robinwood or any person associated with the Company or Robinwood;
- redeploy any fixed asset of the Company; or
- change the financial or dividend distribution policies of the Company.

For the sake of completeness, Shareholders should note that as approval is being sought in accordance with section 611 of the Corporations Act and ASX Listing Rule 10.11, approval of the Proposed Transaction is not required for the purpose of Listing Rule 7.1 and the Placement Shares will not be included in calculating the number of securities issued in reliance of that Listing Rule, by virtue of exception 14 of ASX Listing Rule 7.2.

### **Recommendation of Directors**

The resolution the subject of Item 6 is an ordinary resolution.

As Mr Anthony Hartnell is the father of Dr. Nicholas Hartnell, he, as a Director, has excused himself from any consideration in relation to the resolution the subject of Item 6 and accordingly makes no recommendation to shareholders.

The Directors, other than Mr Hartnell, unanimously recommend that shareholders vote in favour of this resolution.

28<sup>th</sup> September 2016

Mr Richard Ulrick  
Company Secretary  
Allegra Orthopaedics  
Level 8, 18-20 Orion Road  
Lane Cove West NSW 2066

Dear Mr Ulrick

Pursuant to Section 328B(1) of the Corporations Act 2001 (Cwth) I, a shareholder of Allegra Orthopaedics Limited, nominate Crowe Horwath for appointment as auditor of Allegra Orthopaedics Limited at that company's next Annual General Meeting or any adjournment of it.

Yours sincerely,



**Jenny Swain**  
Chief Executive Officer



Allegra Orthopaedics Limited  
Level 8, 18-20 Orion Road Lane Cove West NSW 2066 Australia  
PO Box 72, St Leonards NSW 2065 Australia  
M: +61 402 118 912  
P: +61 2 9119 9200  
F: +61 2 9439 4441  
W: [www.allegraorthopaedics.com](http://www.allegraorthopaedics.com)

**Allegra Orthopaedics Limited**

Level 8, 18-20 Orion Road Lane Cove NSW 2066 Australia; PO Box 72 St Leonards NSW 2065 Australia  
T +612 9119 9200 T Toll Free 1800 644 370  
F +612 9439 4441 F Toll Free 1800 624 223  
E [sales@allegraorthopaedics.com](mailto:sales@allegraorthopaedics.com) W [www.allegraorthopaedics.com](http://www.allegraorthopaedics.com)

This page has been left intentionally blank

This page has been left intentionally blank