

26 September 2024

Dear Shareholder,

I am pleased to invite you to attend the 2024 Annual General Meeting of PolyNovo Limited at 1.00pm (AEDT) on Monday, 28 October 2024. Your Proxy Form is enclosed.

The Annual General Meeting will be held as a hybrid meeting. As such, there will be a physical meeting where members and members' proxies can attend in person and a virtual meeting where members and members' proxies can join online. The physical meeting will be held at the offices of MinterEllison, Collins Arch, Level 20/447 Collins Street, Melbourne. The online platform includes facilities for shareholders to ask questions and vote in real time at the meeting.

To participate in the meeting online, you can log in to the meeting in the following ways:

- a) from your computer, by entering the URL in your browser: <https://meetnow.global/MG2HYYG>
- b) from your mobile device by either entering the URL in your browser: <https://meetnow.global/MG2HYYG>

Once you have selected one of the options above, shareholders will need the following information to participate in the meeting in real-time:

- c) your username, which is your SRN/HIN; and
- d) your password, which is the postcode registered to your holding if you are an Australian shareholder

Overseas shareholders should refer to the Online Meeting Guide for their password details by entering the following URL in your browser: [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)

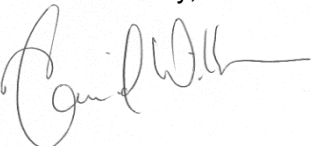
Assistance with online registration for the meeting will be open from 12.30pm (AEDT) on Monday, 28 October 2024 by calling Computershare Investor Services on +61 3 9415 4024. Computershare Investor Services will also provide a unique email link to appointed proxy holders using this same telephone number.

If you are unable to attend, I would encourage you to participate by lodging your proxy using one of the methods outlined on the Proxy Form. The completed Proxy Form must be lodged no later than 1:00pm (AEDT) on Saturday, 26 October 2024. As 26 October 2024 is not a business day, shareholders should ensure, if you intend to mail your Proxy Form, that you allow sufficient time for it to be received by the share registry by close of business on Friday, 25 October 2024.

The Notice of Meeting sets out the details of the items of business of the meeting, as well as voting instructions and explanatory notes.

At the meeting, there will be an opportunity for shareholders to ask questions of the Board of Directors and our Chief Executive Officer, and the external auditor. We encourage your participation at the meeting.

Yours sincerely,



David Williams  
Chairman

# Notice of Annual General Meeting and Explanatory Notes

**PolyNovo Limited ABN 96 083 866 862**

□

**Date:** Monday, 28 October 2024

**Time:** 1.00pm (AEDT)

The AGM will be held as a hybrid meeting. As such, members and members' proxies can attend in person or join online.

□

In this document you will find:

- a Notice of Annual General Meeting; and
- Explanatory notes which have an explanation of and information about, the resolutions set out in the Notice of Annual General Meeting.

Enclosed separately is a proxy form with attendance and registration details.

# Notice of Annual General Meeting and Explanatory Notes

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Notice is given that the 2024 annual general meeting (**Meeting** or **AGM**) of the Company will be held at both the offices of MinterEllison, Collins Arch, Level 20/447 Collins Street, Melbourne and virtually at 1.00pm (AEDT) on Monday, 28 October 2024.

The AGM will be held as a hybrid meeting where there will be a physical meeting where members and members' proxies can attend in person and a virtual meeting where members and members' proxies can join online.

To participate in the meeting online, you can login to the meeting in either of the following ways:

- a) from your computer, by entering the URL in your browser: <https://meetnow.global/MG2HYYG>
- b) from your mobile device by entering the URL in your browser: <https://meetnow.global/MG2HYYG>

After shareholders login, they can:

- See the Meeting presentation materials and listen to the Meeting live;
- Vote online during the Meeting; and
- Ask questions and make comments online during the Meeting.

Voting on all resolutions will be conducted by poll.

Please also refer to the section titled **Participating Online** on page 7.

Technical difficulties may arise during the meeting. The Chair has discretion as to whether and how the meeting should proceed if a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where he considers appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 1.00pm (AEDT) 26 October 2024 even if they plan to attend online. As this is not a business day, shareholders should ensure, if you intend to mail your proxy form, that you allow sufficient time for it to be received by the share registry by close of business on Friday, 25 October 2024. If having lodged a proxy, you attend the meeting in person or online, your proxy's authority to speak and vote for you is suspended while you are present at the meeting.

## Ordinary Business

### 1. Financial Statements and Reports

To receive and consider:

- (a) the financial statements;
  - (b) the directors' report; and
  - (c) the auditor's report,
- of PolyNovo for the year ended 30 June 2024.

## 2. Other Business

To deal with any other business that may legally be brought before the Annual General Meeting in accordance with PolyNovo's constitution and the *Corporations Act 2001* (Cth) (**Corporations Act**).

## Resolutions

### 1. Re-election of Directors

To consider and, if thought fit, to pass with or without modification the following resolution:

*"That, pursuant to and in accordance with Listing Rule 14.4, clause 59 of the Constitution and for all other purposes, Andrew Lumsden, Director, retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Notes."*

### 2. Remuneration Report

To consider and, if thought fit, to pass with or without modification the following resolution:

*"That the Remuneration Report, as contained in the Directors' Report for the year ended 30 June 2024 is adopted."*

**NOTE:** the vote on this resolution will be advisory only and will not bind the Company or its Directors.

### 3. Adoption of the New Constitution

To consider and if thought fit to pass with or without modification the following special resolution:

*"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes (including, without limitation, all purposes under the Company's existing constitution), approval is given for the Company to adopt the new Company Constitution as initialled by the Chairman for the purposes of this Meeting in substitution for and replacement of, and to the exclusion of, the existing constitution of the Company (which is repealed)."*

**NOTE:** A summary of the material modifications are provided in the Explanatory Notes.

## Voting Exclusions

Voting exclusions apply to Resolution 2. See below for details.

## Required voting majorities

### Resolution 1 – Re-elections of Director

The resolution to re-elect Andrew Lumsden (being a Director that retires by rotation and is standing for re-election) as a Director of the Company requires a simple majority of the votes cast by Shareholders present and voting at the Meeting, whether in person, by proxy or attorney, or in the case of corporate Shareholders or proxies, by a natural person representative to be cast in favour of the Resolution.

### Resolution 2 – Adoption of Remuneration Report

Resolution 2, comprising a resolution to adopt the Company's 2024 Remuneration Report,

requires a simple majority of the eligible votes cast by Shareholders present and voting at the Meeting, whether in person, by proxy or attorney, or in the case of corporate Shareholders or proxies, by a natural person representative to be cast in favour of the Resolution.

The vote is advisory only and does not bind the Directors or the Company. However, if Resolution 2 is not passed or is passed with 25% or more of the votes cast on the Resolution being cast against the Resolution:

- (a) the Company's Remuneration Report for the year ending 30 June 2024 will be required to provide an explanation of how the Board has responded or proposes to respond (if at all) to any comments made at the Meeting on the Remuneration Report proposed to be adopted by Resolution 2; and
- (b) the Company will receive a 'first strike' and must propose at the Company's Annual General Meeting for 2025 a resolution to call a Meeting to spill the Board of the Company if the Company receives a 'second strike' at that Annual General Meeting.

### **Resolution 3 – Adoption of New Constitution**

The resolution proposed for the approval of a new constitution is a special resolution, and requires a special majority of 75% or more of the eligible votes cast by Shareholders present and voting at the Meeting, whether in person, by proxy or attorney, or in the case of corporate Shareholders or proxies, by a natural person representative to be cast in favour of the resolution.

## **Directors' recommendations and voting**

### **Resolution 1 – Re-election of Director**

The Board of Directors (with Andrew Lumsden abstaining) recommend that all Shareholders entitled to vote, vote in favour of Resolution 1.

Each Director who is a Shareholder as at the Voting Entitlement Time (as defined below) and who is otherwise entitled to vote, intends to vote their Shares in favour of the Resolution.

### **Resolution 2 – Adoption of Remuneration Report**

The Board of Directors unanimously recommend that all Shareholders entitled to vote, vote in favour of Resolution 2.

A voting exclusion statement applies to this resolution. See the section below headed 'Voting Exclusion Statements' for further details.

### **Resolution 3 – Adoption of New Constitution**

The Board of Directors unanimously recommend that all Shareholders entitled to vote, vote in favour of Resolution 3.

Each Director who is a Shareholder as at the Voting Entitlement Time (as defined below) and who is otherwise entitled to vote, intends to vote their Shares in favour of the resolution.

No voting exclusion statement applies to this Resolution.

## **Voting Exclusion Statements**

### **Resolution 2 – Adoption of Remuneration Report**

PolyNovo will disregard any votes cast on the resolution comprising Resolution 2 by or on behalf of:

- (a) a member of the KMP of the Company details of whose remuneration are included in the Company's Remuneration Report for the year ended 30 June 2024; and

- (b) a closely related party of such a member.

In addition, PolyNovo will disregard the vote of any person appointed as a proxy if:

- (c) the person is either:
  - I. a member of the KMP of the Company; or
  - II. a closely related party of such a member; and
- (d) the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company will not disregard the vote of a person described in paragraph (a), (b), (c) or (d) above on the resolution if the vote is not cast on behalf of a person described in any such paragraph and either:

- (e) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (f) the person is 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 of the Company.

## Appointing the Chair as your proxy

If you appoint the Chair as your proxy and you do not specify how the Chair is to vote on a resolution, the proxy appointment expressly authorises the Chair to exercise the proxy even if the resolution may be connected directly or indirectly with the remuneration of a member of the KMP for the Company.

The Chair of the Meeting intends to vote all available and undirected proxies in favour of all resolutions, subject to the above Voting Exclusions. In exceptional circumstances the Chair's intentions may change subsequently. If there is a change to how the Chair intends to vote undirected proxies, the Company will make an announcement to ASX stating that fact and explaining the reasons for the change.

## How to Vote

### Voting Entitlements

PolyNovo has determined that for the purposes of voting at the Meeting or at any adjourned Meeting, Shares will be taken to be held by those persons recorded on the Register of Members at the Voting Entitlement Time.

### Voting Entitlement Time

In accordance with Regulation 7.11.37 of the Corporations Regulations, all securities of the Company that are quoted on ASX at 7.00pm (AEDT) on 26 October 2024 being the Voting Entitlement Time, are taken, for the purposes of the above Meeting, to be held by the persons who held them at that time. Only those persons will be entitled to vote at the Annual General Meeting on 28 October 2024.

### Joint holders

When joint holders are named in the Register of Members only one joint holder may vote. If more than one of the joint holders is present at the Meeting, only the person whose name appears first in the Register of Members will be entitled to vote.

## Voting by Corporate Representative

Corporate Shareholders or proxies wishing to vote by corporate representative should:

- (a) obtain an appointment of corporate representative form from the Company's share registrar, Computershare Investor Services Pty Ltd, or the form can be obtained online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms"; and
- (b) complete and sign the form in accordance with the instructions on the form.

## Proxies

### Appointment

1. A Shareholder who is entitled to vote at the Meeting may appoint:
  - (a) one proxy if the Shareholder is only entitled to one vote; or
  - (b) one or two proxies if the Shareholder is entitled to more than one vote.
2. Where the Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.
3. A proxy need not be a Shareholder of PolyNovo. A proxy may be an individual or a body corporate.
4. If the proxy form is signed by the Shareholder but does not name the proxy or proxies in whose favour it is given, or the proxy does not attend the Meeting, the Chair may either act as proxy or complete the proxy form by inserting the name of a Director or a Secretary of the Company.
5. If you require an additional proxy form, PolyNovo will supply it on request.
6. To be valid, a proxy form signed under a power of attorney must be accompanied by the signed power of attorney, or a certified copy of the power of attorney.
7. Proxies given by corporate Shareholders must be executed in accordance with their constitutions and section 127 of the Corporations Act or signed by a duly authorised officer or attorney.
8. Please refer to the other notes appearing on the enclosed proxy form.
9. Shareholders wishing to vote by proxy must complete, sign, and deliver the enclosed personalised proxy form in accordance with the instructions on the form so that it is received prior to 1.00pm (AEDT) on Saturday, 26 October 2024 by:
  - (a) post in the reply-paid envelope provided,  
to: PolyNovo Limited  
C/- Computershare Investor Services Pty  
Ltd PO Box Reply Paid 242  
Melbourne, Victoria, 3001;
  - (b) hand delivered to:  
PolyNovo Limited  
C/- Computershare Investor Services Pty  
Ltd Yarra Falls, 452 Johnston Street  
Abbotsford, Victoria, 3067; or
  - (c) fax to:  
PolyNovo Limited  
C/- Computershare Investor Services Pty

Ltd on 1800 783 447 (within Australia)  
or; +61 3 9473 2555 (outside Australia).

(d) online to: [www.investorvote.com.au](http://www.investorvote.com.au)

As 26 October 2024 is not a business day, shareholders should ensure, if you intend to mail your proxy form, that you allow sufficient time for it to be received by the share registry by close of business on Friday, 25 October 2024.

10. A proxy may decide whether to vote on any resolution, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
11. If the abstention box on the proxy form for any item of business is marked, the proxy will be directed not to vote, and the relevant Shares will not be counted in calculating the required majority on a poll.
12. For Shareholders that use Intermediary Online subscribers only (custodians) – please visit **[www.intermediaryonline.com](http://www.intermediaryonline.com)** to submit your voting intentions.

## Participating Online

Shareholders attending the physical venue for the meeting can submit questions in relation to the business of the meeting and vote when called on by the Chair of the Meeting. Shareholders participating online can submit questions in relation to the business of the meeting in real time during the meeting via Computershare's online meeting application.

Shareholders participating in the meeting using Computershare's online platform will be able to vote between the commencement of the meeting and the closure of voting as announced by the Chair during the meeting.

By participating in the meeting online you will be able to:

- a) hear and view meeting slides;
- b) ask questions at the appropriate time whilst the meeting is in progress; and
- c) vote during the meeting

Instructions on how to log on to ask questions during the meeting are outlined below. Note, only shareholders and their appointed proxies may ask questions online and only once they have been verified. It may not be possible to respond to all questions raised during the meeting. Shareholders are therefore encouraged to lodge questions prior to the meeting.

If you choose to participate in the meeting online, registration will open at 12.30pm (AEDT) on Monday, 28 October 2024.

To participate in the meeting online, you can log in to the meeting in the following ways:

- a) from your computer, by entering the URL in your browser: ##
- b) from your mobile device by either entering the URL in your browser: ##

Once you have selected one of the options above, shareholders will need the following information to participate in the meeting in real-time:

- a) Your username, which is your SRN/HIN; and
- b) Your password, which is the postcode registered to your holding if you are an Australian shareholder
- c) Overseas shareholders should refer to the Online Meeting Guide for their password details by entering the URL in your browser: [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)



Assistance with online registration for the meeting will be open from 12.30pm (AEDT) on Monday, 28 October 2024 by calling Computershare Investor Services on +61 3 9415 4024. Computershare Investor Services will also provide a unique email link to appointed proxy holders using this same telephone number.

## Recording devices

In the absence of special permission, the Chair at the meeting will require that any recording or broadcasting device (including tape recorders, mobile telephones, still cameras and video cameras) and any article which may be dangerous, offensive, or liable to cause disruption, be turned off or deposited outside the Meeting.

## Further information

Further information on the Meeting and the resolutions is contained in the remainder of the Notice and Explanatory Notes.

### **By Order of the Board**

A handwritten signature in black ink, appearing to read 'Lior Harel', is positioned above the printed name and title.

Lior Harel  
General Counsel & Company Secretary

## Shareholder questions

1. In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's CEO or auditor, Ernst & Young in relation to the conduct of the external audit for the year ended 30 June 2024, or the content of its audit report. Please send your questions to:

Lior Harel, Company Secretary, PolyNovo Limited

Via mail: Building 2, 320 Lorimer St, Port Melbourne VIC

3207 Via email: [legal@polynovo.com](mailto:legal@polynovo.com)

2. Written questions must be received by no later than 5:00pm (Melbourne time) on ##.
3. Your questions should relate to matters that are relevant to the business of the Annual General Meeting as outlined in this Notice of Meeting and Explanatory Notes.
4. In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the physical venue for the Annual General Meeting or attending remotely using Computershare's online meeting application to ask questions about or make comments upon matters in relation to the Company including the Company's Remuneration Report for the year ended 30 June 2024.
5. During the course of the Annual General Meeting, the Chair will seek to address as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

## Explanatory Notes

These Explanatory Notes accompany and form part of the Notice of Meeting and should be read by Shareholders in conjunction with the Notice of Meeting.

The Directors recommend that Shareholders read these Explanatory Notes carefully before making any decisions in relation to the resolutions set out in the Notice of Meeting. If any Shareholder is in doubt as to how they should vote, they should seek advice from their legal, financial, or other professional adviser prior to voting.

### 1. Financial Statements and Reports

Section 250R(2) of the Corporations Act requires the financial report (which includes the financial statements and directors' declaration), the directors' report and auditor's report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or PolyNovo's constitution for Shareholders to approve the financial report, the directors' report or the auditor's report. Rather, the purpose of presenting the reports is to give Shareholders an opportunity at the Meeting to ask questions and to make comments on these reports.

### 2. Other Business

Time will be allocated in the Annual General Meeting to deal with any business that may legally be brought before the Annual General Meeting in accordance with PolyNovo's Constitution and the Corporations Act.

### 3. Re-election Of Director

- (a) Andrew Lumsden retires by rotation in accordance with clause 59 of PolyNovo's Constitution and offer himself for re-election.
- (b) Andrew Lumsden was appointed a Director of PolyNovo on 4 June 2021. He is an accomplished Chartered Accountant and finance executive with more than 20 years' experience locally and internationally. He holds a Master of Arts in Accountancy and Finance (First Class Hons), is an Associate of The Chartered Governance Institute and a member of the Australian Institute of Company Directors. Andrew is currently Chief Executive Officer of Wellcom Worldwide Australasia having previously held the roles of Group Chief Financial Officer and Group Chief Operating Officer. Prior to joining Wellcom, Andrew was a Senior Manager within the Audit and Assurance practice of PricewaterhouseCoopers. Mr Lumsden is the Chair of the Audit and Risk Committee.
- (c) Andrew does not hold any other directorships of publicly listed companies.
- (d) No material adverse information has been revealed by the checks that PolyNovo has performed about Andrew.
- (e) Other than as set out above, Andrew is not considered to have any interest, position or relationship that might influence or reasonably be perceived to influence in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its Shareholders.
- (f) The Directors consider that Andrew Lumsden is an independent Director for the purposes of the ASX Corporate Governance Guidelines.
- (g) All Directors, with the exception of Andrew Lumsden who abstains, recommend that Shareholders vote in favour of the resolution comprising Item 3 that Andrew Lumsden be re-elected as a director of the Company.

#### 4. Adoption of Remuneration Report

- (a) The Remuneration Report is set out on pages 28 to 37 of the Company's 2024 Annual Financial Report which is available at <http://www.polynovo.com.au> and [www.asx.com.au](http://www.asx.com.au), and which has been sent to those Shareholders who have requested the Annual Report in hard copy form.
- (b) Please note that the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company. The Chair will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the Meeting. The Company will take the outcome of the vote on the resolution comprising Item 4 into consideration and the comments made by Shareholders at the Meeting when reviewing the Company's remuneration practices and policies.
- (c) In accordance with the Corporations Act, if twenty-five percent (25%) or more of the eligible votes cast are voted against the adoption of the Company's Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution that another Meeting of Shareholders (**Spill Meeting**) be held within 90 days at which all of the Company's Directors:
  - i. who were in office when the resolution to make the Remuneration Report considered at the second Annual General Meeting; and
  - ii. who is not a managing director of the Company who may in accordance with the ASX Listing Rules continue to hold office indefinitely without being re-elected to the office,cease to hold office immediately before the end of the Spill Meeting but may stand for election.
- (d) Noting that each Director has a personal interest in his own remuneration from the Company, the Directors unanimously recommend that all Shareholders vote in favour of Item 4 approving the adoption of the Company's 2024 Remuneration Report.

#### 5. Adoption of New Constitution

- (a) Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders. Resolution 3 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new Constitution. The Company's existing constitution was adopted in 2006 when its name was "Metabolic Pharmaceuticals Limited", one of the two former names of the Company. The new Constitution is considered more up-to-date for a publicly listed company trading on the ASX.
- (b) It is not practicable to list all of the changes incorporated by the new Constitution in detail in this Explanatory Statement. A copy of the new Constitution can be requested from the Company Secretary at [legal@polynovo.com](mailto:legal@polynovo.com). Below is a summary of key changes to the new Constitution (from the existing constitution).

##### **Remuneration of Directors**

The new Constitution provides the Directors as a whole (other than Executive Directors) may be paid or provided remuneration for their services the total amount or value of which must not exceed an aggregate maximum of \$850,000 per annum (the amount most recently approved by Company shareholders). This amount may increase from time-to-time in

accordance with shareholder approval at a general meeting.

### **Hybrid meetings**

The new Constitution provides for the holding of hybrid meetings (i.e. general meetings where shareholders can choose to participate in the meeting virtually or attend in person at the physical location of the main meeting). There are a number of consequential changes to the new Constitution necessitated by the introduction of the hybrid meeting provisions. The new Constitution does not permit 'virtual only' general meetings.

### **Resolution in writing**

The existing Constitution currently provides that a resolution in writing signed by all Directors will be treated as a determination of the Board passed at a Board Meeting. It is proposed to change the requirement to a *majority* of Directors signing by written resolution, to reduce the administrative burden of requiring all Directors to sign a written resolution for the purpose of Board determinations.

### **General amendments**

General amendments to the new Constitution have been proposed which are administrative or minor in nature including, but not limited to:

- updating the name of the Company; and
  - updating references to bodies of legislation which have been renamed (e.g. references to the updated ASX Settlement rules).
- (c) If the Resolution 3 is not passed, the existing Company Constitution will continue with full force and effect.



ACN 083 866 862

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 5000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

PNV

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

## PolyNovo Limited Annual General Meeting

The PolyNovo Limited Annual General Meeting will be held on Monday, 28 October 2024 at 1:00pm (AEDT). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 1:00pm (AEDT) on Saturday, 26 October 2024.



### ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/MG2HYYG>

For instructions refer to the online user guide [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)



### ATTENDING THE MEETING IN PERSON

The meeting will be held at:

Offices of Minter Ellison, Collins Arch, Level 20/447 Collins Street, Melbourne, VIC 3000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



ACN 083 866 862

PNV

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

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 5000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1:00pm (AEDT) on Saturday, 26 October 2024.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of PolyNovo Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of PolyNovo Limited to be held at the offices of Minter Ellison, Collins Arch, Level 20/447 Collins Street, Melbourne, VIC 3000 and as a virtual meeting on Monday, 28 October 2024 at 1:00pm (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 2 (except where I/we have indicated a different voting intention in step 2) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

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

### Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	To re-elect Andrew Lumsden as a Director of the Company	<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	Adoption of New Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

PNV

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Computershare

