



# **Paradigm Biopharmaceuticals Limited**

## **2020 Annual General Meeting**

on **19 November 2020 at 11.00 am**  
to be held as a virtual meeting via the Lumi platform

# PARADIGM BIOPHARMACEUTICALS LIMITED

## Agenda - 2020 Annual General Meeting

### **Receipt and Consideration of Financial Statements and Reports**

*\*Please Note: there is no requirement for Shareholders to approve these reports and financial statements.*

### **Resolutions:**

**1 Approval of Remuneration Report.**

*\*Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company*

*The Company's Key Management Personnel will be restricted from voting.*

**2 Re-election of Director: Chris Fullerton**

**3 Election of Director: Donna Skerrett**

**4 Approval of proposed issue of Employee Share Plan Shares to Paul Rennie**

*Paul Rennie (and his Associates), and any other person who will obtain a material benefit as a result of the issue of the Employee Share Plan Shares, will be restricted from voting.*

**5 Approval of proposed issue of Employee Share Plan Shares to Donna Skerrett**

*Donna Skerrett (and her Associates), and any other person who will obtain a material benefit as a result of the issue of the Employee Share Plan Shares, will be restricted from voting.*

**6. Ratification of prior placement of shares to sophisticated investors**

*Any person (or their associate) who participated in the issue will be restricted from voting.*

*The following Notice of Annual General Meeting (which includes the Explanatory Notes) should be read in its entirety. If you are in doubt as to how to vote on any of the resolutions, you should seek advice from your accountant, solicitor or other professional adviser without delay.*

*Should you wish to discuss the matters set out in the Notice of Meeting please do not hesitate to contact the Company Secretary on +613 9629 5566*

**Paradigm Biopharmaceuticals Limited**  
**ACN 169 346 963**

**Notice of 2020 Annual General Meeting**

Notice is given that a general meeting of the shareholders of Paradigm Biopharmaceuticals Limited ACN 086 778 476 (**Company** or **Paradigm**) will be held to be held as a virtual meeting via the Lumi platform on **Thursday, 19 November 2020 at 11.00 am** (Melbourne time) for the purpose of considering and if thought fit passing the resolutions as stated below.

*Please note that additional information concerning the proposed resolutions is contained in the Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting. Voting Exclusions to some the following resolutions appear below.*

**Financial Report - Receipt and Consideration of Financial Statements and Reports**

To receive and consider the Financial Statements of the Company for the year ended 30 June 2020, together with the Directors' Report and the Independent Auditor's Report as set out in the Annual Report.

**Resolution 1 – Approval of Remuneration Report**

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

*"That the Remuneration Report for the year ended 30 June 2020 as set out in the Company's Annual Report for the year ended 30 June 2020 be adopted."*

**Resolution 2 – Re-election of Director: Chris Fullerton**

To consider and, if thought fit, pass with or without amendment the following resolution as an **ordinary resolution**:

*"That Shareholders re-elect Chris Fullerton who retires by rotation in accordance with ASX Listing Rule 14.4 and clause 13.3(b) of the Company's Constitution and being eligible, offers himself for re-election as a Director."*

**Resolution 3 – Election of Director: Donna Skerrett**

To consider and, if thought fit, pass with or without amendment the following resolution as an **ordinary resolution**:

*"That Shareholders elect Dr. Donna Skerrett, who was appointed as a director by the Board on 3 July 2020 to fill a casual vacancy, whose appointment as a director expires at this Annual General Meeting in accordance with Listing Rule 14.4, and being eligible, offers herself for election by Shareholders."*

**Resolution 4 – Approval of proposed issue of Employee Share Plan Shares to Paul Rennie**

To consider and, if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

*"That for the purposes of ASX Listing Rule 10.14, section 259B(2) of the Corporations Act 2001 (Cth) and for all other purposes, Shareholders approve the issue to Paul Rennie of 600,000 Employee Plan Shares (pursuant to the Employee Share Plan) as outlined in the Explanatory Notes which accompanies this Notice of Meeting."*

**Resolution 5 - Approval of proposed issue of Employee Share Plan Shares to Donna Skerrett**

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That for the purposes of ASX Listing Rule 10.14, section 259B(2) of the Corporations Act 2001 (Cth) and for all other purposes, Shareholders approve the issue to Donna Skerrett of 500,000 Employee*

*Plan Shares (pursuant to the Employee Share Plan) as outlined in the Explanatory Notes which accompanies this Notice of Meeting."*

**Resolution 6 - Ratification of prior placement of shares to sophisticated investors**

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of a total of 26,923,077 fully paid ordinary shares to sophisticated investors, as detailed in the Explanatory Notes which accompanies this Notice of Meeting."*

**By Order of the Board:**



.....  
**Kevin Hollingsworth**  
Company Secretary

12 October 2020

## Voting Exclusions

### Resolution

### Voting Exclusion Statements

#### **Resolution 1: Approval of Remuneration Report**

A vote on Resolution 1 must not be cast, and the Company will disregard any votes cast on this Resolution 1:

- (a) by or on behalf of a member of the Company's key management personnel as whose remuneration is disclosed in the Remuneration Report (**Key Management Personnel**), and
- (b) by or on behalf of a Closely Related Party of a member of the Key Management Personnel. each a **KMP**. However, the Company will not disregard a vote if it is cast by a KMP, not cast on behalf of any member of the Key Management Personnel and either:
- (c) the proxy appointing the KMP specifies the way the proxy is to vote on the resolution; or
- (d) the Chairman is appointed proxy, the appointment does not specify the way the proxy is to vote on the resolution and the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

#### **Resolution 4: Approval of proposed issue of Employee Share Plan Shares to Paul Rennie**

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person described in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the particular employee incentive scheme, or by any associate of any of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a shareholder 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 shareholder 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 shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

#### **Resolution 5: Approval of proposed issue of Employee Share Plan Shares to Donna Skerrett**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any person described in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the particular employee incentive scheme or by any associate of any of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a shareholder 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 shareholder 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 shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

#### **Resolution 6: Ratification of prior placement of shares to sophisticated investors**

The Company will disregard any votes cast in favour of this Resolution 6 by or on behalf of any person (or their associate) who participated in the issue.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a shareholder 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 shareholder 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 shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

## **NOTES TO AGM NOTICE**

The accompanying Explanatory Memorandum forms part of this Notice of Annual General Meeting and should be read in conjunction with it. Unless the context otherwise requires, terms which are defined in the Explanatory Memorandum have the same meanings when used in this Notice of Annual General Meeting.

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| <b>Annual Report</b>   | <p>The annual report (which includes the financial report, the directors' report, the auditor's report and the remuneration report) is available for shareholders to access and download from the investor information page on the Company's website (<a href="https://paradigmbiopharma.com/investors/annual-reports/">https://paradigmbiopharma.com/investors/annual-reports/</a>).</p> <p>Shareholders who have elected to receive a copy of the annual report will receive it separately in the mail.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Virtual Meeting</b> | <p>In light of current public health restrictions relating to the spread of COVID-19 the Company has made the decision to hold the Annual General Meeting as a fully virtual meeting.</p> <p>As a Shareholder you may participate in the online Meeting, vote on the resolutions to be put to Shareholders and ask online questions, by using your own computer or mobile device. Shareholders will still be able to appoint a proxy to vote for them as they have in the past, by following the instructions on the Proxy Form and this Notice of Meeting.</p> <p>Virtual meetings are accessible on both desktop and mobile devices. In order to participate remotely you will need to either:</p> <ul style="list-style-type: none"><li>a) visit <b>web.lumiagm.com</b> on your desktop or mobile device. Ensure that your browser is compatible. Lumi AGM supports the latest version of Chrome, Safari, Internet Explorer, Edge or Firefox; or</li><li>b) download <b>Lumi AGM</b> from the App Store or Google Play Stores for free. Search for "Lumi AGM".</li></ul> <p>We would encourage you to download the app prior to the Meeting to ensure that you can participate successfully.</p> <p>Details of how to participate 'virtually' are provided in the accompanying Online Meeting Guide, with instructions for accessing the virtual meeting. Shareholders are encouraged to review this guide before the Meeting, on page 22 of this Notice of Meeting.</p> <p>Shareholders will require the meeting ID – which is <b>353-194-511</b> – as well as their Shareholder Registration Number "SRN", which can be found on their Proxy Form, for verification purposes. If a person is nominated as a proxy by a Shareholder, the proxy holder will need to obtain the proxy holder user name and password to enable the proxy holder to vote. The proxy holder user name and password can be obtained by contacting Computershare on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.</p> <p>If you have any questions, or need assistance with the online process, please contact Computershare on 1300 850 505 between 8.30am and 5.00pm Monday to Friday.</p> |

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|                                        | <p>For assistance with the Lumi platform and joining the meeting, please contact (03) 9415 4024. This line will be active for one hour before the commencement of the Meeting and all calls to this number will be given top priority.</p> <p>Audio will stream through the selected device, so Shareholders will need to ensure that they have the volume control on their headphones or device turned up.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Asking Questions at the Meeting</b> | <p>All Shareholders will have the opportunity to participate in the Meeting online via an internet connection described above. However, in the interests of all present at the meeting, we request that Members confine their questions to matters before the meeting that are relevant to the Members as a whole.</p> <p>A Member who is entitled to vote at the meeting may submit a written question to the auditor if the question is relevant to:</p> <ul style="list-style-type: none"> <li>the content of the Auditor's Report to be considered at the meeting; or</li> <li>the conduct of the audit of the annual financial report to be considered at the meeting.</li> </ul> <p>While Shareholders will be able to submit questions online at the virtual Meeting, it would be desirable if the Company was able to receive them in advance, preferably by submitting it to the Company no later than the fifth business day before the meeting is to be held. For ease of use, the Company recommends that if Shareholders wish to submit any questions during the Meeting they do so on their tablets or computers via the website: <a href="https://web.lumiagm.com">https://web.lumiagm.com</a>. The Lumi app will be available for those who wish to use it on their smart phone device.</p> <p>Please note that not all questions may be able to be answered during the Meeting. In this case, answers will be made available on the Company's website after the meeting.</p> |
| <b>Shareholders Entitled to Vote</b>   | <p>Pursuant to regulation 7.11.37 of the <i>Corporations Regulations 2001 (Cth)</i> the Board has determined that, for the purpose of voting at the meeting, shareholders are those persons who are the registered holders of Company shares at 7.00 pm Melbourne time on 17 November 2020.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Appointment of Proxies</b>          | <p>If you are entitled to vote at the meeting you have the right to appoint a proxy to attend and vote in your place. To appoint a proxy you should use the attached proxy form. The proxy need not be a shareholder of the Company. If you are entitled to cast 2 or more votes you may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.</p> <p>A corporate shareholder must sign the proxy form in accordance with its constitution or otherwise in accordance with the Corporations Act 2011 (Cth). Where the proxy form is signed by a duly authorised person or persons of a corporate securityholder, such authorisation must have been sighted by the Company's Share Registry, Computershare Ltd.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Lodgement of Proxies</b>            | <p>A Voting Form for appointment of a proxy is enclosed with this notice. If you wish to appoint a proxy, please complete the Voting Form in accordance with the instructions on the back of the Voting form. Alternatively, you may</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

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|                                 | <p>register your vote online at <a href="http://www.investorvote.com.au/Login?cn=4609">www.investorvote.com.au/Login?cn=4609</a> by following the instructions. You will need your Security holder Reference Number (SRN) or Holder Identification Number (HIN), which is set out on the Voting Form. To be valid, Voting Forms or electronic voting instructions must be received by 11.00 am (AEDT) on Tuesday, 17 November 2020.</p> <p>You will be taken to have signed the proxy form if you lodge in accordance with the instructions on the website. A proxy cannot be appointed electronically if they are appointed under a power of attorney or similar authority. The online proxy facility may not be suitable for Members wishing to appoint two proxies with different voting directions. Please read the instructions for online proxy submissions carefully before you lodge your proxy.</p> |
| <b>Bodies Corporate</b>         | <p>A body corporate may appoint an individual as its representative to attend and vote at the meeting and exercise any of the powers the body may exercise at meetings of the Company's shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.</p> <p>The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.</p>                                                                                                                                                                                                                                                                  |
| <b>Corporate Representative</b> | <p>If your holding is registered in a company name, a corporate securityholder may appoint a person to act as its representative to attend the meeting by providing that person with:</p> <ul style="list-style-type: none"> <li>• a letter or certificate authorising him or her as the Company's representative, executed in accordance with the Company's constitution; or</li> <li>• a copy of the resolution appointing the representative, certified by a secretary or director of the corporate securityholder.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                            |

# Paradigm Biopharmaceuticals Limited

## Explanatory Notes to 2020 Notice of Annual General Meeting

These Explanatory Notes have been prepared to provide shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of the 2019 Annual General Meeting (**AGM**) of the Company (**Notice**).

### Receipt and Consideration of Financial Statements and Reports

This agenda item is self-explanatory. It is intended to provide shareholders with the opportunity to raise questions on the Financial Statements and Reports, and of the performance of the Company generally.

Shareholders should note that the Financial Statements and Reports will be received in the form presented. It is not the purpose and there is no requirement either in the Corporations Act or in the Constitution of the Company for shareholders to approve the financial report, the directors' report or the auditor's report or that the Financial Statements and Reports be accepted, rejected or modified in any way.

### Resolution 1 - Approval of Remuneration Report

Listed entities are required to put to the Shareholders a resolution that the Remuneration Report section of the Directors' Report be adopted. This Remuneration Report can be found in the Company's 2020 Annual Report, a copy of which can be found on its website at <https://paradigmbiopharma.com/investors/annual-reports/>. It sets out a range of matters relating to the remuneration of Directors and Senior Executives of the Company. A shareholder vote on this resolution is advisory only and does not bind the Directors or the Company.

If a company's Remuneration Report receives a 'no' vote of 25 per cent or more at two consecutive annual general meetings, a further resolution must then be put to shareholders at the second annual general meeting as to whether another meeting should be held (within 90 days of that second annual general meeting) at which all directors (other than the managing director) who were in office at the date of approval of the director's report (i.e. at that second meeting) must stand for re-election. Shareholders will therefore be entitled (at that second meeting) to vote in favour of holding a further general meeting to re-elect the board if the Remuneration Report receives "2 strikes" in 2 consecutive years. The Company did not receive a 'no' vote of 25 per cent or more at the 2019 Annual General Meeting and so there will not be a 'second meeting' (as described above) in 2020.

As specified above in the Voting Exclusion Statement, members of the Key Management Personnel whose remuneration details are included in the Remuneration Report (and any closely related party of those members) are not permitted to vote on a resolution to approve the Remuneration Report.

### Resolution 2 - Re-election of Director: Chris Fullerton

Rule 13.3(a) of the Company's Constitution and ASX Listing Rule 14.4 provide that, amongst other things, no Director may hold office for a period in excess of 3 years, or beyond the third annual general meeting following the Director's election, without submitting himself or herself for re-election. Chris Fullerton was last re-elected as a Director at the 2017 Annual General Meeting and therefore must retire at this 2020 Annual General Meeting.

Being eligible, Mr Fullerton submits himself for re-election as a Director.

## Recommendation

The Directors (in the absence of Mr Fullerton) recommend that shareholders vote in favour of Resolution 2 for the re-election of Chris Fullerton. Due to the interest he has in the outcome of Resolution 2, Mr Fullerton makes no recommendation to Shareholders in relation to Resolution 2.

## Resolution 3 – Election of Director: Donna Skerrett

Dr. Donna Skerrett was appointed as Director of the Company on 3 July 2020 in accordance with Rule 13.1(c) of the Constitution. This rule allows at any time the appointment by the Directors of a person to be a director. Pursuant to Rule 13.3(b)(ii) of the Constitution and ASX Listing Rule 14.4, any director so appointed holds office until the next annual general meeting of members of the Company and is then eligible for election at that meeting.

Accordingly, Dr. Donna Skerrett, being eligible, submits herself for election as a Director of the Company.

Information regarding Dr. Donna Skerrett is as follows:

Dr. Donna Skerrett, has more than 30 years' experience in transfusion medicine, cellular therapy, and transplantation. She brings a wealth of experience in medical, clinical, and regulatory affairs. Donna served previously as Chief Medical Officer at Mesoblast. She was Director of Transfusion Medicine and Cellular Therapy at Weill Cornell Medical Center in New York (2004 – 2011) and prior to that was Associate Director of Transfusion Medicine and Director of Stem Cell Facilities at Columbia University's New York-Presbyterian Hospital. She previously chaired the New York State Council on Blood and Transfusion Services and currently serves on the Board of Directors of the Fox Chase Cancer Center in Philadelphia, Pa.

## Director Recommendation

The Directors (in the absence of Dr. Skerrett) recommend that shareholders vote in favour of Resolution 3 for the election of Donna Skerrett. Due to the interest she has in the outcome of Resolution 3, Dr. Skerrett makes no recommendation to Shareholders in relation to Resolution 3.

## Resolution 4 – Approval of Proposed Issue of Loan Plan Shares to Paul Rennie

For the purposes of ASX Listing Rule 10.14 the Company seeks shareholder approval for the proposed issue to Paul Rennie of a total of 600,000 Plan Shares. The **Issue Price** shall be equivalent to the market price as at the close of ASX trading on the Business Day preceding the allotment date of these Plan Shares (being after the approval of this Resolution 4) (**PR Loan Shares**) pursuant to the terms of the Company's employee share plan, the terms of which are summarised in Schedule 1 (**Employee Share Plan or Plan**). The PR Loan Shares shall vest in 3 equal sizes tranches, namely 200,000 PR Loan Shares will vest on each of 19 November 2021, 19 November 2022 and 19 November 2023

If approved this issue will result in Paul Rennie having a relevant interest in the capital of the Company of a total of 8.77% as at the date of issue of those Shares (the PR Loan Shares representing 0.26% of that relevant interest). The issue price will be the market price as at the close of ASX trading on the business day preceding their issue date.

The Company has not sought shareholder approval under Chapter 2E of the Corporations Act as the Board believes that the total remuneration package for Mr Rennie (including the proposed issues of the PR Loan Shares) represents reasonable remuneration for Mr Rennie and is on reasonable commercial terms for a person in the position of Managing Director of a listed biotechnology company of the nature and size of Paradigm.

The issue price of the PR Loan Shares cannot be determined prior to obtaining shareholder approval pursuant to this Resolution 4. Under these circumstances and using a binomial method of calculation, the Company estimates that the value of the PR Loan Shares is \$846,024.

The PR Loan Shares will be issued on the terms of the Loan Terms (described in Schedule 2). The Company will take security over the PR Loan Shares (and will impose a holding lock) pending repayment of the Loan. The PR Loan Shares shall all vest on their respective issue date and shall not be subject to any vesting conditions.

The PR Loan Shares shall be subject to an escrow contained in a voluntary restriction agreement to be entered with the Company by Mr Rennie prior to the Company issuing any PR Loan Shares, where the escrow period for a particular tranche is equivalent to the period between the date the PR Loan Shares are issued and ending on the date of the repayment of the Loan Amount.

Mr Rennie will also give a Power of Attorney in favour of the Company for limited circumstances where the Company may need to act as attorney for Mr Rennie, as described in the Loan Plan documents.

### **Section 259B(2) of the Corporations Act**

Section 259B(2) permits a Company to take security over its own shares issued pursuant to an employee share scheme under certain conditions, including where prior shareholder approval of the employee share scheme has been obtained.

Accordingly, the Company is seeking shareholder approval under Resolution 4 in respect of the operation of section 259B(2) of the Corporations Act, for circumstances if and where the Company elects to provide an employee assistance in the acquisition of shares in itself, such as providing a loan for the payment of the purchase price of a Share to be issued under the Plan. Section 260A of the Corporations Act allows only limited circumstances under which a company may provide financial assistance for the acquisition of shares in itself, namely if:

- (a) the giving of the assistance does not materially prejudice (i) the interests of the company or its shareholders, or (ii) the company's ability to pay its creditors, or
- (b) the assistance is approved by Shareholders under section 260B; or
- (c) the assistance is exempt under section 260C (relating to employee share schemes).

The Board is of the view that (a) above is applicable, and at the relevant times will be applicable, to any loans that may be granted for the acquisition of PR Loan Shares under the Plan, and therefore will not be seeking shareholder approval with respect to under Section 260A of the Corporations Act.

### **Application of ASX Listing Rules**

ASX Listing Rule 10.14.1 effectively provides that an entity must not permit a director of the Company (or their associate) to acquire securities under an employee incentive scheme (such as the Employee Share Plan) without the prior approval of holders of ordinary securities.

In the event that shareholder approval to this Resolution 4 is obtained under ASX Listing Rule 10.14, further shareholder approval to Resolution 4 is not required under ASX Listing Rule 7.1 (see Listing Rule 7.2, Exception 14). If this Resolution 4 is not passed, the Company will not be able to proceed with the issue of any PR Loan Shares to Mr Rennie at this time.

## ASX Listing Rules

ASX Listing Rule 10.15 requires that the notice of meeting in relation to a proposed resolution to approve an issue of securities under Listing Rule 10.14, include the following information:

- (a) The name of the person to whom the securities will be issued and Listing Rule 10.14 category:

*Paul Rennie, being a director, and therefore related party, of the Company (Listing Rule 10.14.1 applies)*

- (b) The number and class of securities to be issued to the person:

*Mr Rennie will be issued a total of 600,000 Loan Plan Shares, 200,000 of which shall vest on each of 19 November 2021, 19 November 2022 and 19 November 2023*

- (c) The details of Mr Rennie's total remuneration package are:

*The Base annual package for financial year 2020/21 is \$510,000 per annum plus statutory Superannuation, to be reviewed annually by the Nomination and Remuneration Committee.*

*The Short-term incentives will be paid as a cash bonus up to 40% of the Base Salary by reference to KPIs set by the Nomination and Remuneration Committee.*

- (d) The number of securities that have previously been issued to Mr Rennie under the scheme and the average acquisition price (if any) paid by Mr Rennie for those securities are as follows:

| Issue Date | No. of Shares | Issue Price |
|------------|---------------|-------------|
| 29-May-15  | 600,000       | \$0.3500    |
| 8-Dec-16   | 140,000       | \$0.3312    |
| 13-Nov-17  | 210,000       | \$0.629     |
| 26-Nov-18  | 300,000       | \$1.150     |
| 7-Nov-19   | 197,355       | \$2.930     |

The only loan due for repayment by Mr Rennie was for the 600,000 loan shares issued on 29 May 2015. Mr Rennie has paid the issue price in full for these shares, namely an aggregate of \$210,000. None of the loans for the remaining loan plan shares are due, or will be due, for repayment as at the date of this Meeting.

- (e) The date by which the entity will issue the securities:

*No later than 1 month after the date of this Annual General Meeting*

- (f) The issue price of the securities:

*A price per Loan Share equivalent to market price as at the close of ASX trading on the business day preceding the allotment date of these Plan Shares. No funds will be received by the Company upon the issue of the PR Loan Shares as Mr Rennie will*

*receive a Loan from the Company for the amount of the issue price of the PR Loan Shares. Such Loan will be repayable in accordance with the Loan Agreement.*

- (g) A summary of the material terms of the Scheme

*A summary of the material terms of the Scheme is set out in Schedule 1*

- (h) A summary of the material terms of the loan that will be made to Mr Rennie

*A summary of the material terms of the loan that will be made to Mr Rennie is attached as Schedule 2*

- (i) Additional Information

*Details of any securities issued under this scheme will be published in the annual report of the Company relating to the period in which the above securities are issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under this scheme after this resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.*

If approved, this issue will result in Paul Rennie's relevant interest in the capital of the Company increasing from 8.55% to 8.77%.

#### **Recommendation**

The Directors (other than Mr Rennie) recommend that Shareholders vote in favour of Resolution 4. Due to the interest he has in the outcome of Resolution 4 Mr Rennie makes no recommendation to Shareholders in relation to Resolution 4.

#### **Resolution 5 – Approval of Issue of Proposed Issue of Loan Plan Shares to Donna Skerrett**

For the purposes of ASX Listing Rule 10.14 the Company seeks shareholder approval for the proposed issue to Donna Skerrett of a total of 500,000 Plan Shares. The **Issue Price** shall be equivalent to the market price as at the close of ASX trading on the Business Day preceding the allotment date of these Plan Shares (being after the approval of this Resolution 5) (**DS Loan Shares**) pursuant to the terms of the Company's employee share plan, the terms of which are summarised in Schedule 1 (**Employee Share Plan or Plan**). The DS Loan Shares shall vest in 3 tranches, namely 166,666 DS Loan Shares will vest on 19 November 2021 and 166,667 DS Loan Shares will vest on each of 19 November 2022 and 19 November 2023

If approved this issue will result in Donna Skerrett having a relevant interest in the capital of the Company of a total of 0.31% as at the date of issue of those Shares (the DS Loan Shares representing 0.22% of that relevant interest). The issue price will be the market price as at the close of ASX trading on the business day preceding their issue date.

The Company has not sought shareholder approval under Chapter 2E of the Corporations Act as the Board believes that the total remuneration package for Dr. Skerrett (including the proposed issues of the DS Loan Shares) represents reasonable remuneration for Dr. Skerrett and is on reasonable commercial terms for a person in the position of an Executive Director and Chief Medical Officer of a listed biotechnology company of the nature and size of Paradigm.

The issue price of the DS Loan Shares cannot be determined prior to obtaining shareholder approval pursuant to this Resolution 5. Under these circumstances and using a binomial method of calculation, the Company estimates that the value of the DS Loan Shares is \$705,020.

The DS Loan Shares will be issued on the terms of the Loan Terms (described in Schedule 2). The Company will take security over the DS Loan Shares (and will impose a holding lock) pending repayment of the Loan. The DS Loan Shares shall all vest on their respective issue date and shall not be subject to any vesting conditions.

The DS Loan Shares shall be subject to an escrow contained in a voluntary restriction agreement to be entered with the Company by Mr Rennie prior to the Company issuing any DS Loan Shares, where the escrow period for a particular tranche is equivalent to the period between the date the PR Loan Shares are issued and ending on the date of the repayment of the Loan Amount.

Dr. Skerrett will also give a Power of Attorney in favour of the Company for limited circumstances where the Company may need to act as attorney for Dr. Skerrett, as described in the Loan Plan documents.

### **Section 259B(2) of the Corporations Act**

Section 259B(2) permits a Company to take security over its own shares issued pursuant to an employee share scheme under certain conditions, including where prior shareholder approval of the employee share scheme has been obtained.

Accordingly, the Company is seeking shareholder approval under Resolution 5 in respect of the operation of section 259B(2) of the Corporations Act, for circumstances if and where the Company elects to provide an employee assistance in the acquisition of shares in itself, such as providing a loan for the payment of the purchase price of a Share to be issued under the Plan. Section 260A of the Corporations Act allows only limited circumstances under which a company may provide financial assistance for the acquisition of shares in itself, namely if:

- (a) the giving of the assistance does not materially prejudice (i) the interests of the company or its shareholders, or (ii) the company's ability to pay its creditors, or
- (b) the assistance is approved by Shareholders under section 260B; or
- (c) the assistance is exempt under section 260C (relating to employee share schemes).

The Board is of the view that (a) above is applicable, and at the relevant times will be applicable, to any loans that may be granted for the acquisition of DS Loan Shares under the Plan, and therefore will not be seeking shareholder approval with respect to under Section 260A of the Corporations Act.

### **Application of ASX Listing Rules**

ASX Listing Rule 10.14.1 effectively provides that an entity must not permit a director of the Company (or their associate) to acquire securities under an employee incentive scheme (such as the Employee Share Plan) without the prior approval of holders of ordinary securities.

In the event that shareholder approval to this Resolution 5 is obtained under ASX Listing Rule 10.14, further shareholder approval to Resolution 5 is not required under ASX Listing Rule 7.1 (see Listing Rule 7.2, Exception 14). If this Resolution 5 is not passed, the Company will not be able to proceed with the issue of the DS Loan Shares to Dr Skerrett at this time.

## ASX Listing Rules

ASX Listing Rule 10.15 requires that the notice of meeting in relation to a proposed resolution to approve an issue of securities to a related party under Listing Rule 10.14, include the following information:

- (a) The name of the person to whom the securities will be issued and Listing Rule 10.14 category:

*Donna Skerrett, being a director, and therefore related party, of the Company (Listing Rule 10.14.1 applies)*

- (b) The number and class of securities to be issued to the person:

*Dr. Skerrett will be issued a total of 500,000 Loan Plan Shares, 166,666 of which will vest on 19 November 2021 and 166,667 of which will vest on each of 19 November 2022 and 19 November 2023.*

- (c) The details of Dr. Skerrett's total remuneration package are:

*The Base annual package for financial year 2020/21 is US\$632,400 per annum, to be reviewed annually by the Nomination and Remuneration Committee.*

*The Short-term incentives will be paid as a cash bonus up to 30% of the Base Salary by reference to KPIs set by the Nomination and Remuneration Committee.*

- (d) The number of securities that have previously been issued to Dr. Skerrett under the scheme and the average acquisition price (if any) paid by Dr. Skerrett for those securities are as follows:

| Issue Date | No. of Shares | Issue Price |
|------------|---------------|-------------|
| 7-Nov-19   | 219,284       | \$2.930     |

The loan for the loan plan shares issued on 7 November 2019 is not due for repayment as at the date of this Meeting.

- (e) The date by which the entity will issue the securities:

*No later than 1 month after the date of this Annual General Meeting*

- (f) The issue price of the securities:

*A price per Loan Share equivalent to market price as at the close of ASX trading on the business day preceding the allotment date of these Plan Shares. No funds will be received by the Company upon the issue of the DS Loan Shares as Dr. Skerrett will receive a Loan from the Company for the amount of the issue price of the DS Loan Shares. Such Loan will be repayable in accordance with the Loan Agreement.*

- (g) A summary of the material terms of the Scheme

*A summary of the material terms of the Scheme is set out in Schedule 1*

- (h) A summary of the material terms of the loan that will be made to Dr. Skerrett

*A summary of the material terms of the loan that will be made to Dr. Skerrett is attached as Schedule 2*

(i) Additional Information

*Details of any securities issued under this scheme will be published in the annual report of the Company relating to the period in which the above securities are issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under this scheme after this resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.*

If approved, this issue will result in Donna Skerrett's relevant interest in the capital of the Company increasing from 0.10% to 0.31%.

## **Resolution 6 - Ratification of prior placement of shares to sophisticated investors**

As announced on 16 April 2020, the Company issued 26,923,077 fully paid ordinary shares (**Placement Shares**) to professional, institutional and sophisticated investors across Australia, Asia and the United States managed by Bell Potter Securities to raise A\$35 million (**Placement**).

Under Listing Rule 7.1, a company may issue up to 15% of its ordinary share capital in any 12-month rolling period without shareholder approval. Listing Rule 7.4 permits a company to obtain ratification from its shareholders in relation to a prior share issue, and thereby refresh its ability in the future to issue further shares (equivalent in number to the share issue being ratified by this resolution) without obtaining prior shareholder approval.

The issue of the Placement Shares was within the 15% limitation imposed by ASX Listing Rule 7.1, however the Company is now seeking shareholder ratification and approval for the issue of these Placement Shares. If this Resolution 6 is not passed (assuming there is no subsequent ratification of the issue of the Placement Shares), (i) the Company will not be able to include the 26,923,077 Placement Shares (in its calculation of its Listing Rule 7.1 capacity) as equity securities that have been issued with shareholder approval under Listing Rule 7.1, as it would if Resolution 6 is approved, and (ii) until 15 April 2021 the Company will be able to issue 26,923,077 less equity securities without prior shareholder approval than if this Resolution 6 is approved.

### **Regulatory Requirements**

ASX Listing Rule 7.5 requires that the meeting documents concerning a proposed resolution to ratify an issue of securities in accordance with ASX Listing Rule 7.4 must include the following information:

(a) The names of the allottee (or the basis on which the allottees were selected):

*The allottees comprised leading Australian and international professional, institutional and sophisticated investors introduced to the Company by its lead manager, Bell Potter Securities.*

(b) The number and class of securities the entity issued:

*A total of 26,923,077 Shares have been issued pursuant to the Company's 15% entitlement under ASX Listing Rule 7.1.*

(c) The date the securities were issued

*The Shares were issued on 16 April 2020.*

(d) The issue price of the securities:

*Consideration paid for the issue of the Shares was \$1.30 per Share to raise a total of approximately A\$35 million.*

(e) The purpose of the issue, including intended use of funds

*The purpose of the issue was to raise funds to apply to the costs of the second Phase 3 osteoarthritis clinical trial, intending that funding to fully fund the Company through to completion of this Phase 3 trial.*

(f) If the securities were issued under an agreement, the material terms of the agreement:

*Not under an agreement.*

**Recommendation**

The Directors of the Company believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution 6.

**Further information**

The Directors of the Company are not aware of any other information which is relevant to the consideration by members of the proposed resolutions set out in the notice of general meeting.

The Directors recommend members read these explanatory notes in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.

## GLOSSARY

The following words and expressions used in the Notice of Meeting and Explanatory Statement have the following meanings unless the context requires otherwise:

**Annual General Meeting** means the annual general meeting of the Company to be held virtually on 19 November 2020 at 11.00 am AEDT.

**ASIC** means the Australian Securities & Investments Commission.

**Associates** has the meaning provided in Section 15 of the Corporations Act.

**ASX** means ASX Limited ACN 98 008 624 691.

**Board** means the board of directors of the Company.

**Business Day** means a day (not being a Saturday, Sunday or public holiday) on which Australian banks (as defined in Section 9 of the Corporations Act) are open for general banking business in Melbourne, Victoria.

**Closely Related Party** has the meaning in section 9 of the Corporations Act.

**Company** means Paradigm Biopharmaceuticals Limited ACN 086 778 476.

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

**Director** means a director of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** means the Company's key management personnel as whose remuneration is disclosed in the Remuneration Report

**Listing Rules** means the Listing Rules of the ASX.

**Notice of Meeting** means the notice of meeting for the Annual General Meeting.

**Ordinary Share** means a fully paid ordinary share in the capital of the Company.

**Resolution** means a resolution proposed in the Notice of Meeting.

**Shareholder** means a holder of Ordinary Shares.

**Trading Day** has the meaning given to that term in the Listing Rules.

## Schedule 1- Employee Share Plan Terms

The Company has adopted an executive share plan (**Plan**) to foster an ownership culture within the Company and to motivate senior management and Directors to achieve performance targets of the Company. Selected senior management of the Company and the Directors are eligible to participate in the Plan at the absolute discretion of the Board. The Plan is an employee incentive scheme for the purposes of ASX Listing Rule 10.14.

Shares allotted and issued under the Plan must rank equally in all respects with other Shares from the date of allotment and issue, subject to satisfaction of any applicable disposal restrictions.

The aggregate number of Shares which may be issued pursuant to the Plan, (when aggregated with all Shares issued under all other employee incentive plans), shall not at any time exceed 10% of the total number of issued Shares.

The Company may include, with an invitation to participate in the Plan, an offer of a limited recourse loan to assist in funding the issue price in respect of the relevant Shares. The issue price of Shares issued and to be issued under the Plan is to be determined from time to time by the Board, subject to any variation under rules of the Plan, to reflect the then market value of the relevant Shares as at the time of allotment.

Under the Plan the Board is empowered to exercise its discretion to issue fully paid ordinary shares in the Company (**Plan Shares**) to employees who qualify to participate in the Employee Share Plan, upon the basis that the Company advances (provides a **Loan**) the Participant the funds to purchase the Plan Shares pursuant to the terms of a secured limited recourse loan agreement between the Participant and the Company (**Loan Agreement**) and that the Participant enters a Restriction Agreement with the Company.

The Board has absolute and final discretion and power to terminate or suspend the operation of this Plan or to supplement or amend the Plan in any way that the Board determines appropriate.

### Rights attaching to the Plan Shares

The Plan Shares will rank equally with all other fully paid ordinary shares on issue in the capital of the Company. Holders of Plan Shares will be entitled to exercise all voting rights attaching to those Shares in accordance with the Company's constitution. In addition, holders of Plan Shares will be entitled to participate in dividends declared and paid by the Company in accordance with the Company's constitution.

### Sale of the Plan Shares

The Plan Shares may only be sold by a Participant (who has been granted a limited recourse loan) where the Loan has been repaid in full (otherwise any dealing by the Participant in the Plan Shares is prohibited without the prior written consent of the Company).

Copies of the Employee Share Plan are available for inspection at the Company's registered office and will be provided without charge to shareholders on request.

### Application Form Terms

The Application for the Plan Shares to be executed by a Participant includes the appointment by the Participant of the Company to be its attorney under a power of attorney (**Power of Attorney**) to perform all acts required on the Participant's behalf in order

- only use
- (a) to transfer the shares (not yet vested) which are the subject of the Application to a nominee or nominees of the Company at the Issue Price per Share, or
  - (b) for the Company to undertake a buy back (at the Issue Price per Share) or capital reduction of those Shares not yet vested pursuant to the provisions of the Corporations Act 2001,

upon the basis that the Application Form is a irrevocable direction to the Company to apply all proceeds that would have otherwise been provided or due to the Participant on a transfer, buy back or capital reduction solely in satisfaction of the Outstanding Loan Balance (as defined in the Loan Agreement).

The Application Form also contains a vesting condition that prevails over all other (if any) vesting conditions (**Liquidity Event Vesting Condition**), namely that all Plan Shares vest immediately upon the happening of a Liquidity Event (as defined). A "Liquidity Event" is defined as:

- (a) where a bidder under a takeover offer (as defined in the Corporations Act) has acceptances for more than 50% of the ordinary shares in the Company and there are no unsatisfied conditions (or conditions that not been waived) under the bid, or
- (b) on shareholder approval being obtained for a scheme of arrangement (as defined in the Corporations Act) with respect to the assets or securities of the Company; or
- (c) completion under a contract of sale with a third party purchaser of all, or substantially all, of the assets and undertaking of the Company.

## Schedule 2- Summary of Loan Terms for Share Loan Plan Shares

The key terms and conditions of the Loan to be provided with respect to the Employee Share Plan Shares are set out below (**Loan Terms**):

- (a) the Loan may only be applied towards the subscription price for the Plan Shares;
- (b) the Loan will be interest free, provided that if the Loan is not repaid by the repayment date set by the Board, the Loan will incur interest at the default interest rate set from time to time under Victorian legislation after that date (which will accrue on a daily basis and compound annually on the then outstanding Loan balance);
- (c) by signing and returning a limited recourse Loan application, the participant of the Employee Share Plan (each a Participant) acknowledges and agrees that the Plan Shares will not be transferred, encumbered, otherwise disposed of, or have a security interest granted over it, by or on behalf of the Participant until the Loan is repaid in full to the Company;
- (d) the Company is entitled, at the Company's discretion, to take security over the Plan Shares as security for repayment of the Loan;
- (e) the Participant is required to enter a restriction agreement with the Company (**Restriction Agreement**) in accordance with the terms of the Employee Share Plan;
- (f) the Loan becomes repayable on the earliest of:
  - (i) 5 years from the date on which the Loan is advanced to the Participant;
  - (ii) one month after the date of the Participant's resignation or cessation of office/engagement/employment (as the case may be) other than if the Participant is removed from office, if the Company does not renew the Participant's employment agreement or engagement terms, or where the Company dismisses the Participant other than for cause; and
  - (iii) (by the legal personal representative of the Participant) six months after the Participant ceases to be an employee of the Company due to their death;the earliest date being the **Repayment Date**.
- (g) notwithstanding paragraph (f) above, the Participant may repay all or part of the Loan at any time before the Repayment Date;
- (h) if the Loan becomes due and payable under the Loan Agreement and the Participant has not repaid the amount of the Loan in full within 21 days of the due date, then the Participant will forfeit their interest in the Plan Shares as full consideration for the repayment of the outstanding Loan balance, and the Company may either (at its election) take such action in the Participant's name or direct that the Participant take such action in relation to the Plan Shares as the Company considers appropriate, which may include but is not limited to the Company undertaking a buy-back of the Plan Shares or selling the Plan Shares.
- (i) the Loan will be limited recourse such that on the Repayment Date the repayment obligation under the Loan will be limited to the lesser of
  - (i) the outstanding balance of the Loan, and
  - (ii) the market value of the Plan Shares on that date.

In addition, where the Participant has elected for the Plan Shares to be provided to the Company in full satisfaction of the Loan, the Company must accept the Plan Shares as full settlement of the repayment obligation under the Loan.

# Online meeting guide

## Getting started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

### To log in, you must have the following information:

#### Meeting ID

Meeting ID as provided in the Notice of Meeting.

#### Australian residents

- > **Username**  
(SRN or HIN) and
- > **Password**  
(postcode of your registered address).

#### Overseas Residents

- > **Username**  
(SRN or HIN) and
- > **Password** (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN.

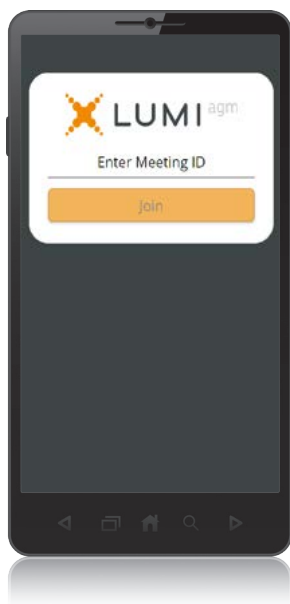
A full list of country codes is provided at the end of this guide.

#### Appointed Proxies

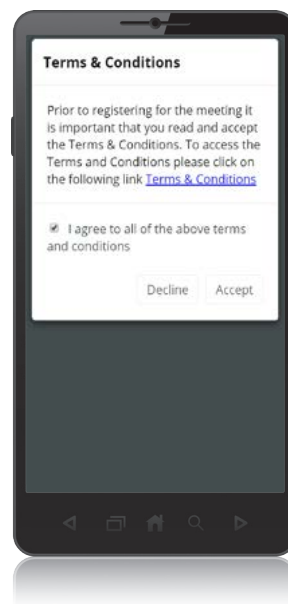
To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

## Participating at the meeting

- 1 To participate in the meeting you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.



- 2 To proceed into the meeting, you will need to read and accept the Terms & Conditions



## Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.



Questions icon, used to ask questions.



The broadcast bar allows you to view and listen to the proceedings.

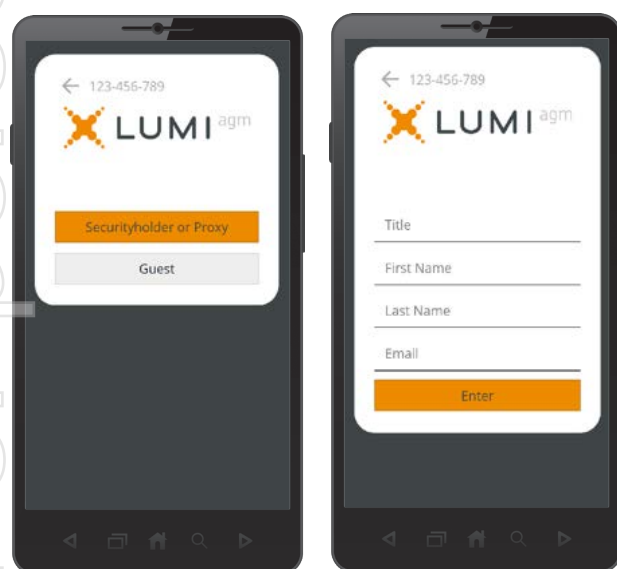
- 3 To register as a securityholder**, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.



- 4 To register as a proxyholder**, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.



- 5 To register as a guest**, select 'Guest' and enter your name and email address.



- 6** Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.



## Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.

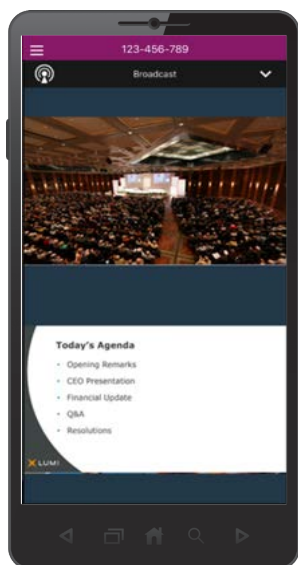



Questions icon, used to ask questions.

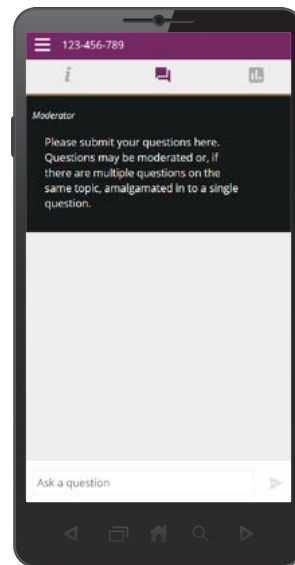



The broadcast bar allows you to view and listen to the proceedings.

- 7 To view the webcast you must tap the broadcast arrow on your screen and press the play button. Toggle between the up and down arrow to switch between screens.

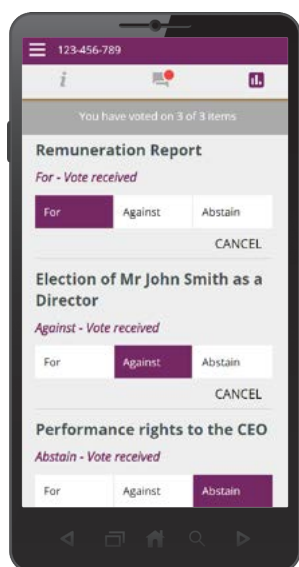


- 8 To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.



- 9 When the Chair declares the poll open:
- > A voting icon  will appear on screen and the meeting resolutions will be displayed
  - > To vote, tap one of the voting options. Your response will be highlighted
  - > To change your vote, simply press a different option to override

The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



## Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.



Questions icon, used to ask questions.



The broadcast bar allows you to view and listen to the proceedings.

### For Assistance

If you require assistance before or during the meeting please call +61 3 9415 4024

## COUNTRY CODES

Select your country code from the list below and enter it into the 'Postcode or Country Code' field.

|                                 |                                 |                                |                                  |                                   |
|---------------------------------|---------------------------------|--------------------------------|----------------------------------|-----------------------------------|
| <b>ABW</b> ARUBA                | <b>DEU</b> GERMANY              | <b>KHM</b> CAMBODIA            | <b>PRK</b> KOREA DEM PEOPLES     | <b>TJK</b> TAJIKISTAN             |
| <b>AFG</b> AFGHANISTAN          | <b>DJI</b> DJIBOUTI             | <b>KIR</b> KIRIBATI            | REPUBLIC OF                      | <b>TKL</b> TOKELAU                |
| <b>AGO</b> ANGOLA               | <b>DMA</b> DOMINICA             | <b>KNA</b> ST KITTS AND NEVIS  | <b>PRT</b> PORTUGAL              | <b>TKM</b> TURKMENISTAN           |
| <b>AIA</b> ANGUILLA             | <b>DNK</b> DENMARK              | <b>KOR</b> KOREA REPUBLIC OF   | <b>PRY</b> PARAGUAY              | <b>TLS</b> EAST TIMOR             |
| <b>ALA</b> ALAND ISLANDS        | <b>DOM</b> DOMINICAN REPUBLIC   | <b>KWT</b> KUWAIT              | <b>PSE</b> PALESTINIAN TERRITORY | DEMOCRATIC REP OF                 |
| <b>ALB</b> ALBANIA              | <b>DZA</b> ALGERIA              | <b>LAO</b> LAO PDR             | OCCUPIED                         | <b>TMP</b> EAST TIMOR             |
| <b>AND</b> ANDORRA              | <b>ECU</b> ECUADOR              | <b>LBN</b> LEBANON             | <b>PYF</b> FRENCH POLYNESIA      | <b>TON</b> TONGA                  |
| <b>ANT</b> NETHERLANDS ANTILLES | <b>EGY</b> EGYPT                | <b>LBR</b> LIBERIA             | <b>QAT</b> QATARPL NEPAL         | <b>TTO</b> TRINIDAD & TOBAGO      |
| <b>ARE</b> UNITED ARAB EMIRATES | <b>ERI</b> ERITREA              | <b>LBY</b> LIBYAN ARAB         | <b>NRU</b> NAURU                 | <b>TKM</b> TURKMENISTAN           |
| <b>ARG</b> ARGENTINA            | <b>ESH</b> WESTERN SAHARA       | JAMAHIRIYA                     | <b>NZL</b> NEW ZEALAND           | <b>TLS</b> EAST TIMOR             |
| <b>ARM</b> ARMENIA              | <b>ESP</b> SPAIN                | <b>LCA</b> ST LUCIA            | <b>OMN</b> OMAN                  | DEMOCRATIC REP OF                 |
| <b>ASM</b> AMERICAN SAMOA       | <b>EST</b> ESTONIA              | <b>LIE</b> LIECHTENSTEIN       | <b>PAK</b> PAKISTAN              | <b>TMP</b> EAST TIMOR             |
| <b>ATA</b> ANTARCTICA           | <b>ETH</b> ETHIOPIA             | <b>LKA</b> SRI LANKA           | <b>PAN</b> PANAMA                | <b>TON</b> TONGA                  |
| <b>ATF</b> FRENCH SOUTHERN      | <b>FIN</b> FINLAND              | <b>LSO</b> LESOTHO             | <b>PCN</b> PITCAIRN ISLANDS      | <b>TTO</b> TRINIDAD & TOBAGO      |
| TERRITORIES                     | <b>FJI</b> FIJI                 | <b>LTU</b> LITHUANIA           | <b>PER</b> PERU                  | <b>TZA</b> TANZANIA UNITED        |
| <b>ATG</b> ANTIGUA AND BARBUDA  | <b>FLK</b> FALKLAND ISLANDS     | <b>LUX</b> LUXEMBOURG          | <b>PHL</b> PHILIPPINES           | REPUBLIC OF                       |
| <b>AUS</b> AUSTRALIA            | (MALVINAS)                      | <b>LVA</b> LATVIA              | <b>PLW</b> PALAU                 | <b>UGA</b> UGANDA                 |
| <b>AUT</b> AUSTRIA              | <b>FRA</b> FRANCE               | <b>MAC</b> MACAO               | <b>PNG</b> PAPUA NEW GUINEA      | <b>UKR</b> UKRAINE                |
| <b>AZE</b> AZERBAIJAN           | <b>FRO</b> FAROE ISLANDS        | <b>MAF</b> ST MARTIN           | <b>POL</b> POLAND                | <b>UMI</b> UNITED STATES MINOR    |
| <b>BDI</b> BURUNDI              | <b>FSM</b> MICRONESIA           | <b>MAR</b> MOROCCO             | <b>PRI</b> PUERTO RICO           | OUTLYING                          |
| <b>BEL</b> BELGIUM              | <b>GAB</b> GABON                | <b>MCO</b> MONACO              | <b>PRK</b> KOREA DEM PEOPLES     | <b>URY</b> URUGUAY                |
| <b>BEN</b> BENIN                | <b>GBR</b> UNITED KINGDOM       | <b>MDA</b> MOLDOVA REPUBLIC OF | REPUBLIC OF                      | <b>USA</b> UNITED STATES OF       |
| <b>BFA</b> BURKINA FASO         | <b>GEO</b> GEORGIA              | <b>MDG</b> MADAGASCAR          | <b>PRT</b> PORTUGAL              | AMERICA                           |
| <b>BGD</b> BANGLADESH           | <b>GGY</b> GUERNSEY             | <b>MDV</b> MALDIVES            | <b>PRY</b> PARAGUAY              | <b>UZB</b> UZBEKISTAN             |
| <b>BGR</b> BULGARIA             | <b>GHA</b> GHANA                | <b>MEX</b> MEXICO              | <b>PSE</b> PALESTINIAN TERRITORY | <b>VAT</b> HOLY SEE (VATICAN CITY |
| <b>BHR</b> BAHRAIN              | <b>GIB</b> GIBRALTAR            | <b>MHL</b> MARSHALL ISLANDS    | OCCUPIED                         | STATE)                            |
| <b>BHS</b> BAHAMAS              | <b>GIN</b> GUINEA               | <b>MKD</b> MACEDONIA FORMER    | <b>PYF</b> FRENCH POLYNESIA      | <b>VCT</b> ST VINCENT & THE       |
| <b>BIH</b> BOSNIA & HERZEGOVINA | <b>GLP</b> GUADELOUPE           | YUGOSLAV REP                   | <b>QAT</b> QATAR                 | GRENADINES                        |
| <b>BLM</b> ST BARTHELEMY        | <b>GMB</b> GAMBIA               | <b>MLI</b> MALI                | <b>REU</b> REUNION               | <b>VEN</b> VENEZUELA              |
| <b>BLR</b> BELARUS              | <b>GNB</b> GUINEA-BISSAU        | <b>MLT</b> MALTA               | <b>ROU</b> ROMANIA               | <b>VGB</b> BRITISH VIRGIN ISLANDS |
| <b>BLZ</b> BELIZE               | <b>GNQ</b> EQUATORIAL GUINEA    | <b>MMR</b> MYANMAR             | <b>RUS</b> RUSSIAN FEDERATION    | <b>VIR</b> US VIRGIN ISLANDS      |
| <b>BMU</b> BERMUDA              | <b>GRC</b> GREECE               | <b>MNE</b> MONTENEGRO          | <b>RWA</b> RWANDA                | <b>VNM</b> VIETNAM                |
| <b>BOL</b> BOLIVIA              | <b>GRD</b> GRENADA              | <b>MNG</b> MONGOLIA            | <b>SAU</b> SAUDI ARABIA KINGDOM  | <b>VUT</b> VANUATU                |
| <b>BRA</b> BRAZIL               | <b>GRL</b> GREENLAND            | <b>MNP</b> NORTHERN MARIANA    | OF                               | <b>WLF</b> WALLIS AND FUTUNA      |
| <b>BRB</b> BARBADOS             | <b>GTM</b> GUATEMALA            | ISLANDS                        | <b>SCG</b> SERBIA AND            | <b>WSM</b> SAMOA                  |
| <b>BRN</b> BRUNEI DARUSSALAM    | <b>GUF</b> FRENCH GUIANA        | <b>MOZ</b> MOZAMBIQUE          | MONTENEGRO                       | <b>YEM</b> YEMEN                  |
| <b>BTN</b> BHUTAN               | <b>GUM</b> GUAM                 | <b>MRT</b> MAURITANIA          | <b>SDN</b> SUDAN                 | <b>YMD</b> YEMEN                  |
| <b>BUR</b> BURMA                | <b>GUY</b> GUYANA               | <b>MSR</b> MONTSERRAT          | <b>SEN</b> SENEGAL               | DEMOCRATIC                        |
| <b>BVT</b> BOUVET ISLAND        | <b>HKG</b> HONG KONG            | <b>MTQ</b> MARTINIQUE          | <b>SGP</b> SINGAPORE             | <b>YUG</b> YUGOSLAVIA SOCIALIST   |
| <b>BWA</b> BOTSWANA             | <b>HMD</b> HEARD AND MCDONALD   | <b>MUS</b> MAURITIUS           | <b>SGS</b> STH GEORGIA & STH     | FED REP                           |
| <b>BLR</b> BELARUS              | ISLANDS                         | <b>MWI</b> MALAWI              | SANDWICH ISL                     | <b>ZAF</b> SOUTH AFRICA           |
| <b>CAF</b> CENTRAL AFRICAN      | <b>HND</b> HONDURAS             | <b>MYS</b> MALAYSIA            | <b>SHN</b> ST HELENA             | <b>ZAR</b> ZAIRE                  |
| REPUBLIC                        | <b>HRV</b> CROATIA              | <b>MYT</b> MAYOTTE             | <b>SJM</b> SVALBARD & JAN MAYEN  | <b>ZMB</b> ZAMBIA                 |
| <b>CAN</b> CANADA               | <b>HTI</b> HAITI                | <b>NAM</b> NAMIBIA             | <b>SLB</b> SOLOMON ISLANDS       | <b>ZWE</b> ZIMBABWE               |
| <b>CCK</b> COCOS (KEELING)      | <b>HUN</b> HUNGARY              | <b>NCL</b> NEW CALEDONIA       | <b>SLE</b> SIERRA LEONE          |                                   |
| ISLANDS                         | <b>IDN</b> INDONESIA            | <b>NER</b> NIGER               | <b>SLV</b> EL SALVADOR           |                                   |
| <b>CHE</b> SWITZERLAND          | <b>IMN</b> ISLE OF MAN          | <b>NFK</b> NORFOLK ISLAND      | <b>SMR</b> SAN MARINO            |                                   |
| <b>CHL</b> CHILE                | <b>IND</b> INDIA                | <b>NGA</b> NIGERIA             | <b>SOM</b> SOMALIA               |                                   |
| <b>CHN</b> CHINA                | <b>IOT</b> BRITISH INDIAN OCEAN | <b>NIC</b> NICARAGUA           | <b>SPM</b> ST PIERRE AND         |                                   |
| <b>CIV</b> COTE D'IVOIRE        | TERRITORY                       | <b>NIU</b> NIUE                | MIQUELON                         |                                   |
| <b>CMR</b> CAMEROON             | <b>IRL</b> IRELAND              | <b>NLD</b> NETHERLANDS         | <b>SRB</b> SERBIA                |                                   |
| <b>COD</b> CONGO DEMOCRATIC     | <b>IRN</b> IRAN ISLAMIC         | <b>NOR</b> NORWAY              | <b>STP</b> SAO TOME AND          |                                   |
| REPUBLIC OF                     | REPUBLIC OF                     | <b>PL</b> NEPAL                | PRINCIPE                         |                                   |
| <b>COG</b> CONGO PEOPLES        | <b>IRQ</b> IRAQ                 | <b>NRU</b> NAURU               | <b>SUR</b> SURINAME              |                                   |
| REPUBLIC OF                     | <b>ISL</b> ICELAND              | <b>NZL</b> NEW ZEALAND         | <b>SVK</b> SLOVAKIA              |                                   |
| <b>COK</b> COOK ISLANDS COL     | <b>ISM</b> BRITISH ISLES        | <b>OMN</b> OMAN                | <b>SVN</b> SLOVENIA              |                                   |
| COLOMBIA                        | <b>ISR</b> ISRAEL               | <b>PAK</b> PAKISTAN            | <b>SWE</b> SWEDEN                |                                   |
| <b>COM</b> COMOROS              | <b>ITA</b> ITALY                | <b>PAN</b> PANAMA              | <b>SWZ</b> SWAZILAND             |                                   |
| <b>CPV</b> CAPE VERDE           | <b>JAM</b> JAMAICA              | <b>PCN</b> PITCAIRN ISLANDS    | <b>SYC</b> SEYCHELLES            |                                   |
| <b>CRI</b> COSTA RICA           | <b>JEY</b> JERSEY               | <b>PER</b> PERU                | <b>SYR</b> SYRIAN ARAB REPUBLIC  |                                   |
| <b>CUB</b> CUBA                 | <b>JOR</b> JORDAN               | <b>PHL</b> PHILIPPINES         | <b>TCA</b> TURKS AND CAICOS      |                                   |
| <b>CXR</b> CHRISTMAS ISLAND     | <b>JPN</b> JAPAN                | <b>PLW</b> PALAU               | ISLANDS                          |                                   |
| <b>CYM</b> CAYMAN ISLANDS       | <b>KAZ</b> KAZAKHSTAN           | <b>PNG</b> PAPUA NEW GUINEA    | <b>TCO</b> CHAD                  |                                   |
| <b>CYP</b> CYPRUS               | <b>KEN</b> KENYA                | <b>POL</b> POLAND              | <b>TGO</b> TOGO                  |                                   |
| <b>CZE</b> CZECH REPUBLIC       | <b>KGZ</b> KYRGYZSTAN           | <b>PRI</b> PUERTO RICO         | <b>THA</b> THAILAND              |                                   |

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (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 **11:00 AM (AEDT) on Tuesday, 17 November 2020.**

# 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

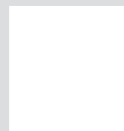
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help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

## Lodge your Proxy Form:

### 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: 184609**

**SRN/HIN:**

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.

☐ **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.

## Proxy Form

Please mark ☒ to indicate your directions

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

I/We being a member/s of Paradigm Biopharmaceuticals 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 Paradigm Biopharmaceuticals Limited to be held as a virtual meeting on Thursday, 19 November 2020 at 11:00 AM (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 Resolutions 1, 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4 and 5 are 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 Resolutions 1, 4 and 5 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 | Approval of Remuneration Report                                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Director: Chris Fullerton                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Election of Director: Donna Skerrett                                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Approval of proposed issue of Employee Share Plan Shares to Paul Rennie    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Approval of proposed issue of Employee Share Plan Shares to Donna Skerrett | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 | Ratification of prior placement of shares to sophisticated investors       | <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

PAR

Computershare

