



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a meeting of members of SomnoMed Limited (the “Company”) will be at Level 1, 111 Harrington Street, Sydney, NSW 2000 on Friday 25th November 2022 at 11am AEDT for the purpose of transacting the business set out in this Notice.

BUSINESS

Item 1 – Financial Statements

To consider and receive the Financial Report, the Directors’ Report and the Auditor’s Report for the year ended 30th June 2022

Item 2 – Remuneration Report

To adopt the Remuneration Report for the year ended 30th June 2022.

Voting Exclusions apply to this item. Please refer to the Explanatory Notes

Item 3 – Election of Director (Ms Amrita Blickstead)

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

“That Amrita Blickstead being a Director who retires by rotation, in accordance with the Company’s Constitution, and being eligible, be re-elected as a Director of the Company.”

Item 4 – Election of Director (Mr Hilton Brett)

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

“That Hilton Brett being a Director who retires by rotation, in accordance with the Company’s Constitution, and being eligible, be re-elected as a Director of the Company.”

Appointment of Proxy

- (a) A member who is unable to attend and vote at the meeting may appoint a proxy by completing and returning the attached proxy form in the manner provided below. The proxy need not be a member of the Company.
- (b) If a member wishes to appoint a proxy, and is entitled to cast 2 or more votes, then the member may appoint 2 proxies, and may specify the proportion or number of votes each proxy may cast.
- (c) A proxy form (and the power of attorney (if any) under which it is signed) must be received at the registered office of the Company not less than 48 hours before the time of the holding of the meeting:
 - By hand: Boardroom Pty Limited – Level 12 Grosvenor Place, 225 George Street, Sydney NSW 2000
 - By mail: Boardroom Pty Limited – GPO Box 3993, Sydney NSW, 2001
 - By facsimile: (02) 9290 9655

Corporate Representatives

Corporate members must either:

- appoint a proxy as set out above; or
- appoint a body corporate representative in accordance with the Corporations Act.

The appointment of a body corporate representative must be produced at the meeting.

Entitlement to Vote

For the purpose of the meeting, those members holding shares at 7pm AEDT on 23rd November 2022 will be voting members at the meeting.

Further Information

This Notice should be read in conjunction with the Explanatory Note.

By the Order of the Board of Directors.

A handwritten signature in black ink, consisting of a stylized 'T' and 'A' followed by a long horizontal stroke.

T. A. Flitcroft
Company Secretary
Dated: 25th October 2022

EXPLANATORY NOTES ON ITEMS OF BUSINESS

Item 1: Financial Statements

As required by section 317 of the Corporations Act 2001 (Cth) (the “Act”), the Financial Report, the Directors’ Report and the Auditor’s Report of the Company for the most recent financial year will be laid before the meeting. Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company however, there will be no formal resolution put to the meeting.

Shareholders will also be provided with the opportunity to ask the representative of the Company’s auditor questions about the conduct of the audit, the preparation and content of the Auditor’s report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

Item 2: Remuneration Report

The Directors’ Report for the year ended 30 June 2022 contains a Remuneration Report, which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for Directors and certain senior executives.

The Act requires that the agenda for this Annual General Meeting include a resolution for the adoption of the Remuneration Report. The vote on the resolution is advisory only and is not binding on the Directors or the Company.

Shareholders will be provided with a reasonable opportunity to ask questions about and make comments on the Remuneration Report.

Voting exclusion statement

The Corporations Act prohibits any votes being cast on Item 2 by or on behalf of a person who is a member of the key management personnel (KMP) of the Company (including the Directors and the Chairman) or a closely related party of that KMP as a proxy, or if that KMP is named in the Remuneration Report in any capacity. However, such a person may cast a vote on Item 2 as a proxy for a person who is permitted to vote if:

- the appointment of the proxy specifies the way in which the proxy is to vote on the resolution; or
- such a person is the Chairman of the meeting and the appointment of the proxy expressly authorises the Chairman of the meeting to exercise the undirected proxies even if the resolution is connected with the remuneration of a member of the KMP.

Item 3: Election of Director

Pursuant to the Company’s Constitution, Ms Amrita Blickstead will retire as a Director at the Annual General Meeting and offer herself for re-election.

Amrita is the former Chief Operating & Marketing Officer at eBay Australia & New Zealand. Having worked at eBay for over 10 years she has deep ecommerce experience having led many different areas across the business including Strategy & Operations, Marketing, Buyer Loyalty, Advertising, Pricing, Consumer Selling, Small & Medium Business, Shipping and Cross Border Trade.

Prior to eBay, Amrita was a management consultant with Port Jackson Partners, advising on strategic issues predominantly in retail, electricity and construction. She also worked in the Medical Device industry as a Biomedical Engineer at Ventracor and Cochlear as well as the Pharmaceutical industry in Marketing at Eli Lilly and Company in the USA.

Amrita holds a Master of Business Administration from Harvard Business School and a Bachelor of Mechanical (Biomedical) Engineering from the University of Sydney. Amrita also won the Australian Financial Review BOSS Awards for Young Executive of the Year in 2019.

If re-elected, Ms Amrita Blickstead will continue as a Director and be subject to retirement by rotation in accordance with the Company’s Constitution.

The Board, with exception of Ms Amrita Blickstead, unanimously recommends that Shareholders vote in favour of the re-election of Ms Amrita Blickstead.

Item 4: Election of Director

Pursuant to the Company's Constitution, Mr Hilton Brett will retire as a Director at the Annual General Meeting and offer himself for re-election.

Hilton is an Operating Advisor at TDM Growth Partners (TDM), a private global investment firm founded in 2004, with offices in Sydney and New York which invests in fast growing companies run by passionate management teams.

Hilton is a Non-Executive Director of Guzman Y Gomez Mexican Taqueria (GYG) and Pacific Smiles Ltd (PSQ: ASX).

Prior to joining TDM, Hilton was the Co-CEO of Accent Group Limited (AX1), formerly RCG Corporation Ltd, which is the regional leader in the retail and distribution of performance and lifestyle footwear Australia and New Zealand. Hilton joined RCG in 2006 when the business had a market capitalisation of \$8m. Over the 12 years from 2006 to 2018, the team grew the business to a \$800m market capitalisation and delivered total shareholder returns in excess of 25% CAGR.

Hilton has over 25 years' experience as CEO of multiple consumer businesses with proven skills in growing the businesses and delivering outstanding returns for shareholders.

If re-elected, Mr Hilton Brett will continue as a Director and be subject to retirement by rotation in accordance with the Company's Constitution.

The Board, with exception of Mr Hilton Brett, unanimously recommends that Shareholders vote in favour of the re-election of Mr Hilton Brett.