



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a meeting of members of SomnoMed Limited (the “Company”) will be held virtually via <https://somnomed.zoom.us/meeting/register/tZYrcOqpqzwoE93Fd8lxo4BuEC499zauWyyv> on Thursday 25th November 2021 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 2021.

Item 2 – Remuneration Report

To adopt the Remuneration Report for the year ended 30th June 2021.

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

Item 3 – Election of Director (Ms Karen Borg)

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

“That Karen Borg, having been appointed as a Director of the Company on 26th November 2020 and being required to retire in accordance with the Constitution of the Company, be elected as a Director of the Company.”

Item 4 – Election of Director (Mr Hamish Corlett)

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

“That Hamish Corlett 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 5 – Election of Director (Mr Guy Russo)

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

“That Guy Russo 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 2021 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, cursive script that appears to read 'T. A. Flitcroft'.

T. A. Flitcroft
Company Secretary
Dated: 28th October 2021

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 2021 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 Karen Borg, being a director who was appointed since the last general meeting of the Company, in accordance with the Company’s Constitution, and being eligible, be elected as a Director of the Company.

Karen has held senior roles in FTSE 100-250 medical device, technology, consumer products and government services organisations.

Karen is currently the Chief Executive Officer for Catholic Healthcare Ltd and prior to this was the CEO of Healthdirect and the inaugural CEO of Jobs for NSW. She was also the former President (Asia Pacific & Middle East) of ResMed (ASX: RMD) and held several senior roles with Johnson & Johnson Medical Devices in Australia and the United States. Karen began her career in the fast-moving consumer goods sector and worked for Goodman Fielder, Nestle and Revlon in global business development and marketing.

Karen is on the Board of Optiscan Ltd (ASX: OIL) and was previously on the Board of The North Foundation and Interim Chair of the Australian Vaccine Research Alliance.

Karen has a Bachelor of Arts from the University of Sydney and was a NSW finalist for Telstra Business Woman of the Year 2017.

If elected, Ms Karen Borg 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 Karen Borg, unanimously recommends that Shareholders vote in favour of the re-election of Ms Karen Borg.

Item 4: Election of Director

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

Hamish is a founder and director of TDM Growth Partners, a leading private investment firm specializing in long term investments in high growth companies globally. TDM made its first investment in SomnoMed in April 2010 and has been a substantial shareholder in the Company since October 2012.

Prior to TDM, Hamish worked as an Investment Manager at Caledonia Investments, a global fund manager. Hamish also worked in London in an operating role for an ecommerce start up and in Sydney at Caliburn Partnership (now Greenhill) in corporate advisory. Hamish is also a Non-Executive Director of Tyro Payments Ltd (ASX: TYR) and QBiotech Group Limited.

Hamish holds a Bachelor of Commerce with Honours Class 1 (Accounting and Finance) from the University of Sydney and a Graduate Diploma of Counselling from the Australian College of Applied Psychologists.

If re-elected, Mr Hamish Corlett 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 Hamish Corlett, unanimously recommends that Shareholders vote in favour of the re-election of Mr Hamish Corlett.

Item 5: Election of Director

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

Guy Russo is an accomplished business leader with a strong commercial and customer-focussed background working in Australia and internationally. In addition to Chairman of SomnoMed he is Chairman of Guzman y Gomez Mexican Kitchen (GYG), Australia's fastest growing restaurant business. He is a non-executive Director of Scentre Group (ASX: SCG) which owns and operates Westfield Living Centres in Australia and New Zealand and Chairman of OneSky, an international charity for children living in poverty in Asia.

Previously, Guy has served as CEO, Wesfarmers Department Store Division (Kmart & Target); Managing Director, Kmart Australia & NZ; President, McDonald's Greater China; CEO McDonald's Australia Ltd and Chairman of Ronald McDonald House Children's Charities.

Guy is perhaps most well known in Australia for his leadership in turning Kmart into the largest and most profitable retail department store in the country. He has been a member of YPO since 2006, served as a member of the Business Council of Australia, and won industry awards for leadership in diversity in employment.

If re-elected, Mr Guy Russo 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 Guy Russo, unanimously recommends that Shareholders vote in favour of the re-election of Mr Guy Russo.