

# ANNUAL MEETING



Dear Shareholder

We are pleased to invite you to attend the Pacific Edge Annual Shareholders' Meeting in Dunedin on Wednesday 31 July 2019, commencing at 3pm. We encourage you to attend either in person or online to hear about our progress, discuss any questions you may have about our Company and its performance and have your say by voting on resolutions. Details on how to attend online are enclosed, under Important Information.

There are six resolutions being put forward for shareholders' consideration at this year's Meeting.

The first four resolutions address the re-election and election of Directors. David Levison and Chris Gallaher both retire by rotation and have both offered themselves for re-election. Sarah Park and John Duncan were both appointed by the Board during the year and therefore cease to hold office from the commencement of the Meeting. Both Sarah and John have put themselves forward for election by shareholders. All four Directors provide valuable expertise, skills and expertise to Pacific Edge and the Board unanimously supports their appointments.

Resolution five is to authorise the Directors to fix the auditors' remuneration for the upcoming year. The final resolution is a special resolution for shareholders to approve changes to the Company's Constitution to ensure compliance with the new NZX Listing Rules which were introduced in January 2019. The Company automatically transitioned to the new Listing Rules with effect from 1 July 2019.

The Board and management are committed to realising the potential of our Company. The USA offers a market opportunity of around US\$1.2 billion and South East Asia could easily be of a similar size over the long term. We are now seeing the benefits of our long term strategy with Cxbladder replacing the existing gold standards and being included in guidelines.

I look forward to providing a further update at our Annual Meeting.

Sincerely

Chris Gallaher  
Chairman

## NOTICE OF ANNUAL SHAREHOLDERS' MEETING

Notice is hereby given that the 2019 Annual Meeting of shareholders of Pacific Edge Limited (Company) will be held at the Dunedin Public Art Gallery, Otago Daily Times Gallery, Level 2, The Octagon, Dunedin and online at <http://www.virtualmeeting.co.nz/peb2019> on Wednesday 31 July 2019, commencing at 3.00 pm.

### AGENDA

1. Chairman and CEO Presentations
2. Shareholder Discussion
3. Resolutions

To consider, and if thought fit, pass the following Resolutions:

**Resolution 1:** That Chris Gallaher, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

**Resolution 2:** That David Levison, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

**Resolution 3:** That Sarah Park, who was appointed as a Director by the Board during the year, be elected as a Director of the Company.

**Resolution 4:** That John Duncan, who was appointed as a Director by the Board during the year, be elected as a Director of the Company.

**Resolution 5:** To record the re-appointment of PricewaterhouseCoopers as auditor of the Company and to authorise the Directors to fix the auditors' remuneration for the ensuing year.

**Resolution 6:** That the Company revoke its existing Constitution and adopt a new Constitution in the form and manner described in the Explanatory Notes, with effect from the close of the Annual Meeting.

**Further information relating to the Resolutions is set out in the Explanatory Notes.**

4. To consider any other ordinary business which may properly be brought before the Meeting.

Pacific Edge's Board and management invite attendees to join them for light refreshments at the end of the Meeting.

A copy of the Annual Meeting presentations will be available to view on the Company's website [www.pacificedgedx.com](http://www.pacificedgedx.com).

By Order of the Board of Directors



Chris Gallaher  
Chairman  
2 July 2018

## EXPLANATORY NOTES

In these explanatory notes, references to “Listing Rules” are to the NZX Main Board Listing Rules.

Resolutions 1 to 5 are Ordinary Resolutions and require approval by a simple majority (greater than 50%) of the votes of those shareholders entitled to vote and voting on the resolution. Resolution 6 is a Special Resolution and therefore requires approval by 75% of the votes of those shareholders entitled to vote and voting on the resolution.

## ROTATION OF DIRECTORS

The Listing Rules require that a Director must not hold office (without re-election) past the third annual meeting after his or her appointment or re-election, or for three years, whichever is longer. In addition, under clause 22.6 of the existing Constitution of the Company, at least one third of the Directors or the number nearest to one third, are required to retire from office at the Annual Meeting each year. The Directors that are required to retire under the Constitution are those who have been longest in office since they were last elected.

Accordingly, Chris Gallaher and David Levison both retire by rotation and both of them, being eligible, have offered themselves for re-election.

### RESOLUTION 1: RE-ELECTION OF CHRIS GALLAHER AS A DIRECTOR

Chris Gallaher is Chairman of the Pacific Edge Board. He joined the Board in 2016 and was appointed as Chairman in August 2016. A New Zealand citizen resident in Melbourne, Chris has held senior positions in both CEO and CFO roles with a number of large international companies and was previously a partner in Arthur Young, Chartered Accountants. Prior to retiring from full time corporate life, he was CFO of Fulton Hogan, a large NZ resources based civil contractor. Chris holds a Bachelor of Commerce (BCom) from the University of Otago and is a Chartered Accountant and a member of the Australian Institute of Company Directors.

### RESOLUTION 2: RE-ELECTION OF DAVID LEVISON AS A DIRECTOR

David has spent 25 years in the healthcare industry, working across a range of sectors from pharmaceuticals to services to diagnostics. He has been the founder and CEO of a number of high growth medical and medical technology businesses in the USA as well as working in private equity. David received his MBA from Stanford University and Bachelor of Science (BS) from Williams College.

## DIRECTOR ELECTIONS

Pacific Edge regularly reviews its Board membership to ensure that the appropriate skills, capabilities, experience and knowledge are in place to provide effective oversight of the Company's strategy and commercial progress. In line with this, Sarah Park and John Duncan were appointed as Directors by the Board during the year.

Under the Listing Rules and clause 22.10 of the Company's existing Constitution, any person who is appointed as a Director by the Board shall hold office until the commencement of the next Annual Meeting, when they will cease to hold office but shall be eligible for election at that Meeting.

Accordingly, both Sarah Park and John Duncan will both cease to hold office at the commencement of the Meeting and, being eligible, offer themselves for election by shareholders.

### RESOLUTION 3: ELECTION OF SARAH PARK AS A DIRECTOR

Sarah brings international corporate finance experience to Pacific Edge after a professional career with PricewaterhouseCoopers in New Zealand and HSBC Investment Bank in London. During her executive career, Sarah has worked in mergers and acquisitions, equity capital markets and equity research. She also had a lead role in investor relations and venture capital raisings in Asia, the Middle East and Europe for US based biopharmaceutical companies. Sarah has a degree in Economics from the University of Edinburgh.

#### RESOLUTION 4: ELECTION OF JOHN DUNCAN AS A DIRECTOR

John is experienced in investment banking and corporate finance, and had a 15 year career with Macquarie Group including three years as Head of Investment Banking for Macquarie in Japan. He is currently involved in providing strategy and capital markets advice to a number of private companies as well as managing his own investment portfolio. He holds a Bachelor of Business Studies from Massey University and is an Associate Chartered Accountant.

#### RESOLUTION 5: AUDITOR'S REMUNERATION

Pursuant to section 207T of the Companies Act 1993, PricewaterhouseCoopers is automatically re-appointed at the Annual Meeting as auditor of the Company. Resolution 5 authorises the Board to fix the remuneration of PricewaterhouseCoopers as the Company's auditor.

#### RESOLUTION 6: REVOCATION OF THE COMPANY'S EXISTING CONSTITUTION AND ADOPTION OF A NEW CONSTITUTION

On 1 January 2019, NZX Limited introduced new Listing Rules. The Company is required to comply with the updated Listing Rules from 1 July 2019 and, accordingly, a number of amendments are required to be made to the existing Constitution of the Company to ensure it complies with the new Listing Rules.

Shareholders are being asked to revoke the existing Constitution and adopt the new Constitution with effect from the close of the Meeting, by way of Special Resolution.

A summary of the significant changes to the Company's Constitution is set out below:

<b>DIRECTORS</b>	<p>The rules requiring regular retirement and re-election of Directors have been changed.</p> <p>Under the previous Listing Rules, one third of directors, or the number nearest one third, must retire at the Annual Meeting in each year, and are eligible for re-election. The Directors required to retire were those who had been longest in office. Under the new Listing Rules, a Director may not hold office, without being re-elected, past the third Annual Meeting after his or her appointment or re-election, or for three years, whichever is the longer.</p> <p>The previous Listing Rules provided that Executive Directors were not required to retire by rotation, and that the term of appointment of any Executive Director shall not exceed five years. These requirements have been removed.</p> <p>The Constitution has been amended to reflect these changes by cross referencing to the requirements set out in the new Listing Rules and removing the clauses in respect of Executive Directors.</p>
<b>SALE OF LESS THAN A MINIMUM HOLDING</b>	<p>The procedure allowing for the sale of share parcels of less than a minimum holding has been amended so as to provide for those shares to be sold on market (including through a broker on behalf of the Company), rather than through NZX or in some other manner approved by NZX.</p> <p>The Constitution has been amended to reflect this.</p>

<b>BOARD COMPOSITION</b>	The Constitution has been amended to include an express statement that the Company shall comply with the updated minimum Board composition requirements of the new Listing Rules.
<b>OTHER CHANGES</b>	A number of other changes have been proposed to the Constitution to reflect the new Listing Rules, and to simplify the form of the Constitution by removing unnecessary repetition of provisions of the Companies Act 1993 and Listing Rules with which the Company must comply and which would in any event take precedence in the event of any existing or future inconsistency with the provisions of the Company's Constitution.

If any of the provisions of the updated Constitution are inconsistent with the new Listing Rules (as amended by any waiver or ruling granted to the Company), the new Listing Rules will prevail. A copy of the new Listing Rules is available at [www.nzx.com](http://www.nzx.com).

As the proposed amendments to the Constitution do not impose or remove a restriction on the activities of the Company or affect the rights attaching to shares, the shareholder minority buy-out rights under the Companies Act 1993 do not apply.

A mark-up of the proposed form of new Constitution setting out all of the proposed amendments can be viewed on the Pacific Edge website at [www.pacificedgedx.com/investors/shareholder-meetings/](http://www.pacificedgedx.com/investors/shareholder-meetings/) and is also available at the Company's Head Office at 87 St David Street, Dunedin.

The Board unanimously recommends shareholders vote in favour of amending the Constitution as set out in the schedule attached to this notice.

## IMPORTANT INFORMATION

### VIRTUAL ANNUAL MEETING

Shareholders will be able to attend the Meeting in person, or, alternatively, will be able to attend and participate at the Meeting virtually via an online platform provided by Pacific Edge's share registrar, Link Market Services at <http://www.virtualmeeting.co.nz/peb2019>.

Shareholders attending and participating in the Meeting virtually via the online platform will be able to vote and ask questions during the Meeting. More information regarding virtual attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at [www.linkissuers.co.nz/virtualmeeting](http://www.linkissuers.co.nz/virtualmeeting).

### LINKVOTE APP

Shareholders attending the Meeting in person can download the LinkVote App from the Apple App Store or Google Play Store if they would like to vote during the Meeting using their mobile phone. The LinkVote App is available for download prior to the Meeting.

### VOTING

The only persons entitled to vote at the Annual Meeting are registered shareholders (or their proxies or representatives) as at **3.00pm on Monday 29 July 2019**. Only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting.

Voting can be done in four ways: By attending the Annual Meeting and submitting your vote; by appointing a proxy to vote on your behalf at the Meeting; by casting a postal vote; or by participating in the Meeting virtually and voting.

### **Proxies, Corporate Representatives and Power of Attorney**

Any shareholder may appoint another person or persons as proxy to attend, and vote on his or her behalf at the Annual Meeting. If a shareholder wishes to appoint a proxy to attend and vote in their place, that shareholder should complete the proxy form which is enclosed with this Notice of Meeting or follow the instructions on the proxy form to lodge a proxy online. All joint holders of a share must sign the proxy form. A proxy does not have to be a shareholder in the Company.

The Chairman, the Directors and Chief Executive Officer offer themselves as proxy to shareholders and, if given discretion, will vote in favour of the resolutions.

A corporation that is a shareholder may appoint a representative to attend the Annual Meeting on its behalf in the same manner as that which it could appoint a proxy. Corporate representatives should bring along to the Meeting evidence of their authority to act for the relevant corporation.

Any person representing a shareholder(s) by virtue of a power of attorney must bring evidence of their authority to vote on behalf of the shareholder(s) and power of attorney.

Proxy forms must be received by Link Market Services no later **3.00pm on Monday 29 July 2019**. Proxy forms can be lodged by:

- Post to PO Box 91976, Auckland 1142
- Fax to +64 09 375 5990
- Email to [meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)
- Lodged online

### **Postal Voting**

A shareholder is entitled to exercise his/her right to vote at the Meeting by casting a postal vote. A postal voting form is incorporated in the proxy form attached. The share registrar, Link Market Services, has been authorised by the Board to receive and count postal votes for the Meeting.

In order for a postal vote to be effective, the proxy/postal voting form must be completed and returned to the share registrar so that it is received no later than 48 hours before the Meeting (that is by 3.00pm on Monday 29 July 2019) in accordance with the instructions set out on the proxy form.

### **Online proxy and postal voting**

Shareholders may elect to lodge their proxy appointment or postal vote online. You will need to go to the website of our share registrar, Link Market Services <https://investorcentre.linkmarketservices.co.nz/voting/PEB>. You will be required to enter your CSN/Holder number and FIN and follow the instructions from there.

### **QUESTIONS**

Pacific Edge offers the facility for shareholders to submit questions to the Board in advance of the Annual Meeting. Questions should be relevant to matters at the Annual Meeting, including matters arising from the financial statements, general questions regarding the performance of Pacific Edge, and questions with regard to the resolutions. The Chairman will answer as many of the most frequently asked questions as possible during the Annual Meeting. Please submit questions by email to [investors@pacificedge.co.nz](mailto:investors@pacificedge.co.nz). Please write 'Questions from Shareholders' in the subject line of the email. There will also be the opportunity for shareholders to ask questions at the Annual Meeting.

### **PRESENTATIONS AND PACIFIC EDGE FY19 ANNUAL REPORT**

The Annual Meeting presentations and voting results will be released to the NZX and published on the Company website at [www.pacificedge.com/investors/shareholder-meetings/](http://www.pacificedge.com/investors/shareholder-meetings/).

Pacific Edge's FY19 Annual Report for the year ending 31 March 2019 is available at [www.pacificedge.com/investors/shareholder-reports/](http://www.pacificedge.com/investors/shareholder-reports/).

**Please refer to the instructions on the enclosed proxy form as to the ways in which the proxy form and postal voting can be sent to Link Market Services.**