



**All correspondence to:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia  
Enquiries (within Australia) 1300 850 505  
(outside Australia) 61 3 9415 4000  
Facsimile 61 3 9473 2555  
[www.computershare.com](http://www.computershare.com)

16 October 2015

Dear Shareholder

I am pleased to invite you to attend our Annual General Meeting and have enclosed the Notice of Meeting which sets out the items of business.

The meeting will be held at the offices of Norton Rose Fulbright, Level 15, RACV Tower, 485 Bourke Street, Melbourne, Victoria at 2.00pm on Thursday, 19 November 2015.

If you are attending the meeting, please bring this letter with you to facilitate registration for the meeting.

If you are unable to attend the meeting, you are encouraged to vote, either by completing the enclosed proxy form, or by lodging your vote on-line at [www.investorvote.com.au](http://www.investorvote.com.au) by 2.00pm on Tuesday, 17 November 2015. The proxy form should be returned in the envelope provided or faxed to our share registry, Computershare Investor Services Pty Ltd, on (03) 9473 2555 and must be received by the due date and time.

Corporate Shareholders should complete a "Certificate of Appointment of Representative" to enable a person to attend the meeting on their behalf. A form of this certificate may be obtained from the Company's share registry at [www.investorcentre.com](http://www.investorcentre.com).

The Starpharma Annual Report for the year ended 30 June 2015 is available on our website at [www.starpharma.com](http://www.starpharma.com). Hard copies of the report are distributed only to those Shareholders who have elected to receive it in printed form.

I look forward to your attendance at the meeting.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Rob Thomas', written over a horizontal line.

Rob Thomas *AM*  
Chairman

Encl:



## Notice of Annual General Meeting

Starpharma Holdings Ltd ABN 20 078 532 180

Notice is hereby given that the Annual General Meeting of the Shareholders of Starpharma Holdings Ltd (**Company**) will be held at the offices of Norton Rose Fulbright, Level 15, RACV Tower, 485 Bourke Street, Melbourne, Victoria at **2.00pm (Melbourne time) on Thursday, 19 November 2015**.

The Explanatory Memorandum accompanying this Notice of Meeting is incorporated in and forms part of this Notice of Meeting.

### Ordinary Business

#### Financial Statements and Reports

To receive and consider the Company's financial statements and the related Directors' Report, Directors' Declarations and Auditors' Report for the year ended 30 June 2015.

*No vote is required on this item.*

#### Resolutions

**1. Adoption of Remuneration Report (Resolution 1)**

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

*"That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth), the Company's Remuneration Report for the financial year ended 30 June 2015 be adopted."*

Under the Corporations Act, this resolution is advisory only and does not bind the Directors or the Company.

**2. Re-election of Mr Peter Turvey (Resolution 2)**

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

*"That Mr Peter Turvey, who retires in accordance with clause 65.1 of the Company's Constitution and being eligible for re-election, is re-elected as a Director of the Company."*

**3. Approval of Issue of Performance Rights to Dr Jacinth Fairley (Resolution 3)**

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

*"That, for the purposes of ASX Listing Rule 10.14 and all other purposes, Shareholders approve the issue of 1,113,246 Rights to Dr Jacinth Fairley under the Starpharma Holdings Ltd Employee Performance Rights Plan on the terms set out in the Explanatory Memorandum accompanying the Notice of Meeting."*

**By order of the Board**

A handwritten signature in black ink, appearing to read 'N Baade', written over a horizontal line.

N Baade  
Company Secretary  
16 October 2015

## **Voting entitlements**

The Company has determined that all securities of the Company that are quoted securities as at 7.00pm (Melbourne time) on 17 November 2015 will be taken, for the purpose of the Meeting, to be held by the person who held them at the time.

## **Voting exclusions**

The Corporations Act and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons, on the Resolutions to be considered at the Annual General Meeting. These voting exclusions are described below.

### **Resolution 1**

*The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's KMP whose remuneration details are included in the Remuneration Report for the Company, or their Closely Related Parties, regardless of the capacity in which the vote is cast.*

*However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 1:*

- *in accordance with a direction on the proxy form; or*
- *by the Chairman of the Annual General Meeting pursuant to an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of the Company's KMP.*

### **Resolution 3**

*The Company will disregard any votes cast on Resolution 3:*

- *by any Director who is eligible to participate in the relevant equity incentive plan (and any associate of such a Director), regardless of the capacity in which the vote is cast. However, the Company need not disregard a vote if:*
  - *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
  - *it is cast by the Chairman of the Annual General Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*
- *as a proxy by a person who is a member of the KMP at the date of the Annual General Meeting or their Closely Related Parties where the proxy appointment does not specify the way the proxy is to vote on the Resolution, unless:*
  - *the proxy is the Chairman of the Annual General Meeting; and*
  - *the proxy appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a KMP member.*

## **Important voting information**

The Company encourages all Shareholders who submit proxies to direct their proxy how to vote on the Resolutions. All Resolutions will be voted on by poll.

The Chairman of the Annual General Meeting intends to vote all undirected proxies in favour of each Resolution. In respect of Resolutions 1 and 3, if the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolutions 1 and 3, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation to vote the proxy in accordance with the Chairman's intention, notwithstanding the fact that the resolution is related to the remuneration of a KMP or Closely Related Party of a KMP.

In respect of Resolutions 1 and 3, if your proxy is a KMP (other than the Chairman), or a Closely Related Party of a KMP, provided you are not a KMP or a Closely Related Party of a KMP, the person may still vote as your proxy provided you have directed your proxy on the Proxy Form how to vote by marking the voting boxes for those Resolutions and your proxy does vote as directed.

## **Proxies**

A Shareholder has the right to appoint a proxy, who need not be a Shareholder of the Company.

If a Shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage or number of votes each proxy is appointed to exercise. The Proxy Form should be returned to the share registry of the Company, Computershare Investor Services Pty Limited, located at Yarra Falls, 452 Johnston Street Abbotsford, Vic 3067, by mail using the enclosed reply envelope to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 or by facsimile to Computershare on (03) 9473 2555 and must be received by no later than 2:00pm on Tuesday 17 November 2015.

Shareholders may lodge proxies electronically via:  
[www.investorvote.com.au](http://www.investorvote.com.au) using the details printed on the personalised proxy form.

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

# EXPLANATORY MEMORANDUM

**Starpharma Holdings Ltd ABN 20 078 532 180**

---

This Explanatory Memorandum has been prepared to assist Shareholders with their consideration of the Resolutions to be put to the Annual General Meeting on Thursday, 19 November 2015. This Explanatory Memorandum should be read with, and forms part of, the accompanying Notice of Meeting.

Terms and expressions used in this Explanatory Memorandum, the Notice of Meeting and the Proxy Form have the meaning given to them in the 'Definitions' section located at the end of this Explanatory Memorandum.

## FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Annual Financial Report of the Company (which includes the Financial Statements and Directors' Declaration), the Directors' Report (which includes the Remuneration Report) and the Auditor's Report in respect of the financial year ended on 30 June 2015 to be put before the Annual General Meeting. There will be an opportunity for Shareholders to ask questions and comment on these documents and on the business, operations and management of the Company. No resolution is required to be passed on this item.

Shareholders will also have the opportunity to ask the auditors or their representative questions relating to 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. Shareholders may also submit written questions to the auditor in respect of the auditor's report or the conduct of the audit. The questions should be received by the Company no later than 5 business days before the meeting.

## RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Corporations Act requires publicly listed companies to disclose certain information relating to the remuneration of Directors and executives. This disclosure is contained in a separate section of the Directors' Report called the Remuneration Report, which is set out on pages 18 to 34 of the Annual Report.

In compliance with section 300A of the Corporations Act, the Remuneration Report sets out the Company's policy for determining the nature and amount of remuneration for the Directors and specified executive officers of the Company.

The Board aims to ensure that its remuneration strategy successfully aligns the interests of its executives and employees with those of its shareholders. In framing its remuneration strategy, the Board is conscious that the Company has only a small number of employees (~35) so endeavours to keep its remuneration relatively straightforward. The fact that the Company operates in a global business environment also influences its remuneration strategy. The Board aims to reward executives with a level and mix of remuneration appropriate to their position, experience and responsibilities, while being market competitive.

There have been transitional adjustments to remuneration practices in FY15 with further adjustments in FY16 as outlined in the Remuneration Report. The objective is to achieve a simplified remuneration strategy that reflects a KPI driven, transparent and straightforward structure aligned with the interests of shareholders and continuing to reward performance across multi-year timeframes related to product development.

The consequences of these adjustments to the remuneration strategy and practice in the reported remuneration for FY15 are:

- Alignment of performance and salary review periods with the just completed financial year;
- Extension of vesting periods for equity awards to increase proportion of long term incentives;
- All equity awards are subject to KPIs or TSR hurdles;
- Adjustments to the use of holding locks and deferral periods; and
- Adjustments to the number of performance rights to compensate for lengthening of performance periods.

Further details are outlined in the Remuneration Report.

The Corporations Act requires publicly listed companies to put their Remuneration Report for each financial year to a resolution of members at the Company's Annual General Meeting. Under section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company. Notwithstanding the 'advisory' nature of the vote on the Remuneration Report, the Directors will take the outcome of the vote into account when reviewing the remuneration practices and policies of the Company.

### ***Recommendation***

The Board considers that the Company's remuneration policies and practices are appropriate for its strategy, stage of development and industry, and are competitive with the external market. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

### **RESOLUTION 2 – RE-ELECTION OF MR PETER TURVEY**

Mr Peter Turvey retires as a Director in accordance with clause 65.1 of the Company's Constitution and, being eligible, offers himself for re-election.

Mr Turvey has had more than 30 years of experience in the biotech/pharmaceutical industry having been former Executive Vice President Licensing, Group General Counsel and Company Secretary of global biopharmaceutical company CSL Limited, retiring in 2011. Mr. Turvey is currently a principal of Foursight Associates Pty Ltd, a non-executive director of ASX-listed Admedus Limited and Viralytics Limited, and a director of Victorian Government owned entity Agriculture Victoria Services Pty Ltd. Mr. Turvey played a key role in the transformation of CSL from a government owned enterprise, through ASX listing in 1994, to a global plasma and biopharmaceutical company. He also had responsibility for the protection and licensing of CSL's intellectual property and for risk management within CSL, which included management of the internal audit function, reporting to the Audit & Risk Management Committee of the Board as well as being the Chairman of the Corporate Risk Management Committee.

Mr Turvey is the Chairman of the Company's Audit & Risk Committee.

### ***Recommendation***

The Board recommends that Shareholders vote in favour of this ordinary resolution.

### **RESOLUTION 3 – GRANT OF PERFORMANCE RIGHTS TO DR JACINTH FAIRLEY**

ASX Listing Rule 10.14 provides that Shareholders of an ASX listed company must approve the issue of securities to a Director under an employee incentive scheme. Accordingly, the Board seeks Shareholder approval under Resolution 3 for the grant of 1,113,246 Rights to Dr Fairley (the Chief Executive Officer and Managing Director) as part of her FY16 'at risk' remuneration. If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1 for the issue of the Rights to be excluded from the calculation of the maximum number of new securities that can be issued by the Company without Shareholder approval or the application of another exception to ASX Listing Rule 7.1.

The Rights will be granted under the Company's Employee Performance Rights Plan (which was approved by Shareholders on 20 November 2014) and on the terms and conditions set out below, including applicable performance and vesting conditions.

The terms of the deferred short term equity (**Deferred STI equity**) and long term equity (**LTI equity**) are determined by the Board consistent with the Company's remuneration strategy to link Dr Fairley's reward to performance and the delivery of medium to long-term results for the Company's shareholders. This is achieved by:

- Aligning Dr Fairley's interests with the interests of Shareholders;
- Ensuring that Dr Fairley's remuneration is competitive and aligned with market remuneration for comparable roles in the industry; and
- Encouraging the achievement of the Company's strategic goals and overall growth of the Company's business necessary to build competitive advantage and shareholder value.

The Deferred STI equity allows a portion of Dr Fairley's short-term incentive to be delivered in equity, instead of cash, which assists in conserving cash reserves for the Company's operations. The portion of Dr Fairley's short-term incentive that may be delivered as Rights is approximately 40% for FY16.

### **Number of Rights to be granted to Dr Fairley**

The Board has determined that it wishes to grant Rights valued at \$150,000 for Deferred STI equity and \$525,000 for LTI equity. In accordance with the fair value methodology, the Board has invited Dr Fairley to apply for a grant of up to 219,394 Rights for the Deferred STI equity component and 893,852 Rights for the LTI equity component. Each Right is to acquire one Share in the Company.

The fair value of the Rights is based on the volume weighted average price (**VWAP**) of the Company's Shares traded on the ASX over the 3 month period to 30 June 2015, which reflects the beginning of the performance period. The VWAP (before applying any discount) for each Right is \$0.6837. In accordance with accepted valuation standards, the VWAP is not discounted for the Rights that are subject to Corporate KPIs, and is discounted in respect of the LTI equity subject to the TSR performance condition. The undiscounted VWAP is considered the face value for the purpose of disclosing the face value of the grant of Rights.

The 3 month period has been determined to be the appropriate duration for the calculation of the VWAP as it limits any unintended consequences of short term volatility in the Company's share price and is consistent with the duration used in the calculation of TSR for the TSR performance condition. For accounting purposes, a valuation at the date of grant in accordance with AIFRS-2 will be undertaken and the value of these Rights expensed in accordance with the standards, which may lead to a discrepancy to the fair value stated in this Notice of Meeting and the amount recorded in the FY16 Annual Report.

The fair value calculation is performed by an independent professional services firm using a binomial/trinomial option pricing model. The methodology is widely accepted for the purposes of accounting disclosures.

The below table outlines the key terms:

	<b>Deferred STI equity</b>	<b>LTI equity</b>
Value to grant at Fair Value	\$150,000	\$525,000
Method for calculating number of Rights	Total value of grant at fair value divided by the fair value of Rights	
Number of Rights	219,395	893,851
Performance Period and Assessment	The performance period is one year from 1 July 2015 to 30 June 2016, after which performance against the pre-determined KPIs will be assessed. If KPIs are not achieved, some or all of the Rights will be forfeited. There is no retesting of the performance conditions.	The performance period is three years from 1 July 2015 to 30 June 2018, after which performance against the key strategic objectives and TSR will be assessed. There is no retesting of the performance conditions.
Deferral Period	12 months from end of performance period	Not applicable
Performance Conditions (outlined further below)	100% of Deferred STI equity subject to Corporate KPIs	70% of the fair value of LTI equity subject to Corporate KPIs and 30% of the fair value of LTI equity subject to TSR performance
Other Vesting Conditions	Remains employed until the Vesting Date and has not engaged in fraud or dishonesty	Remains employed until the Vesting Date and has not engaged in fraud or dishonesty
Vesting Date	30 June 2017 provided the Rights have not otherwise lapsed.	30 September 2018 provided the Rights have not otherwise lapsed.
Early Vesting	Part or all of the Rights may vest earlier, at the Board's discretion, if certain events occur which are outside of Dr Fairley's control (e.g. if a Change of Control Event occurs in respect of the Company).	
Exercise of Rights	The Rights may be exercised within a 15 year period during specified exercise windows after the Vesting Date provided certain conditions are met and the Rights have not lapsed or expired.	
Conversion of Rights into Shares upon exercise	As the Company is in the development phase and is not operating cash flow positive, the vesting of equity incentives is currently satisfied by the issue of new Shares, rather than a purchase of Shares on market, to conserve the company's cash reserves. This is reviewed periodically and purchases of Shares on market may be undertaken in the future if appropriate.	

### ***Deferred STI equity Performance Conditions - Key Business Drivers (Corporate KPIs)***

The vesting of the Deferred STI equity is dependent upon the extent to which the Corporate KPIs set by the Board have been achieved over Deferred STI equity Performance Period.

The Corporate KPIs are as follows:

- To diligently commercialise VivaGel® for the prevention of recurrence of bacterial vaginosis by progressing the phase 3 trials diligently and commercial negotiations to enable effective commercial exploitation and timely launch of the product;
- To maximise the opportunity for VivaGel® for symptomatic relief by securing registration and partnering deals in applicable markets;
- To drive value of the VivaGel® condom through actively supporting registration, launch and marketing by partners in new markets;
- To maximise the value of the DEP™ platform technology by:
  - Advancing the clinical program - completing phase 1 and commencing phase 2 program for DEP™ docetaxel (or signing a licence),
  - advancing additional internal product candidates; and
  - by building a portfolio of new partnering deals/licences for DEP™ candidates.
- To maximise the return on investment in the agrochemical field by signing commercial partnerships to access Priostar®; and
- To manage the Company's capital and finances in a prudent manner and to secure and develop appropriate personnel to execute the Company's plans.

### ***LTI equity Performance Conditions - Key Strategic Objectives***

The vesting of the LTI equity is dependent upon the extent to which the performance conditions set by the Board have been achieved over the LTI equity Performance Period.

#### ***Corporate KPIs***

##### *VivaGel®, Drug Delivery and Agrochemicals*

40% of the LTI equity fair value (307,152 Rights) is subject to the monetisation of the VivaGel®, Drug Delivery and Agrochemical portfolios represented by the completion of a number of commercial deals that build shareholder value and generate income.

##### *DEP™ Platform*

30% of the LTI equity fair value (230,364 Rights) is subject to the development of new product candidates for the DEP™ platform technology and/or the licencing of such candidates.

The Corporate KPIs selected relate to key value creating events and significant milestones. Whilst there are detailed performance metrics related to each Corporate KPI, due to their commercially sensitive nature, the Company intends to provide further details related to the performance metrics in the annual report following the relevant Performance Period. There is an element of discretion retained by the Board related to these performance metrics as the path to commercialisation with some projects may be varied depending on progress over time.



### **Total Shareholder Return (TSR)**

30% of the LTI equity fair value (356,355 Rights) is subject to a relative TSR performance measure. This performance measure tests the TSR of the Company over a 3 year period commencing 1 July 2015 and ending on 30 June 2018 compared to the TSR of the S&P/ASX300 Accumulation Index (**Index**). TSR is expressed as an annualised percentage.

TSR measures the return received by Shareholders from holding Shares in the Company or the Index (as applicable) over the Performance Period. TSR takes into account the difference in share price over the relevant period, as well as any dividends (assumed to be reinvested) and other capital adjustments. Specifically, the Company's TSR will take into account the volume weighted price of the Company's Shares calculated for the 3 month period ending 30 June 2015, compared with the volume weighted price of the Company's Shares calculated for the 3 month period ending on 30 June 2018.

TSR has been selected as an LTI equity performance measure as it is directly linked to Shareholder returns. The Index has been selected as the Company is included in it, and it provides an objective measure to which the Company's performance can be compared. Half of the LTI equity award vests if the Company's return is equal to the Index's return. As the Board recognises that Shareholders in biotechnology companies expect a return in excess of the Index, it has determined that an additional return of 10% per annum above the Index return represents a realistic but stretching target, and is the level at which full vesting of the relevant Rights will occur.

The table below sets out the percentage of Rights that will vest depending on the Company's TSR compared to the Index.

Annualised Company TSR compared with the Index	Percentage of Rights subject to the TSR performance condition which vest
Below Index	0%
Equal to Index	50%
Between Index and Index + 9.99%	Pro rata basis from 51% to 99%
At least 10% above Index	100%

For example, if the TSR of the Index is 10%, then the Company would need to achieve a TSR of 20% or more for all of the TSR related Rights to vest.

### *Other ASX Listing Rule Requirements*

In accordance with ASX Listing Rule 10.15, the following information is provided to Shareholders for the purpose of assisting Shareholders to make a decision on Resolution 3:

- (a) Dr Fairley is the Chief Executive Officer and a Director of the Company.
- (b) The maximum number of Rights to be issued to Dr Fairley is 1,113,246.
- (c) No consideration is payable by Dr Fairley for the grant of the Rights or for the issue of Shares on vesting of the Rights. However, the Rights will be subject to the vesting conditions set out above.
- (d) No person referred to in ASX Listing Rule 10.14 other than Dr Fairley has been granted Rights under the Plan to date. Dr Fairley was granted a total of 1,500,000 Rights to fully paid ordinary shares under the Starpharma Employee Performance Rights Plan since the Plan was last approved at the 2014 AGM. The fair value of those Rights was \$730,037. Those Rights were granted for no consideration however will only vest to the extent that the performance conditions are met. All Directors of the Company are entitled to participate in the Plan.
- (e) A voting exclusion statement in respect of Resolution 3 is set out in the Notice of Meeting.
- (f) The Company has **not** implemented any loan or financing arrangements in respect of the issue of the Rights to Dr Fairley.
- (g) The 1,113,246 Rights, if approved, will be issued within 10 business days of approval.

### **Recommendation**

Noting that each Director is excluded from voting their Shares on Resolution 3 (as set out in the voting exclusion statement in the Notice of Meeting), the Directors (other than Dr Fairley) recommend that Shareholders vote in favour of Resolution 3.

## DEFINITIONS

Unless the context requires otherwise, the following words shall have the following meanings in this Explanatory Memorandum, the Notice of Meeting and the Proxy Form:

- (1) **Annual General Meeting** means the 2015 annual general meeting of the Company convened by the Notice of Meeting.
- (2) **ASX** means ASX Limited ACN 008 624 691 or, as the context requires, the market operated by it.
- (3) **ASX Listing Rule** means a listing rule of ASX as amended or waived.
- (4) **Board** means the board of Directors of the Company.
- (5) **Change of Control Event** means any of the following:
  - a. the acquisition by any person, either alone or together with an associate (as defined in the Corporations Act), of a relevant interest (as defined in the Corporations Act) in more than 50% of the issued shares in the Company;
  - b. a person (alone or together with its associates) becoming entitled to sufficient shares in the Company to give it or them the ability, and that ability is successfully exercised, in a general meeting, to replace all or a majority of the board of the Company;
  - c. the acquisition by any person, either alone or together with an associate (as defined in the Corporations Act), of all or a substantial portion of the assets of the Company; or
  - d. such other event as the Board considers, acting reasonably, to be a Change of Control Event.
- (6) **Closely Related Party** of a KMP means:
  - a. a spouse or child of the KMP; or
  - b. a child of the KMP's spouse; or
  - c. a dependant of the KMP or of the KMP's spouse; or
  - d. any member of the KMP's family who may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company; or
  - e. a company which the KMP controls.
- (7) **Company** means Starpharma Holdings Limited ABN 20 078 532 180.
- (8) **Corporations Act** means the *Corporations Act 2001* (Cth).
- (9) **Directors** means the directors of the Company from time to time.
- (10) **Explanatory Memorandum** means this Explanatory Memorandum.
- (11) **KMP or Key Management Personnel** means the key management personnel of the Company, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company either directly or indirectly. It includes all Directors (executive and non-executive). The KMPs during the year ended 30 June 2015 are listed in the Remuneration Report contained in the Directors' Report for the year ended 30 June 2015.
- (12) **Notice of Meeting** means the notice of Annual General Meeting accompanying this Explanatory Memorandum.
- (13) **Plan** means the Starpharma Holdings Limited Employee Performance Rights Plan.
- (14) **Proxy Form** means the proxy form accompanying this Explanatory Memorandum.
- (15) **Right** means a right granted by the Company under the Plan which entitles the holder to one Share upon vesting of the right.
- (16) **Resolution** means the relevant resolution set out in the Notice of Meeting.
- (17) **Shareholder** means a person or entity entered in the Company's register of members from time to time as the holder of Shares.
- (18) **Shares** means fully paid ordinary shares in the capital of the Company quoted on the ASX under the code "SPL".

All references to time in the Notice of Meeting are to Melbourne time.



ABN 20 078 532 180



000001 000 SPL
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

Online: www.investorvote.com.au

By Mail: Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

XX

Vote and view the annual report online
Your access information that you will need to vote:
Control Number: 999999
SRN/HIN: I9999999999 PIN: 99999
PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by no later than 2.00pm (Melbourne time)
Tuesday, 17 November 2015

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.

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.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll.

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, you must 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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE, or turn over to complete the form ->

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

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



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

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

XX

I/We being a member/s of Starpharma Holdings Ltd 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 Starpharma Holdings Ltd to be held at the offices of Norton Rose Fulbright, Level 15, RACV Tower, 485 Bourke Street, Melbourne, Victoria on Thursday, 19 November 2015 at 2.00pm (Melbourne time) 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 & 3 (except where I/we have indicated a different voting intention below) even though Resolutions 1 & 3 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 & 3 by marking the appropriate box in step 2 below.

### 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 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Peter Turvey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of Issue of Performance Rights to Dr Jacinth Fairley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution. 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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_ / \_\_\_\_ / \_\_\_\_

S P L

9 9 9 9 9 9 A

Computershare +