

PROXY FORM – EMPLOYEE CREDITORS

Sound Diagnostics Pty Ltd (Administrators Appointed)
ACN 116 377 201
(Sound Diagnostics or “the Company”)

APPOINTMENT OF PROXY

I/We (if a firm, strike out “I” and set out the full name of the firm) _____ of
_____ (insert address)

an employee creditor of **Sound Diagnostics** appoint

_____ (insert name, address and description of the person appointed) or
in his or her absence

_____ (insert name, address and description of the person appointed) as
my/our (choose one):

general proxy

special proxy

to vote at the (choose one or both):

Meeting of Employee Creditors to be held on Monday, 17 August 2020 at 1.00
PM (ACST) or at any adjournment of that meeting

Second Meeting of Creditors to be held on Monday, 17 August 2020 at 2.00
PM (ACST) or at any adjournment of that meeting

Meeting of Employee Creditors resolution
(only complete where appointing a special proxy)

For

Against

Abstain

- 1 That pursuant to section 444DA(2) of the *Corporations Act 2001 (Cth)* (**Act**), the proposed Deed of Company Arrangement (**DOCA**) that will be offered to creditors at the Second Meeting of Creditors on 17 August 2020, or at any adjournment to that meeting, will not include a provision to the effect that, post completion of the DOCA, eligible employee creditors who continue to be employed by Sound Diagnostics will be entitled to a priority payment for leave entitlements from the DOCA in accordance with sections 556, 560 and 561 of the Act.

Second Meeting of Creditors resolutions (only complete where appointing a special proxy)		For	Against	Abstain
1	Administrators' retrospective remuneration That the remuneration of the Administrators for the period 25 May 2020 to 7 August 2020 calculated at hourly rates as detailed in the Initial Remuneration Notice dated 28 May 2020, is determined in the sum of \$498,126, exclusive of GST.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Administrators' prospective remuneration That the prospective remuneration of the Administrators for the period 8 August 2020 to the execution of the Deed of Company Arrangement is determined at a sum equal to the cost of time spent by the Administrators and their partners and staff, calculated at the hourly rates as detailed in the Initial Remuneration Notice dated 28 May 2020, up to a capped amount of \$30,000, exclusive of GST.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Deed of Company Arrangement That the Company execute a Deed of Company Arrangement and Rob Kirman and Matthew Caddy by appointed Joint and Several Deed Administrators.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Deed Administrators' prospective remuneration That the prospective remuneration of the Deed Administrators for the period of the Deed of Company Arrangement is determined at a sum equal to the cost of time spent by the Deed Administrators and their partners and staff, calculated at the hourly rates as detailed in the Initial Remuneration Notice dated 28 May 2020, up to a capped amount of \$170,000 exclusive of GST.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Administrators' prospective remuneration (if applicable) That the prospective remuneration of the Administrators for the period 8 August 2020 to the Second Meeting of Creditors is determined at a sum equal to the cost of time spent by the Administrators and their partners and staff, calculated at the hourly rates as detailed in the Initial Remuneration Notice dated 28 May 2020, up to a capped amount of \$25,000, exclusive of GST.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Appointment of Liquidators (if applicable) That the Company be wound up and Rob Kirman and Matthew Caddy be appointed Joint and Several Liquidators.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Liquidators' prospective remuneration (if applicable) That the prospective remuneration of the Liquidators for the period of the Liquidation is determined at a sum equal to the cost of time spent by the Liquidators and their partners and staff, calculated at the hourly rates as detailed in the Initial Remuneration Notice dated 28 May 2020, up to a capped amount of \$120,000, exclusive of GST.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Second Meeting of Creditors resolutions (only complete where appointing a special proxy)		For	Against	Abstain
8	Liquidators ability to compromise debts (if applicable) That so far as is necessary for the beneficial winding up of the Company, the Liquidators are hereby authorised pursuant to subsections 506(1A), 477(2A) and 477(2B) of the Corporations Act 2001 to compromise any debts greater than the prescribed amount (currently \$100,000)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Liquidators ability to enter into agreements (if applicable) That so far as is necessary for the beneficial winding up of the Company, the Liquidators are hereby authorised to enter into any agreements on behalf of the Company involving a term of obligations extending for more than three months.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Destruction of books and records (if applicable) That the books and records of the Company may be destroyed following the deregistration of the Company subject to the consent of the Australian Securities and Investment Commission being obtained.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Committee of Inspection (if applicable) That a Committee of Inspection be formed, the members of which are to be determined at the meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	Committee of Inspection's dealings (if applicable) That despite the operation of IPS 80-55 and IPS 80-60, members of the committee may directly or indirectly derive a profit or advantage, or purchase assets from the external administration of the company if the profit or advantage is derived.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	Control to be returned to director (if applicable) That the Administration should end and control of the Company be returned to the Company's director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

DATED this _____ day of _____ 2020

Name _____

Signature _____

Proxy forms should be completed and returned by no later than 5.00 PM (ACST) on Friday, 14 August 2020.

RETURN TO: **Sound Diagnostics Pty Ltd (Administrators Appointed)**
 care of McGrathNicol
 Email (preferred): zbradford@mcgrathnicol.com
 Address: GPO Box 9986, Perth WA 6848, Australia
 Phone: +61 8 6363 7600