

# Verva Pharmaceuticals Limited

## ACN 074 636 847

### Notice of annual general meeting

Notice is hereby given that the Annual General Meeting of the shareholders of Verva Pharmaceuticals Limited ACN 074 636 847 (**Company** or **Verva**) will be held at the offices of Middletons, Level 25, 525 Collins Street Melbourne on Friday 29 May 2009 at 11.00 am.

### Agenda

#### Ordinary business

##### 1. Financial statements and reports

To receive and consider the financial report, the directors' report and the auditors' report for the financial year ended 31st December 2008, together with the Directors' Report (other than Remuneration Report) and the Independent Audit Report as set out in the Annual Report 2008.

##### 2. Election of Directors

Being the first annual general meeting of the Company since the appointment of Messrs Collier, Nisbet, MacDonald and Baker to the Board, all of the Directors are subject to re-election by Verva shareholders. Each of the following resolutions will be considered as a separate ordinary resolution at the general meeting.

- (a) **Gregory Collier** - To consider and if thought fit, pass the following as an ordinary resolution:  
*"That pursuant to rule 13.2 of the Company's constitution and for all other purposes the Company elects Gregory Collier as a director of the Company."*
- (b) **Ian Nisbet** - To consider and if thought fit, pass the following as an ordinary resolution:  
*"That pursuant to rule 13.2 of the Company's constitution and for all other purposes the Company elects Ian Nisbet as a director of the Company."*
- (c) **Andrew Macdonald** - To consider and if thought fit, pass the following as an ordinary resolution:  
*"That pursuant to rule 13.2 of the Company's constitution and for all other purposes the Company elects Andrew Macdonald as a director of the Company."*
- (d) **Andrew Baker** - To consider and if thought fit, pass the following as an ordinary resolution:  
*"That pursuant to rule 13.2 of the Company's constitution and for all other purposes the Company elects Andrew Baker as a director of the Company."*

#### Special business

##### 3. Entry into Subscription Agreement and issue of Class A Redeemable Preference Shares

To consider and if thought fit, pass the following as a special resolution:

*"That for the purposes of section 254A(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is granted for the Company to enter into the Subscription Agreement and issue the Class A Redeemable Preference Shares (and the fully paid ordinary shares into which the Class A Redeemable Preference Shares may convert) pursuant to the terms of the Subscription Agreement, details of which are provided in the Explanatory Notes accompanying this Notice of Meeting."*

##### 4. Section 611 approval re Class A Redeemable Preference Shares – issue to GBS, Genesis, MTAA and Westscheme

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

*“That for the purposes of item 7 of section 611 of the Corporations Act 2001 (Cth) approval is granted for the Company to enter into the Subscription Agreement and issue to GBS Venture Partners Limited (as trustee for The Genesis Fund), MTAA Superannuation Fund (Companion Funds) Private Equity Investment Pty Ltd (as trustee for MTAA Superannuation Fund Comparison Funds Private Equity Funds Trust) and Westscheme Pty Ltd (as trustee for Westscheme) as described in the Explanatory Notes accompanying this Notice of Meeting the Class A Redeemable Preference Shares (and the fully paid ordinary shares into which the Class A Shares may convert) pursuant to the terms of the Subscription Agreement, details of which are provided in the Explanatory Notes accompanying this Notice of Meeting.”*

**5. Section 611 approval re Class A Redeemable Preference Shares – issue to QBF1 and QBF2**

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

*“That for the purposes of item 7 of section 611 of the Corporations Act 2001 (Cth) approval is granted for the Company to enter into the Subscription Agreement and issue to QBF No 1 Pty Ltd (as trustee for Queensland BioCapital Fund No 1) and QBF No 2 Pty Ltd (as trustee for Queensland BioCapital Fund No 2) as described in the Explanatory Notes accompanying this Notice of Meeting the Class A Redeemable Preference Shares (and the fully paid ordinary shares into which the Class A Shares may convert) pursuant to the terms of the Subscription Agreement, details of which are provided in the Explanatory Notes accompanying this Notice of Meeting.”*

**6. Section 611 approval re Class A Redeemable Preference Shares – issue to UIIT1, UIIT2 and UIIT3**

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

*“That for the purposes of item 7 of section 611 of the Corporations Act 2001 (Cth) approval is granted for the Company to enter into the Subscription Agreement and issue to UIIT Pty Ltd (as trustee of the Universities Innovation Investment Trusts No 1, 2 and 3) as described in the Explanatory Notes accompanying this Notice of Meeting the Class A Redeemable Preference Shares (and the fully paid ordinary shares into which the Class A Shares may convert) pursuant to the terms of the Subscription Agreement, details of which are provided in the Explanatory Notes accompanying this Notice of Meeting.”*

**7. Amendment of Constitution**

To consider and if thought fit, pass the following as a special resolution:

*“That subject to Resolution 3 being passed, with effect from the close of this meeting the Constitution of the Company is amended as detailed in Annexure D to the Explanatory Notes accompanying this Notice of Meeting.”*

By order of the board:



Eric Patrick Merrigan  
Verva Pharmaceuticals Limited  
Company Secretary  
1 May 2009