

ATW HOLDINGS LIMITED

ASX RELEASE

7 April 2014

ANNUAL GENERAL MEETING RESULTS

In accordance with Listing Rule 3.13.2, ATW Holdings Limited ("Company") is pleased to advise that the resolutions put to the Annual General Meeting of the Company held today were passed on a show of hands.

In addition, the information required to be disclosed by the Company in accordance with section 251AA of the Corporations Act is set out in the attached proxy summary.

A handwritten signature in black ink, appearing to read 'I.E. Gregory', with a large, stylized loop at the bottom.

**IAN GREGORY
COMPANY SECRETARY**

Attachment

For further particulars please contact:

Ian Gregory
+61 (0) 419 961 926 (mobile)

1) ADOPTION OF THE REMUNERATION REPORT

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
24,186,312	0	48,828,126	11,975,782

The motion was carried as an ordinary resolution on a show of hands.

2) RE-ELECTION OF MR ROBERT MAIR AS A DIRECTOR

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
72,993,688	20,750	0	12,203,382

The motion was carried as an ordinary resolution on a show of hands.

3) ELECTION OF DR CARRIE HILLYARD AS A DIRECTOR

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
72,993,688	20,750	0	12,203,382

The motion was carried as an ordinary resolution on a show of hands.

4) ELECTION OF DR JOHN HURRELL AS A DIRECTOR

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
73,014,438	0	0	12,203,382

The motion was carried as an ordinary resolution on a show of hands.

5) CONSOLIDATION OF CAPITAL

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
73,014,438	0	0	12,203,382

The motion was carried as an ordinary resolution on a show of hands.

6) **CHANGE TO NATURE AND SCALE OF ACTIVITIES**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
73,014,438	0	0	12,203,382

The motion was carried as an ordinary resolution on a show of hands.

7) **ACQUISITION OF FITGENES PTY LTD**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
73,014,438	0	0	12,203,382

The motion was carried as an ordinary resolution on a show of hands.

8) **PARTICIPATION BY MR ROBERT MAIR IN ISSUE OF CONSIDERATION SHARES**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
72,993,688	20,750	0	12,203,382

The motion was carried as an ordinary resolution on a show of hands.

9) **PARTICIPATION BY ALTEZZA VCP PTY LTD IN ISSUE OF CONSIDERATION SHARES**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
72,993,688	20,750	0	12,203,382

The motion was carried as an ordinary resolution on a show of hands.

10) **ISSUE OF SECURITIES UNDER PROSPECTUS**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
72,222,938	0	0	12,994,882

The motion was carried as an ordinary resolution on a show of hands.

11) **SALE OF EQUITY HOLDING IN MEDEC INTERNATIONAL PTY LTD**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
230,750	0	71,992,188	12,994,882

The motion was carried as an ordinary resolution on a show of hands.

12) ISSUE OF NOTES

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
72,222,938	0	0	12,994,882

The motion was carried as an ordinary resolution on a show of hands.

13) PARTICIPATION BY ALTEZZA VCP PTY LTD IN ISSUE OF NOTES

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
72,222,938	0	0	12,994,882

The motion was carried as an ordinary resolution on a show of hands.

14) PARTICIPATION BY BIONETWORKS PTY LTD IN ISSUE OF NOTES

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
72,222,938	0	0	12,994,882

The motion was carried as an ordinary resolution on a show of hands.

15) CHANGE OF NAME

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
72,222,938	0	0	12,994,882

The motion was carried as a special resolution on a show of hands.

16) ADOPTION OF NEW CONSTITUTION

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
72,222,938	0	0	12,994,882

The motion was carried as a special resolution on a show of hands.

17) APPROVAL OF THE ATW EXECUTIVE AND EMPLOYEE SHARE OPTION PLAN (ESOP)

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
72,222,938	223,400	0	11,975,782

The motion was carried as an ordinary resolution on a show of hands.

18) **ISSUE OF OPTIONS TO DIRECTORS UNDER THE ESOP**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
72,202,188	244,150	0	11,975,782

The motion was carried as an ordinary resolution on a show of hands.