



FOR **GOOD** LOOKS

NOTICE OF 2017 ANNUAL GENERAL MEETING

Including Explanatory Memorandum and Proxy Form

To be held on:

Tuesday, 28th November 2017

10.00am (AEDST)

(registration commencing 15 minutes earlier)

At:

Oaks on Market, 60 Market St

Melbourne VIC 3000

**This is an important document. It should be read in its entirety.
If you are in doubt as to the course you should follow, consult your financial or other professional advisor.**

Notice of Annual General Meeting

Notice is hereby given that the 2017 Annual General Meeting of the Shareholders of Total Face Group Limited (**Company**) will be held at Oaks on Market, 60 Market St, Melbourne VIC 3000 at 10.00am (AEDST) on Tuesday, 28th November 2017.

Business

The following ordinary business will be conducted:

Item 1: Financial Statements and Reports

To receive and consider the reports of the Directors and the Auditor and the Financial Statements for the year ended 30 June 2017 for the company and its controlled entities released to the market on 31st August 2017. (refer to the Explanatory Memorandum annexed for further details)

Item 2: Remuneration Report

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

Ordinary Resolution 1

“That, the Remuneration Report forming part of the Directors Report for the year ended 30 June 2017 is adopted.”

(refer to the Explanatory Memorandum annexed for further details)

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement (Resolution 1)

A vote must not be cast (in any capacity) on Resolution 1 – Remuneration Report by or on behalf of a member of the Company’s key management personnel (“KMP”), details of whose remuneration are included in the Remuneration Report, and their closely related parties, whether as a shareholder or as a proxy.

However, the Company will not disregard a vote on this resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the Proxy Form; or
- (b) the person is the chair of the meeting and the appointment of the chair as proxy:
 - I. does not specify the way the proxy is to vote on the resolution; and
 - II. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Item 3: Ratify appointment of Mrs Lynda Adler as Independent Non-Executive Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

Ordinary Resolution 2

“To ratify the appointment of Mrs Lynda Adler as Non-Executive Director of the Company.”

(refer to the Explanatory Memorandum annexed for further details)

Item 4: Ratification and approval of previous allotment and issue of securities

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

Ordinary Resolution 3

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders approve and ratify Total Face Group's allotment of 2,004,556 fully paid ordinary shares on the terms detailed in the Explanatory Memorandum accompanying this Notice of Meeting.”

(refer to the Explanatory Memorandum annexed for further details)

Voting Exclusion Statement (Resolution 3)

The Company will disregard any votes cast on Resolution 3 by a person (and any associates of such a person) who participated in the issue.

However, the Company need not disregard a vote cast on this Resolution if:

- (a) 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
- (b) it is cast by the Chairman 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.

DATED 26th October 2017

BY ORDER OF THE BOARD

Liza Juegan
Company Secretary

Voting, proxies and company representatives

1. Voting Entitlements

Pursuant to regulation 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth) the Directors have determined that, for the purpose of voting at the meeting, shares will be taken to be held by those shareholders recorded in the Company's Register of Shareholders as at 7.00pm (AEDST) on Sunday 26 November 2017. Shareholders are entitled to vote by attending the meeting in person, by proxy or by authorised representative.

2. Voting by Proxy

In accordance with section 249L of the Corporations Act 2001 (Cth), a shareholder entitled to attend and vote at the Annual General meeting is entitled to appoint a proxy who need not be a shareholder of the Company. A proxy can either be an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- (a) Appoints an individual as its corporate representative to exercise its powers at meetings in accordance with section 250D of the Corporations Act 2001 (Cth); and
- (b) Provides satisfactory evidence of the appointment of its corporate representative prior to the commencement of the meeting.

If satisfactory evidence of the appointment as corporate representative is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

A shareholder who is entitled to cast two or more votes may appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints two proxies and the appointment does not specify the proportion or number of votes that each proxy may cast, each proxy may cast one half of the shareholders votes. If the shareholder appoints two proxies, neither may vote on a show of hands.

To vote by proxy, the completed enclosed Proxy Form must be lodged either:

- 1 via mail to Computershare Limited GPO Box 242, Melbourne VIC 3001;
- 2 by hand to Computershare Limited at Yarra Falls, 452 Johnston Street Abbotsford VIC 3067;
- 3 by fax to (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555
- 4 online at <http://www.investorvote.com.au>.
- 5 online at <http://www.intermediaryonline.com> (for intermediary online users online)

by 10.00am (AEDST) on Sunday, 26th November 2017, being at least 48 hours before the holding of the Annual General Meeting

3. Corporate Shareholders

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act 2001 (Cth) in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act 2001 (Cth). A "Certificate of Appointment of Company Representative" is available from the Company's share registry at Computershare Limited (Local: 1300 850 505; overseas: +61 (0)3 9415 4000) and must be lodged with the Company before the meeting or at the registration desk on the day of the meeting.

Explanatory Memorandum

Introduction

This Explanatory Memorandum has been prepared for the shareholders of Total Face Group Limited (**Company**) to provide information about the items of business to be considered at the Annual General Meeting of shareholders of the Company to be held at Oaks on Market, 60 Market St, Melbourne VIC 3000 on 28th November 2017 at 10.00am (AEDST).

Item 1: Financial Statements and Reports

Section 317 of the Corporations Act 2001 (Cth) requires the last years financial report (which includes the financial statements and Directors' Declaration), the Directors Report and the Auditors' Report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act 2001 (Cth) or the Company's Constitution for shareholders to approve the Financial Report, the Directors' Report or the Auditors' report. Shareholders will be given reasonable opportunity at the meeting to ask questions and make comments on these reports.

Item 2: Remuneration Report

A resolution for adoption of the Remuneration Report is required to be considered and voted on in accordance with section 250R of the Corporations Act 2001 (Cth).

The Remuneration Report forms part of the Directors' report for the financial year ended 30 June 2017. It details the Company's policy on the remuneration of Non-Executive Directors, Executive Directors and Senior Executives and contains the information required by section 300A of the Corporations Act 2001 (Cth) and Accounting Standard AASB 1046.

A copy of the Remuneration Report is set out in the Full Annual Report of the Company and is also available from the Company's website at www.totalfacegroup.com.au.

The shareholder vote is advisory only and does not bind the Directors or the Company.

Recommendation

Shareholders are asked to vote in favour of the adoption of the Remuneration Report.

Item 3: Ratify appointment of Mrs Lynda Adler as Independent Non-Executive Director

The Company appointed an additional non-executive director in accordance with Clause 12.1 and 12.2 of the Company's Constitution which allows up to maximum of seven directors.

Ms Lynda Adler was appointed by the Company on 3rd May 2017.

Mrs Adler, previously Chairman of Sydney Children's Hospital Foundation and current Director of Jaronach Pty Ltd has dedicated much of her time to Charity Work and developing her business networks.

"I am very excited to be joining Total Face Group because I am particularly interested in the wellness industry. I believe that Total Face Group will continue to maintain its leadership role in this growing but highly fragmented industry. I am looking forward to working with the current Board members and the broader team and assisting in that endeavour".

Recommendation

Shareholders are asked to vote in favour of election of Mrs Lynda Adler as a Non-Executive Director of the Company.

Item 4: Ratification and approval of previous allotment and issue of securities

Background

Under Listing Rule 7.1, a company may issue up to 15% of its ordinary share capital in any 12-month rolling period without shareholder approval. Listing Rule 7.4 permits a company to obtain ratification from its shareholders in relation to a prior share issue, and thereby refresh its ability in the future to issue further shares without obtaining prior shareholder approval.

The issue of the shares to the Subscribers was within the 15% limitation imposed by ASX Listing Rule 7.1, however Total Face Group is now seeking shareholder ratification and approval for the issue of these shares - which will effectively refresh the Company's ability to issue further securities under its 15% authority pursuant to ASX Listing Rule 7.1.

Ratification is only sought for the shares issued under Listing Rule 7.1 that formed part of the purchase consideration for business acquisitions performed by the Company. The Company also issued 2,000,000 convertible notes, at a conversion rate of 4.444, being 8,888,889 fully paid ordinary shares on conversion.

Regulatory Requirements

ASX Listing Rule 7.5 requires that the meeting documents concerning a proposed resolution to ratify an issue of securities in accordance with ASX Listing Rule 7.4 must include the following information:

a) The number of securities the entity issued:

- i. A total of 2,004,556 fully paid ordinary shares, as part consideration for businesses acquired, have been issued pursuant to the Company's 15% entitlement under ASX Listing Rule 7.1.

b) The issue price of the securities:

- i. 553,433 shares were issued on 26th April 2017 at an issue price of 21 cents per share as part consideration of the post completion payment to the vendor of Face Today Mediclinic
- ii. 713,912 shares were issued on 26th April 2017 at an issue price of 21 cents per share as part consideration of the post completion payment to the vendor of Rejuven8 Penrith
- iii. 737,211 shares were issued on 30th August 2017 at an issue price of 30 cents per share as part consideration of the post completion payment to the vendor of COZmedics Kenmore, COZMedics Ascot, COZMedics Maroochydore

c) The terms of the securities:

- i. The shares issued were fully paid ordinary shares ranking equally in all respects with all other fully paid ordinary shares then on issue in the Company.

d) The names of the allottees (or the basis on which the allottees were determined):

- i. The issue of 553,433 shares to Face Today Mediclinic Pty Ltd (ABN 84 127 362 912) ATF Face Today Mediclinic Trust for the acquisition of the cosmetic injectable business of Face Today Chatswood
- ii. The issue of 713,912 shares to Ms Nita Lemonia McHugh for the acquisition of the cosmetic injectable business of Rejuven8 Penrith
- iii. The issue of 392,089 shares to Peter Ryan was in consideration for the acquisition of the cosmetic injectable business of COZMedics Kenmore, COZMedics Ascot, COZMedics Maroochydore.

- iv. The issue of 345,122 shares to David Charles Richardson and Dr Angela Richardson ATF The Richardson Family Trust, was in consideration for the acquisition of the cosmetic injectable business of COZMedics Kenmore.

e) The intended use of the funds raised:

- i. Not applicable. As outlined above the issued shares formed part of the purchase consideration for the business acquisitions by the Company.

Recommendation

Shareholders are asked to vote in favour of the allotment and issue of securities to the Vendors as outlined above.

END