



NOTICE OF ANNUAL GENERAL MEETING

Incorporating **Explanatory Statement** and **Proxy Form**

to be held on Friday, 21st November 2008
at 4.00pm (registration commencing at 3.45pm)
at Suite 1705, 109 Pitt St, Sydney, NSW 2000

PRIMA BIOMED LIMITED
ACN 009 237 889
NOTICE OF 2008 ANNUAL GENERAL MEETING

Notice is given that the 2008 Annual General Meeting of Prima Biomed Limited [ACN 009 237 889] (“the Company”) will be held at Suite 1705, 109 Pitt St, Sydney, NSW 2000 on Friday 21 November 2008 at 4.00pm (“the Meeting”).

The details of the resolutions contained in the Explanatory Statement accompanying and forming part of this Notice of Annual General Meeting should be read together with and form part of this Notice of Annual General Meeting.

BUSINESS

2008 Annual Financial Statements

To lay before the Meeting the Annual Financial Statements of the Company comprising the Annual Financial Report, Directors’ Report (including the Remuneration Report) and Audit Report for the year ended 30 June 2008.

In General

To receive and answer Shareholders’ questions and comments on the management of the Company.

At the Meeting, a representative of the Company’s Auditors, MDHC Audit Assurance Pty Ltd, will be available to receive and answer any questions of the Shareholders relevant to the conduct of the audit and the preparation and content of the Auditor’s report.

Resolution 1: Election of director - Mr. Ata Gokyildirim

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

“That Mr. Ata Gokyildirim, being a Director appointed during the year, and eligible for election, be elected as a Director of the Company.”

Further details in respect of Resolution 1 are set out in the Explanatory Statement accompanying and forming part of this Notice of Annual General Meeting.

Resolution 2: Non-binding resolution to adopt Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

“That the Company adopt the Remuneration Report for the financial year ended 30 June 2008.”

Further details in respect of Resolution 2 are set out in the Explanatory Statement accompanying and forming part of this Notice of Annual General Meeting.

PROXIES

Each shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy. The proxy need not be a shareholder of the Company.

A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder’s votes.

A shareholder may specify the way in which a proxy is to vote on the resolution or may allow the proxy to vote at their discretion.

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice and return it to the Company. To be valid, Proxy Forms must be received by the Company not less than 48 hours prior to the commencement of the meeting. A Proxy Form may be lodged:

- (a) by posting it to The CFO Solution, Suite 1, 1233 High Street, Armadale, VIC, 3143; or
- (b) by faxing it to (03) 9822 7735.

If the Proxy Form is executed under a Power of Attorney, a certified copy of the Power of Attorney must be lodged with the Proxy Form.

VOTING ENTITLEMENTS

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of shareholders as at 4pm on Wednesday, 19 November 2008. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Dated: 20th October 2008

By the order of the Board

A handwritten signature in black ink, appearing to read 'RA', followed by a long horizontal stroke that tapers to the right.

Robert Kleine
Company Secretary

The accompanying Explanatory Memorandum and the Proxy and Voting Instructions form part of this Notice of Annual General Meeting.

PRIMA BIOMED LIMITED
ACN 009 237 889
EXPLANATORY STATEMENT TO THE NOTICE OF 2008 ANNUAL GENERAL MEETING

This Explanatory Statement accompanies Prima Biomed Limited's Notice of 2008 Annual General Meeting to be held on Friday, 21 November 2008 at 4.00pm. This Explanatory Statement forms part of the Notice of 2008 Annual General Meeting. The Notice of 2008 Annual General Meeting should be read together with these Notes.

Resolution 1: Election of Director - Mr. Ata Gokyildirim

In accordance with the Company's Constitution, the Board of Directors of the Company may appoint any person to be a director, either to fill a vacancy or as an additional director (provided that the total number of directors does not exceed the maximum allowed by law), and any director so appointed may hold office only until the next annual general meeting of shareholders when he or she shall be eligible for election.

On the 20th of December 2007, Mr Ata Gokyildirim, aged 43, was appointed by the Company's Board of Directors to serve as a Director of the Company. Mr Ata Gokyildirim retires in accordance with the Company's Constitution and being eligible offers himself for re-election. Accordingly, the shareholders are being asked at the Meeting to approve the election of Mr Ata Gokyildirim to serve as a Director.

Mr Gokyildirim, aged 43, has over 20 years experience in retail services and investment banking business, with extensive experience in deal origination and execution.

He was previously an executive at David Jones Ltd, assisting with a strategic review and cost efficiency analysis exercise undertaken by the Chief Executive Officer.

He has held senior merchant banking positions that involved cross border structured finance transactions, creative securitisation and infrastructure deals with various corporations including Dresner International, State Bank of Victoria and Australia Bank as head of securities derivatives dealing.

Recently he founded a marketing and distribution business for the pharmaceutical industry in Turkey and the Middle East.

The Board (other than Mr Ata Gokyildirim) recommends that shareholders vote in favour of this resolution, and the Chairman of the meeting will be voting any open proxies in favour of it.

Resolution 2: Non-binding resolution to adopt Remuneration Report

Under the Corporations Act, the Directors' Report must include a separate remuneration report detailing various matters regarding the remuneration of directors, company secretaries, senior managers and offices of the Company.

The Remuneration Report is included in the Annual Report distributed to Shareholders and the Financial Statements to be laid before meeting. Shareholders will be given the opportunity to ask questions about or make comments on the Remuneration Report at the meeting.

You may access the Annual Report by visiting our website www.primabiomed.com.au or you may order a hard copy of the Annual Report by phoning +61 3 9824 5254.

The vote on this Resolution is advisory only and does not bind either the Directors or the Company. The Board recommends that shareholders vote in favour of adopting the Remuneration Report.

**PRIMA BIOMED LIMITED
ACN 009 237 889**

Appointment of Proxy

If appointing a Proxy to attend the Annual General Meeting on your behalf, please complete and lodge this Proxy form in accordance with the instructions overleaf.

I/We _____

Of _____

being a shareholder/shareholders of Prima Biomed Limited holding _____ ordinary shares pursuant to my/our right to appoint not more than two proxies, appoint

<input type="checkbox"/> The Chairman of the Meeting (mark with an "X")	O R		Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.
or failing him/her			Write here the name of the other person you are appointing.

or failing him/her, (or if no proxy is specified above) the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held at **21 November 2008** at 4.00Pm at Suite 1705, 109 Pitt Street Sydney and at any adjournment of that meeting.

This proxy is to be used in respect of _____ % of the ordinary shares I/we hold.

If you do not wish to direct your proxy how to vote, please place a mark in the box. If you have appointed the Chairman of the meeting to exercise your proxy, by marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of a particular resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chairman intends to vote 100% of all open proxies in favour of the resolutions. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Voting directions to your proxy – please mark to indicate your directions

RESOLUTION	For	Against	Abstain *
1 Election of Director - Mr. Ata Gokyildirim	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Non-binding resolution to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented. Executed in accordance with section 127 of the Corporations Act:

Individual or Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
Director	Director / Company Secretary	Sole Director & Company Secretary

Dated this _____ Day of _____ 2008

Daytime Contact Number _____

INSTRUCTIONS FOR COMPLETION OF THIS PROXY FORM

1. Completion of this Proxy form will not prevent individual shareholders from attending the Annual General Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Annual General Meeting in person, then the Proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Annual General Meeting.
2. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two Proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two Proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes. If you appoint two Proxies neither Proxy is entitled to vote on a show of hands.
3. A proxy need not be a shareholder of the Company.
4. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
5. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.
6. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Annual General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

7. Signing Instructions

You must sign this form as follows in the spaces provided:

- | | |
|---------------------------|--|
| Individual: | Where the holding is in one name, the holder must sign. |
| Joint Holding: | Where the holding is in more than one name, all of the shareholders should sign. |
| Power of Attorney: | If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form. |
| Companies: | Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person.

If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone.

Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. |

8. Receipt of Proxy Forms

To be valid this Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below no later than **4.00pm** on Wednesday, 19 November 2008 (48 hours before the commencement of the meeting). Proxy forms may be lodged by facsimile transmission. Any Proxy Form received after that time will not be valid for the scheduled meeting. If you require further information on how to complete this Proxy Form, please call **The CFO Solution** on **(03) 9824 5254**

Hand deliveries - The CFO Solution, Suite 1, 1233 High Street, Armadale, Victoria, 3143

Postal address - PO Box 8694, Armadale, Victoria, 3143

Fax number (within Australia):

(03) 9822 7735

Fax number (from overseas):

+613 9822 7735