



## ASX ANNOUNCEMENT

### ANAGENICS LIMITED (ASX: AN1) – Extraordinary General Meeting

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**SYDNEY, Wednesday, 13 March 2024**

Anagenics Limited (ASX: AN1) (**Anagenics** or the **Company**), advises that the following documents, in relation to an Extraordinary General Meeting, were dispatched to Shareholders today in accordance with their communication preference:

- Letter to Shareholders;
- Notice of Annual General Meeting; and
- Proxy Form

Approved for release by the Company Secretary of Anagenics Limited.

Investor Enquiries:

**Karen Matthews**  
**CEO**  
**+61 412 308 263**  
**info@anagenics.com**

#### **Anagenics Limited (ASX: AN1)**

Anagenics is a health and beauty-tech business growing shareholder value through the global distribution and sales of its proprietary and licensed brands of differentiated, clinically validated anti-aging solutions. BLC Cosmetics Pty Ltd is Anagenics' wholly owned subsidiary focused on sales and distribution of leading Australian and international brands of cosmetic and wellness products. Advangen Pty Ltd is Anagenics' wholly owned subsidiary engaged in the development and sale of proprietary first in class, best in class, clinically validated products for hair, skin and body. For further information, please see [www.anagenics.com](http://www.anagenics.com) and [www.evolisproducts.com.au](http://www.evolisproducts.com.au).

# ANAGENICS

13 March 2024

Dear Shareholder

## Extraordinary General Meeting – Letter to Shareholders

**Anagenics Limited** (ASX: AN1) (“**Anagenics**” or the “**Company**”) advises that its Extraordinary General Meeting (**Meeting**) will be held at 11.00am on Thursday, 11 April 2024 at Level 5, 126 Phillip Street, Sydney NSW 2000.

In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://anagenics.com/investors/asx-announcements/2024-asx-announcements/>.

Alternatively, the Notice will also be available on the Company’s ASX market announcements page (ASX: AN1).

### Your vote is important

The business of the Meeting affects your shareholding, and your vote is important. To vote in person, attend the Meeting on the date and at the place set out above.

To vote by proxy please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
<b>By post</b>	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

**The Chair intends to vote all open proxies in favour of all resolutions, where permitted.**

Yours faithfully

Matthew Dudek  
Company Secretary

**Anagenics Limited**

Suite 204, Level 2  
55 Clarence Street  
Sydney NSW 2000  
ACN: 111 304 119

<https://anagenics.com/>

ANAGENICS

# ANAGENICS LIMITED

## **Notice of Extraordinary General Meeting**

Explanatory Statement | Proxy Form

Thursday, 11 April 2024

**11:00AM (Sydney time)**

**Address**

Level 5, 126 Phillip Street, Sydney NSW 2000

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## Venue and Voting Information

The General Meeting of Shareholders to which this Notice of Meeting relates will be held at 11:00am (Sydney time) on Thursday, 11 April 2024 at Level 5, 126 Phillip Street, Sydney NSW 2000 (**Meeting**).

### Your vote is important

The business of the General Meeting affects your shareholding and your vote is important. Shareholders are encouraged to attend or, if unable to attend, vote on the resolutions proposed by appointing a proxy or using other means included in this Notice.

### Voting in person

To vote in person, attend the General Meeting on the date and at the place set out above.

### Voting by proxy

To vote by proxy, please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.  For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-General Meetings/">https://www.automicgroup.com.au/virtual-General Meetings/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	<a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on each of the Resolutions by marking either **For**, **Against** or **Abstain** on the voting form for each item of business.

Pursuant to section 250BB of the Corporations Act, an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the Resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Under section 250BC of the Corporations Act, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at a meeting of a company's members;
- (b) the appointed proxy is not the Chair of the meeting;
- (c) at the meeting, a poll is duly demanded on the Resolution; and
- (d) either of the following applies:
  - (i) the proxy is not recorded as attending the meeting; or
  - (ii) the proxy does not vote on the resolution,the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at the meeting.

Please note that if the Chair of the Meeting is appointed as your proxy (or becomes your proxy by default), you expressly authorise the Chair to exercise your proxy on the Resolutions even though they may be connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company, which includes the Chair. If you appoint the Chair as your proxy you can direct the Chair to vote for or against or abstain from voting on any of Resolutions by marking the appropriate box on the Proxy Form.

The Chair intends to vote all open proxies **in favour** of all Resolutions, where permitted.

## Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

## Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

## Important notice

This Notice of Meeting is given based on circumstances as at the date of its public release to ASX. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://anagenics.com/>. Shareholders are encouraged to monitor the ASX announcements platform and the Company's website.

# Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of Anagenics Limited ACN 111 304 119 will be held at 11:00am (Sydney time) on Thursday, 11 April 2024 at Level 5, 126 Phillip Street, Sydney NSW 2000 (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7:00pm (Sydney time) on Tuesday, 9 April 2024.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## Resolutions

### 1. **Resolution 1** – Ratification of issue of Tranche 1 Placement Shares

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 40,355,000 Shares to sophisticated, professional and institutional investors under Tranche 1 of the Placement, details of which are set out in the Explanatory Statement, be ratified by Shareholders."*

A voting exclusion statement applies to this Resolution. Please see below.

### 2. **Resolution 2** – Approval to issue Placement Shares to Hancock & Gore Ltd

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of 24,687,500 Shares to Hancock & Gore Ltd, a person who is, or was at any time in the 6 months before the proposed issue, a substantial (30%+) holder of Shares in the Company, on the same terms as Shares were issued under Tranche 1 of the Placement, details of which are set out in the Explanatory Statement, be authorised and approved by Shareholders."*

A voting exclusion statement applies to this Resolution. Please see below.

### 3. **Resolution 3** – Approval to issue Placement Shares to H&G High Conviction Limited

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of 9,375,000 Shares to H&G High Conviction Limited, an associate of Hancock & Gore Ltd, on the same terms as Shares were issued under Tranche 1 of the Placement, details of which are set out in the Explanatory Statement, be authorised and approved by Shareholders."*

A voting exclusion statement applies to this Resolution. Please see below.

#### 4. **Resolution 4** – Approval to issue Placement Shares to Alexander (Sandy) Beard

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of 3,125,000 Shares to Mr Alexander (Sandy) Beard (and/or his nominee(s)), an associate of Hancock & Gore Ltd and a Director of the Company, on the same terms as Shares were issued under Tranche 1 of the Placement, details of which are set out in the Explanatory Statement, be authorised and approved by Shareholders.”*

A voting exclusion statement applies to this Resolution. Please see below.

#### 5. **Resolution 5** – Approval to issue Placement Shares to Angus Murnaghan

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of 937,500 Shares to Angus Murnaghan, an associate of Hancock & Gore Ltd, on the same terms as Shares were issued under Tranche 1 of the Placement, details of which are set out in the Explanatory Statement, be authorised and approved by Shareholders.”*

A voting exclusion statement applies to this Resolution. Please see below.

#### 6. **Resolution 6** – Approval to issue Placement Shares to Nicholas Atkinson

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of 937,500 Shares to Nicholas Atkinson, an associate of Hancock & Gore Ltd and H&G High Conviction Limited, on the same terms as Shares were issued under Tranche 1 of the Placement, details of which are set out in the Explanatory Statement, be authorised and approved by Shareholders.”*

A voting exclusion statement applies to this Resolution. Please see below.

#### 7. **Resolution 7** – Approval to issue Placement Shares to Phillip Christopher

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of 1,875,000 Shares to Mr Phillip Christopher (and/or his nominee(s)), a Director of the Company, on the same terms as Shares were issued under Tranche 1 of the Placement, details of which are set out in the Explanatory Statement, be authorised and approved by Shareholders.”*

A voting exclusion statement applies to this Resolution. Please see below.

## 8. **Resolution 8** – Approval to issue Placement Shares to Scott Greasley

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of 625,000 Shares to Mr Scott Greasley (and/or his nominee(s)), a Director of the Company, on the same terms as Shares were issued under Tranche 1 of the Placement, details of which are set out in the Explanatory Statement, be authorised and approved by Shareholders."*

A voting exclusion statement applies to this Resolution. Please see below.

## 9. **Resolution 9** – Approval to issue Placement Shares to Karen Matthews

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of 625,000 Shares to Ms Karen Matthews (and/or her nominee(s)), a Director of the Company, on the same terms as Shares were issued under Tranche 1 of the Placement, details of which are set out in the Explanatory Statement, be authorised and approved by Shareholders."*

A voting exclusion statement applies to this Resolution. Please see below.

## 10. **Resolution 10** – Approval to issue Options to the Lead Manager

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 3,500,000 options exercisable at \$0.032 on or before 11 April 2026 to Bell Potter Securities Limited (and/or its nominee), details of which are set out in the Explanatory Statement, be authorised and approved by Shareholders."*

A voting exclusion statement applies to this Resolution. Please see below.



## Voting Exclusion

The Company will disregard any votes cast on Resolutions 1 to 10 (inclusive) in contravention of sections 250BD or 250R of the Corporations Act.

In accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of the following Resolutions by or on behalf of:

<b>Resolution</b>	<b>Voting Exclusion</b>
Resolution 1	Tranche 1 Placement participants (or their nominee(s)) and any of their Associates.
Resolutions 2 - 9	The relevant Tranche 2 Placement participant who is to receive the securities in question, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of Shares in the Company), and any of their Associates.
Resolution 10	The Lead Manager who is to receive the securities in question, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of Shares in the Company), and any of their Associates.

However, the voting exclusions do not apply to a vote cast in favour of a Resolution by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **BY ORDER OF THE BOARD**

**Matthew Dudek**  
Company Secretary

# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 11:00am (Sydney time) on Thursday, 11 April 2024 at Level 5, 126 Phillip Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether to pass the Resolutions in the Notice of Meeting. Other than the information set out in this Explanatory Statement, the Directors believe that there is no other information that could reasonably be required by Shareholders to consider the Resolutions.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the General Meeting are set out below.

## Background to the Resolutions

### Overview

1. On 7 February 2024, the Company announced a placement of new fully paid ordinary shares to raise approximately \$1.3m (before costs) at an issue price of \$0.016 per Share (**Placement**).
2. The Placement consisted of the issue of Shares in two tranches:
  - (a) Tranche 1: an unconditional placement of 40,355,000 Shares (in aggregate) to sophisticated, professional and institutional investors within the Company's placement capacity under Listing Rules 7.1A and 7.1 to raise approximately \$0.6m (**Tranche 1**); and
  - (b) Tranche 2: a conditional placement of 42,187,500 Shares (in aggregate) to substantial shareholders of the Company, Directors of the Company and, subject to shareholder approval, to raise approximately \$0.7m (**Tranche 2**).
3. On 15 February 2024, the Company completed the issue of Shares under Tranche 1 as follows:
  - (a) 37,877,786 Shares were issued within the Company's placement capacity under Listing Rule 7.1A; and
  - (b) 2,477,214 Shares were issued within the Company's placement capacity under Listing Rule 7.1.
4. The Company seeks to ratify the issue of Shares under Tranche 1 at the Meeting – see Resolution 1.
5. Hancock & Gore Ltd (ASX: HNG) (**HNG**) is an investment company whose shares are on listed on the ASX. H&G High Conviction Limited (ASX: HCF) (**HCF**) is an investment company whose shares on listed on the ASX. HNG Investment Management Ltd, a wholly owned subsidiary of HNG, manages HCF. HNG and HCF are associated substantial shareholders in the Company with a relevant interest of approximately 41.86% as at the date of this Notice.
6. As further described in this Explanatory Statement, the Company understands that Sandy Beard, Angus Murnaghan and Nicholas Atkinson are also associates of HNG. The Company seeks Shareholder approval for HNG, HCF, Sandy Beard, Angus Murnaghan and Nicholas Atkinson to participate in the Placement – see Resolutions 2 to 6.

7. In addition to Sandy Beard, the other Directors of the Company are Phillip Christopher, Scott Greasley and Karen Matthews. The Company seeks Shareholder approval for Phillip Christopher, Scott Greasley and Karen Matthews to participate in the Placement – see Resolutions 7 to 9.
8. The issue of Shares under Tranche 2 will, if approved, be undertaken on the same terms as the issue of Shares to participants in Tranche 1.
9. Bell Potter Securities Limited (**Lead Manager**) acted as lead manager, bookrunner and agent of the Company in connection with the Placement.
10. In connection with the engagement of the Lead Manager, the Company has agreed to issue 3,500,000 Options exercisable at \$0.032 on or before 11 April 2026 to the Lead Manager (or its nominee/s), subject to shareholder approval. The Company seeks approval to issue the Options to the Lead Manager – see Resolution 10.

#### **Use of funds raised under the Placement**

11. The Company intends to apply proceeds from the Placement (together with existing cash reserves) towards:
  - (a) future acquisition opportunities;
  - (b) cost-out initiatives and integration of previous acquisitions; and
  - (c) working capital and costs of the Placement.

Please refer to the investor presentation released by the Company to ASX in connection with the Placement on 7 February 2024 for further details.

#### **Effect of the Placement on the capital structure of the Company**

12. Assuming all Resolutions in this Notice of Meeting are approved and the Company completes the issue of Shares under Tranche 2 and the issue of Options to the Lead Manager, the capital structure of the Company will comprise:
  - (a) 461,320,360 Shares;
  - (b) 24,135,000 options to acquire Shares; and
  - (c) 10,000,000 performance rights convertible into Shares.

## Resolutions

### **Resolution 1 – Ratification of issue of Placement Shares**

#### **Background**

13. Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 of the issue of Shares under Tranche 1 which were issued within the Company's placement capacity under Listing Rules 7.1A and 7.1.
14. The prior approval of Shareholders was not required in respect of the issue of Shares under Tranche 1 as the issue did not exceed the Company's available capacity under Listing Rules 7.1 and 7.1A and no Shares were issued to any related party of the Company or other person who fell within the categories of Listing Rule 10.11.

#### **Listing Rules 7.1, 7.1A and 7.4**

15. Subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

16. Under Listing Rule 7.1A, an eligible entity can seek approval from its members by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% for the 12 months following that meeting. The Company obtained approval under Listing Rule 7.1A to increase its 15% limit by an extra 10% to 25% at its most recent annual general meeting on 27 November 2023 (the **10% Placement Facility**).
17. The issue of Shares under Tranche 1 does not fit within any of the exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively used up part of the 15% limit in Listing Rule 7.1 and all of the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.
18. Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule or Listing Rule 7.1A.
19. The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and Listing Rule 7.1A. Resolution 1 seeks Shareholder approval of the issue of Shares under Tranche 1 for the purpose of Listing Rule 7.4.

#### **Effect of Resolution 1**

20. If Resolution 1 is passed, the issue of Shares under Tranche 1 will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 (as extended to 25% under the 10% Placement Facility), effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the issue.
21. If Resolution 1 is not passed, the issue of Shares under Tranche 1 will be included in calculating the Company's 15% limit in Listing Rule 7.1 (as extended to 25% under the 10% Placement Facility), effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the issue.

#### **Information provided in accordance with Listing Rule 7.5**

22. For the purpose of Resolution 1, the following information is provided in accordance with Listing Rule 7.5:
  - (a) A total of 40,355,000 Shares were issued under Tranche 1 of which:
    - 37,877,786 Shares were issued under Listing Rule 7.1A; and
    - 2,477,214 Shares were issued under Listing Rule 7.1.
  - (b) The participants in Tranche 1 are sophisticated, professional and institutional investors who were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Tranche 1 from non-related parties.
  - (c) No related party of the Company, member of the Company's key management personnel or associate of any of such persons participated in Tranche 1.
  - (d) The price at which Shares were issued under Tranche 1 was \$0.016 per Share. The Company raised a total of \$645,680 (before costs) under Tranche 1.
  - (e) The Shares issued under Tranche 1 were fully paid ordinary shares and ranked equally in all respects with the Company's other Shares on issue.
  - (f) The Shares issued under Tranche 1 were issued on 15 February 2024.
  - (g) The proceeds of the Placement will be used as set out in section 11 of this

Explanatory Statement.

- (h) A voting exclusion statement in relation to Resolution 1 is included in the Notice of Meeting.

## **Resolutions 2 to 6 – Approval to issue Shares to HNG and its associates**

### **Background**

23. Resolution 2 seeks Shareholder approval for the issue of 24,687,500 Shares to HNG (or its nominee(s)), a substantial (30%+) holder of Shares in the Company, at \$0.016 each to raise \$395,000.
24. Resolution 3 seeks Shareholder approval for the issue of 9,375,000 Shares to HCF (or its nominee(s)), an associate of HNG, at \$0.016 each to raise \$150,000.
25. Resolution 4 seeks Shareholder approval for the issue of 3,125,000 Shares to Sandy Beard (or his nominee(s)), an associate of HNG and Director of the Company, at \$0.016 each to raise \$50,000.
26. Resolution 5 seeks Shareholder approval for the issue of 937,500 Shares to Angus Murnaghan (or his nominee(s)), an associate of HNG, at \$0.016 each to raise \$15,000.
27. Resolution 6 seeks Shareholder approval for the issue of 937,500 Shares to Nicholas Atkinson (or his nominee(s)), an associate of HNG and HCF, at \$0.016 each to raise \$15,000.
28. Subject to approval of Resolutions 2 to 6, the Shares to be issued to those persons named above (or their respective nominee(s)) under Tranche 2 will be issued on the same terms as Shares issued to participants in Tranche 1.

### **Listing Rule 10.11**

29. Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:
- (a) Listing Rule 10.11.1: a related party of the company;
  - (b) Listing Rule 10.11.2: a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
  - (c) Listing Rule 10.11.3: a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
  - (d) Listing Rule 10.11.4: an associate of a person referred to in paragraphs (a) to (c) above; or
  - (e) Listing Rule 10.11.5: a person whose relationship with the company or a person referred to in paragraphs (a) to (d) above, is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders.

### **HNG**

30. Immediately prior to completion of Tranche 1, HNG held Shares representing approximately 33.61% in the Company. After the completion of Tranche 1 (and as at the date of this Notice), the shareholding of HNG was diluted to approximately 30.38%
31. As at the date of this Notice and at all times in the 6 months prior to the proposed issue of Shares under Tranche 2, HNG (in its own right) has held Shares representing 30%+ in the Company.

32. The issue of Shares to HNG as proposed by Resolution 2 falls within Listing Rule 10.11.2 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

#### **HCF**

33. Immediately prior to completion of Tranche 1, HCF held Shares representing approximately 12.71% in the Company. After the completion of Tranche 1, the shareholding of HCF was diluted to approximately 11.48%

#### **Sandy Beard, Angus Murnaghan and Nicholas Atkinson**

34. None of Sandy Beard, Angus Murnaghan or Nicholas Atkinson (directly or through any controlled entity) hold Shares in the Company as at the date of this Notice.

#### **Associates of HNG**

35. The Company has been informed that, for the purposes of the 'associate' definition in the Listing Rules:
- (a) HCF is an associate of HNG as it is managed by HNG Investment Management Ltd, a wholly owned subsidiary of HNG;
  - (b) Sandy Beard is an associate of HNG as he is a director of HNG and there may be circumstances in which he acts, or may propose to act, in concert with HNG in relation to the affairs of the Company;
  - (c) Angus Murnaghan is an associate of HNG as he is a director of HNG and there may be circumstances in which he acts, or may propose to act, in concert with HNG in relation to the affairs of the Company; and
  - (d) Nicholas Atkinson is an associate of HNG as he is a director of HCF and there may be circumstances in which he acts, or may propose to act, in concert with HNG and/or HCF in relation to the affairs of the Company.
36. As the Company understands that each of HCF, Sandy Beard, Angus Murnaghan and Nicholas Atkinson is an associate of HNG, a substantial holder in the Company, the issue of Shares to the associates of HNG as proposed by Resolutions 3 to 6 falls within Listing Rules 10.11.4 in relation to all of the associates and, in addition, Listing Rule 10.11.1 in relation to Sandy Beard, a Director of the Company, and does not fall within any of the exceptions in Listing Rule 10.12. Each of those Resolutions therefore requires the approval of Shareholders under Listing Rule 10.11.

#### **Effect of Resolutions 2 to 6**

37. Resolutions 2 to 6 seek Shareholder approval for the issue of Shares to HNG, HCF, Sandy Beard, Angus Murnaghan and Nicholas Atkinson for the purpose of Listing Rule 10.11. If Resolutions 2 to 6 (or any of them) are passed, the Company will be able to proceed with the issue of Shares as proposed by the relevant approved Resolution/s. If Resolutions 2 to 6 (or any of them) are not passed, the Company will not be able to proceed with the issue of Shares as proposed by the relevant rejected Resolution/s.

#### **Relevant interest of HNG and its associates**

38. If Resolutions 2 to 6 are approved and the Company completes the corresponding issue of Shares to HNG, HCF, Sandy Beard, Angus Murnaghan and Nicholas Atkinson under Tranche 2, the potential change in voting power of HNG and its associates is represented in the table as follows:

	Existing shareholding	Current voting power	Proposed Tranche 2 issue	Shareholding after Tranche 2	Voting power after Tranche 2
<u>HNG and its associates</u>					
Hancock & Gore Ltd	127,315,148	30.38%	24,687,500	152,002,648	32.95%
H&G High Conviction Limited	48,129,542	11.48%	9,375,000	57,504,542	12.47%
Sandy Beard	Nil	Nil	3,125,000	3,125,000	0.68%
Angus Murnaghan	Nil	Nil	937,500	937,500	0.20%
Nicholas Atkinson	Nil	Nil	937,500	937,500	0.20%
<b>Total for HNG and its Associates</b>	<b>175,444,690</b>	<b>41.86%</b>	<b>39,062,500</b>	<b>214,507,190</b>	<b>46.50%</b>
<u>All remaining Shareholders</u>					
All remaining Shareholders	243,688,170	58.14%	3,125,000	246,813,170	53.50%
<u>All Shareholders</u>					
<b>Total for all Shareholders</b>	<b>419,132,860</b>	<b>100%</b>	<b>42,187,500</b>	<b>461,320,360</b>	<b>100%</b>

**Notes:**

- The shareholding and voting power after Tranche 2 assumes that all Shares are issued under Tranche 2.
- The percentages in this table have been rounded and there may be some deviation between the percentages and the actual total voting power because of that rounding.
- The shareholdings and voting power in the table assume that no Options on issue in the Company are exercised. Any exercise of Options (none of which are held by HNG or its associates) would dilute the shareholding and voting power of HNG and its associates.

**Corporations Act implications – creep exception**

39. Under item 9 of section 611 of the Corporations Act, a person who has a relevant interest in over 20%, but less than 90%, of the voting securities of a listed company can, without obtaining prior shareholder approval, acquire further relevant interests in voting securities that would increase their holding by no more than 3% above the percentage that they held 6 months before that acquisition (the “**3% creep exception**”).
40. As at 11 October 2023, being six months prior to the anticipated date of issue of Shares under Tranche 2, the Shares held by HNG and its associates represented 47.40% of the total number of Shares on issue in the Company. The maximum relevant interest of HNG and its associates to remain within the 3% creep exception would therefore be 50.40%.
41. As set out in the table above, if Resolutions 2 to 6 are approved and Tranche 2 is completed, the relevant interest of HNG will be 46.50%, which is an effective reduction of voting power from the level held six months prior to completion of Tranche 2. Accordingly, the proposed issue of Shares to HNG and its associates under Tranche 2 does not trigger the 3% creep exception.



### **Information provided in accordance with Listing Rule 10.13**

42. For the purpose of Resolutions 2 to 6, the following information is provided in accordance with Listing Rule 10.13:
- (a) The Shares will be issued to the following persons:
    - HNG (or its nominee/s) under Resolution 2;
    - HCF (or its nominee/s) under Resolution 3;
    - Sandy Beard (or his nominee/s) under Resolution 4;
    - Angus Murnaghan (or his nominee/s) under Resolution 5; and
    - Nicholas Atkinson (or his nominee/s) under Resolution 6.
  - (b) HNG falls within the category set out in Listing Rule 10.11.2 as HNG is a substantial (30%+) holder in the Company.
  - (c) HCF, Sandy Beard, Angus Murnaghan and Nicholas Atkinson fall within the category set out in Listing Rule 10.11.4 as the Company understands that they are associates of HNG. Sandy Beard also falls within the category set out in Listing Rule 10.11.1 as he is a Director of the Company.
  - (d) The Shares issued will be fully paid ordinary shares and rank equally in all respects with the Company's other Shares on issue.
  - (e) The Shares are expected to be issued on or around 11 April 2024 and, in any event, will be issued within one month of the date of the Meeting.
  - (f) The issue price of the Shares is \$0.016 each, being the same price as all other Shares in the Placement.
  - (g) The purpose of the issue of the Shares under Resolutions 2 to 6 is to enable HNG and its associates to continue to support the Company through participation in the Placement.
  - (h) Proceeds raised by the issue of Shares under Resolutions 2 to 6 will be used as described in section 11 above.
  - (i) A voting exclusion statement in relation to Resolutions 2 to 6 is included in the Notice of Meeting.
43. Approval pursuant to Listing Rule 7.1 is not required for the issue of Shares under Resolutions 2 to 6 as approval is being obtained under Listing Rule 10.11. Accordingly, if approved, the issue of Shares under Resolutions 2 to 6 will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

## **Resolutions 7 to 9 – Approval to issue Shares to Directors**

### **Background**

44. Resolution 7 seeks Shareholder approval for the issue of 1,875,000 Shares to Phillip Christopher (or his nominee(s)), a Director of the Company, at \$0.016 each to raise \$30,000.
45. Resolution 8 seeks Shareholder approval for the issue of 625,000 Shares to Scott Greasley (or his nominee(s)), a Director of the Company, at \$0.016 each to raise \$10,000.
46. Resolution 9 seeks Shareholder approval for the issue of 625,000 Shares to Karen Matthews (or her nominee(s)), a Director of the Company, at \$0.016 each to raise \$10,000.



47. Subject to approval of Resolutions 7 to 9, the Shares to be issued to those persons named above (or their respective nominee(s)) under Tranche 2 will be issued on the same terms as Shares issued to participants in Tranche 1.

#### **Listing Rule 10.11**

48. A summary of Listing Rule 10.11 is set out above.
49. Phillip Christopher, Scott Greasley and Karen Matthews are related parties of the Company by virtue of being Directors. The proposed issue of Shares under Resolutions 7 to 9 falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

#### **Effect of Resolutions 7 to 9**

50. Resolutions 7 to 9 seek Shareholder approval for the issue of Shares to Phillip Christopher, Scott Greasley and Karen Matthews (or their respective nominee/s). If Resolutions 7 to 9 (or any of them) are passed, the Company will be able to proceed with the issue of Shares as proposed by the relevant approved Resolution/s. If Resolutions 7 to 9 (or any of them) are not passed, the Company will not be able to proceed with the issue of Shares as proposed by the relevant rejected Resolution/s.

#### **Chapter 2E of the Corporations Act**

51. For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:
- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
  - (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The participation of the Directors in Tranche 2 involves the granting of a financial benefit and each Director is a related party of the Company by virtue of being a Director.

52. Section 210 of the Corporations Act provides that shareholder approval under section 208 is not required if the financial benefit to be provided to the related party is on terms that would be reasonable in the circumstances if the company and the related party were dealing at arm's length, or are less favourable than those terms.
53. The issue of Shares to the Directors is being undertaken on the same terms as the other non-related party participants in Tranche 1 and Tranche 2 of the Placement - so, the issue of the Shares to the Directors falls within the "arm's length exception" as set out in section 210 of the Corporations Act. Accordingly, the Company is not required to seek Shareholder approval in respect of the issue of the Shares to the Directors under Chapter 2E of the Corporation Act and is only required to seek Shareholder approval for the purposes of Listing Rule 10.11 under Resolutions 4 and 7 to 9.

#### **Information provided in accordance with Listing Rule 10.13**

54. For the purpose of Resolutions 7 to 9, the following information is provided in accordance with Listing Rule 10.13:
- (a) The Shares will be issued to the following persons:
    - Phillip Christopher (or his nominee/s) under Resolution 7;
    - Scott Greasley (or his nominee/s) under Resolution 8; and
    - Karen Matthews (or her nominee/s) under Resolution 9.
  - (b) Each of Phillip Christopher, Scott Greasley and Karen Matthews falls within the

- category set out in Listing Rule 10.11.1 by virtue of being Directors of the Company.
- (c) The Shares issued will be fully paid ordinary shares and rank equally in all respects with the Company's other Shares on issue.
  - (d) The Shares are expected to be issued on or around 11 April 2024 and, in any event, will be issued within one month of the date of the Meeting.
  - (e) The issue price of the Shares is \$0.016 each, being the same price as all other Shares in the Placement.
  - (f) The purpose of the issue of the Shares under Resolutions 7 to 9 is to enable the Directors to participate in the Placement and support the Company in its capital raising activities.
  - (g) Proceeds raised by the issue of Shares under Resolutions 7 to 9 will be used as described in section 11 above.
  - (h) A voting exclusion statement in relation to Resolutions 7 to 9 is included in the Notice of Meeting.
55. Approval pursuant to Listing Rule 7.1 is not required for the issue of Shares under Resolutions 7 to 9 as approval is being obtained under Listing Rule 10.11. Accordingly, if approved, the issue of Shares under Resolutions 7 to 9 will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

## **Resolution 10 – Approval to issue Options to the Lead Manager**

### **Background**

56. Resolution 10 seeks Shareholder approval to issue Options to the Lead Managers (or its nominee(s)) in relation to its engagement as lead manager of the Placement.

### **Listing Rule 7.1**

57. A summary of ASX Listing Rule 7.1 is set out above.

### **Effect of the Resolution**

58. If Resolution 10 is passed, then the Company will be able to proceed with the issue of Options to the Lead Manager (or its nominee(s)) during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using up any part of the Company's placement capacity under Listing Rule 7.1.
59. If Resolution 5 is not passed, the Company will need to agree alternative form of compensation to the Lead Manager.

### **Information provided in accordance with Listing Rule 7.3**

60. For the purpose of Resolution 10, the following information is provided in accordance with Listing Rule 7.3
- (a) the Options will be issued to the Lead Manager (or its nominee(s));
  - (b) the maximum number of Options to be issued is 3,500,000;
  - (c) the Options will be issued on the terms and conditions set out in Schedule 1;
  - (d) the Options will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of all the Options will occur on the same date;
  - (e) the Options will be issued for nil cash consideration;

- (f) the purpose of the issue of the Options is as part of the compensation payable to the Lead Manager for acting act as lead manager, bookrunner and agent of the Company in connection with the Placement.

## Enquiries

Shareholders are asked to contact the Company Secretary on +61 (0) 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

# Glossary

**Acquisition** has the meaning provided in paragraph 13 of the Explanatory Statement.

**ASIC** means Australian Securities and Investment Commission.

**Associate** or **associate** (as the context requires) has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

**Company** means Anagenics Limited ACN 111 304 119.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Dollar** or "**\$**" means Australian dollars.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**General Meeting** or **Meeting** means a General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**HNG** means Hancock & Gore Ltd (ASX: HNG).

**HCF** means H&G High Conviction Limited (ASX: HCF).

**KMP** or **Key Management Personnel** means the key management personnel of the Company, as that term is defined in section 9 of the Corporations Act.

**Notice of Meeting** or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement.

**Option** means an option to acquire a Share.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Placement** means the placement of Shares as described in section 1 of the Explanatory Statement.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Resolutions** means the resolutions set out in this Notice of Meeting, and **Resolution** means any one of them.

**Securities** mean Shares and/or Options (as the context requires).

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**Share Registry** means Automic Pty Ltd.

**Tranche 1** means Tranche 1 of the Placement and has the meaning provided in section 2 of the Explanatory Statement.

**Tranche 2** means Tranche 2 of the Placement and has the meaning provided in section 2 of the Explanatory Statement.

## **Schedule 1 – Lead Manager Option Terms**

**(a) Entitlement**

Each Option entitles the holder to subscribe for one fully paid ordinary share in the capital of Anagenics Limited ACN 111 304 119 (**Share**) upon exercise of the Option.

**(b) Nil issue price**

No monies will be payable for the issue of the Options.

**(c) Exercise Price**

Subject to paragraph (l), the amount payable upon exercise of each Option will be \$0.032 (**Exercise Price**).

**(d) Expiry date**

Each Option will expire at 5:00 pm (Sydney time) on 11 April 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

**(e) Exercise period**

The Options are exercisable at any time during the period commencing on the date of issue of the Options and ending on the Expiry Date (**Exercise Period**).

**(f) Notice of exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

**(g) Exercise date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

**(h) Exercise quantity**

The Options may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.

**(i) Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all

such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options within the time required by the ASX Listing Rules.

**(j) Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

**(k) Quotation of Shares issued on exercise**

If the Company is admitted to the official list of ASX at the time Options are exercised, subject at all times to the ASX Listing Rules, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the ASX Listing Rules.

**(l) Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, then, subject to the Corporations Act and the ASX Listing Rules, the Options shall be reconstructed on the same basis so that the holder is not prejudiced by such reconstruction of the Company's issued share capital. Any calculations or adjustments which are required to be made will be made by the board of the Company and will, in the absence of manifest error, be final and conclusive and binding on the Company and the holder of an Option.

**(m) Rights attaching to Options**

Prior to exercise:

- (i) an Option does not confer any right to dividends;
- (ii) an Option does not confer any right on its holder to attend to general meetings of the Company, to vote or speak at any meeting or to receive reports provided to shareholders.

**(n) Participation in new issues and dividends**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options in respect of the Options unless those Options have been exercised before the record date for determining entitlements to the new issue of securities and the holder participates as a result of holding Shares. The Options will not give any right to participate in dividends until Shares are issued upon exercise of the relevant Options and the relevant dividend has a record date after the Shares are issued upon exercise.

**(o) Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

**(p) Unquoted**

The Company will not apply for quotation of the Options on ASX.

**(q) Restriction on dealing**

- (i) The holder of the Options must not sell, offer for sale, agree to sell, transfer, assign, encumber or grant or allow to exist any encumbrance, trust, option or other right in relation to the whole or any part of the Option or deal in any way with any right or obligation under this document (excluding appointing a nominee to hold the Options) unless the Company has provided its prior written consent (which must not be unreasonably withheld) or otherwise in accordance with the Constitution.
- (ii) In addition to the restriction in paragraph (q)(i), the holder of the Options must not sell, offer for sale, agree to sell, transfer, assign, encumber or grant or allow to exist any encumbrance, trust, option or other right in relation to the whole or any part of the Option or deal in any way with any right or obligation under this document if that dealing would cause the Company or the holder of the Option as applicable to breach or contravene any law, the ASX Listing Rules or any share trading policy.
- (iii) If any dealing with an Option breaches paragraphs (q)(i) or (q)(ii) it will be treated as void as against the Company and the members of the Company.

**(r) Costs, duties and taxes**

The Company is not responsible for any costs, duties or taxes that may become payable in connection with the issue of the Options or the issue of Shares on the exercise of Options, or in connection with any other dealing with, the Options.

**(s) Amendments**

Save where expressly provided otherwise, these Option terms may only be amended by written agreement between the Company and the holder of the Options.



Your proxy voting instruction must be received by **11.00am (AEST) on Tuesday, 09 April 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au/>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

