

**THIS IS AN IMPORTANT DOCUMENT
AND REQUIRES YOUR ATTENTION**

ANAGENICS LIMITED

ACN 111 304 119

NOTICE OF GENERAL MEETING and EXPLANATORY STATEMENT

Notice is given that the General Meeting will be held at:

TIME: 10:00am (Sydney time)
DATE: Thursday, 3 April 2025
PLACE: Suite 204, Level 2, 55 Clarence Street
Sydney NSW 2000

**This Notice of Meeting should be read in its entirety.
If Shareholders are in any doubt as to how they should vote, they should seek advice from
their professional advisers prior to voting.**

**Should you wish to discuss the matters set out in this Notice of Meeting please do not hesitate
to contact the Company on (+61 2) 9221 6830**

ANAGENICS LIMITED

ACN 111 304 119

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of the Shareholders of **Anagenics Limited (ACN 111 304 119) ("Company")** will be held at Suite 204, Level 2, 55 Clarence Street, Sydney NSW 2000 on Thursday, 3 April 2025 at 10:00am (Sydney time).

An Explanatory Statement accompanies this Notice of Meeting to provide Shareholders with information to enable them to make an informed decision regarding the resolutions set out in this Notice of Meeting. The Explanatory Statement is to be read in conjunction with this Notice of Meeting.

AGENDA

1. RESOLUTION 1 – ISSUE OF SHARES TO FOS CAPITAL LIMITED IN LIEU OF FEES PAYABLE

To consider, and if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1, and for all other purposes, approval is given for the issue by the Company of 35,000,000 fully paid ordinary shares in the Company, at \$0.01 (1 cent) per share, to FOS Capital Limited on the terms and conditions set out in the Explanatory Statement"

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution:

- (a) by or on behalf of FOS Capital Limited (or its nominee(s)) or any other person who will obtain a material benefit as a result of the proposed issue, other than a benefit solely by reason of being a Shareholder; and
- (b) by any associates of those persons.

However, the Company will not disregard a vote cast on in favour of this Resolution:

- (c) by a person as a proxy or attorney for a person who is entitled to vote on this resolution, in accordance with the directions given to the proxy or attorney to vote on this resolution in that way; or
- (d) by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the chair to vote on this resolution as the chair decides; or
- (e) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 this resolution; and
 - (ii) the holder votes on this resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board:

Alexander Beard

Non-executive Chairman

Dated: 27 February 2025

Voting in person

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

The Proxy Form must be signed by the member or the Shareholder's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.

To be effective, the Proxy Form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the General Meeting.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed;
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed; and
- The Chair intends to vote all undirected proxies in favour of the resolution, and if you appoint the Chair as your proxy and have not directed him how to vote, you are expressly authorising the Chair to cast your undirected proxy in accordance with this intention.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company on +61 2 9221 6830.

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ACN 111 304 119

EXPLANATORY STATEMENT

1 IMPORTANT NOTICE

The purpose of this Explanatory Statement is to provide Shareholders with an explanation of the business of the meeting and the resolutions proposed to be considered at the General Meeting to be held on Thursday 3 April 2025 at 10:00am (Sydney time) and to assist Shareholders in determining how they wish to vote on the resolutions.

2 RESOLUTION 1 –ISSUE OF SHARES TO FOS CAPITAL LIMITED IN LIEU OF FEES PAYABLE

Background – restructure of the Company

On 2 September 2024, the Company's securities were placed in trading halt pending the outcome of a strategic review and on 4 September 2024, the Company's securities were suspended from quotation to assist the Company to manage its continuous disclosure obligations pending an announcement in relation to a restructure of the business (**Restructure**).

Since its suspension, the Company has completed and announced to the market various Restructure workstreams with the objective of simplifying its business structure and achieving sustainable earnings, without interrupting its core sales operations, including:

- divestment of the loss-making Face Medi Group which completed on 16 October 2024;
- departure of Ms Karen Matthews as CEO on 8 October 2024 and as Executive Director on 31 October 2024;
- operational changes announced on 31 October 2024 and 2 December 2024, including:
 - reduction in total headcount (including staff and contractors) from 20 to 9;
 - replacement of IT & ERP systems to more cost-effective providers;
 - restructure of insurance policies;
 - exiting Chinese online sales channel; and
 - exiting leased offices at 55 Clarence St Sydney (which remains ongoing).

These initiatives have simplified the business without interrupting core sales operations and improved the Company's balance sheet.

As announced on 10 January 2025, the Company is engaged in discussions with ASX in relation to ending the suspension of the Company's securities from trading.

Purpose of Resolution

The Resolution seeks shareholder approval under ASX Listing Rule 7.1 for the Company to issue 35,000,000 fully paid ordinary shares at an issue price of \$0.01 per (1 cent) per share (**New Shares**) to FOS Capital Limited (**FOS**).

On 2 December 2024, the Company announced that it had engaged the services of ASX-listed FOS (ASX:FOS) on commercial and arms-length terms to undertake the Restructure of the Company described above and to provide administrative and warehousing services to replace the Company's internal functions (**FOS Services**).

FOS was selected by the Company's Board to provide the FOS Services because its management had the specific skills and resources to best facilitate and execute the restructure in the necessary short time frame.

The Company agreed to pay \$350,000 to FOS in consideration for the provision of the FOS Services, with such amount to be either paid in cash or satisfied through the issue of 35,000,000 fully paid ordinary shares at an issue price of \$0.01 per (1 cent) per share (**New Shares**). To preserve cash, the Board believes it is in the best interests of the Company, subject to Shareholder approval, to issue the New Shares to FOS.

ASX Listing Rules

In general terms, and subject to a number of exceptions, Listing Rule 7.1 imposes a 15% cap on the number of equity securities that can be issued by the Company without shareholder approval in any 12 month period.

As no exceptions apply, the issue of the New Shares to FOS will reduce the Company's 15% placement capacity available under Listing Rule 7.1. Accordingly, in order to preserve the Company's 15% placement capacity, the Company is seeking shareholder approval under ASX Listing Rule 7.1 for the issue of the New Shares.

Shareholder approval is not required under ASX Listing Rule 10.11, as FOS does not fall under any category set out in ASX Listing Rule 10.11.1 – 10.11.5.

Effect of shareholder approval (information required under ASX Listing Rule 14.1A)

If this Resolution is passed, the Company will be able to proceed with the issue of the New Shares to FOS and the New Shares will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under ASX Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the New Shares, meaning that the Company will be required to pay the \$350,000 in fees to FOS in cash.

Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3 the following information is provided in relation to this Resolution:

ASX Listing Rule 7.3	Disclosure
The name of the person to whom the securities are to be issued	FOS Capital Limited or its nominee.
The number and class of securities to be issued	35,000,000 fully paid ordinary shares in the Company.
The issue price of securities	\$0.01 (1 cent) per New Share.
The terms of the securities	The New Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing fully paid ordinary shares.
The date by which the Company will issue the securities	The New Shares will be issued within three months of the date of the General Meeting.
The purpose of the issue, including the intended use of funds raised	The purpose of the issue of the New Shares is to satisfy the Company's obligation to pay FOS \$350,000 in consideration for the provision of the FOS Services described above. Accordingly, no funds will be raised from the issue of the New Shares.

ASX Listing Rule 7.3**Disclosure****Summary of material terms of agreement**

The New Shares are being issued under the terms of a Services Agreement between the Company and FOS dated 2 December 2024, but commencing from 11 September 2024.

The material terms of the Services Agreement are as follows:

- **Services** – FOS to provide the FOS Services to the Company described above, comprising management of the Company's Restructure and provision of administrative and warehousing services to replace the Company's internal functions.
- **Term and termination** – FOS Services to be provided for an initial term of 3 months, then reverting to a month-to-month agreement, with 3 months' notice required for termination.
- **Incentive payment and fees** – the Company agreed to pay \$350,000 to FOS in consideration for the provision of the FOS Services, with such amount to be either paid in cash or through the issue of the New Shares. A monthly cash fee of \$15,000 is also payable to FOS by the Company.
- **If shareholders do not approve the issue of New Shares** – the parties have agreed that the \$350,000 will become payable in cash to FOS within 12 months from the date of the General Meeting.

No reverse takeover

The New Shares are not being issued under, or to fund, a reverse takeover.

Voting exclusion statement

A voting exclusion applies to this resolution – please see the notes to Resolution 1.

Effect on Share Capital

Assuming no options or performance rights are exercised or other securities in the Company are issued and all of the New Shares are issued, the number of Company shares on issue will increase from 461,320,360 (being the number of shares on issue as at the date of this Notice of Meeting) to 496,320,360 and the shareholding of existing Shareholders would be diluted by 7.59%.

Information regarding relationship between the Company and FOS

The Company notes that its Chair, Mr Alexander (Sandy) Beard, is also the Chair of FOS. Mr Beard is the Executive Chair of Hancock & Gore Limited (**H&G**), an ASX listed, active investment company which has a relevant interest in shares in the Company (45.41%) and FOS (16.36%).

H&G nominated Mr Beard to both the Company's and FOS' Boards to add value to, and to monitor, its investments. Where any conflict arises between his positions, Mr Beard acts for the Company in matters involving H&G and FOS and does not participate in H&G or FOS Board decisions involving the Company. Those decisions are made by the non-conflicted H&G and FOS directors.

The Company also notes that its Company Secretary, Mr Hemant Amin, is also the CFO and Company Secretary of FOS. The Company has no other commercial relationship with FOS, except that the Company rents surplus office space in its Clarence Street, Sydney office to FOS on a casual and ongoing basis on commercial terms for use by three of FOS' Sydney based employees.

Directors' Recommendation

The Directors of the Company (other than Mr Beard who has been excluded from Board decisions involving FOS due to his position as Chair of FOS) recommend that Shareholders **vote in favour** of this Resolution 1.

3 GLOSSARY

The following words and expressions used in the Notice of Meeting and Explanatory Statement have the following meanings unless the context requires otherwise:

ASX means ASX Limited ACN 008 624 691 or, as the context requires, the securities market operated by ASX Limited.

Board means the board of directors of the Company.

Company means Anagenics Limited ACN 111 304 119.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

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

FOS means FOS Capital Limited ACN 637 156 275.

FOS Services has the meaning given to that term in section 2 of the Explanatory Statement.

General Meeting means the general meeting of the Company to be held on Thursday, 3 April 2025 at 10.00am (Sydney time).

H&G means Hancock & Gore Limited ACN 009 657 961.

Listing Rules means the Listing Rules of the ASX.

New Shares means 35,000,000 fully paid ordinary shares to be issued to FOS at an issue price of \$0.01 per (1 cent) per share.

Notice of Meeting means this notice of meeting convening the General Meeting. It includes the Explanatory Statement and Proxy Form.

Proxy Form means the proxy form accompanying the Notice of Meeting.

Resolution means a resolution proposed in the Notice of Meeting.

Restructure has the meaning given to that term in section 2 of the Explanatory Statement.

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

Shareholder means a holder of Shares.

Your proxy voting instruction must be received by **10.00am (AEDT) on Tuesday, 1 April 2025**, 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 Key Management Personnel.

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://automicgroup.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.



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