

ANAGENICS

ASX ANNOUNCEMENT

NOTICE OF ANNUAL GENERAL MEETING AND RELATED DOCUMENTS

SYDNEY, Friday, 28 October 2022: The Board of Anagenics Limited (ASX: AN1) advises that the following documents, in relation to its Annual 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 Board of Directors.

Sandy Beard
Chairman
+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 and www.evolisproducts.com.au.

ANAGENICS

Dear Shareholder,

Annual General Meeting – Letter to Shareholders

Anagenics Limited (ASX: AN1) (“Anagenics” or the “Company”) advises that its Annual General Meeting (**Meeting**) will be held at 9.00am (AEDT) on Tuesday, 29 November 2022 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/2022-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:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah 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.
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

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,

Lee Tamplin
Company Secretary

Anagenics Limited

Suite 204, 55 Clarence Street

Sydney NSW 2000

ACN: 111 304 119

<https://anagenics.com/>

ANAGENICS

Anagenics Limited

Notice of 2022 Annual General Meeting

Explanatory Statement | Proxy Form

Tuesday, 29 November 2022

9.00AM AEDT

Address

Level 5, 126 Phillip Street

Sydney NSW 2000

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

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Important Information for Shareholders about the Company's 2022 AGM

This Notice is given based on circumstances as at 28 October 2022. 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 urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 9.00am (AEDT) on Tuesday, 29 November 2022 at Level 5, 126 Phillip Street, Sydney NSW 2000.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

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:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah 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 Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

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.**

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 provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Anagenics Limited ACN 111 304 119 will be held at 9.00am (AEDT) on Tuesday, 29 November 2022 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 Annual 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 Annual General Meeting are those who are registered Shareholders at 9.00am (AEDT) on 27 November 2022.

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

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. **Resolution 1 – Adoption of Remuneration Report**

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

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2022.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Re-election of Directors

2. **Resolution 2 – Re-election of Dr Martin Cross as a Director**

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

“That Dr Martin Cross, a Director who retires by rotation in accordance with the Company’s Constitution, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”

3. **Resolution 3 – Election of Mr Alexander Beard as a Director**

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

“That Mr Alexander Beard, a Director appointed as a non-executive Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

4. **Resolution 4** – Election of Mr Scott Greasley as a Director

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

“That Mr Scott Greasley, a Director appointed as an executive Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

Issues of Securities to Directors

5. **Resolution 5** – Approval of Issue of Director Fee Shares to Dennis Eck

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 Shareholders of the Company approve the issue and allotment of 245,098 fully paid ordinary shares to Dennis Eck, a Director of the Company (or his nominee) and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) Dennis Eck as the person who is to receive securities as a result of the proposed issue;
- (b) a 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 ordinary securities in the Company); and
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 5 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.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- (a) the proxy is either:
 - (i) a member of the Company’s Key Management Personnel; or
 - (ii) a closely related party of a member of the Company’s Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

6. **Resolution 6** – Approval of Issue of Performance Rights to Scott Greasley, a Director of the Company

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 Shareholders of the Company approve the issue and allotment of Performance Rights that provide the holder with the right to up to 10 million ordinary fully paid shares in the Company if certain conditions are met in accordance with the terms set out in Annexure A to Scott Greasley, a director of the Company, and the allotment of up to 10 million ordinary shares in the Company to Scott Greasley if the terms of the issue of the Performance Rights are satisfied, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a 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 ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 6 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.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

- (a) the proxy is either:

- (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.
- However, the above prohibition does not apply if:
- (a) the proxy is the Chair of the Meeting; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

ASX Listing Rule 7.1A (Additional 10% Capacity)

7. Resolution 7 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions 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 votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Other Company Resolutions

8. Resolution 8 – Amendment to Constitution

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

“That, for the purposes of section 136 of the Corporations Act and for all other purposes, approval is given that the constitution of the Company is amended in the manner set out in the Explanatory Statement, with effect from the conclusion of the meeting.”

BY ORDER OF THE BOARD

Lee Tamplin

Company Secretary

Dated: 28 October 2022

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 9.00am (AEDT) on Tuesday, 29 November 2022 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 or not to pass the Resolutions in the Notice of Meeting.

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 Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://anagenics.com>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 22 November 2022.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://anagenics.com>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2023 Annual General Meeting (**2023 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2023 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2023 AGM. All of the Directors who were in office when the 2023 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Directors' recommendation

Given the nature of this Resolution, the Board does not consider that it is appropriate to make a recommendation on how Shareholders should vote on this Resolution.

As noted in the Proxy Form, the Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

Re-election of Directors

Resolution 2 – Re-election of Dr Martin Cross as a Director

Clause 47.1 of the Company's Constitution requires that at the Company's annual general meeting, one third of the Directors shall retire from office. A Director shall not hold office for a period in excess of three years or past the third annual general meeting following his appointment. The retiring Directors must not include a Managing Director. The Directors to retire at the annual general meeting are those who have been in office the longest since their last election.

Dr Martin Cross was appointed a Director of the Company on 16 October 2017 and was last re-

elected as a Director at the 2020 AGM.

As the longest serving Director since his last re-election, Dr Martin Cross has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Dr Cross has over 35 years' experience working in the pharmaceutical and biotech industries primarily in all aspects of marketing, selling and business management. This included global roles at international headquarters of AstraZeneca and Novartis. Martin is the former Country President for Novartis Australia/NZ, Managing Director for Alphapharm (Viatris) Australia/NZ with extensive retail experience in pharmacies and was Chairman of both the Generics Industry Association and Medicines Australia. Martin is a Fellow of the Australian Institute of Company Directors.

Directors' recommendation

The Directors (excluding Dr Cross) recommend that Shareholders vote for this Resolution.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

Resolution 3 – Election of Mr Alexander (Sandy) Beard as a Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Mr Beard was appointed by the Company's existing Directors as an additional Director on 15 February 2022 and has served as a Director of the Company since that date. Under this Resolution, Mr Beard, being eligible seeks election as a Director of the Company at this AGM.

Sandy is a seasoned Company Director, Investor and Investment professional focussed on driving value from small cap ASX listed companies and private equity and early stage investments. He is a Fellow of the Institute of Chartered Accountants Australia and New Zealand and a member of the Australian Institute of Company Directors. He is Chairman and substantial holder in ASX Listed Hancock and Gore Limited ASX:HNG, a diversified investment company. Mr Beard is Chairman of ASX Listed FOS Capital ASX:FOS and Director of Centrepoin Alliance Limited ASX:CAF.

Directors' recommendation

The Directors (excluding Mr Beard) recommend that Shareholders vote for this Resolution.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

Resolution 4 – Election of Mr Scott Greasley as a Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Mr Greasley was appointed by the Company's existing Directors as an additional Director on 8 July 2022 and has served as a Director of the Company since that date. Under this Resolution, Mr Greasley, being eligible seeks election as a Director of the Company at this AGM.

Under this Resolution, Mr Scott Greasley seeks election as a Director of the Company at this AGM.

Scott has over 15 years' success across retail, ecommerce and wholesale within the branded

consumer segment. He led successful teams transforming underperforming markets across APAC, Asia and the Middle East into highly profitable regions. Scott's key offering is identifying and building market-leading consumer businesses that deliver significant EBITDA growth, with minimal investment. Scott has experience working in both private equity and ASX-listed environments.

Directors' recommendation

The Directors (excluding Mr Greasley) recommend that Shareholders vote for this Resolution.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

Issues of Securities to Directors

Resolution 5 – Approval of Issue of Director Fee Shares to Dennis Eck

Background

This Resolution seeks Shareholder approval to issue and allot 245,098 fully paid ordinary shares (**Director Fee Shares**) to Dennis Eck, in lieu of Directors' fees for the period 27 March 2022 to 26 March 2023.

Mr Eck was appointed as a Director of the Company on 26 March 2018. Under his agreed terms of appointment, Mr Eck agreed to receive his Directors' fees as shares in lieu of a cash payment subject to Shareholder approval being obtained.

Accordingly, Shareholder approval is being sought under this Resolution to issue the Director Fee Shares to Mr Eck. The number of Director Fee Shares proposed to be issued to Mr Eck has been calculated as follows:

Director	Average Annual Director Fees (AUD)	Deemed Issue price per share **	Number of Director Fee Shares
Dennis Eck	\$8,333.33 *	\$0.034	245,098

* During 2022 Mr Eck, along with his fellow Directors, agreed to freeze his Director Fees for a period of 6 months (April – September). As Mr Eck is retiring at the end of this AGM he is therefore owed fees for the months of October and November only. The value of shares being issued to Mr Eck is therefore \$8,333.33 being 2 months' worth of Mr Eck's annual Directors fee of \$50,000.

** The deemed issue price was calculated using the 30-day VWAP of the Company's Shares for the period 1 September 2022 to 12 October 2022.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) 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) an Associate of a person referred to in (a) to (c) above; and

- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Eck is a Director of the Company he is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue the Director Fee Shares to Mr Eck under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue and Mr Eck will be issued the Director Fee Shares.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and Mr Eck will not be issued with the Director Fee Shares. Instead, Mr Eck will receive his remuneration in cash.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Director Fee Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company (being Alexander Beard, Phillip Christopher, Martin Cross and Scott Greasley at the time) carefully considered the issue of these Director Fee Shares to Mr Eck and formed the view that the giving of this financial benefit to Mr Eck is reasonable remuneration, given the circumstances of the Company and the responsibilities to be held by Mr Eck as a Director of the Company.

In reaching this view, the following considerations were taken into account by the non-conflicted Directors:

- (a) the Director Fee Shares do not represent an incentive, but reflect the actual Director fees which are owed, or will be owed, to Mr Eck in accordance with his agreed terms of appointment;
- (b) the value of Mr Eck's fees (ordinarily \$50,000 per annum but for this period, \$8,333.33) are reasonable and in accordance with market practice;
- (c) the issue of Director Fee Shares is a cost effective and efficient method to remunerate Mr Eck for his services as a Director of the Company, as opposed to alternative forms of remuneration, such as the payment of cash; and
- (d) the issue of Director Fee Shares allows the Company to attract and maintain high quality professionals to the Board of the Company, without impacting the Company's cash reserves.

Accordingly, the non-conflicted Directors believe that the issue of Director Fee Shares to Mr Eck falls within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of the Director Fee Shares to Mr Eck requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Director Fee Shares to Dennis Eck is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee is Dennis Eck.
- (b) Dennis Eck is a Director of the Company and is therefore a related party of the Company and falls under category 10.11.1 of the Listing Rules.
- (c) The maximum number of Director Fee Shares to be issued is 245,098.
- (d) The Director Fee Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Director Fee Shares will be issued within one month of Shareholder approval being obtained by the Company (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
- (f) The Director Fee shares will be issued at a deemed issue price of \$0.034 per Director Fee Share.
- (g) Funds will not be raised from the issue of these Director Fee Shares as the issue is proposed to be made in consideration of the services provided by Mr Eck as a Director of the Company.
- (h) The current total remuneration package received by Mr Eck is \$50,000 per annum however for the period up to the date of his retirement is \$8,333.33 representing 2 months' of fees as Mr Eck, along with his fellow directors, agreed to a 6 month fee freeze for the period April to September.
- (i) A voting exclusion statement is set out in the Notice of Meeting above.

Directors' recommendation

The Directors (excluding Mr Eck) recommend that Shareholders vote for this Resolution.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

Resolution 6 – Approval of Issue of Performance Rights to Scott Greasley, a Director of the Company

Background

This Resolution seeks Shareholder approval to issue and allot Performance Rights that provide the holder with the right to up to 10 million ordinary fully paid shares in the Company if certain conditions are met in accordance with the terms set out in Annexure A to Scott Greasley, a Director of the Company, and the allotment of those shares if the terms of the issue are satisfied, (**Greasley Performance Rights**).

As set out in the announcement dated 8 July 2022, Scott Greasley joined the Board as an Executive Director effective 8 July 2022 and as a full-time employee from 1 September 2022. Scott is focused on executing the Company's strategy to achieve profitable growth including business development, mergers and acquisitions. The purpose of the proposed issue of the Greasley Performance Rights is to incentivise Scott to deliver on the Company's strategy.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) 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) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Scott Greasley is a director of the Company, he is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolutions seeks the required Shareholder approval to issue the Greasley Performance Rights to Scott Greasley under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue and Greasley Performance Rights will be issued.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and the Greasley Performance Rights will not be issued.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Greasley Performance Rights (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

As Scott Greasley is a director, he is a "related party" of the Company. Therefore, the proposed issue of the Greasley Performance Rights to Scott Greasley requires Shareholder approval under both Chapter 2E of the Corporations Act and Listing Rule 10.11 unless an exception applies.

The non-conflicted Directors of the Company (being Mr Sandy Beard, Dr Martin Cross, Mr Dennis Eck and Mr Phillip Christopher) carefully considered the issue of these Greasley Performance Rights to Scott Greasley and formed the view that the giving of this financial benefit as part of his

remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Greasley Performance Rights, and the responsibilities held by Scott Greasley in the Company. In particular, the issue of the ordinary shares under the Performance Rights is conditional upon key performance metrics, as detailed in Annexure A, being met.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Greasley Performance Rights to Scott Greasley falls within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act and rely on this exception for the purposes of this Resolution. Therefore, the proposed issue of the Greasley Performance Rights to Scott Greasley requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Greasley Performance Rights is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee is Scott Greasley.
- (b) Scott Greasley is a Director of the Company and therefore falls under category 10.14.1 of the Listing Rules.
- (c) The maximum number of Greasley Performance Rights to be issued is 10 million.
- (d) The material terms of the Greasley Performance Rights are set out in Annexure A of this Notice of Meeting.
- (e) The Greasley Performance Rights will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (f) The Greasley Performance Rights will be offered for nil cash consideration.
- (g) Funds will not be raised from the issue or exercise of the Greasley Performance Rights, as the issue is proposed to be made for the purposes of incentivising Scott Greasley to deliver on the Company’s growth strategy.
- (h) The current total remuneration package received by the relevant Director is \$300,000 per annum plus the Greasley Performance Rights.

Directors’ recommendation

The Directors (excluding Mr Greasley) recommend that Shareholders vote for this Resolution.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

ASX Listing Rule 7.1A

Resolution 7 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Listing Rule 7.1A enables an eligible entity to issue equity securities up to 10% of its issued capital over a 12 month period following Shareholder approval by way of a special resolution passed at its annual general meeting, which is additional to the entity’s 15% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As at 18 October 2022, the Company has a market capitalisation of approximately \$7.7 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote for the Company to have the additional 10% capacity.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit of both Listing Rules 7.1 and 7.1A.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities provided for in Listing Rule 7.1A and will remain subject to the 15% capacity limit.

Information required by ASX Listing Rule 7.3A

The following information is provided to Shareholders for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

Approval under Listing Rule 7.1A commences on the date of the annual general meeting at which approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which approval is obtained;
- (b) the time and date of the Company's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be in an existing quoted class of the Company's equity securities and issued for cash consideration which is not less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price of the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 can only be made for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period. Should the Company issue equity securities under Listing Rule 7.1A, the funds raised may be used for the following purposes:

- (a) to target possible merger and acquisition opportunities;
- (b) to accelerate revenue growth opportunities in its core markets and products; and
- (c) to invest in platform development to support (a) and (b) above as well as new horizon product development;

Risk of economic and voting dilution to existing ordinary Securityholders

There is a risk of economic and voting dilution to existing Shareholders under Listing Rule 7.1A that:

- (a) the market price for the Company's equity securities in that class may be significantly lower

on the issue date than on the date of approval under Listing Rule 7.1A; and

- (b) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Shareholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.0175 50% decrease in issue price	\$0.035 issue price ^(b)	\$0.07 100% increase in issue price
"A" is the number of shares on issue,^(a) being 221,021,303 Shares	10% voting dilution^(c)	22,102,130	22,102,130	22,102,130
	Funds raised	\$386,787	\$773,575	\$1,547,149
"A" is a 50% increase in shares on issue, being 331,531,954 Shares	10% voting dilution^(c)	33,153,195	33,153,195	33,153,195
	Funds raised	\$580,181	\$1,160,362	\$2,320,724
"A" is a 100% increase in shares on issue, being 442,042,606 Shares	10% voting dilution^(c)	44,204,260	44,204,260	44,204,260
	Funds raised	\$773,575	\$1,547,149	\$3,094,298

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 18 October 2022.
- (b) Based on the closing price of the Company's Shares on ASX as at 18 October 2022.
- (c) No options over Shares are exercised before the date of the issue of the equity securities.
- (d) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (e) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (f) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (g) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to

issue equity securities in relation to any parties, investors or existing Shareholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

In the 12 months preceding this AGM, the Company has not issued or agreed to issue any equity securities under Listing Rule 7.1A.2.

Directors' recommendation

The Directors recommend that Shareholders vote for this Resolution.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

Other Company Resolutions

Resolution 8 – Amendment to Constitution

The Board of the Company wishes to amend its existing Constitution so that the Company can in the future have the option to hold virtual general meetings using technology that gives the shareholders as a whole a reasonable opportunity to participate.

Accordingly, the Company has prepared an updated Constitution (**New Constitution**) which:

- Inserts a new clause 32.6 as follows:

Subject to Corporations Act, the Listing Rules and any applicable law:

- a meeting may be held at one or more venues using any technology that gives the shareholders as a whole a reasonable opportunity to participate;*
- a meeting may be hybrid (virtual and in-person) held at one or more venues using any technology that gives the shareholders as a whole a reasonable opportunity to participate; or*
- a meeting may be held virtually only using any technology that gives the shareholders as a whole a reasonable opportunity to participate; and*
- any reference to a "place" when used in the context of a meeting may be, but need not be, a physical place.*

If, before or during a general meeting of members, any technical difficulty occurs, such that the members as a whole do not have a reasonable opportunity to participate, the chair of the meeting may:

- adjourn the meeting until the technical difficulty is remedied; or*

(b) *where a quorum remains present (either at the place at which the chair is present or by technology contemplated by this clause) and able to participate, subject to the Corporations Act, continue the meeting (in which case no member may object to the meeting being held or continuing.*

- Inserts a new clause 35.5 as follows:

Participation in a hybrid or virtual meeting using any technology that gives the shareholders as a whole a reasonable opportunity to participate shall constitute presence in person or 'personally' at such meeting (including for the purpose of any quorum requirements in this Constitution);

Prior to the Meeting, a copy of the New Constitution is available for review by Shareholders at the Company's registered office during normal business hours. A copy of the New Constitution can also be sent to Shareholders of the Company upon a request being made to the Company Secretary at lee.tamplin@automicgroup.com.au. A complete signed copy of the New Constitution will be tabled at the Meeting.

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Professional Advice

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

Directors' recommendation

The Directors recommend that Shareholders vote for this Resolution.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

Enquiries

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

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2022 Annual Report to Shareholders for the period ended 30 June 2022 as lodged by the Company with ASX on 23 September 2022.

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

ASIC means Australian Securities and Investment Commission.

Associate 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.

Auditor's Report means the auditor's report of Pitcher Partners dated 24 August 2022 as included in the Annual Financial Report.

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.

Directors' Report means the report of Directors as included in the Annual Financial Report.

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

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

Incentive Plan means the employee incentive scheme entitled "Employee Incentive Plan" for which Shareholder approval is being sought for the adoption of under Resolution 8 of this Notice of Meeting.

Incentive Securities means the Securities that may be granted by the Company pursuant to the

terms of the Incentive Plan.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 28 October 2022 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into 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.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

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

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

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 Automatic Registry Services.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2021 AGM if more than 50% of the vote is in favour of the Spill Resolution (if it is put).

Spill Resolution means Resolution 9 which will be required to be put to Shareholders if more than 25% of the votes are cast against the adoption of the Remuneration Report (Resolution 1). If less than 25% of the votes are cast against the adoption of the Remuneration Report (Resolution 1) the Spill Resolution will be withdrawn.

Annexure A – Greasley Performance Rights

In addition to the details provided in the Explanatory Statement, the material terms of the Greasley Performance Rights are:

- (a) The Company will issue or transfer 5 million ordinary shares to Scott Greasley within 20 business days of the later of the 12 months after the commencement of Scott Greasley's employment or the FY 2023 accounts being finalised by the Company's auditor, provided that each of the following conditions are satisfied:
 - (i) the volume weighted average price for the Company's shares over the prior 3 months is equal to or greater than \$0.06;
 - (ii) the Company and its related bodies corporate (per the meaning given to that term in the Corporations Act) EBITDA for the 12 month period ending 30 June 2023 as calculated from the FY 2023 accounts (as adjusted by the Company to exclude transaction costs) is greater than \$0; and
 - (iii) Scott Greasley had not ceased to be employed or otherwise engaged by the Company or its related bodies corporate or given or received notice of termination of his employment or engagement with the Company or its related bodies corporate at the date that is 12 months after the commencement of Scott Greasley's employment.
- (b) The Company will issue or transfer 5 million ordinary shares to Scott Greasley within 20 business days of the later of the 24 months after the commencement of Scott Greasley's employment or the FY2024 accounts being finalised by the Company's auditor, provided that each of the following conditions are satisfied:
 - (i) the volume weighted average price for the Company's shares over the prior 3 months is equal to or greater than \$0.10;
 - (ii) the Company and its related bodies corporate (per the meaning given to that term in the Corporations Act) EBITDA for the 12 month period ending 30 June 2024 as calculated from the FY 2024 accounts (as adjusted by the Company to exclude transaction costs) is greater than \$1 million;
 - (iii) Scott Greasley had not ceased to be employed or otherwise engaged by the Company or its related bodies corporate or given or received notice of termination of his employment or engagement with the Company or its related bodies corporate at the date that is 12 months after the commencement of Scott Greasley's employment; and
 - (iv) Scott Greasley had not ceased to be employed or otherwise engaged by the Company or its related bodies corporate or given or received notice of termination of his employment or engagement with the Company or its related bodies corporate at the date that is 24 months after the commencement of Scott Greasley's employment.
- (c) the Performance Rights do not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
- (d) the Performance Rights are non-transferable (and consequently will not be quoted on ASX or any other exchange);
- (e) the Performance Rights do not entitle the holder to participate in the surplus profits or assets of the Company upon winding up;
- (f) if a change of control occurs, the number of Performance Rights that is equal to not more than 10% of the Shares on issue immediately following conversion under this paragraph will convert into an equivalent number of Shares;

- (g) the Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends; and
- (h) a Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]
 [EntityRegistrationDetailsLine2Envelope]
 [EntityRegistrationDetailsLine3Envelope]
 [EntityRegistrationDetailsLine4Envelope]
 [EntityRegistrationDetailsLine5Envelope]
 [EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
 [HolderNumber]

Your proxy voting instruction must be received by **9.00am (AEDT) on Sunday, 27 November 2022**, 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/#/login>

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:

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 Sydney NSW 2001

IN PERSON:

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 Sydney NSW 2000

BY EMAIL:

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