



GENETIC SIGNATURES LIMITED ACN 095 913 205

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of Genetic Signatures Limited (**GSS** or **Company**) will be held at:

Date	Wednesday, 20 November 2024
Time	9:00am (Sydney time)
Location	Allens Deutsche Bank Place Level 28, 126 Phillip Street Sydney, NSW 2000

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on the matters to be considered at the AGM. The Explanatory Memorandum and the proxy form are part of this Notice of Meeting.

A. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the financial year ended 30 June 2024.

Unless the Company's Share Registry has been notified otherwise, shareholders have not been sent a hard copy of the Annual Report. All shareholders can view the Annual Report which contains the Financial Report for the year ended 30 June 2024 on the Company's website at <https://geneticsignatures.com/au/investors/reports/>

B. QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of written questions submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

C. ITEMS FOR APPROVAL

Resolution 1: Re-election of Director– Mr Michael Aicher

To consider and, if thought fit, pass the following as an ordinary resolution of shareholders of the Company:

“That, Mr Michael Aicher who retires in accordance with clause 6.7 of the Company’s Constitution, having offered himself for election and being eligible, is re-elected as a Director of the Company.”

Resolution 2: Election of a Director – Ms Anne Lockwood

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

“That, Ms Anne Lockwood, who was appointed as a Director on 1 October 2024 and who in accordance with clause 6.2(b) of the Company’s Constitution holds office until this Annual General Meeting, and who offers herself for election, is elected as a Director of the Company.”

Resolution 3: Election of a Director – Dr Jenny Harry

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

“That, Dr Jenny Harry, who was appointed as a Director on 1 October 2024 and who in accordance with clause 6.2(b) of the Company’s Constitution holds office until this Annual General Meeting, and who offers herself for election, is elected as a Director of the Company.”

Resolution 4: Remuneration Report

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

“That, the Company’s Remuneration Report for the financial year ended 30 June 2024, as set out in the Directors’ Report, is adopted.”

The Remuneration Report is set out in the 2024 Annual Report (available at <https://geneticsignatures.com/au/investors/reports/>). Please note that, in accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a. a member of the KMP whose remuneration details are included in the 2024 Remuneration Report; and
- b. a Closely Related Party of such a KMP (including close family members and companies the KMP controls).

However, the Company need not disregard a vote by a person described above as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing and specifies the way the proxy is to vote (e.g., for, against, abstain) on the resolution; or
- b. the vote is cast by the chair of the meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 5: Ratification of Placement

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

“That for the purposes of ASX Listing Rule 7.4 and all other purposes, the issue of 8,000,000 Shares to participants in the Placement completed on 13 June 2024 at \$0.75 per Share and otherwise as described in the Explanatory Memorandum is ratified and approved.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- a. a person who participated in the Placement; or
- b. an associate of that person or such persons.

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

- a. 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
- b. 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
- c. 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 the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6: Approval of issue of shares to Michael Aicher (or nominee)

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the issue of 66,666 fully paid ordinary shares to Mr Michael Aicher (or his nominee) at \$0.75 per Share and otherwise on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice of Meeting.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- a. a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of, the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company; or
- b. an associate of that person or such persons.

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

- a. 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
- b. 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
- c. 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 the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7: Increase in Non-Executive Director fee pool

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

“That, in accordance with Rule 6.5 of the Company’s Constitution and ASX Listing Rule 10.17 and for all other purposes, the aggregate maximum amount of fees available to be paid by the Company to non-executive directors of the Company each financial year as remuneration for their services as directors (inclusive of superannuation), be increased to \$700,000 per financial year (being an increase of \$250,000), with effect on and from 1 January 2025, to be divided among the non-executive directors in such proportion and manner as they agree.”

Voting Exclusion Statement

In accordance with ASX Listing Rules, the Company will disregard any vote cast in favour of Resolution 7, by and on behalf of:

- a. a director of the Company; or
- b. an associate of that person or such persons.

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

- a. 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
- b. 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
- c. 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 the resolution; and

- ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8: Approval of Genetic Signatures Rights Plan

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

"That the shareholders approve the Company's Rights Plan for the purposes of ASX Listing Rule 7.2 Exception 13(b), sections 200B, 200E and 259B(2) of the Corporations Act 2001, and for all other purposes, as laid before the meeting, a copy of which is available for inspection at the registered office of the Company (during normal business hours)."

Voting Exclusion Statement

In accordance with ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- a. a person who is eligible to participate in the employee incentive scheme; or
- b. an associate of that person or such persons.

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

- a. 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
- b. 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
- c. 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 the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9: Approval for the issue of Options to a Director, Neil Gunn

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

"That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, the issue of 500,000 Options in the capital of the Company under the Genetic Signatures Limited Equity Incentive Plan to Neil Gunn, the terms of which are set out in the Explanatory Memorandum accompanying this Notice of Meeting, is approved."

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- a. a Director of the Company who is eligible to participate in the Genetic Signatures Limited Equity Incentive Plan; or
- b. an associate of any of those Directors.

However, this does not apply to a vote cast on Resolution 9 by:

- a. a person as 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 the resolution in that way; or
- b. the chair of the Meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction to the chair to vote on the resolution as the proxy decides; or
- c. 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 the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 9 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

D. OTHER INFORMATION

Entitlement to Attend and Vote

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) the Board has determined that persons eligible to attend and vote at the Meeting as a shareholder, are those who are registered shareholders of the Company as at 7.00pm (Sydney time) on Monday, 18 November 2024 (**Entitlement Time**) being two days before the Meeting.

This means that if you are not the registered holder of a share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting by Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney with the Company's

share registry, as an original or by facsimile, **no later than 9:00am (Sydney time) on Monday, 18 November 2024 (Proxy Deadline)**.

Proxy Forms may be submitted in one of the following ways:

- a. **Online** (preferred) via the Company's Share Registry website at www.votingonline.com.au/gssagm2024. Please refer to the Proxy Form for information; or
- b. **By fax** to Boardroom Pty Ltd on +61 2 9290 9655; or
- c. **By mail** to Boardroom Pty Ltd using the reply-paid envelope or GPO Box 3993, Sydney NSW 2001. Please allow sufficient time so that it reaches Boardroom Limited by the Proxy Deadline; or
- d. **By hand delivery** to Boardroom Pty Ltd at Level 8, 210 George Street, Sydney, NSW 2000 (during business hours, Monday to Friday 9.00am – 5.00pm).

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

Voting by Attorney

To vote by attorney at the Meeting, the original power of attorney or other authority (if any) under which the instrument is signed (or a certified copy of that power of attorney or other authority) must be received by the Company **no later than 9:00am (Sydney time) on Monday, 18 November 2024**, being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative.

IMPORTANT: If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 4, 7, 8 and 9, then by submitting the Proxy Form you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution, even though the resolution is connected, directly or indirectly, with the remuneration of the KMP. The Chairman intends to vote undirected proxies in favour of all Resolutions.

Shareholder Questions

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. If you wish to submit a question in writing to the Chairman or the Auditor, please email them to the Company Secretary, Karl Pechmann (karl.pechmann@geneticsignatures.com) by **5:00pm (Sydney time) on Wednesday, 13 November 2024**.

Questions will be collated, and during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

BY ORDER OF THE BOARD



Karl Pechmann
Company Secretary
18 October 2024

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held on Wednesday, 20 November 2024 at 9:00am (Sydney time).

The purpose of this Explanatory Memorandum is to provide shareholders with information that is reasonably required by shareholders to decide how to vote upon the resolutions.

The Directors unanimously recommend shareholders vote in favour of all Resolutions. For reasons of good governance, each Director respectively abstains where that Director has an interest in the outcome of a particular resolution and these interests are identified throughout this Explanatory Memorandum.

All resolutions are ordinary resolutions, which require a simple majority of votes cast by shareholders present and entitled to vote on the resolution. Resolution 4, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolution 1: Re-election of Director– Mr Michael Aicher

In accordance with clause 6.7 of the Constitution, Mr Michael Aicher retires and, being eligible, offers himself for re-election as a Director.

Mr Aicher was appointed as an Executive Director of the Company in January 2014.

Mr. Aicher has over 30 years of industry experience and was CEO and founder of National Genetics Institute (NGI) which was acquired by Laboratory Corporation of America, Inc. (LabCorp) in 2000. Mr. Aicher led LabCorp's Esoteric Business Units, which generated more than \$1 billion in annual revenue. Prior to NGI, Mr. Aicher served in a number of executive leadership roles at Central Diagnostics Laboratory. He currently serves as a director on boards of Roswell Biotechnologies and Techcyte.

He is certified by the University of California at Berkeley as a Global Biotechnology Executive and is a recipient of Ernst & Young's "Entrepreneur of the Year" award for emerging technologies. Mr. Aicher received a BS in Business Administration from the University of Redlands.

The Directors, excluding Mr Aicher, unanimously recommend that shareholders vote in favour of this Resolution 1.

Resolution 2: Election of Director – Ms Anne Lockwood

Ms Anne Lockwood was appointed as a Director on 1 October 2024 and who in accordance with clause 6.2(b) of the Company's Constitution holds office until this Annual General Meeting, and who offers herself for election, is elected as a Director of the Company. Ms Lockwood was appointed as a Non-Executive Director of the Company in October 2024.

Ms Lockwood, has over 30 years' experience in various finance, risk management and audit roles including deep experience in mergers and acquisitions across a range of industries. Mrs Lockwood is the former Chief Financial and Commercial Officer of ASX-listed Integral Diagnostics (ASX: IDX) and Chief Financial Officer of Planet Innovation Limited. Prior to this, Mrs Lockwood spent over 20 years in accounting and audit roles including 18 years at Arthur Andersen and EY.

Ms Lockwood is currently serving as a Non-Executive Director of Mayne Pharma Limited (ASX: MYX).

Ms Lockwood holds a Bachelor of Commerce degree with majors in accounting and law, is a chartered accountant, a fellow of Chartered Accountants Australia and New Zealand and a graduate of the Institute of Company Directors.

The Directors, excluding Ms Lockwood, unanimously recommend that shareholders vote in favour of this Resolution 2.

Resolution 3: Election of Director – Dr Jenny Harry

Dr Jenny Harry was appointed as a Director on 1 October 2024 and who in accordance with clause 6.2(b) of the Company's Constitution holds office until this Annual General Meeting, and who offers herself for election, is elected as a Director of the Company. Dr Harry was appointed as a Non-Executive Director of the Company in October 2024.

Dr Jenny Harry has had 25 years' experience in executive roles and as an independent Director in leading early-stage companies to develop and commercialise innovative products. She co-founded Proteome Systems Limited with the team who pioneered the scientific field of proteomics and commercialised a suite of disruptive technologies including reagents, instrumentation and software in Australia, the USA and Japan. As CEO of Tyrian Diagnostics Ltd she secured agreements with multi-national companies for the development and commercialisation of agricultural and clinical diagnostic products.

Jenny has served on the Boards of companies in the technology, pharmaceutical and creative industries. She is a Non-Executive Director of Neuren Pharmaceuticals Limited (ASX:NEU) and Aeris Environmental Ltd (ASX:AEI).

Jenny holds a PhD in developmental biology, and is a graduate of the Harvard Business School's General Management Program and the Australian Institute of Company Directors.

The Directors, excluding Dr Harry, unanimously recommend that shareholders vote in favour of this Resolution 3.

Resolution 4: Remuneration Report

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

The Remuneration Report details the remuneration policies for the Company and:

- reports the remuneration arrangements for Directors and KMP of the Company;
- explains Board policies in relation to the nature and value of remuneration paid to KMP; and
- discusses the relationship between the policy and Company performance.

The Report is available in the Company's 2024 Annual Report (available on the GSS website at <https://geneticsignatures.com/au/investors/reports/>).

The Chairman will give shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote.

This is an advisory resolution only (as stipulated by section 250R(3) of the Corporations Act) and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

A voting exclusion statement is set out under Resolution 4 in the Notice of Meeting.

The Directors abstain, in the interests of good governance, from making a recommendation in relation to this Resolution 4.

Resolution 5: Ratification of Placement

As announced on 4 June 2024, the Company conducted a placement to sophisticated and institutional investors and on 13 June 2024 issued 8,000,000 Placement Shares.

Under Listing Rule 7.1, a company may issue up to 15% of its ordinary share capital in any 12-month rolling period without Shareholder approval. Listing Rule 7.4 permits a company to obtain ratification from its Shareholders in relation to a prior Share issue, and thereby refresh its ability in the future to issue further Shares (equivalent in number to the Share issue being ratified by this resolution) without obtaining prior Shareholder approval.

The issue of the Placement Shares was within the 15% limitation imposed by ASX Listing Rule 7.1; however, the Company is now seeking Shareholder ratification and approval for the issue of these Placement Shares.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such securities under Listing Rule 7.1.

Resolution 5 seeks shareholder approval to the issue under and for the purposes of Listing Rule 7.4. If Resolution 5 is passed, the Issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, efficiently increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue Date. If Resolution 5 is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue Date.

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

- a. The number of securities the entity issued
8,000,000 fully paid ordinary shares issued on 13 June 2024.
- b. The issue price of the securities
These Placement Shares were issued at a price of \$0.75 per Share.
- c. The terms of the securities
The Placement Shares issued were fully paid ordinary shares in Genetic Signatures and have the same terms as, and rank equally with, all other Shares on issue.
- d. The names of the allottees (or the basis on which the allottees were determined)
The Shares were issued to sophisticated and institutional investors introduced by the Joint Lead Managers Bell Potter Securities Limited and Taylor Collison Limited.
- e. The intended use of the funds raised
The funds raised are expected to be used to support the US commercialisation of the Enteric Parasite product in the US, including new customer installations and establishment of manufacturing capability in the US. In addition, proceeds will be used to fund the next generation instrument development, new product development and general working capital.

The Directors unanimously recommend that shareholders vote in favour of this Resolution 5.

Resolution 6: Approval of issue of shares to Michael Aicher (or nominee)

As announced on 4 June 2024, Mr Michael Aicher, a Director of the Company, agreed to subscribe, subject to shareholder approval, for 66,666 Shares as a subscriber under the Placement.

The subscription price for each Share is \$0.75, the same as the subscription price payable by investors under the Placement and the Entitlement Offer. The terms of the subscription by Mr Aicher are the same as subscribed under the Placement and same as offered to shareholders under the Company's Entitlement Offer.

If Shareholders approve Resolution 6, Mr Aicher will be required to subscribe a total of \$49,999.50 for the 66,666 Shares.

Regulatory requirements for subscription

Pursuant to the *Corporations Act 2001 (Cth)*, the provision of any financial benefit to a related party requires shareholder approval in accordance with the procedure set out in Part 2E.1 of that Act, unless one of a number of exceptions applies. Part 2E.1 applies to the issuance of securities to a related party by the Company. A "related party" (as defined in the Act) includes the Directors of the Company and their controlled entities. One of the exceptions to Part 2E is where the 'benefit' is provided on "arm's length terms."

The Board is of the view that the Shares proposed to be issued to Mr Aicher would be issued upon terms that would meet the "arm's length terms" criteria of Section 210 of the Corporations Act (and would therefore be exempt from the need to shareholder approval pursuant to the Corporations Act). In particular, the Share subscription price was determined at the same time as, and are the same as, the Shares issued to independent third-party investors (being the subject of Resolution 5).

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. A "related party" (as defined in the ASX Listing Rules) includes the directors of the listed company and their controlled entities.

Mr Michael Aicher (being a Director of the Company) is a "related party" of the Company under the ASX Listing Rules, hence shareholder approval is being sought under ASX Listing Rule 10.11.

ASX Listing Rules

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. ASX Listing Rule 10.13 requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information:

- a. The name of the person and the category under ASX Listing Rules 10.11.1 – 10.11.5 applicable:
Mr Michael Aicher, Director of the Company, therefore Listing Rule 10.11.1 applies.
- b. The number and class of securities to be issued:
66,666 fully paid ordinary shares.
- c. If the securities are not fully paid shares, a summary of the material terms of the securities:
Not applicable.
- d. The date the Shares are to be issued:
Within 1 month after the date of this Meeting.
- e. The price or consideration the Company will receive:

The Company will receive \$49,999.50 in subscription funds for the 66,666 fully paid ordinary shares at \$0.75 per share.

- f. The purpose of the issue, including intended use of funds:

The funds raised are expected to be used to support the US commercialisation of the Enteric

- g. If the issue is to a director and is intended to incentivise the person as a director, details of their remuneration package are to be provided:

The issue of Shares upon subscription of \$49,999.50 by Mr Michael Aicher or his nominee (upon the same terms as subscribers under Resolution 5) and is not intended to remunerate or incentivise Mr Michael Aicher.

- h. If the securities are being issued under an agreement, a summary of the material terms of the agreement:

The securities were not issued under an agreement with the Company.

Approval of this issue of securities pursuant to Listing Rule 10.11 means that pursuant to Listing Rule 7.2 (Exception 14), member approval is not required under Listing Rule 7.1 to the issue of the 66,666 Shares to Mr Michael Aicher.

If this Resolution 6 is not approved the Company will not issue any of the 66,666 shares.

The Directors, excluding Mr Aicher, unanimously recommend that shareholders vote in favour of this Resolution 6. Mr Aicher abstains from making a recommendation due to his personal interest in the outcome of the Resolution 6.

Resolution 7: Increase to Non-Executive Director fee pool

In accordance with Rule 6.5 of the Company's Constitution and ASX Listing Rule 10.17 provide that the Company's non-executive Directors may be remuneration for their services from a maximum aggregate sum determined from time to time by the Company in a general meeting. The Company must not increase the total maximum aggregate sum of non-executive Directors' remuneration payable by it without the member's approval by ordinary resolution at a general meeting.

In accordance with the Constitution and ASX Listing Rule 10.17, Shareholders are being asked to approve a \$250,000 increase in the maximum aggregate amount that may be paid as non-executive Directors' fees, to a maximum of \$700,000 (including superannuation) per annum. This amount may be divided amount the non-executive directors in such proportion and manner as the Board agrees.

The current maximum aggregate fee pool of \$450,000 was approved at the annual general meeting in 2020. Since the current fee pool was approved at the 2020 annual general meeting, the size and complexity of the Company has grown, the size of the Board has increased, and fees paid to non-executive Directors have increased in line with market movements.

The Board currently consists of one executive Director, a non-executive Chairman, and four non-executive Directors. In the 2024 financial year on an annualised basis, the board fees paid to the Company's non-executive Directors was approximately \$447,650 or 99% of the current fee pool (as detailed in the remuneration report set out on pages 22 to 29 of the Company's 2024 annual report. The current annual Board fees paid to non-executive Directors are disclosed on page 19 of the Company's 2024 annual report.

The Board is of the view that the proposed increase to the non-executive Directors' fee pool (55.5% increase) is reasonable and in line with market remuneration paid to non-executive Directors at similar ASX listed companies and is necessary to attract and retain suitably qualified non-executive Directors to facilitate the ongoing program of board succession.

The proposed increase to the fee pool will also allow room to accommodate an increase in the number of non-executive Directors in the event the Board feels additional appointments may be necessary and appropriate in light of the expanded scope and complexity of the Company's business and to ensure the Board has the appropriate mix of skills and experience in order to properly discharge its duties. The increased fee pool will also facilitate orderly Board succession planning, whereby new directors may be appointed prior to the retirement of existing Directors. This may result in short term increases in the size of the Board and the total fees payable to Directors.

If shareholder approval is obtained, the Board considers that it is appropriate to apply the increase to the non-executive Directors' fee pool with effect from 1 January 2025 and thereafter in respect of each financial year of the Company. If shareholder approval is not obtained, the fee pool will remain at \$450,000.

In accordance with ASX Listing Rule 10.17, the Company confirms that the following securities have been issued to non-executive directors under Listing Rule 10.11 or Listing Rule 10.14 with the approval of shareholders in the preceding three (3) years:

- Dr Neil Gunn received 250,000 options under the Equity Incentive Plan on 19 November 2021 following shareholder approval received at the 2021 Annual General Meeting.
- Ms Caroline Waldron received 250,000 options under the Equity Incentive Plan on 29 December 2023 following shareholder approval received at the 2023 Annual General Meeting.

The Directors abstain, in the interests of good governance, from making a recommendation in relation to this Resolution 7.

Resolution 8: Approval of Genetic Signatures Rights Plan

The Board remains committed to incentivising and retaining all the Company's key management personnel (senior managers, directors and other key management) in a manner which promotes alignment of their interests with shareholder interests, whilst at the same time offering eligible participants market-competitive remuneration arrangements. The Company desires to maintain maximum ability to raise capital in accordance with ASX Listing Rule 7.1 without seeking prior shareholder approval.

The Board also seeks to have the flexibility to be able to issue a range of employee incentives, recognising that different types of incentives may suit different employees at different times and under different circumstances. The Board has adopted one overall plan, the Genetic Signatures Rights Plan (Rights Plan or Plan), that will allow the Board the discretion to choose between offering eligible participants incentives referred to in that Plan, including performance rights, service rights, restricted rights and share appreciation rights. Once approved, securities issued pursuant to the Rights Plan will not reduce the Company's capacity under Listing Rule 7.1.

A summary of the Rights Plan is set out in Schedule 1 to these Explanatory Notes.

The Directors abstain from making a recommendation on Resolution 8 as they are eligible to participate in the Rights Plan and therefore have a potential personal interest in the matter. The Chairman intends to vote undirected proxies in favour of this resolution.

If this Resolution 8 is not approved by Shareholders then the Company will still be able to issue Rights under the Plan, but each issue will be need to be made out the Company's existing Listing Rule 7.1 capacity, and only if the Company has capacity available under Listing Rule 7.1. Please refer to further discussion of Listing Rule 7.1 below.

ASX Listing Rule 10.14

Listing Rule 7.1 requires shareholder approval for an issue of equity securities if, over a rolling 12 month period, the amount of equity securities issued (without prior shareholder approval) is more than 15% of the number of ordinary shares on issue at the start of that 12 month period.

Listing Rule 7.2 exception 13(b) provides that an issue of securities under an employee incentive scheme does not detract from the available 15% limit under Listing Rule 7.1 if the issue of securities is made under an employee incentive scheme and that employee incentive scheme was approved by shareholders no more than three years before the date of issue of the securities. The Rights Plan is regarded as an employee incentive scheme for the purposes of Listing Rule 7.2 Exception 13(b) and this Resolution 9 seeks shareholder approval of that Plan.

The Company intends that any issue of equity securities under the Rights Plan do not detract from the Company's Listing Rule 7.1 15% entitlement. Accordingly, it is seeking shareholder approval in order for the Company to be able to issue securities pursuant to the Rights Plan (**Rights Securities**) and have those equity securities qualify under exception 13(b) to Listing Rule 7.2.

Information required for Listing Rule 7.2 Exception 13(b)

Listing Rule 7.2 Exception 13(b) requires the information detailed in sections (a), (b) and (c) below to be provided to members for approval under this resolution:

(a) Shares already issued

The Company has not previously issued any securities pursuant to the Rights Plan as the Rights Plan was only approved and adopted by the Board on 14 October 2024.

(b) The maximum number of securities proposed to be issued under the Rights Plan

The maximum number of equity securities that may be issued under the Rights Plan following approval of this resolution is 22,657,216 (being 10% of the Company's issued Shares at the date of this Notice of Meeting).

(c) Rights Plan Summary

A summary of the terms of the Rights Plan appears in Annexure B.

(d) Voting Exclusion Statement

The applicable voting exclusion statement appears in the Notice of Meeting above.

The Directors are excluded from voting upon this resolution pursuant to ASX Listing Rules, the directors will not make a recommendation to shareholders with respect to the vote in relation to this Resolution 8.

Resolution 9: Grant of Options to Non-Executive Director, Neil Gunn

Resolution 9 seeks shareholder approval for the grant of options to Non-Executive Director Neil Gunn (or his nominee) on the terms set out in this resolution (Options). The Company has agreed, subject to obtaining shareholder approval, to grant a total of 500,000 Options to Neil Gunn under the terms and conditions of the Genetic Signatures Limited Equity Incentive Plan (EIP) which was approved by Shareholders at the 2022 AGM.

No price will be payable by Dr Gunn on grant or vesting of the Options. The Exercise Price of the Options will be due and payable at the time Dr Gunn exercises any vested Options. The Exercise Price payable for the Options has been calculated as \$0.69, which is the volume weighted average market price at which the Shares traded on the ASX for the 30 days immediately preceding 30 April 2024 (being the date of the offer) (**Invitation**).

Dr Gunn is a Director of the Company and therefore a related party under the Corporations Act 2001 (*Cth*) (**Act**).

The ASX Listing Rules (Listing Rules) and the Act set out a number of regulatory requirements which must be satisfied. These are summarised below:

ASX Listing Rule 10.14

Listing Rule 10.14 requires the approval of ordinary shareholders to issue securities under an employee incentive scheme to a director of the Company. Accordingly, approval for the issue of the Options to Dr Gunn is required. Approval of this resolution will result in the grant of options under the EIP to Dr Gunn within exception 14 in Listing Rule 7.2 (in addition to exception 9 which already applies to issues of ordinary shares upon the exercise of options issued under the EIP). Therefore, the issue of securities to Dr Gunn will not be included in the 15% issue capacity calculation for the purposes of Listing Rule 7.1. The issue of shares in the Company on the exercise of EIP Options will also be excluded from Listing Rule 7.1.

Options – terms and conditions

Shareholder approval is sought for the Company to grant Options to Dr Gunn under the EIP. The vesting conditions are as follows:

Tranche	% of Options available to vest	Vesting Date
Tranche 1	25	12 months after Grant Date
Tranche 2	25	24 months after Grant Date
Tranche 3	25	36 months after Grant Date
Tranche 4	25	48 months after Grant Date

In general, Dr Gunn must remain a Director to remain eligible to participate in the EIP on the vesting date for the Options to vest. This generally means that Options will be subject to tenure conditions but there will generally be no other performance or vesting conditions.

Once vested, Options must be exercised within 15 years of the award of the Options. In the event of cessation of employment, a Participant will have up to 30 days to exercise any vested Options, otherwise all unexercised vested Options and unvested Options are forfeited.

If Dr Gunn ceases to be a Director pro-rata vesting as to service provided between the most recent vesting date and the date of cessation.

Price payable

No price will be payable by Dr Gunn on grant or vesting of the Options. The Exercise Price of the Options will be due and payable at the time Dr Gunn exercises any vested Options. The Exercise Price payable for the Options has been calculated as \$0.69, which is the volume weighted average market price at which the Shares traded on the ASX for the 30 days immediately preceding 30 April 2024 (being the date of the offer) (**Invitation**).

Participants must comply with the GSS Share Trading Policy; however, no other post vesting disposal restrictions will apply to any shares allocated on exercise of any vested Options.

Change of control

In the event of a change of control, that number of Options determined on a pro-rata basis from the date of grant will automatically become exercisable, regardless of whether or not the Vesting Conditions have been met.

Information provided for the purpose of the ASX Listing Rules 10.14 and 10.15

The following information is provided to shareholders in relation to Resolution 9:

- Dr Gunn is a Non-Executive Director of the Company.
- Approval is being sought for the issue of 500,000 Options to Dr Gunn (or his nominee) under the company's EIP for nil financial consideration, which subject to the achievement of vesting conditions, may convert to ordinary shares in the capital of GSS.
- Each Option carries the right, but not the obligation to acquire a certain number of shares in GSS at a predetermined price (**exercise price**) and will be subject to the terms and conditions of the EIP.
- It is anticipated that the Options will be issued by the Company within one (1) month of the AGM, being 20 December 2024, and no later than twelve (12) months after the AGM, being 20 November 2025.
- No amount will be payable on the grant of an Option.
- The predetermined price of the Options will be due and payable at the time the Participant exercises any vested options. The predetermined exercise price payable to convert the Options will be the volume weighted average price at which the shares have traded on the ASX for the 30 days immediately preceding 30 April 2024 and has been calculated at \$0.69 per vested Option.
- The option value has been calculated using a Black-Scholes option pricing model that values the offer at \$0.524/option or \$262,000.
- All Directors are entitled to participate in the Plan. At the date of the Notice, the Directors of the Company are Dr Nickolaos Samaras, Mr Michael Aicher, Dr Neil Gunn, Ms Caroline Waldron Ms Anne Lockwood and Dr Jenny Harry.
- The EIP was approved by shareholders at the 2022 AGM.
- Key terms of the EIP and Options are contained in Annexure A.
- Dr Gunn was issued 250,000 options on 19 November 2021 under the EIP and approved by Shareholders at the 2021 AGM.
- Dr Gunn currently earns total Director's fees of US \$60,000 per annum.
- All funds raised on payment of the exercise price of the Options will be used as working capital.
- There is no loan attaching to the offers of Options.
- A voting exclusion statement is set out under Resolution 9.
- If approval is given for the issue of securities under Listing Rule 10.14, approval is not required under Listing Rule 7.1
- Per Listing Rule 10.15.11, details of any securities issued under the scheme will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14.
- Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

The Directors (apart from Dr Gunn) who do not have an interest in the outcome of the relevant resolution, unanimously recommend that shareholders vote in favour of Resolution 9 for the reasons set out below:

- the Company wishes to maximise the use of its cash resources towards the Company's development and equity-based incentives, such as options, are used to supplement cash-based remuneration; and*
- the granting of the Options package proposed is commensurate with market practice.*

Annexure A - Key terms of the EIP

The Board is empowered under the EIP terms and conditions to determine the key terms of any Plan Interest allocated under the EIP.

Eligibility

The EIP is open to eligible persons, who include employees, contractors, consultants, Directors or any other person whom the Board determines to be eligible to participate in the EIP from time to time (each an “**Eligible Person**”, collectively “**Eligible Persons**”).

Participation

Each Eligible Person who acquires a legal or beneficial interest in a Plan Interest (including the legal personal representative of the person) becomes a participant in the EIP (**Participant**).

Invitation

An offer by the Board to acquire a Plan Interest and become a Participant in the EIP will be in such form and subject to such conditions as the Board determines. The invitation will specify the terms attaching to the offer, including each of the following (as applicable):

- the number or value of Plan Interests to which the invitation relates and/or the basis on which the number or value of Plan Interests to which the invitation relates is to be determined;
- the date the Plan Interests will be allotted or the basis on which the date on which the Plan Interests will be acquired is to be determined;
- any amount payable by an Eligible Person to acquire the Plan Interests;
- any holding lock period;
- any exercise price payable by Participants (**Exercise Price**);
- the date which unvested Plan Interests will lapse or expire (**Expiry Date**);
- any conditions that must be satisfied in order for the Plan Interests to vest (**Vesting Conditions**);
- any conditions that must be satisfied in relation to a Participant's or the Company's performance during a specified period (**Performance Conditions**);
- any conditions that will result in the forfeiture of a Plan Interest (**Forfeiture Conditions**); and
- any conditions that must be satisfied before a Plan Share can be disposed of by a Participant (**Disposal Restrictions**).

Rights of Participants

Unless Forfeiture Conditions are triggered or the Expiry Date reached, Plan Interests remain subject to the terms and conditions of the Plan until all applicable Performance Conditions, Vesting Conditions and Disposal Restrictions are achieved.

Where Options or Performance Rights have been granted, upon vesting and exercise (as applicable), Participants will receive either a beneficial entitlement to Plan Shares (i.e. subject to Disposal Restrictions) or a legal and beneficial entitlement to Shares (which are no longer held under the Plan). Plan Shares will rank equally with Shares in respect of dividends and voting entitlements.

Where Performance Rights are granted, depending on the invitation terms specified, the Board may determine in its absolute discretion that a vested Performance Right will be satisfied by the Company making a cash payment to the Participant in lieu of allocating **Plan Shares (Indeterminate Rights)**.

Where Options or Performance Rights have been granted, but are unvested or have not been exercised, a Participant is not entitled to participate in a new issue of Shares.

A holder of Plan Interests is not entitled to participate in a new issue of Shares or other securities made by the Company to shareholders merely because he or she holds Options or Performance Rights.

The Company will apply for quotation on the official list of the ASX of the Plan Shares or Shares (as the case may be) or upon the exercise of an Option or a Performance Right that vests under the Plan. The Company will not seek official quotation by ASX of any Options or Performance Rights.

In the event of a change of control, the Board has the discretion to deal with the Plan Interests by:

- converting Participants' Performance Rights to Shares whether or not all conditions have been met;
- permitting the exercise of some or all Options whether all conditions have been met; and/or
- removing any Disposal Restrictions attaching to Plan Shares.

Assignment

Plan Interests issued under the Plan are not transferable or assignable.

Administration

The Plan will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to any applicable Listing Rules) in addition to those set out in the Plan.

Termination and amendment

The Plan may be terminated or suspended at any time by the Board, but any such suspension or termination will not affect nor prejudice rights of any Participant holding Plan Interests at that time. The Plan may be amended at any time by the Board.

Vesting Conditions

The vesting conditions are as follows:

- 25% of Options will vest on the first anniversary from the Grant Date;
- 25% of Options will vest on the second anniversary from the Grant Date;
- 25% of Options will vest on the third anniversary from the Grant Date; and
- 25% of Options will vest on the fourth anniversary from the Grant Date, each a "vesting date".

In general, Participants must remain eligible to participate in the Option Plan on the vesting date for the Options to vest. To remain eligible to participate, Participants must remain employed by or contracted to GSS.

Cessation of employment

Generally, if a Participant leaves GSS before a relevant Vesting Date, they will have up to 30 days to exercise any vested Options, otherwise all unexercised vested Options and unvested Options will lapse.

What happens after the Options vest?

Once the Options have vested, upon payment of the Exercise Price, they are exercised, and the Company will convert the Options into Shares within a reasonable period of time. These Shares will be registered in the Participants' name.

When will Options lapse?

Any Options that:

- do not vest due to the Vesting Conditions not being met; and/or
- are not exercised during the Exercise Period,

will lapse.

Annexure B - Key terms of the Rights Plan

The Board is empowered under the Rights Plan terms and conditions to determine the key terms of any Plan Interest allocated under the Rights Plan.

Eligibility

The Rights Plan is open to eligible persons, which may include a full time or part-time employee (excluding non-executive directors), a casual employee of the Group or a contractor to the Group or a person who will prospectively fill one of the foregoing roles, including executive and non- executive Directors. For the avoidance of doubt, associates of Eligible Persons are not eligible to be granted Rights unless otherwise determined by the Board.

Participation

Each Eligible Person whose applications have been accepted and have been granted Rights will be referred to as Participants of this Plan (**Participant**).

Invitation

The Plan will operate through a series of Invitations. The Board will in its absolute discretion determine those Eligible Persons who will receive Invitations, and the procedure for making invitations (including the terms and content of any offer or invitation or acceptance procedure) in accordance with the Rules.

Details to be contained in an Invitation will include each of the following to the extent applicable to the intended features of a particular Invitation and the type of Rights that are the subject of the invitation (Performance Rights, Service Rights, and/or Restricted Rights):

- (a) the name of the Eligible Person,
- (b) the date of the Invitation,
- (c) the number of each type of Right in each Tranche, that may be applied for,
- (d) the acquisition price of the Rights which will be nil, unless otherwise determined by the Board, in which case the additional requirements of Division 1A of Part 7.12 of the Corporations Act must be met, unless another form of disclosure relief is relied upon and identified in the Invitation,
- (e) the Settlement Restriction including the specific form of settlement applicable to Rights, if any,
- (f) the Exercise Price, which will be nil unless otherwise determined by the Board,
- (g) the Term of Rights in each Tranche if other than 15 years,
- (h) the Vesting Conditions which are to apply to Service and/or Performance Rights, as may be applicable to each Tranche,
- (i) the Measurement Period applicable to each Tranche, in the case of Performance and Service Rights,
- (j) the Vesting Date or how the Vesting Date will be determined,
- (k) for Service Rights, how they will be treated in the case of termination of employment,
- (l) any Disposal Restriction Period for Shares that may be acquired on exercise of vested Rights,
- (m) the Exercise Restriction Period, if more than 180 days,
- (n) the entitlement, or otherwise, to Dividend Equivalent payments,
- (o) the disclosure relief being relied upon if **other than** Division 1A of Part 7.12 of the Corporations Act,
- (p) other terms and conditions that the Board determines to include, and

- (q) how to apply for Rights that are the subject of the Invitation, including the name of the person to whom the Application should be sent and the Application Period.

Assignment

Rights issued under the Plan are not transferable or assignable.

Administration

This Plan will be administered by the Board, but it may delegate responsibility to a committee of the Board in relation to all Participants or to the Managing Director in relation to other Participants. The Board is authorised, subject to the provisions of these Rules, to establish such guidelines for the administration of the Plan as are deemed appropriate, and to make determinations under the Plan as may be deemed necessary or advisable from time to time. Such determinations shall be conclusive and binding on all Participants.

Amendment of the Plan

The Board may at any time by written instrument, or by resolution of the Board, amend or repeal all or any of the provisions of the Rules.

Vesting Conditions

Vesting Conditions may relate to:

- a) performance of the Company or an aspect of the Company's operations or the performance of the Participant, or
- b) continued service of the Participant with the Group, or
- c) any combination of the foregoing determined by the Board for each Tranche.

Vesting Conditions, if applicable, must be specified in the Invitation, along with the relationship between various potential levels of performance and levels of vesting that may occur.

Performance conditions may vary between different Invitations and between different Tranches of Rights specified in an Invitation.

Gates and modifiers

The Board may in its absolute discretion apply one or more Gates to Tranches of Performance Rights as a condition for vesting. If a Gate is to apply to a Tranche, it must be specified in the Invitation.

Vesting of Performance and Service Rights

Following the end of the Measurement Period, the Board will determine for each Tranche of Performance and/or Service Rights to which the Measurement Period applies, and which have not previously lapsed or vested, the extent to which it has vested, if at all, and notify Participants in a Vesting Notice.

Lapsing of rights

Rights will lapse on the earlier of:

- (a) For unvested Rights, when there is no opportunity for them to vest at a later date, or
- (b) The end of the Term of the Right, or
- (c) The Participant and the Company mutually agreeing to their cancellation.

Cessation of employment

In the event of the cessation of employment or directorship of the Company or a contract of service with the Company of a Participant for cause, as determined by the Board, all unvested Rights and Vested Rights subject to an Exercise Restriction Period will be forfeited by that Participant unless otherwise determined by the Board.

Unless an Invitation otherwise specifies, if a Participant ceases to be an employee, director or contractor of the Group in circumstances other than as set out in above, unvested Performance Rights

held by them in respect of which the first year of the Measurement Period has not been completed will be forfeited pro-rata in the percentage that the remainder of the year bears upon the full year, unless otherwise determined by the Board.

Performance Rights that do not lapse at cessation of employment will continue to be held by Participants with a view to testing for vesting at the end of the Measurement Period. The Board has discretion to determine that any service conditions have been fulfilled at the end of the Measurement Period, regardless of whether or not a Participant remains employed by the Group.

Board Discretion Regarding Vesting of Performance and Service Rights

The Board retains discretion to increase or decrease, including to nil, the extent of vesting in relation to each Tranche of Performance Rights or Service Rights if it forms the view that it is appropriate to do so given the circumstances that prevailed during the Measurement Period. In exercising this discretion, the Board shall take into account, amongst other factors it considers relevant, the experience of Shareholders over the relevant Measurement Period.

Before exercising its discretion under this Rule, the Board may seek advice from an independent advisor as to whether the discretion should be exercised and if so then the alternative extent of vesting that should be considered by the Board.

Change in control and delisting

Unless otherwise determined by the Board, in the event the Board determines that the Company will be imminently de-listed, whether in the case of a Change in Control or otherwise, the Vesting Conditions attached to the Tranche at the time of the Application will cease to apply and:

- (a) Performance Rights constructed as Share Appreciation Rights will vest 100% unless otherwise determined by the Board,
- (b) unvested Performance Rights subject to a nil Exercise Price will vest in accordance with the application of the following formula to each unvested Tranche as at a date determined by the Board (Effective Date), noting that negative results will be taken to be nil and vesting cannot exceed 100%:

$$\begin{array}{ccccccc} \text{Number of} & & & & & & \text{(Share Price at the Effective Date – Share price} \\ \text{Performance} & & & & & & \text{at Measurement Period Commencement Date)} \\ \text{Rights in} & = & \text{Unvested} & & \text{\% of First} & & \\ \text{Tranche to} & & \text{Performance} & \times & \text{Year of} & \times & \\ \text{Vest} & & \text{Rights in} & & \text{Measurement} & & \\ & & \text{Tranche} & & \text{Period} & & \\ & & & & \text{Elapsed} & & \\ & & & & & & \text{Share price at Measurement Period} \\ & & & & & & \text{Commencement Date} \end{array}$$

- (c) any remaining unvested Performance Rights will vest to the extent, if any, determined by the Board having regard to performance over the Measurement Period prior to the Effective Date,
- (d) any unvested Performance Rights that remain following (b) and (c) will lapse, unless the Board determines that Participants may continue to hold unvested Rights following the Effective Date,
- (e) some or all unvested Service Rights may vest to the extent determined by the Board in its discretion, having regard to the circumstances that gave rise to the grant of Service Rights and any remainder will lapse immediately,
- (f) any unexercised Rights held by a Participant that are subject to an Exercise Restriction Period will cease to be so restricted on the date that the Board determines in its sole discretion, and
- (g) any Disposal Restriction Period will be lifted, including the removal of any Company initiated CHES holding lock.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:00am (Sydney time) on Monday, 18 November 2024.**

🖥 TO APPOINT A PROXY ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/gssagm2024>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **9:00am (Sydney time) on Monday, 18 November 2024.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/gssagm2024>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Genetic Signatures Limited** and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Allens, Deutsche Bank Place, Level 28, 126 Phillip Street, Sydney NSW 2000 on Wednesday, 20 November, 2024 at 9:00am (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of **Resolutions 4,6,7,8 & 9** I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though **Resolutions 4,6,7,8 & 9** are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (**including Resolutions 4,6,7,8 & 9**). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Re-election of Director – Mr Michael Aicher	☐	☐	☐
Resolution 2	Election of Director – Ms Anne Lockwood	☐	☐	☐
Resolution 3	Election of Director – Dr Jenny Harry	☐	☐	☐
Resolution 4	Adoption of the Remuneration Report	☐	☐	☐
Resolution 5	Ratification of Placement	☐	☐	☐
Resolution 6	Approval of issue of shares to Michael Aicher (or nominee)	☐	☐	☐
Resolution 7	Increase in Non-Executive Director fee pool	☐	☐	☐
Resolution 8	Approval of Genetic Signatures Rights Plan	☐	☐	☐
Resolution 9	Approval for the issue of Options to a Director, Neil Gunn	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

18th October 2024

**Annual General Meeting of Genetic Signatures Limited
to be held on Wednesday, 20 November 2024 at 9:00am AEDT**

Dear Shareholder

The Genetic Signatures Limited Annual General Meeting (“AGM”) will be held at 9:00am on Wednesday, 20 November 2024 at the offices of Allens, Deutsche Bank Place, Level 28, 126 Phillip Street, Sydney, NSW 2000.

The AGM will be held as a physical meeting, whereby shareholders can attend in person. Registration opens from 8:30am AEDT on the day of the meeting. Shareholders who are not able to attend the meeting in person are directed to lodge their votes by proxy as soon as possible. Shareholders who are not able to attend the meeting but who wish to ask questions of the Company can do so by submitting their questions by email to karl.pechmann@geneticsignatures.com by no later than 5:00pm AEDT on Wednesday, 13 November 2024.

Shareholders are strongly recommended to submit their votes by proxy to ensure that their votes are counted. Instructions on how to submit votes by proxy are contained within the “Voting by Proxy” section on page 6 of the Notice.

To view the **Notice of Annual General Meeting**, plus use the following link:

<https://geneticsignatures.com/au/investors/announcements/>

To view the **2024 Annual Report**, please use the following link:

<https://geneticsignatures.com/au/investors/reports/>

VOTING IS NOW OPEN. To vote online, please follow the instructions below:

- **STEP 1:** Visit <https://www.votingonline.com.au/gssagm2024>
- **STEP 2:** Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)
- **STEP 3:** Enter your Voting Access Code (VAC) – as contained in the attached proxy form
- **STEP 4:** Follow the prompts to vote on each resolution

Important Note: For your voting instructions to be valid and counted towards this meeting please ensure that your online lodgement is received no later than 9:00am AEDT on Monday, 18 November 2024. Voting instructions received after this time will not be valid for the scheduled meeting. If you have any queries regarding your shareholding or the upcoming Genetic Signatures Limited AGM, please contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (International).



Karl Pechmann
Company Secretary
Genetic Signatures Limited