

ASX Announcement / Market Release

25 October 2024

Notice of 2024 Annual General Meeting and Proxy Form

In accordance with Listing Rule 3.17, PharmX Technologies Limited (ASX: PHX) attaches a copy of the following documents:

1. Letter to Shareholders regarding arrangements for Annual General Meeting as sent to Shareholders in lieu of Notice of Meeting;
2. Notice of Annual General Meeting;
3. Virtual Meeting and Online Proxy Lodgment User Guides; and
4. Proxy Form.

For further information contact:

Nick England, Chair

- ENDS -

This announcement is authorised for release by the Chair of PharmX Technologies Limited.

INVITATION TO PHARMX TECHNOLOGIES LIMITED'S AGM

25 October 2024

Dear Shareholder,

I am pleased to invite you to attend the 2024 Annual General Meeting (the **Meeting**) of PharmX Technologies Limited (the **Company**), to be held on **Tuesday 26 November 2024 commencing at 10.00am (AEDT)**.

The meeting will be held online and in person at the offices of BDO Audit Pty Ltd at Rooms 5 & 6, Level 11, 1 Margaret Street, Sydney NSW 2000.

You may pre-register for the Meeting at the online platform provided by our share registry, Automic, at: https://us02web.zoom.us/webinar/register/WN_mkiVh2umQ3GiO1ZZBvA9A

In order to vote online you will need to login to or register on the Automic shareholder platform as described in the registration and voting guides provided. To facilitate the smooth running of the meeting we encourage you to login in advance of the meeting. The Meeting will commence at 10:00am (AEDT) and you will be able to register your online attendance from 30 minutes prior to the scheduled start time.

In accordance with section 110D Corporations Act 2002 we will not be sending you a hard copy of the Notice of Meeting or Proxy Form by post ahead of the Meeting. Instead you are able to view and download a copy of the Notice of Meeting and Proxy Form from our website <https://pharmx.com.au/pharmx-investor-centre/> or via the ASX announcements platform.

Also available on our website and attached below will be all the information you need to attend the Meeting, including access to the Notice of Meeting, which includes details on how to use the online facility and instructions on how to vote and ask questions ahead of and at the meeting.

For further information on the live voting process please see the Virtual Meeting Registration and Voting Guide included in the Notice of Meeting or at <https://www.automicgroup.com.au/virtual-agms/>.

If you have not elected to receive the Company's FY24 Annual Report in hard copy it is available on the Company's website.



Please exercise your opportunity to vote on these important matters. The Directors recommend that Shareholders vote in favour of all resolutions and the Chairman intends to vote all available proxies in favour of Resolutions 1-4.

If you are unable to attend the AGM, I encourage you to participate by completing the enclosed Appointment of Proxy Form and lodging it in the manner outlined in the Notice of Meeting.

How to ask questions

Shareholders will be given an opportunity to ask questions at the Meeting, however we welcome questions from Shareholders before the meeting. Questions should be directed to the Company via email to secretary@pharmx.com.au by COB Tuesday 19 November 2024. Questions should relate to matters relevant to the business of the Meeting (including matters arising from the Financial Report, the Directors' Report or the content of the auditors' report), general questions regarding the performance, business or management of the Company and relevant questions about the conduct of the audit.

We look forward to your participation in the Meeting.

A handwritten signature in black ink, appearing to read "N. England".

Nick England
Chairman

Notice of Annual General Meeting



PharmX Technologies Limited ABN 25 000 091 305

Notice of Annual General Meeting and Explanatory Memorandum

Date: Tuesday 26 November 2024

Time: 10.00 am AEDT

Place: The meeting will be held online and in person at the offices of the BDO Audit Pty Ltd at Rooms 5 & 6, Level 11, 1 Margaret Street, Sydney NSW 2000

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

The Company will ensure that all Shareholders have an opportunity to participate at the Meeting by the following means:

- Shareholders have the ability to ask questions in advance of the meeting by sending their questions by Tuesday 19 November 2024 to sally.mcdow@boardroomlimited.com.au.

The Meeting will be live webcast and Shareholders will be able to submit questions and vote in real time via the platform. Shareholders will be required to log in and pre-register for the AGM at the online platform provided by our share registry, Automic, at:

https://us02web.zoom.us/webinar/register/WN_mkiVh2umQ3GiO1ZZBvA9A

A Virtual Meeting Guide and Online Proxy Voting Guide can be found in the attachments to this Notice of Meeting.

Notice of Annual General Meeting

25 October 2024

Dear Shareholder,

I am pleased to invite you to attend the 2024 Shareholders' Annual General Meeting. Enclosed is your Notice for the Annual General Meeting of PharmX Technologies Limited. The Meeting is being held on Tuesday 26 November 2024 as a hybrid meeting and will commence at 10.00 am (AEDT).

A hybrid meeting means that Shareholders may choose to attend in person, or online through an online meeting platform. PharmX has made the decision to hold the AGM as a hybrid AGM in order to allow as many of our Shareholders as possible to participate.

We encourage all our Shareholders to take the opportunity to participate in this year's AGM either in person or virtually. Our share registry, Automic, will provide access to a live webcast of the AGM which will enable Shareholders to:

- vote between the commencement of the meeting and the closure of voting, as announced by the Chair;
- hear the AGM discussion and view the meeting slides; and
- submit questions during the meeting.

You will need to log in and pre-register before the meeting. A Virtual Meeting Registration and Voting Guide is attached to this Notice. If you are unable to do so, we ask that you kindly complete the enclosed proxy form and return it to our share registry, Automic, by email, mail or fax.

Further information on how to do this is set out in the voting section of this Notice and the Online Proxy Lodgement guide attached to this Notice.

Proxies must be received by no later than 10.00 am (AEDT) on Sunday 24 November 2024. If any of the Directors are appointed as a proxy, they will vote in accordance with any instructions given to them. If, as the Meeting's Chairman, I am given any proxies with discretion as to how to vote, I will vote in favour of each of the items of business to be considered.

I sincerely hope you will join us at the Meeting and take advantage of the opportunity to interact with the Board.

Yours sincerely,



Nick England

Chairman

Notice of Annual General Meeting

About the AGM

Notice is given that the Annual General Meeting (“**AGM**”) of Shareholders of PharmX Technologies Limited (“**PharmX**” or the “**Company**”) will be held online and in person, commencing at 10.00 am on Tuesday 26 November 2024.

The accompanying Explanatory Memorandum and Proxy Form provide additional information relating to the matters to be considered at the Meeting, and form part of this Notice. We refer Shareholders to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this Notice and the Explanatory Memorandum.

Agenda

A. Financial Statements and Reports

To receive the Financial Statements, Directors’ Report and Auditor’s Report of the Company for the year ended 30 June 2024.

B. Ordinary Resolutions

1. Re-election of Philip Nicholas (Nick) England as Director

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

“That for the purpose of Clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes Philip Nicholas (Nick) England, being eligible, is re-elected as a Director of the Company.”

2. Adopt the Remuneration Report

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

“That the Company adopt the Remuneration Report for the financial year ended 30 June 2024 in accordance with Section 250R(2) of the Corporations Act.”

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

A voting exclusion applies to this Resolution

Notice of Annual General Meeting

3. Approval of the Omnibus Equity Plan

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

“That, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt the PharmX Technologies Limited Incentive Plan (the “Plan”), and the issue of securities under the Plan, on the terms and conditions set out in the Explanatory Memorandum, as an exception to ASX Listing Rule 7.1.”

A voting exclusion applies to this Resolution

C. Special Resolutions

4. Approval of Additional 10% Placement Facility

To consider and, if thought fit, pass the following resolution as a special resolution:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities totalling 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 as set out in the Explanatory Memorandum.”

A voting exclusion applies to this Resolution

Voting exclusion statements

Resolution 2

The Company will disregard any votes cast in favour of the resolutions by or on behalf of:

- (a) a member of the Company’s Key Management Personnel (“**KMP**”) named in the Remuneration Report or their Closely Related Parties, regardless of the capacity in which the vote is cast; or
- (b) as a proxy by a member of the Company’s KMP at the date of the AGM or a Closely Related Party of such a member or an Associate of those persons.

However, in accordance with the Corporations Act, a person described above may vote on Resolution 2 if:

- it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the Proxy Form how to vote; or
- it is cast by the Chair as proxy for a person who is permitted to vote, in accordance with an express direction specified on the Proxy Form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

If the Chair is appointed as a proxy for a person who is permitted to vote on Resolution 2, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of the Resolution.

Notice of Annual General Meeting

Resolution 3

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is eligible to participate in the PharmX Technologies Limited Incentive Plan, or any associates of that person.

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

- 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
- 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
- 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.

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 3 if:

- the person is either:
 - a member of the Company's KMP; or
 - a closely related party of a member of the Company's KMP; and
- the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair of the Meeting; and
- the appointment 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 Company's KMP.

Special Resolution 4

If at the time of the Meeting the Company is proposing to make an issue of securities under ASX Listing Rule 7.1A, the Company will disregard any votes cast in favour of the Resolution by or on behalf of any 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 any associates of that person.

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

- 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
- 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

Notice of Annual General Meeting

- 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.

As at the date of this Notice, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1.A. As such, no existing Shareholders will be excluded under the voting exclusion.

By order of the Board



Sally McDow

Company Secretary, PharmX Technologies Limited

Dated: 25 October 2024

Voting and Proxies

Voting

The Company has determined, in accordance with Regulation 7.11.37 of the Corporations Act 2001 (Cth), that Shareholders recorded on the Company's register at 7.00 pm (AEDT) on Sunday 24 November 2024 (**Record Date**) will be entitled to attend and vote at the Meeting. If you are not a registered Shareholder on the Record Date, you will not be entitled to attend and vote at the Meeting.

If you are unable to attend the Meeting, we encourage you to sign and return the accompanying proxy form in accordance with the instructions set out below and those set out on the proxy form.

Proxies

A Shareholder who is entitled to attend and vote at the Annual General Meeting may appoint up to two proxies to attend and vote on behalf of that Shareholder.

If a Shareholder appoints two proxies, the appointment of the proxies must specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the Shareholder's votes.

A proxy need not be a Shareholder.

A proxy may decide whether to vote on any Resolution, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy is directed how to vote on a Resolution, the proxy may vote on that Resolution only in accordance with that direction. If a proxy is not directed how to vote on a Resolution, the proxy may vote as he or she thinks fit, this applies even if the proxy is the Chair, in which case the Chair will vote in favour of each of the items of business.

Appointing the Chair

If the Shareholder appoints the Chair of the Meeting as proxy, the Shareholder can direct the Chair how to vote by marking the relevant boxes on the proxy form (i.e. 'for', 'against' or 'abstain').

If no direction is provided the Chair will cast the Shareholder's votes in favour of all resolutions.

Returning proxies and authorising documents

To be effective, the Company must receive the completed proxy form and, if the form is signed by the Shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 11.00 am (AEDT) on Sunday 24 November 2024.

Proxies may only be lodged with the Company's share registry:

a. by mail or delivery to:

Automic Pty Limited, Level 5, 126 Phillip Street, Sydney NSW 2000

Voting and Proxies

GPO Box 5193, Sydney NSW 2001

- b. by facsimile:
 - (within Australia) (02) 8583 3040
 - (outside Australia) +61 2 8583 3040
- c. Proxy forms and online voting are available at investor.automic.com.au by logging into your account.

Directed Proxies

The Corporations Act sets out how a proxy must vote directed proxies. If a proxy form specifies the way a proxy is to vote on a resolution, then:

- a proxy need not vote on a poll, but if the proxy does vote, the proxy must vote as directed;
- if a proxy is appointed by two or more Shareholders who specify different ways to vote on a resolution, the proxy must not vote on a poll;
- if the proxy is the Chair, the proxy must vote as directed on a poll;
- if the proxy is not the Chair, the proxy need not vote on a poll, but if the proxy does vote, the proxy must vote as directed; and
- if the proxy is not the Chair and does not attend the Annual General Meeting or does not vote on a Resolution, but the proxy form specifies how to vote and a poll is demanded, then the Chair is taken to have been appointed as the proxy and must vote as directed.

Power of Attorney

A Shareholder's attorney may sign the Shareholder's proxy form on behalf of the Shareholder. By signing the proxy form, the Shareholder's attorney confirms that the authority under which the proxy form is executed has not been revoked. If the Shareholder's attorney signs the proxy form, then the attorney must, when it sends the proxy form to the Company also send the authority (or a certified copy of the authority) under which the proxy form was signed. Each of the proxy form and authority must be received at least forty-eight (48) hours before the Meeting.

Bodies Corporate

Proxies given by corporate Shareholders must be executed in accordance with their constitutions, or signed by two directors, a director and the company secretary, or a duly authorised officer or attorney. A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at the Meeting. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise on behalf of the appointing body all of the powers that the appointing body could exercise at the Meeting or in voting on a resolution.

Technical difficulties with a Hybrid Meeting

Voting and Proxies

Technical difficulties may arise during the Meeting. The Chair has discretion as to whether and how the Meeting should proceed if a technical difficulty arises. In exercising their discretion, the Chair will have regard to the number of Shareholders affected and the extent to which participation in the business of the Meeting is affected.

If the Chair considers it appropriate the Meeting may continue and business may be transacted, including a poll and voting in accordance with valid proxy instructions.

In the event of a substantial technological failure that prevents Shareholders from having a reasonable opportunity to participate in the Meeting, the Company will endeavour to provide an update, either through text message or on its website, and will communicate the details of any postponed or adjourned Meeting to Shareholders.

Explanatory Memorandum

Important Notice

This Explanatory Memorandum is an explanation of, and contains information about, the Resolutions to be considered at the Meeting, which are set out in the accompanying Notice.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required to decide how to vote on the Resolutions. The Directors recommend that Shareholders read this Explanatory Memorandum in full before determining whether or not to support the Resolutions. This Explanatory Memorandum forms part of the accompanying Notice of Annual General Meeting and should be read together with the Notice.

If you are in doubt about what to do in relation to the Resolutions contemplated in this Explanatory Memorandum, you should consult your financial or other professional advisor.

Capitalised terms used in this Explanatory Memorandum have the meaning given to them in the Glossary.

Financial and Related Reports

Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2024 to be laid before the Company's 2024 Annual General Meeting. There is no requirement for a formal resolution on this item.

The financial report contains the financial statements of the consolidated entity consisting of PharmX Technologies Limited and its controlled entities.

As permitted by the Corporations Act, a printed copy of the Company's 2024 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. A copy of the 2024 Annual Report is available on the Company's website (www.pharmx.com.au).

The Chair of the Meeting will allow a reasonable opportunity at the meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, BDO Audit Pty Ltd, questions about its audit report, the conduct of its audit of the Company's financial report for the financial year ended 30 June 2024, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of BDO Audit Pty Ltd in relation to the conduct of the audit.

Explanatory Memorandum

Ordinary Resolutions

1. Re-election of Philip Nicholas (Nick) England as a Director

Mr England was appointed to the Board on 21 November 2019.

Experience and expertise: Mr England holds a BSc (Pharm) and is also a Graduate of the Advanced Management Program from Harvard Business School. Nick has over 35 years of experience and high-level global relationships formed through his consulting and senior management roles in Australia, the UK and Europe. He held senior management roles with the global health and beauty company Alliance UniChem PLC (now Walgreens Boots Alliance) which operates 18,000 pharmacies and distributes across 11 countries.

As Group Director for Alliance UniChem Nick was responsible for merger, acquisition and service agreement opportunities with key global network partners. Previously, Nick was also CEO of Alliance UniChem Retail International with responsibility for 300 pharmacies across Europe. He is currently the Principal of Sydney-based international retail pharmacy consultancy IQ Consulting

Mr England is a non-executive director and is the Chair of the Remuneration and Nomination Committee. He was previously the interim CEO during 2022 and 2023 and therefore is classified as not independent under the ASX Corporate Governance Guidelines.

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

The Board (excluding Mr England) unanimously recommends that Shareholders vote in favour of this Resolution.

2. Adoption of the Remuneration Report

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. The vote on this item is advisory only and does not bind the Directors of the Company. The Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2024.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

Explanatory Memorandum

Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a remuneration report resolution vote against the report in two consecutive annual general meetings, the Company will be required, at the second annual general meeting, to put to Shareholders a resolution proposing the calling of an extraordinary general meeting at which all Directors of the Company who were in office at the date of approval of the applicable Directors' Report must stand for re-election ("**Spill Resolution**").

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting within 90 days of the second annual general meeting. At the 2023 annual general meeting, the votes cast against the remuneration report were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

Voting Exclusion

A voting exclusion applies to this Resolution, as set out in the Notice.

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

As this Resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act 2001 (Cth) makes no recommendation regarding this Resolution.

3. Approval of the Omnibus Equity Plan

General

Resolution 3 seeks Shareholder approval for adoption of the employee incentive scheme "PharmX Technology Limited Incentive Plan" (the "**Plan**") and the issue of securities under the Plan in accordance with ASX Listing Rule 7.2 (Exception 13(b)).

The objective of the Plan is to:

- assist in the reward, retention and motivation of eligible participants;
- link the reward of eligible participants to Shareholder value creation; and
- align the interests of eligible participants with Shareholders by providing an opportunity to eligible participants to receive an equity interest in the Company through the grant or issue of incentive securities.

The Directors consider it appropriate to adopt a new plan to reflect recent changes to employee share schemes under the Corporations Act as amended by the *Treasury Laws Amendment (Costs of Living Support and Other Measures) Act 2022* (Cth). On the basis that the new Plan is adopted, , the Board intends to terminate the existing omnibus incentive plan adopted on 18 February 2020 and approved at the Annual

Explanatory Memorandum

General Meeting in November 2021.

ASX Listing Rule 7.1 and ASX Listing Rule 7.2 (Exception 13(b))

ASX Listing Rule 7.1 provides that a listed company may not issue or agree to issue equity securities, without the approval of shareholders, if the number of equity securities to be issued in any 12-month period exceeds 15% of the issued capital of the company at the start of that period.

ASX Listing Rule 7.2 contains a number of exceptions to the prohibition contained in ASX Listing Rule 7.1. ASX Listing Rule 7.2 Exception 13(b) allows the Company to issue equity securities under an employee incentive scheme to be automatically excluded from the calculation of the Company's 15% capacity if shareholder approval is obtained, for a period of three years.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the employee incentive scheme does not exceed the maximum number set out in the company's notice of meeting at which shareholder approval was obtained under ASX Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the employee incentive scheme from those set out in the notice of meeting.

If Resolution 3 is passed, the Company can issue securities under the Plan to eligible participants over a period of three years from the date of the Meeting without such issues counting towards the Company's 15% capacity.

To the extent that issues under the Plan are made to related parties including Directors and their associates, separate approval under ASX Listing Rule 10.14 will be sought by the Company.

If Resolution 3 is not passed, the Company is still able to adopt the Plan and proceed with issuing equity securities under the Plan to eligible participants, however any issues will reduce, to that extent, the Company's 15% capacity to issue equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue of those equity securities.

Information required by ASX Listing Rule 7.2 (Exception 13(b))

In accordance with ASX Listing Rule 7.2 (Exception 13(b)), the following information is provided:

- a summary of the key terms and conditions of the Plan is set out below;
- the Company has not issued any securities under the Plan;
- the maximum number of equity securities proposed to be issued under the Plan is 50,000,000 equity securities;
- a voting exclusion applies to Resolution 3, as set out in the Notice.

The number of securities issued under the prior plan since the plan was last approved in November 2021 at the Annual General Meeting is as follows:

Explanatory Memorandum

| Performance Rights issued | Performance Rights lapsed/ceased |
|--|---|
| 3M Performance Rights issued 9 December 2021 | 500k Performance Rights lapsed 7 January 2022 |
| 2M Performance Rights issued 30 November 2022 | 625k Performance Rights lapsed 2 November 2022 (issue of shares) |
| 8M Performance Rights issued 2023 27 June 2023 | 1,125,000 Performance Rights ceased 16 October 2023 (issue of shares) |
| 10M Performance Rights issued 27 Feb 2024 using 7.1 capacity | 1,250,000 Performance Rights lapsed 13 October 2023 |
| | |
| Total 23M Performance Rights issued | Total 3.5M Performance Rights lapsed |
| Subtract PRs lapsed 3.5M | |
| Subtract PRs issued using 7.1 capacity 2024 10M | |
| Total 9.5M Performance Rights issued | |

The total number of securities issued under the plan is less than the maximum of 10M Performance Rights as approved at the 2021 Annual General Meeting.

Summary of Plan terms and conditions

The main terms of the Plan are as follows:

| | |
|---|---|
| Purpose | <p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of eligible participants; (b) link the reward of eligible participants to Shareholder value creation; and (c) align the interests of eligible participants with Shareholders by providing an opportunity to eligible participants to receive an equity interest in the Company through the grant or issue of securities. |
| Plan administration | <p>The Plan will be administered by the Board, which may exercise any power or discretion conferred on it by the Plan rules in its role and absolute discretion. The Board may delegate its powers and discretion for such periods and on such conditions as it thinks fit.</p> |
| Eligibility, invitation and application | <p>The Board may from time to time determine that an eligible participant may participate in the Plan and make an invitation to that eligible participant to apply for securities under the Plan, on such terms and conditions as the Board determines.</p> <p>On receipt of an invitation, an eligible participant may apply for the securities by sending a completed application form to the Company.</p> <p>An eligible participant may nominate an affiliate to receive its grant of securities.</p> |
| Rights attaching to performance rights and options | <p>The incentives that may be issued under the Plan are:</p> |

Explanatory Memorandum

| | |
|---|---|
| | <ul style="list-style-type: none"> • performance rights; • options; • Shares issued under the Plan, including upon the valid exercise of a performance right or option (Plan Shares); or • any other form of security or right determined by the Board, (together, Incentive Securities). <p>Prior to exercise of a performance right or option, the holder:</p> <ul style="list-style-type: none"> (a) does not have an interest (legal, equitable or otherwise) in any Plan Shares the subject of the performance right or option other than as expressly set out in the Plan; (b) is not entitled to receive notice of, or to vote at or attend, a meeting of the Shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) does not have the right to participate in a pro rata issue of Shares or to sell renounceable rights (unless otherwise determined by the Board). |
| Issue price | <p>Unless the Board determines otherwise, no payment will be required for the grant of a performance right or option. The Board may determine to offer options with an exercise price.</p> <p>The Company may make an advance to an eligible participant to assist them to acquire Plan Shares under the Plan.</p> |
| Vesting of performance rights and options | <p>Any vesting conditions which must be satisfied before Incentive Securities can be exercised and converted will be described in the invitation to the eligible participant. If all vesting conditions are satisfied (or waived), a vesting notice will be sent by the Company to the eligible participant informing them that the relevant Incentive Securities have vested.</p> |
| Exercise of performance rights and options | <p>A performance right or option may not be exercised unless and until it has vested in accordance with the Plan rules.</p> <p>On receipt of a vesting notice, an eligible participant will be entitled to exercise a performance right and/or option that has vested by delivering an exercise notice to the Company prior to the relevant expiry date. In the case of options with an exercise price, the exercise notice must be accompanied by payment of the aggregate exercise price.</p> |

Explanatory Memorandum

| | |
|--|--|
| | <p>The Board may, in its discretion, facilitate a cashless exercise of options by issuing a reduced number of Plan Shares to the eligible participant, calculated with reference to the market value of the Shares.</p> |
| Timing of issue of Plan Shares | <p>As soon as reasonably practicable after receipt of a valid exercise notice, the Company will issue or cause to be transferred to the participant the number of Plan Shares to which they are entitled under the Plan rules.</p> |
| Restrictions on dealing | <p>Incentive Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless the Company determines otherwise or such a dealing is required by law.</p> <p>The invitation given to a participant may specify that Plan Shares are subject to restrictions on dealing for a specified period.</p> <p>Participants must not enter into any arrangement for the purpose of hedging economic exposure to an Incentive Security that has been granted or issued to them.</p> |
| Quotation | <p>Performance rights and options granted under the Plan will not be quoted on the ASX unless determined otherwise by the Board in its absolute discretion. However, if Plan Shares are in the same class as Shares which are listed on the ASX or any other recognised securities exchange, the Company will apply for quotation of the Plan Shares issued within the time required by the ASX Listing Rules after the date of allotment.</p> |
| Cessation of employment or engagement | <p>Under the Plan rules, the Board has broad discretion in relation to the treatment of Incentive Securities on cessation of the participant's employment or engagement. Individual invitations may provide more specific information regarding how the Incentive Securities will be treated if the participant ceases employment or engagement by the Company.</p> |
| Forfeiture | <p>Performance rights and/or options will be forfeited in the following circumstances:</p> <p>(a) where:</p> <p>(i) a participant acts fraudulently, dishonestly, negligently, in contravention of their employment or executive service agreement or otherwise in breach of their obligations to the Company or its subsidiaries (together, the Group), does an act which has brought the Company or Group into disrepute, or wilfully breaches their duties to the Group;</p> |

Explanatory Memorandum

| | |
|---------------------------------|---|
| | <p>(ii) the Company becomes aware of a material misstatement or omission in the financial statements in relation to an entity within the Group;</p> <p>(iii) the Participant is convicted of an offence in connection with the affairs of an entity within the Group or has a judgement entered against them in civil proceedings in respect of the contravention by the participant of their duties as an employee or officer of an entity within the Group,</p> <p>and the Board exercises its discretion to deem some or all of the Incentive Securities to have been forfeited;</p> <p>(b) where there is a failure to satisfy the vesting conditions in accordance with the Plan;</p> <p>(c) where the participant becomes insolvent;</p> <p>(d) voluntarily, by the participant giving written notice to the Company.</p> |
| <p>Change of control</p> | <p>If a change of control event occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the participant's Incentive Securities will be dealt with, including in a manner that allows the participant to participate in and/or benefit from any transaction arising from, or in connection with, the change of control event.</p> |
| <p>Reorganisation</p> | <p>If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each participant holding performance rights and/or options will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.</p> <p>If Shares are issued by the Company by way of bonus issue (other than in lieu of dividends or by way of dividend reinvestment), the holder of performance rights and/or options is entitled, upon exercise of the performance rights and/or options, to receive an issue of as many additional Shares as would have been issued to the holder if the holder had held Shares in equal number to the Plan Shares in respect of which the performance rights and/or options are exercised.</p> <p>Unless otherwise determined by the Board, a holder of performance rights and/or options does not have the right to participate in a pro rata issue of Shares made by the Company or to sell renounceable rights.</p> |

Explanatory Memorandum

| | |
|-----------------------------------|---|
| Rights attaching to Shares | All Plan Shares issued under the Plan will rank pari passu in all respects with other Shares on issue by the Company, except as regards any rights attaching to such Shares by reference to a record date prior to the date of their issue or conversion. |
| Employee share trust | The Board may, in its discretion, use an employee share trust or other mechanism for the purpose of holding Plan Shares issued to a participant, or holding Shares and Plan Shares before or after the exercise of a performance right and/or option under the Plan rules on such terms and conditions as determined by the Board. |
| Amendment of Plan | <p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules including the terms and conditions upon which any Incentive Securities have been granted or issued under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any participant as they existed before the date of the amendment, other than for specified reasons, including (amongst other things) amendments introduced primarily for the purposes of complying with legislation, to correct any manifest error or mistake or to allow the implementation of an employee share trust arrangement, or as agreed to in writing by all participant(s).</p> |
| Duration of Plan | <p>The Plan continues in operation unless the Board decides to terminate it.</p> <p>The Board may from time to time suspend the operation of the Plan for a fixed period, or indefinitely.</p> |
| Income Tax Assessment Act | To the extent that the grant of performance rights and/or options under the Plan gives rise to a tax liability in Australia under Division 83A of the <i>Income Tax Assessment Act 1997</i> (Cth) (ITAA), Sub-division 83A-C of the ITAA applies (subject to the conditions in the ITAA) to those grants made under the Plan. |

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

The Board abstains from making a recommendation in relation to this Resolution given the interest of Directors.

Special Resolution

4. Approval of Additional 10% Placement Capacity

Explanatory Memorandum

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

Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual meeting, to increase this 15% limit by an extra 10% to 25% ("**10% Placement Capacity**").

An 'eligible entity' under ASX Listing Rule 7.1A is one which, at the date of the resolution, is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company anticipates that it will be an eligible entity for the purposes of ASX Listing Rule 7.1A at the time of the Meeting.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% Placement Capacity provided for in ASX Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% Placement Capacity to issue equity securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

This Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and entitled to vote.

The exact number of additional equity securities that the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula set out in ASX Listing Rule 7.1A.2.:

$$(A \times D) - E$$

where:

A = the number of fully paid ordinary securities on issue at the commencement of the relevant period,

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exceptions 9, 16 or 17,
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the

Explanatory Memorandum

- relevant period; or
- the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4,
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under ASX Listing Rule 7.1 or rule 7.4,
- plus the number of partly paid ordinary securities that became fully paid in the relevant period,
- less the number of fully paid ordinary securities cancelled in the relevant period.

'A' has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D = 10%.

E = the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4; and "relevant period" means:

- if the entity has been admitted to the official list for 12 months or more, the 12-month period immediately preceding the date of the issue or agreement; or
- if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.

Any equity securities issued under the 10% Placement Capacity must be in an existing quoted class of the Company's equity securities and issued for cash consideration. The Company presently has one class of quoted securities, being Shares (ASX: PHX).

Special information required by ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, the following information is provided:

Minimum price

Any equity securities issued can only be issued at a price that is not less than 75% of the volume weighted average price for equity securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed; or

Explanatory Memorandum

- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the equity securities are issued.

Risk of economic and voting dilution to existing Shareholders

If this Resolution is approved by Shareholders and the Company issues equity securities under the 10% Placement Capacity, the existing Shareholders' economic and voting interests in the Company will be diluted. There is a risk that:

- (a) the market price of the Company's equity securities in that class may be significantly lower on the issue date than on the date of approval under ASX 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.

The table below sets out the potential dilution scenarios ("Dilution Table") to existing Shareholders calculated in accordance with the formula in ASX Listing Rule 7.1A.2 based on a closing Share price of \$0.045 on the ASX on 10 October 2024. The Dilution Table also shows:

- (a) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue to all Shareholders) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' Meeting; and
- (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

| Variable A in Listing Rule 7.1A.2 | | 50% decrease in issue price | Issue price at current market price | 100% increase in issue price |
|-----------------------------------|----------------------------------|-----------------------------|-------------------------------------|------------------------------|
| | | \$0.0225 | \$0.045 | \$0.090 |
| Current Variable A (no of shares) | 10% voting dilution funds raised | \$1,346,640 | \$2,693,281 | \$5,386,561 |
| 598,506,789 | 59,850,679 | | | |
| 50% increase in Variable A | 10% voting dilution funds raised | \$2,019,960 | \$4,039,921 | \$8,079,842 |
| 897,760,184 | 89,776,018 | | | |
| 100% increase in Variable A | 10% voting dilution funds raised | \$2,693,281 | \$5,386,561 | \$10,773,122 |
| 1,197,013,578 | 119,701,358 | | | |

The Dilution Table has been prepared on the following assumptions:

- (a) the "issue price at current market price" is the closing price of Shares on the ASX on 10 October 2024;
- (b) Variable "A" is 598,506,789, the current number of Shares on issue at 10 October 2024;

Explanatory Memorandum

- (c) the Company issues the maximum number of equity securities available under the 10% Placement Capacity;
- (d) the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
- (e) no Performance Rights are exercised and exchanged into Shares before the date of issue of equity securities;
- (f) 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%;
- (g) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of the placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Annual Meeting;
- (h) the issue of equity securities under the 10% Placement Capacity consists only of fully paid ordinary Shares in the Company; and
- (i) "Funds Raised" are before any capital raising costs which may be incurred.

10% Placement Period

Shareholder approval of the 10% Placement Capacity is valid from the date of the Annual Meeting at which approval is obtained and expires on the earliest to occur of:

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

Purpose of the Additional 10% Placement Capacity

Whilst the Company does not have any immediate plans to issue equity securities under the 10% Placement Capacity, the Company may seek to issue equity securities under the 10% Placement Capacity to raise funds for working capital, investing activities (including possible complementary business acquisitions if any are identified and approved by the Board), meet financing commitments or capital management activities deemed by the Board to be in the best interests of the Company.

The Company will comply with any disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon the issue of any equity securities under ASX Listing Rule 7.1A.

Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- (a) the methods of raising funds that are then available to the Company;

Explanatory Memorandum

- (b) the effect of the issue of the equity securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from professional and corporate advisers (if applicable).

Allottees under the 10% Placement Capacity have not been determined as at the date of this Notice of Meeting but may include existing and/or new Shareholders who are not related parties or associates of a related party of the Company.

Previous Issue of Securities under ASX Listing Rule 7.1A

The Company has not issued equity securities under ASX Listing Rule 7.1A since it last obtained Shareholder approval at the Annual General Meeting dated 14 November 2022.

At the date of this Notice of Meeting, the Company has not invited and has not determined to invite any particular existing Shareholder or an identifiable class of existing Shareholder to participate in an offer under ASX Listing Rule 7.1A. Accordingly, no existing Shareholder will be excluded from voting on this Resolution.

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

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

Explanatory Memorandum

Glossary

In this Explanatory Memorandum, unless the context otherwise requires:

ASX means ASX Limited ACN 008 624 691

Board means the Board of Directors of the Company

Closely Related Party of a member of the Key Management Personnel for an entity has the meaning given in the Corporations Act

Company means PharmX Technologies Limited ABN 25 000 091 305

Constitution means the constitution of the Company, as amended from time to time

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

Director means a director of the Company

Key Management Personnel or **KMP** has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director, whether executive or otherwise, of the Company)

Listing Rules means the official listing rules of ASX

Meeting means the Annual General Meeting of Shareholders convened by the Notice

Notice means the Notice of Annual General Meeting to which this Explanatory Memorandum is attached

Plan means the PharmX Technologies Limited Incentive Plan

Proxy Form means the Proxy Form attached to this Notice

Related party has the meaning given to that term in section 228 of the Corporations Act

Resolution means a resolution passed by the requisite majority of members of the Company by the requisite majority of votes given on a poll

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

Share Registry means Automic Pty Limited ACN 152 260 814

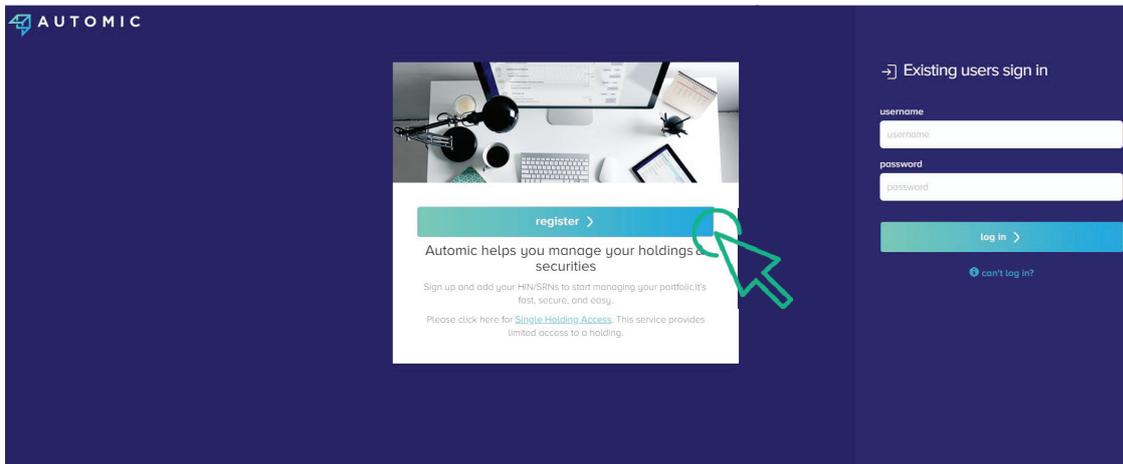
Shareholder means a holder of a Share

Virtual Meeting Registration and Voting



REGISTRATION

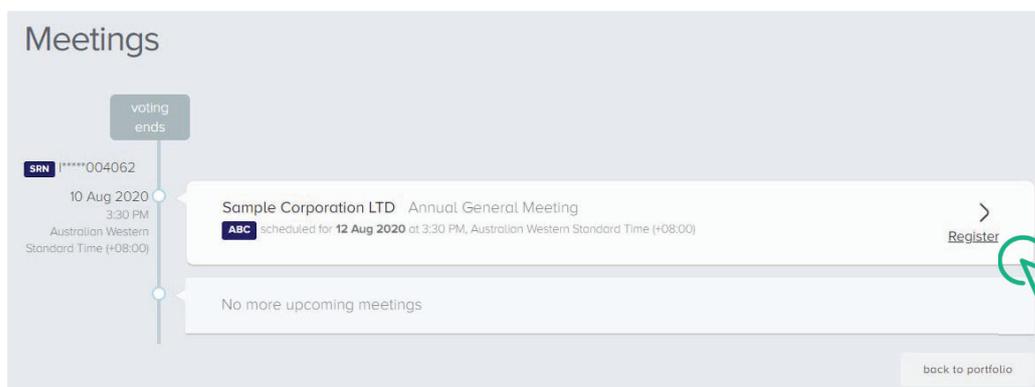
- Go to: <https://investor.automic.com.au/#/home>.
- Log in using your existing username and password or click on “register” and follow the on-screen prompts to create your login credentials.



- Once logged in you will see that the meeting is open for registration. Click on “view”.



- Click on “register” to register your attendance for the meeting.



REGISTRATION

- Select “yes, I would like to vote” and then click “next”.

The screenshot shows a web interface titled "Registration" for "Sample Corporation LTD - Annual General Meeting". A progress bar at the top indicates the current step is "Registration" (marked with a square icon) and the final step is "Complete" (marked with a checkmark icon). The main content area is titled "Registration - Step 1 of 2" and contains a question: "Will you be registering to vote?". Below the question, there is explanatory text: "If you have already lodged a Proxy Form and wish for your proxy vote to stand, please select 'NO, I will not be voting'. If you have lodged a Proxy Form and wish to amend your vote, please select 'YES, I would like to vote'". Two radio button options are presented: "YES, I would like to vote" (which is selected) and "NO, I will not be voting". A green mouse cursor points to the "YES" option. At the bottom right of the form, there is a dark blue button labeled "next", with another green mouse cursor pointing to it.

- You will be placed on a holding page until voting opens for the meeting. From here you can access the meeting video/audio by selecting the meeting URL.
- Once the Chair of the Meeting declares voting open, you should select “refresh”.

The screenshot shows the "Registration Complete" screen for "Sample Corporation LTD - Annual General Meeting". The progress bar at the top shows "Registration" as a completed step (square icon) and "Complete" as the current step (checkmark icon). The main content area is titled "Complete - Step 2 of 2" and features a green checkmark icon followed by the text "Registration Complete!". Below this, it states: "The voting is not open yet. Refresh this page or come back here later." A blue button labeled "Refresh" is positioned on the right side, with a green mouse cursor pointing to it. At the bottom, a light blue box contains the text: "You can join the meeting online using the following link" followed by the URL: <https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjb1YyZjNkd2xVWXdlMGgwZz09>. A green mouse cursor points to the URL.

VOTING

- The next screen will display the resolutions to be put to the meeting.
- The Chair of the meeting will provide instructions on when to mark your vote.
- You record your vote by selecting either “for”, “against” or “abstain” next to the appropriate resolution.
- Once voting has been declared closed you must select “next” to submit your vote.

Voting

Sample Corporation LTD - Annual General Meeting

Registration Poll Review Complete

Poll - Step 2 of 4

You can join the meeting online using the following link
<https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjbUyZjNjQd2xVWXdiMGgwZz09>

Resolutions
You must vote on all resolutions, except for those marked as withdrawn.

| | | | | |
|---|--|-----|---------|---------|
| 1 | Remuneration Report | for | against | abstain |
| 2 | Re-Election of Mr Robert Smith as Director | for | against | abstain |

prev next

- On the next screen, check your vote is correct and select the box next to “declaration” – you cannot confirm your vote unless you select this box.
- Select “confirm” to confirm your vote – you CANNOT amend your vote after pressing the “confirm” button.

Review - Step 3 of 4

Confirmation
Please review and confirm.

| | | | | |
|---|--|-----|---------|---------|
| 1 | Remuneration Report | for | against | abstain |
| 2 | Re-Election of Mr Robert Smith as Director | for | against | abstain |

Declaration
PLEASE NOTE: You will not be able to change your votes after pressing the **confirm** button.
By pressing **confirm** you agree that this online voting form has been signed, authorised and submitted by you, in your capacity as a registered holder (or legally authorised representative) of the Company, in accordance with the requirements under the Company's Constitution, the Corporations Act 2001 (Cth) and Automic's terms and conditions.

prev confirm

VOTING COMPLETE

- Your vote is now lodged and is final.

Voting

Sample Corporation LTD - Annual General Meeting

Poll Review Complete

Complete - Step 3 of 3

Complete

You have successfully submitted your vote.

You can join the meeting online using the following link

<https://us02web.zoom.us/j/85784417406?pwd=TFF0TTdGTEhGSENIbUN5NzF3bUUQT09>

Your proxy voting instruction must be received by **10.00am (AEDT) on Sunday, 24 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

