



## **2024 ANNUAL GENERAL MEETING**

The Annual General Meeting (AGM) of the shareholders of Vectus Biosystems Limited will be held on Wednesday, 27 November 2024 commencing at 12:00pm (noon Sydney time).

The AGM is being held as a virtual meeting via live webcast and shareholders may join the meeting virtually on Zoom. For instructions on how to join the AGM online, shareholders will need to refer to the Zoom information that was either posted out to them or emailed to them (depending on their chosen preference) by Vectus' Share Registrar, Computershare.

**For further instructions on how to participate online please view the online meeting user guide at:**  
[www.computershare.com.au/onlinevotingguide](http://www.computershare.com.au/onlinevotingguide)

## NOTICE OF THE 2024 ANNUAL GENERAL MEETING

Notice is hereby given that the 2024 Annual General Meeting (AGM) of the shareholders of Vectus Biosystems Limited (Vectus or the Company) will be held on Wednesday, 27 November 2024 commencing at 12:00pm (noon Sydney time). The AGM is being held as a virtual meeting.

### BUSINESS

**1. Item 1: Financial Statements and Reports**

To receive and consider the Annual Report of the Company for the year ended 30 June 2024, which includes the Annual Financial Report, the Directors' Report, the Directors' Declaration and the Auditor's Report.

*Note:* This item of business is for discussion only and is not a Resolution. However, pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity during the AGM to ask questions about, or make comments in relation to, each of the aforementioned Reports during consideration of these Reports.

**2. Resolution 1: To Re-Elect a Director – Maurie Stang**

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

That, Mr Maurie Stang, who retires by rotation as a Director pursuant to clause 6.1(f) of Vectus' Constitution and, being eligible, offers himself for re-election, be elected a Director of the Company.

**3. Resolution 2: To Adopt the Remuneration Report**

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

That Vectus' Remuneration Report for the financial year ended 30 June 2024, as set out in the Directors' Report in the Company's 2024 Annual Report, be received, approved and adopted.

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

**4. To transact any other business brought forward in accordance with Vectus' Constitution.**

Further information in relation to the matters to be considered at the AGM is set out in the attached Explanatory Notes.

### VOTING EXCLUSION STATEMENT

In respect of **Resolution 2** (To Adopt the Remuneration Report), the Company will disregard any votes cast (in any capacity) by or on behalf of any person who is a member of the key management personnel (KMP) whose remuneration details are included in the Remuneration Report in the 2024 Annual Report or a closely-related party of such a member. The prohibition in the Corporations Act 2001 (Cth) on the voting of members of Vectus' KMP does not apply to the Chairman of the AGM as proxy for a member entitled to vote where the proxy appointment expressly authorises the Chairman of the AGM to vote. However, the Company need not disregard any vote by any such persons if it is cast by any of them as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form.

## PROXIES

To be effective, Proxy Forms must be received by Vectus' Share Registrar, Computershare Investor Services Pty Ltd, at least 48 hours before the time for holding the AGM:

by post to the following address:

**Computershare Investor Services Pty Ltd**  
**GPO Box 242, Melbourne VIC 3001 Australia;** or

by facsimile on:

**1800 783 447 within Australia** or  
**+61 3 9473 2555 outside Australia** or

by voting online at:

**[www.investorvote.com.au](http://www.investorvote.com.au)**

(following the instructions on the attached Proxy Form).

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the Register of Shareholders as at 7:00pm (AEDT) on Monday, 25 November 2024. Share transfers registered after that time will be disregarded in determining entitlements to vote during the AGM. In addition, Australian legal requirements limit the eligibility of certain people to vote on some items of business to be considered at the AGM. This voting exclusion is designed to limit the capacity of people who stand to benefit from a Resolution to influence whether or not the Resolution is passed.

A member entitled to join and vote during the AGM is entitled to appoint not more than two persons as his / her proxy to join and vote instead of the member. A proxy need not be a member of the Company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. Unless under Power of Attorney (which should have been previously noted by Vectus), a Proxy Form by a corporation should be executed under its common seal or in accordance with the Corporations Act 2001.

If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that Resolution as they think fit. Should any resolution, other than those specified in the Notice of AGM, be proposed at the AGM, a proxy may vote on that resolution as they think fit.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll that takes place and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their Proxy Forms with a direction on how to vote, but do not nominate the identity of their proxy, will be taken to have appointed the Chairman of the AGM as their proxy to vote on their behalf. If a Proxy Form is returned, but the nominated proxy does not join the AGM, or does not vote on the Resolution, the Chairman of the AGM will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the AGM, the Company Secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the Resolutions proposed in the Notice of AGM.

Dated in Sydney on this 18th day of October 2024.

By authority of the Board.

**Robert J Waring**  
Company Secretary

## EXPLANATORY NOTES

### Introduction

These Explanatory Notes set out information designed to assist the Shareholders to vote on the Resolutions outlined in the Notice of AGM. The Directors recommend that Shareholders read the accompanying Notice of AGM and these Explanatory Notes in full before making any decisions relating to the Resolutions.

### BUSINESS

#### Item 1: Financial Statements and Reports

The 2024 Annual Financial Report, including the Directors' Reports and the Auditor's Report for the year ended 30 June 2024, will be laid before the AGM, as required by the Corporations Act. There is no requirement for Shareholders to approve the Financial Report. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about the Financial Report and the management of Vectus. Shareholders will also be given an opportunity to ask the Auditor questions about the:

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

In addition to taking questions at the AGM, written questions to the Chairman about the management of Vectus, the Company's Auditor, the content of the Auditor's Report and the conduct of the audit may be submitted no later than five business days before the date of the AGM to PO Box 324, Crows Nest, NSW 1585.

Vectus' 2024 Annual Report is available on its website at:

<http://www.vectusbiosystems.com.au/wp-content/uploads/2024/10/2024-Annual-Report.pdf>

#### General Explanatory Notes Applying to Resolution 1

The Company undertakes appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director and provides security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director. These include checks as to the person's character, experience, education, criminal record and bankruptcy history. Candidates for appointment or election as Non-Executive Directors provide the Board with the information above and a consent for Vectus to conduct any background or other checks the Company would ordinarily conduct. The candidate also provides details of his or her other commitments and an indication of time involved, and specifically acknowledges to Vectus that he or she will have sufficient time to fulfil his or her responsibilities as a Director. A candidate for election as a Director discloses to the Company all interests, positions, associations and relationships that may bear on his or her independence.

#### Resolution 1: To Re-Elect a Director – Maurie Stang

Non-Executive Deputy Chairman Mr Maurie Stang has more than three decades of experience building and managing companies in the healthcare and biotechnology industry in Australia and internationally. His strong business development and marketing skills have resulted in the successful commercialisation of intellectual property across global markets. Mr Stang has been the Executive Chairman of unlisted company Lumitron Technologies since 2016.

Mr Stang is not considered by the Board to be an independent Director as he is a substantial shareholder of Vectus.

*Directorships held in other listed entities in the past three years*

- A member of the Board of Nanosonics Limited (ASX:NAN) from 14 November 2000 until 18 November 2022, Non-Executive Chairman from when NAN listed on 15 May 2007 until 1 July 2022, and Deputy Chairman of NAN from 1 July 2022 until 18 November 2022.
- Non-Executive Chairman of Aeris Environmental Ltd (ASX:AEI) since 24 July 2002.

*Appointed to the Board*

Mr Stang was appointed to the Board on 12 December 2005 (i.e. the term of office he has currently served as a Director is 18.8 years).

Shareholders are being asked to re-elect Mr Stang as a Non-Executive Director at the Company's AGM.

*Directors' Recommendation*

The Board, with Mr Stang abstaining, recommends that Shareholders vote in favour of Resolution 1.

**Resolution 2: To Adopt the Remuneration Report**

Vectus' Remuneration Report is required to be considered for adoption in accordance with the Corporations Act 2001 (Cth). The Remuneration Report is contained in the Directors' Report of the Annual Report. The vote on this Resolution is advisory only and non-binding. The Resolution gives the members the opportunity to ask questions or make comments concerning the Remuneration Report during the AGM. Under the Corporations Act 2001 (Cth), if 25% or more of the votes that are cast vote against the adoption of the remuneration report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution (a spill resolution) that another meeting be held within 90 days at which all of a company's directors (other than the managing director) must go up for re-election. The Company encourages all Shareholders to cast their votes on this Resolution.

Any undirected proxies held by the Chairman of the AGM, other Directors, other KMP or any of their closely-related parties will not be included in the votes for this Resolution. However, Vectus need not disregard a vote by any such persons if it is cast by any of them as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person who is chairing the AGM as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides. The KMP of the Company are the Directors of Vectus, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies Vectus' KMP for the financial year to 30 June 2024. Closely-related parties are defined in the Corporations Act 2001 (Cth), and include certain family members, dependents and companies that the KMP control.

***Directors' Recommendation:***

The Board recommends that Shareholders vote in favour of Resolution 2. Voting exclusions apply.

## DEFINITIONS

In these Explanatory Notes:

**Annual General Meeting or AGM or Meeting** mean the meeting of the Shareholders convened for the purposes of considering the Resolutions contained in the Notice of AGM.

**ASX** means the Australian Securities Exchange or ASX Limited (ABN 98 008 624 691), as the context requires.

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

**Company or Vectus** means Vectus Biosystems Limited ABN 54 117 526 137.

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

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

**Explanatory Notes** means the explanatory notes accompanying the Notice of AGM.

**Notice** means the notice convening the AGM accompanying these Explanatory Notes.

**Proxy Form** means the form of proxy accompanying this Notice of AGM.

**Related Party** means a party so defined by section 228 of the Corporations Act.

**Resolution** means a resolution proposed to be passed at the AGM and contained in the Notice of AGM.

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

**Shareholder** means a person entered in the Company's register as a holder of a Share.

## VIRTUAL MEETING AND VOTING BY PROXY OR IN POLL

Following approval by shareholders at the Company's 2022 AGM, Vectus has arranged for its shareholders to participate in the AGM online this year (via a Zoom meeting). Shareholders are encouraged to vote by proxy before the AGM and to submit any questions they may have before the Meeting. Shareholders will be able to join the AGM live via Zoom (details of which were either posted out or emailed to shareholders, depending on their chosen preference, by Vectus' Share Registrar, Computershare), and will be able to ask questions online in relation to the business of the Meeting and to vote at the AGM. Instructions on how to vote in the poll will be outlined at the AGM.

**VECTUS BIOSYSTEMS LIMITED** ABN 54 117 526 137

Ground Floor, Unit 5, 26-34 Dunning Avenue, Rosebery NSW 2018 Australia

Telephone: +61 2 8344 1300, Facsimile: +61 2 9697 0944

Email: [info@vectusbiosystems.com.au](mailto:info@vectusbiosystems.com.au)

Website: [www.vectusbiosystems.com.au](http://www.vectusbiosystems.com.au)



VECTUS BIOSYSTEMS LIMITED  
ABN 54 117 526 137

VBS

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00pm (noon Sydney time) Monday, 25 November 2024.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

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### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Vectus Biosystems Limited hereby appoint

☐ the Chairman of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Vectus Biosystems Limited to be held as a virtual meeting on Wednesday, 27 November 2024 at 12:00pm (noon Sydney time) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration-related Resolution:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 2 (except where I/we have indicated a different voting intention in step 2) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 2 by marking the appropriate box in step 2.

Step 2

Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 To Re-Elect a Director – Maurie Stang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically