



Trajan Scientific and Medical

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Trajan Group Holdings Limited
ACN 152 617 706

ASX RELEASE

Annual General Meeting of Trajan Group Holdings Limited to be held on Tuesday 18 October 2022 at 11:00am (AEDT)

16 September 2022 – Global analytical science and device company Trajan Group Holdings Limited (**ASX: TRJ**) (**Trajan** or **the Company**) advises, in accordance with Listing Rule 3.17, a copy of the following documents are attached:

1. Notice of Annual General Meeting;
2. Sample Proxy Form; and
3. Letter to Shareholders regarding arrangements for the 2022 Annual General Meeting that will be dispatched to the Shareholders in lieu of the Notice of Meeting.

Authorised for ASX release by the Board of Trajan Group Holdings Limited.

END

Contact:

Investors

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Media

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About Trajan

Trajan is a global developer and manufacturer of analytical and life sciences products and devices founded to have a positive impact on human wellbeing through scientific measurement. These products and solutions are used in the analysis of biological, food, and environmental samples. Trajan has a portfolio and pipeline of new technologies which support the move towards decentralised, personalised data-based healthcare.

Trajan is a global organisation of more than 650 people, with seven manufacturing sites across the US, Australia, Europe and Malaysia, and operations in Australia, the US, Asia, and Europe.

TRAJAN GROUP HOLDINGS LIMITED
ACN 152 617 706

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY MEMORANDUM**

Date of Meeting

Tuesday, 18 October 2022

Time of Meeting

11:00am (AEDT)

Place of Meeting

DLA Piper,
Level 14,
80 Collins Street
Melbourne VIC 3000
and online at:

<https://meetnow.global/MGF9HS7>

THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY. PLEASE READ IT CAREFULLY

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Shareholders of Trajan Group Holdings Limited (the “**Company**”) will be held at DLA Piper, Level 14, 80 Collins Street, Melbourne, VIC, 3000 and virtually via the online platform at <https://meetnow.global/MGF9HS7> on Tuesday, 18 October 2022 commencing at 11:00am (AEDT) (the “**Meeting**”).

The Meeting will be held as a hybrid meeting, whereby Shareholders can attend in person and virtually via the online platform at <https://meetnow.global/MGF9HS7>. By accessing the online platform, Shareholders will be able to participate, ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

If you are unable to attend the Annual General Meeting in person or online, please complete the Proxy Form and return it in accordance with the instructions set out on that form. If you are in any doubt as to how to vote, you should contact your professional adviser as soon as possible. Should you wish to discuss a matter in the Notice of Meeting please do not hesitate to contact the Company at companysecretary@trajanscimed.com.

All Resolutions to be considered at the Meeting will be decided by a poll.

The Explanatory Memorandum that accompanies this Notice provides additional information on the matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form are part of this Notice.

Should circumstances further change between the date of this Notice and the proposed time of the Meeting, information will be lodged with the ASX at www.asx.com.au (ASX code: TRJ) and posted on our website at <https://investor.trajanscimed.com/>.

ORDINARY BUSINESS:**Financial Statements and Reports**

To receive and consider the Financial Report of the year ended 30 June 2022 together with the Directors' Report and Auditor's Report as set out in the Company's 2022 Annual Report.

Note: No vote is required on this item.

Resolution 1 - Adoption of Remuneration Report

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

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Directors' Report for the year ended 30 June 2022, be adopted."

Note: The 2022 Remuneration Report is set out in the Company's 2022 Annual Report. The vote on this resolution is *advisory only* and does not bind the Directors of the Company.

Voting exclusion

A vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member. However, the Company need not disregard a vote on this Resolution if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote on this Resolution 1, in accordance with the directions given to the proxy to vote on Resolution 1 in that way;
- (b) it is cast by the Chair as proxy for a person who is entitled to vote in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; or
- (c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation by 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.

Any undirected proxies held by Key Management Personnel or their closely related parties for the purposes of this Resolution (excluding the Chair) will not be voted on this Resolution. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chair as your proxy, you can direct the

Chair to vote by marking the box for this Resolution. By marking the Chair's box on the Proxy Form, you acknowledge that the Chair will vote in favour of this item of business as your proxy.

Chair appointed as proxy

The Chair intends to vote all undirected proxies in **FAVOUR** of Resolution 1.

Resolution 2 - Re-election of Ms Sara Watts as a Director

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

"That, Sara Watts, who retires in accordance with clause 12.5 of the Company's Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."

Chair appointed as proxy

The Chair intends to vote all undirected proxies in **FAVOUR** of Resolution 2.

Resolution 3 – Re-election of Dr Rohit Khanna as a Director

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

"That, Rohit Khanna, who retires in accordance with clause 12.5 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Chair appointed as proxy

The Chair intends to vote all undirected proxies in **FAVOUR** of Resolution 3.

Resolution 4 – Ratification of prior issue of Ordinary Shares to Farrona LLC

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 30 December 2021 of 4,659,843 shares to Farrona LLC, on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Farrona LLC or any associate of Farrona LLC.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a) a person as proxy or attorney for a person who is entitled to vote on Resolution 4, 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 the person excluded from voting, on the Resolution; and
- II. the holder votes on the Resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way.

Chair appointed as proxy

The Chair intends to vote all undirected proxies in **FAVOUR** of Resolution 4.

Resolution 5 – Ratification of prior issue of 14,834,054 Ordinary Shares pursuant to ASX Listing Rule 7.4

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

“That in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 14,834,054 fully paid ordinary shares in the capital of the Company, details of which are set out in the Explanatory Memorandum.”

Voting exclusion

The Company will disregard any votes cast in favour of Resolution 5 by any participant in the placement as outlined in the Explanatory Memorandum accompanying this notice of Meeting and any of their associates, unless the vote is cast by:

- a) a person as proxy or attorney for a person who is entitled to vote on Resolution 5, 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 the person excluded from voting, on the Resolution; and
 - II. the holder votes on the Resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way.

Chair appointed as proxy

The Chair intends to vote all undirected proxies in **FAVOUR** of Resolution 5.

Resolution 6 – Approval of Grant of Options to Managing Director

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

“That in accordance with ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant of 30,000 Options to the Company’s Managing Director, Mr Stephen Tomisich, or his nominee, under the Trajan Long Term Incentive Plan on the terms and conditions which are set out in the Explanatory Memorandum.”

Voting exclusion

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

- a) a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Long Term Incentive Plan in question; or
- b) an associate of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Long Term Incentive Plan in question; or
- c) a member of the Key Management Personnel as at the time the resolution is voted on at the Meeting or any of their closely related parties, as a proxy.

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

- a) a person as proxy or attorney for a person who is entitled to vote on Resolution 6, 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 the person excluded from voting, on the Resolution; and
 - II. the holder votes on the Resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way.

Chair appointed as proxy

The Chair intends to vote all undirected proxies in **FAVOUR** of Resolution 6.

OTHER BUSINESS

To consider any other business which may properly be brought before the Meeting in accordance with the Constitution and the Corporations Act.

BY ORDER OF THE BOARD



Mark Licciardo
Joint Company Secretary
16 September 2022

Online Platform details

Having regard to social distancing requirements introduced as a result of the current pandemic and in the interests of the health and safety of our shareholders, directors and staff, the Company has decided to hold a hybrid Meeting whereby Shareholders can participate in person and via the online platform at <https://meetnow.global/MGF9HS7>. Shareholders can join the online Meeting by following the instructions set out below.

We recommend logging into the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below.

Enter <https://meetnow.global/MGF9HS7> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Proxy Form; and

Appointed Proxies must contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day. The online platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time.

Shareholders will also be given a reasonable opportunity to ask questions related to the business of the Meeting, the Company's operations or of the auditor at the end of the Meeting. Please submit your questions by emailing the Company Secretary at companysecretary@trajanscimed.com. If you would like to ask a question during the Meeting, please register as a Shareholder or Proxyholder and provide your valid HIN or SRN number when registering.

All Resolutions to be considered at the Meeting will be decided by poll based on proxy votes received prior to the commencement of the Meeting and votes cast at the Meeting via the online platform. Shareholders are encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on in this Notice to ensure that their votes are counted.

Defined Terms

Capitalised terms used in this Notice will, unless the context requires otherwise, have the meaning given to them in the Glossary in the Explanatory Memorandum attached to this Notice.

Voting and required majority - Corporations Act

1. In accordance with section 249HA of the Corporations Act, for all resolutions to be effective, not less than 28 days written notice specifying the intention to propose the Resolution has been given.
2. For Resolutions 1 to 6 to be effective, the Resolution must be passed by more than 50% of all the votes cast by Shareholders entitled to vote on the Resolution (whether in person or by proxy, attorney or representative).

All Resolutions will be determined by a poll based on proxy votes received prior to the commencement of the Meeting and votes cast during the Meeting. On a poll, every Shareholder has one vote for each Ordinary Share held.

Entire Notice

The details of the Resolutions contained in the Explanatory Memorandum accompanying this Notice should be read together with, and form part of, this Notice.

Entitlement to vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Meeting all Shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 pm (AEDT) on Sunday, 16 October 2022. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Casting Voting

Enter <https://meetnow.global/MGF9HS7> into a web browser on your computer or online device.

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Proxy Form; and
- Appointed Proxies must contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

Casting a vote by proxy

If you wish to cast a vote by proxy prior to the Meeting, you must complete the Proxy Form by providing voting directions for each resolution by marking “For”, “Against” or “Abstain”. Votes will only be valid for Resolutions marked. Unless you have appointed the Chair as your proxy, no vote will be counted for Resolutions left blank. If you appoint the Chair of the Meeting as your proxy and do not provide voting directions for each Resolution, the Chair intends to vote for all the Resolutions.

You can return your completed proxies via:

- mailing to Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Victoria 3001 Australia; or
- send by fax to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Alternatively, proxy instructions can be submitted electronically to the Company’s share registrar by visiting www.investorvote.com.au and using the 6-digit control number on the proxy form and entering your SRN/HIN and post code and Intermediary Online subscribers only (custodians) should visit intermediaryonline.com

Proxies and Representatives

1. All Shareholders who are entitled to attend at the Meeting may appoint a proxy for that purpose.
2. A proxy need not be a Shareholder of the Company.
3. Each Shareholder who is entitled to cast two or more votes at the Meeting, may appoint up to two proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder’s votes each proxy may exercise, each proxy will be

entitled to exercise half of the votes. An additional Proxy Form will be supplied by the Company on request.

4. If a proxy is given by a body corporate, a Proxy Form must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney.
5. If a proxy is given by a natural person, a Proxy Form must be executed under the hand of that person or that person's attorney.
6. To be effective, the Proxy Form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding the Meeting or any adjourned Meeting.
7. Any Proxy Form received after this deadline will be treated as invalid.
8. If a Shareholder appoints the Chair as the Shareholder's proxy and does not specify how the Chair is to vote, the Chair will vote, as proxy for that Shareholder, in favour of or against each Resolution as set out in the Explanatory Memorandum.
9. A Shareholder that is a body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the Meeting. The appointment may be a standing one.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Shareholders with information to assist their assessment of the merits of the Resolutions contained in the accompanying Notice for the Annual General Meeting of the Company to be held at DLA Piper, Level 14, 80 Collins Street, Melbourne VIC 3000 and virtually via the online platform at <https://meetnow.global/MGF9HS7> on Tuesday, 18 October 2022 commencing at 11:00am (AEDT).

Shareholders should read this Explanatory Memorandum and the Notice in full before deciding how to vote on the Resolutions set out in the Notice.

Capitalised terms used in this memorandum and the Notice are defined in Section 5.

2 Receipt and consideration of Financial Statements and Reports

The Corporations Act requires that the Financial Report and the reports of the Directors and Auditor be laid before the Meeting. There is no requirement for Shareholders to vote on these reports. Shareholders will be given a reasonable opportunity to raise questions and make comments on these reports and on the management of the Company at the Meeting.

Representatives of the Company's Auditor will be present for discussion purposes on matters of relevance to the audit.

3 Resolution 1 - Adoption of Remuneration Report (Non-binding Resolution)

The Remuneration Report includes information on:

- (d) the remuneration policy adopted by the Board;
- (e) the relationship between that policy and the Company's performance;
- (f) the principles used to determine the nature and amount of remuneration;
- (g) the remuneration details of each Director and key management personnel; and
- (h) the performance conditions that must be met prior to an executive deriving any value from the "at risk" components of their remuneration.

As required by section 300A of the Corporations Act, the Remuneration Report is included in the Company's Annual Report, which is available on the Investor section of the Company's website at <https://investor.trajanscimed.com/>.

At the Meeting, the Chair will give Shareholders a reasonable opportunity to ask questions about or comment on the Remuneration Report.

The vote on this resolution is **advisory only** and will not bind the Directors or the Company. The vote will, however, be taken into consideration in determining future remuneration policy for Directors and executives.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this Meeting when reviewing the Company's remuneration policies. If 25% or more of the votes that are cast are voted 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 the Directors other than the Managing Director must be offered up for election.

Key Management Personnel and their closely related parties must not cast a vote on the Remuneration Report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

The Board recommends that Shareholders vote in FAVOUR of Resolution 1. The Chair intends to vote undirected proxies in FAVOUR of Resolution 1.

3 Resolution 2 – Re-election of Ms Sara Watts as a Director

Background

Clause 12.5 of the Company's Constitution provides that an election of Directors, other than a Managing Director, must be held each year, and if no person is standing for election or re-election under clauses 12.4 or 12.13, the Director who has been in office the longest since last being elected is required to stand for re-election.

In accordance with Clause 12.5 of the Company's Constitution, Sara Watts will retire at this Meeting, and being eligible for re-election, has submitted herself for re-election at this Meeting.

Ms Watts was appointed a Director of the Company on 23 March 2021. Ms Watts is an experienced Non-Executive Director with financial and operational experience across more than 20 years in a range of industries including technology, education, NFP and resources.

Ms Watts previous executive positions include Chief Financial Officer of IBM Australia/New Zealand, Head of Internal Audit for IBM Asia Pacific and Vice-Principal (Operations) at the University of Sydney.

Ms Watts is Chair of the Audit and Risk Committee and member of the Remuneration and Nomination Committee.

The Board (with the exception of Ms Watts) recommends that Shareholders vote in FAVOUR of Resolution 2. The Chair intends to vote undirected proxies in FAVOUR of Resolution 2.

4 Resolution 3 – Re-election of Dr Rohit Khanna as a Director

Background

Clause 12.5 of the Company's Constitution provides that an election of Directors, other than a Managing Director, must be held each year, and if no person is standing for election or re-election under clauses 12.4 or 12.13, the Director who has been in office the longest since last being elected is required to stand for re-election.

In accordance with Clause 12.5 of the Company's Constitution, Rohit Khanna will retire at this Meeting, and being eligible for re-election, has submitted himself for re-election at this Meeting.

Dr Khanna was appointed a Director of the Company on 23 March 2021. Dr Khanna has nearly 40 years of experience in analytical science, business leadership and laboratory application software.

In 1981, Dr Khanna co-founded Dynamic Solutions, a software-engineering firm dedicated to providing computing solutions to the scientific and engineering community. The company's data management software became a leader in transitioning the analytical

instrument industry to automated system control and data analysis, before being acquired by Waters Corporation in 1986.

Dr Khanna went on to hold various senior management roles at Waters Corporation, including Vice-President and General Manager of the Data Products Group. In 2002, Dr Khanna was appointed Vice-President, Worldwide Marketing, and most recently Dr Khanna was Senior Vice President of several key Waters Corporation businesses including Informatics, Service, and Chemistry – along with being a member of the Corporate Executive Committee.

Dr Khanna retired from Waters Corporation at the end of 2017 but remains closely connected to the industry, participating on several Boards and providing strategic advisory services.

Dr Khanna is a member of the Audit and Risk Committee and the Remuneration and Nomination Committee.

The Board (with the exception of Dr Khanna) recommends that Shareholders vote in FAVOUR of Resolution 3. The Chair intends to vote undirected proxies in FAVOUR of Resolution 3.

5 Resolution 4 – Ratification of prior issue of Ordinary Shares to Farrona LLC

Background

On 30 December 2021, the Company announced the acquisition of Neoteryx, LLC (**Neoteryx**), a global leader in blood micro sampling devices based in Torrance, California, USA. The acquisition was partly funded via the issue of 4,659,843 ordinary fully paid shares (**New Shares**) to parent company Farrona LLC (**Farrona**) for 100% of the issued capital of Neoteryx. The New Shares were subject to voluntary escrow for 180 days from the date of issue of the New Shares. An additional cash payment of USD 5.05M was made to Farrona by the Company as part of the total consideration for the acquisition of Neoteryx.

The Company issued the New Shares to Farrona within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval. The New Shares were issued *pari passu* to the existing ordinary fully paid shares.

The Company is seeking Shareholder approval to ratify the issue of the New Shares.

Listing Rules 7.1 and 7.4

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.

The Issue does not fit within any of these exceptions and, as it has not yet been approved by Trajan's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing Trajan's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the Issue Date.

ASX Listing Rule 7.4 Allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce Trajan's capacity to issue further equity securities without shareholder approval under that rule.

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

To this end, resolution 4 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.4.

If resolution 4 is passed, the Issue will be excluded in calculating Trajan's 15% limit in ASX Listing rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If resolution 4 is not passed, the Issue will be included in calculating Trajan's 15% limit in ASX 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.

Information required under Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to Shareholders:

The name of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected	Ordinary shares were issued to Farrona, LLC, the parent company of Neoteryx, LLC for 100% of the issued capital of Neoteryx, LLC
The number of securities issued	4,659,843 Ordinary Shares
The price at which the securities were issued	A\$3.8422 per share
The date on which the securities were issued	30 December 2021
The terms of the securities	Fully paid ordinary shares on the same basis as all listed shares on issue.
The use (or intended use) of the funds raised	There were no funds raised from the Issue, the shares were issued as consideration for the acquisition of 100% of the issued capital of Neoteryx, LLC.
A voting exclusion statement	A voting exclusion statement is included under Resolution 4 in this Notice of Meeting.

The Board recommends that Shareholders vote in **FAVOUR** of Resolution 4. The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 4.

6 Resolution 5 – Ratification of prior issue of 14,834,054 Ordinary Shares pursuant to ASX Listing Rule 7.4

Background

On 23 June 2022 (**Issue Date**), the Company issued 14,834,054 fully paid ordinary shares in the capital of the Company at an issue price of \$2.00 per share to institutional and professional investors (**Placement**), in conjunction with a Share Purchase Plan (**SPP**), which

was completed on announced to the ASX on 19 July 2022 raising total funds of A\$37.4M (together, **the Capital Raising**).

The shares issued in relation to the Capital Raising ranked pari passu to the existing ordinary fully paid shares.

The purpose of the Capital Raising was to partially fund the acquisition of Chromatography Research Supplies, Inc (**CRS**), a leading global manufacturer of high-quality analytical consumables based in Kentucky, USA. The acquisition enhances and extends the production capabilities to service Trajan's expanding gas chromatography business, including in the critical area of the gas chromatography inlet and sample introduction and the ability to offer end-to-end product solutions for our customers.

Listing Rules 7.1 and 7.4

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.

The Issue does not fit within any of these exceptions and, as it has not yet been approved by Trajan's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing Trajan's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the Issue Date.

ASX Listing Rule 7.4 Allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce Trajan's capacity to issue further equity securities without shareholder approval under that rule.

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

To this end, resolution 5 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.4.

If resolution 5 is passed, the Issue will be excluded in calculating Trajan's 15% limit in ASX Listing rule 7.1, effectively 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 Trajan's 15% limit in ASX 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.

Information required under Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to Shareholders:

The name of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected	Ordinary shares were issued to existing and new sophisticated, professional and institutional investors under the Placement and were introduced by Canaccord Genuity (Australia) Limited and Ord Minnett Limited acting as Joint Lead Managers.
The number of securities issued	14,834,954 Ordinary Shares

The price at which the securities were issued	A\$2.00 per share
The date on which the securities were issued	23 June 2022
The terms of the securities	Fully paid ordinary shares on the same basis as all listed shares on issue.
The use (or intended use) of the funds raised	Funds were raised to partially fund the acquisition of Chromatography Research Supplies, Inc and to support the Company's growth objectives through further strategic acquisitions and organic growth opportunities
A voting exclusion statement	A voting exclusion statement is included under Resolution 5 in this Notice of Meeting.

The Board recommends that Shareholders vote in **FAVOUR** of Resolution 5. The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 5.

7 Resolution 6 – Approval of Grant of Options to Managing Director

Background

The Company operates an employee incentive scheme called the Trajan Long Term Incentive Plan (**LTIP**) and now seeks Shareholder approval to grant 30,000 Options under the LTIP to Mr Stephen Tomisich, Founder, CEO and Managing Director of the Company (**the Issue**).

The grant of the Options to Mr Tomisich was agreed following a review by the Board of his significant contributions to the success of the Company following the Company's listing on the ASX, and his existing retention, remuneration and incentive arrangements, which were considered to be insufficient in comparison to executives from peer companies.

The Board (excluding Mr Tomisich) believes that Mr Tomisich has been instrumental in executing the Company's growth strategy by targeting strategic acquisitions to deliver meaningful impact through best practice analytical solutions, of which the Company successfully completed four significant acquisitions in FY22 that contributed \$22.7M to the Company's FY22 revenue (refer 2022 Annual Report released to the ASX on 24 August 2022).

Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 a director of the company;
- 10.14.2 an associate of a director of the company; or
- 10.14.3 a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Mr Tomisich as a director of the Company is therefore a related party of the Company for the purposes of ASX Listing Rule 10.14.1. Accordingly, ASX Listing Rule 10.14 requires shareholders to approve the grant of the options to Mr Tomisich.

Resolution 6 seeks the required shareholder approval to the Issue under and for the purposes of Listing Rule 10.14.

If resolution 6 is passed, the Company will be able to proceed with the Issue of 30,000 Options to Mr Tomisich.

If resolution 6 is not passed, the Company will not be able to proceed with the Issue and the Board will consider an alternative remuneration structure for Mr Tomisich.

Information required under Listing Rule 10.15

The name of the person	The person for whom approval is being sought is Mr Stephen Tomisich, the Founder, Managing Director and CEO of the Company.
Which category in rules 10.14.1 -10.14.3 the person fall within and why	Mr Tomisich, being a director of the Company falls within ASX Listing Rule 10.14.1
The number and class of securities proposed to be issued to the person under the scheme for which approval is being sought	It is proposed that 30,000 unlisted Options be issued to Mr Tomisich.
If the person is: <ul style="list-style-type: none"> • A director under rule 10.14.1; or • An associate of, or person connected with, a director under rules 10.14.2 or 10.14.3, Details (including the amount) of the director's current total remuneration package	Mr Tomisich's current remuneration package is \$550,600 including salary, fees, bonuses and post-employment benefits, excluding the proposed Issue of Options.
The number of securities that have previously been issued to the person under the scheme and the average acquisition price (if any) paid by the person for those securities	Mr Tomisich has not previously been issued any options under the LTIP.
If the securities are not fully paid ordinary securities: <ul style="list-style-type: none"> • A summary of the material terms of the securities; • An explanation of why that type of security is being used; and • The value the entity attributes to that security and its basis 	<p>A summary of the material terms of the Options are set out at Annexure A.</p> <p>Mr Tomisich's remuneration is determined by the Nomination and Remuneration Committee, having regard to relevant market practices and circumstances of the Company on an annual basis.</p> <p>The proposed issue of Options is to be used as an incentive mechanism, to link remuneration to performance, and to provide cost effective remuneration. The Board believes Options provide greater alignment with shareholders' interests by enabling Mr Tomisich to acquire Shares, whilst preserving the Company's cash reserves.</p>

	The estimated value of the Options based on the Black Scholes valuation model is \$26,370.
The date or dates on or by which the entity will issue the securities to the person under the scheme. This must be no later than 3 years after the date of the meeting	It is proposed that Mr Tomisich be issued the Options on or about 19 October 2022.
The price at which the entity will issue the securities to the person under the scheme	The Options will be issued to Mr Tomisich for nil cash consideration (in line with the terms of the LTIP). Each Option has an exercise price of \$2.21 per Option.
A summary of the material terms of the scheme	The LTIP was announced to the ASX on 7 June 2021 and can be found here . A summary of the material terms of the LTIP set out at Annexure B .
A summary of the material terms of any loan that will be made to the person in relation to the acquisition	No loan will be provided in relation to the acquisition of the Options.
Voting exclusion statement	A voting exclusion statement is included under Resolution 5 in this Notice of Meeting.

Details of any securities issued under the scheme will be published in the annual report of the Company 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 Board (with Mr Tomisich abstaining due to his interest in the outcome) recommends that Shareholders vote in **FAVOUR** of Resolution 6. The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 6.

Annual Report means the 2022 Annual Report, a copy of which may be obtained from the Company's website at <https://investor.trajanscimed.com/>.

AGM or **Meeting** means the Annual General Meeting of the Company to be held in person and virtually via the online platform at <https://meetnow.global/MGF9HS7> on 18 October 2022 commencing at 11:00am (AEDT).

ASIC means Australian Securities and Investments Commission.

Associate has the meaning given to that term in the Corporations Act.

ASX means ASX Limited ABN 98 008 624 691 or the market operated by it, as the context requires.

Auditor's Report means the report of the Auditor regarding its audit of the Company, and its controlled entities, which accompanies the Financial Report.

Board means the board of the Directors of the Company from time to time.

Chair means the person who chairs the AGM.

Company or **Trajan** means Trajan Group Holdings Limited ACN 152 617 706.

Constitution means the constitution of the Company.

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

Director means each of the directors of the Company, as appointed from time to time.

Directors' Report means the report of the Directors, which accompanies the Financial Report.

Explanatory Memorandum means this document.

Financial Report means the consolidated annual financial report of Trajan Group Holdings Limited for the year ended on 30 June 2022 that accompanies the Notice.

Group means the Company and its controlled entities.

Key Management Personnel 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 rules of the ASX.

LTIP means the Trajan Long Term Incentive Plan.

Managing Director means a Director appointed to that office under clause 16 of the Company's Constitution.

Notice means the notice for the Meeting accompanying this Explanatory Memorandum.

Proxy Form means the proxy form enclosed with this Explanatory Memorandum in relation to the Resolutions.

Related Body Corporate has the meaning given to that term in the Corporations Act.

Remuneration Report means the remuneration report of the Company that forms part of the Directors' Report.

Resolution means each of the resolutions set out in the Notice.

Securities has the meaning given to that term in Chapter 19 of the Listing Rules.

Share means a fully paid ordinary share in the Company.

Shareholder means a registered holder of a Share.

Key Terms of Options

Grant price	No amount is payable to acquire any Options granted under the Offer.												
What does an Option entitle the holder	A Vested and subsequently exercised Option will entitle the holder to one Share, subject to the LTIP and the ASX Listing Rules.												
Vesting Date	<p>The Options will vest on the Vesting Date(s) set out in the table below:</p> <table><tr><th>Number of options</th><th>Vesting Dates</th><th>Exercise Price per Option</th></tr><tr><td>10,000</td><td>25 Jul 2023</td><td>\$2.21</td></tr><tr><td>10,000</td><td>25 Jul 2024</td><td>\$2.21</td></tr><tr><td>10,000</td><td>25 Jul 2025</td><td>\$2.21</td></tr></table> <p>The Options will only vest if the holder is employed by a Group Company on the Vesting Date.</p> <p>Any or all the Options may vest before the Vesting Date in some circumstances (for example, in the case of a Corporate Control Event – see below)</p>	Number of options	Vesting Dates	Exercise Price per Option	10,000	25 Jul 2023	\$2.21	10,000	25 Jul 2024	\$2.21	10,000	25 Jul 2025	\$2.21
Number of options	Vesting Dates	Exercise Price per Option											
10,000	25 Jul 2023	\$2.21											
10,000	25 Jul 2024	\$2.21											
10,000	25 Jul 2025	\$2.21											
Exercise of Options	Vesting of any Options does not automatically result in any Shares being allocated to the holder. Prior to any Shares being allocated to the holder, the vested Options must be exercised by the holder during the Exercise Period in accordance with the LTIP.												
Exercise Price	The exercise price for each of the Options is \$2.21												
Exercise Period	The Options can only be exercised within five years from the Grant Date (Exercise Period). Any vested Options that are not exercised by the holder pursuant to a validly completed and accepted Notice of Exercise within the Exercise Period will lapse unless the Exercise Period is extended by the Company.												
Exercise	<p>Unvested Options may not be exercised at any time, and any attempt to do so will be considered void.</p> <p>In order to exercise vested Options, the holder must validly submit a Notice of Exercise.</p> <p>On exercise of vested Options, the Board will allocate one Share for each Option which is exercised. The Board will arrange for Shares to be issued or obtained and subsequently transferred to the holder. Shares may be provided directly to the holder and may involve on-market purchases or new issues of Shares.</p>												
Lapse of Options on cessation of employment in certain circumstances	<p>If the holder ceases to be employed within the Group due to Termination for Cause (as defined in the LTIP), any and all Options (whether vested or unvested) held at the time will lapse on the date of cessation of employment under rule 10.2.1 of the LTIP.</p> <p>If the holder ceases to be employed within the Group for any reason other than their Termination for Cause:</p> <ul style="list-style-type: none">all Unvested Options which they hold will lapse on the date of cessation of their employment; andall Vested Options which they hold must be exercised on or before the date falling 90 days from the date of cessation of their employment. Any Vested Options not exercised within this period will lapse.												

Lapse of Options in other circumstances	Some or all the Options held (including Vested Options) may lapse in various other circumstances under rule 10.3 of the LTIP. For example, the Board may determine that some or all of the Options held will lapse where, in the Board's opinion, the holder has committed an act of fraud, misappropriation or other serious misconduct, or they have materially breached their obligations to, or any policy of, the Company (or any other company in the Group).
Treatment of Options on a Corporate Control Event	In the event of a Corporate Control Event (as defined in the LTIP) all unvested Options will become Vested Options. The Exercise Period will also be brought forward to the date on which the Corporate Control Event occurs, or such other date determined by the Board.
No dealings in Options	The holder is not permitted to transfer, grant any security interest over or otherwise deal in any Options issued under the LTIP, except in very limited circumstances – refer to rule 11 of the LTI Plan for details of the dealing restrictions.
Disposal Restrictions Applicable to Shares	The Restriction Period all Shares acquired by the holder as a consequence of the exercise of an Option may not be sold or disposed of in any way until their sale would not breach either: (a) the Company's Share Trading Policy; or (a) Division 3 of Part 7.10 of the Corporations Act (being, the insider trading prohibitions of the Corporations Act).
Bonus issues, pro rata issues and capital reorganisation and winding up	The LTIP contains special provisions dealing with the effect of bonus issues, pro rata issues, capital reorganisations and winding up on any Options granted to the holder. Please read rule 12 of the LTI Plan for further details.
LTIP	By accepting the Offer and applying for the Options, the holder agrees to become a Participant and to be bound by the LTIP, as amended from time to time. The terms and conditions set out in this document are to be read in conjunction with the LTIP. To the extent of any inconsistency between the provisions set out in this document and the LTIP (as amended from time to time), the provisions of the LTIP prevail.
Amendment of LTIP	The Board has a broad discretion to amend the LTIP (and the terms and conditions of Options) at any time. Please read rule 18 of the LTIP for further details.
Tax	The Company recommends that holders seek specific advice from their accountant or tax advisor in relation to the taxation implications of participating in the LTIP having regard to your personal circumstances.

Summary of Key Terms of the Long Term Incentive Plan

Eligible Employee	<p>(a) an Employee to whom, or who falls within a class of Employees to whom, the Board determines that an Offer is to be made under the Plan; or</p> <p>(b) an Employee who satisfies the eligibility criteria (if any) determined by the Board for a proposed Offer.</p>
Offers	<p>The Board may from time to time make an Offer (on behalf of the Company) to an Eligible Employee. Neither Options nor Rights may be issued to Directors or their associates pursuant to the Plan unless prior approval of the Company's shareholders is obtained in accordance with the Listing Rules or such approval is not required by the Listing Rules.</p>
Information provided with Offer	<p>An Offer Document provided to an Eligible Employee must include the following information:</p> <ul style="list-style-type: none"> • the date of the Offer; • the final date by which the Eligible Employee may accept the invitation constituted by the Offer (Final Acceptance Date); • the number of Options or Rights the subject of the Offer, or the manner in which that number will be determined; • the Grant Conditions (if any) for the Offer; • the Vesting Conditions (if any) that will apply to Options or Rights (or, if the Options or Rights will be divided into tranches, the Vesting Conditions (if any) that will apply to the different tranches) issued the subject of the Offer; • in respect of an Offer of Options or Rights: <ul style="list-style-type: none"> ○ if the first day on which the holder may (subject to these Rules) exercise the Options or Rights the subject of the Offer is fixed at the time of the Offer, that date; ○ if the last day on which the holder may (subject to these Rules) exercise the Options or Rights the subject of the Offer is fixed at the time of the Offer, that date; and ○ the Exercise Price (if any) of each Option the subject of the Offer, or the manner in which any such Exercise Price will be determined; • in respect of an Offer of Rights, the Share Allocation Date or Share Allocation Period; • if the Board has made a determination under Rule 9.2.2, details of that determination; Long Term Incentive Plan • if any Shares Allocated pursuant to exercise of any Options or Rights which are the subject of the Offer will be subject to restrictions on disposal under Rule 14, that fact and the applicable Restriction Period; • if the Offer consists of an offer which is a salary sacrifice arrangement in accordance with the provisions in Subdivision 83A–C of the Tax Act, that fact and any conditions that apply under Subdivision 83A–C of the Tax Act; and • any other specific terms and conditions applicable to the Offer or that will apply to any Options or Rights issued under the Offer.
Number of Options	<p>the number of Options the subject of an Offer to an Eligible Employee, or the method for determining that number, will be determined by the Board.</p> <p>Unless otherwise determined by the Board and specified in the Offer Document for the Option or Right, no amount will be payable by a Participant to acquire an Option or Right.</p> <p>The Exercise Price (if any) in respect of an Option will be determined by the Board (subject to any adjustment under Rule 12 of the LTIP).</p>
Terms and Conditions applicable to an Offer	<p>The terms and conditions applicable to an Offer, including the Final Acceptance Date, any First Exercise Date, any Last Exercise Date, any Share Allocation Date or Share Allocation Period, any Grant Conditions, any Vesting Conditions and any Restriction Period, will be determined by the Board.</p> <p>The Exercise Price (if any) and Issue Price (if any) in respect of an Option or Right must be denominated and payable in Australian dollars, unless otherwise determined by the Board.</p>

Offer Personal	An Offer under the Plan is personal to the Eligible Employee to whom it is made and, accordingly, the invitation constituted by an Offer may only be accepted by, and Options or Rights may only be issued to, the Eligible Employee to whom the Offer is made.
Vesting of Options	<p>Subject to the LTIP Rules:</p> <ul style="list-style-type: none"> • if the Offer Document for Plan Securities held by a Participant specified any Vesting Conditions and each of the following occurs: • the Board determines that the applicable Vesting Conditions have been satisfied in respect of all, or a specified percentage or number of, those Plan Securities; and • if any additional terms were specified in the Offer Document and required to be satisfied before vesting, the Board determines that those additional terms have been satisfied or, in the Board's discretion, are not required to be satisfied, <p>then all, or any specified percentage or number determined by the Board, of those Plan Securities will become Vested Plan Securities on and from the date of the Board's determination (or any later date determined by the Board); and</p> <ul style="list-style-type: none"> • if the Offer Document for Plan Securities held by a Participant did not specify any Vesting Conditions, the Plan Securities will become Vested Plan Securities on and from the vesting date specified in the Offer Document (or any earlier date determined by the Board).
Variation or waiver of Vesting Conditions	<p>Subject to any Applicable Laws, and without limiting Rules 12, 13 and 18.1 of the LTIP, the Board may, in its discretion and at any time and in any particular case or cases:</p> <ul style="list-style-type: none"> • reduce or waive the Vesting Conditions (if any) that apply to a Plan Security held by the Participant (in whole or in part); • reduce the Performance Period (if any) that applies to any Plan Security held by the Participant; • determine that a new First Exercise Date or Last Exercise Date (or both) will apply to the Option or Right (whether earlier or later than the original date); <p>in the case of a Right, determine that a new Share Allocation Date or Share Allocation Period will apply to the Right (whether earlier or later than the original date or period); or</p> <ul style="list-style-type: none"> • do any combination of the things referred to in paragraphs above.



Trajan Group Holdings Limited
ACN 152 617 706

TRJ

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Sunday, 16 October 2022.**

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 and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at 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: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to 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

XX

I/we being a member/s of Trajan Group Holdings 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 Trajan Group Holdings Limited to be held at DLA Piper, Level 14, 80 Collins Street, Melbourne, VIC 3000 and as a virtual meeting on Tuesday, 18 October 2022 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: 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 Resolutions 1 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 6 are 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 Resolutions 1 and 6 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	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Ms Sara Watts as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Dr Rohit Khanna as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior issue of Ordinary Shares to Farrona LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior issue of 14,834,054 Ordinary Shares pursuant to ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Grant of Options to Managing Director	<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

TRJ

292447A



Computershare





Trajan Group Holdings Limited
ACN 152 617 706

TRJRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Trajan Group Holdings Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Trajan Group Holdings Limited



Trajan Group Holdings Limited
ACN 152 617 706

Need assistance?

**Phone:**

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

**Online:**

www.investorcentre.com/contact

TRJ

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

Trajan Group Holdings Limited Annual General Meeting

The Trajan Group Holdings Limited Annual General Meeting will be held on Tuesday, 18 October 2022 at 11:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11:00am (AEDT) on Sunday, 16 October 2022.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/MGF9HS7>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
DLA Piper, Level 14, 80 Collins Street, Melbourne, VIC 3000

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.