

21 October 2022

Dear Shareholder

Upcoming Annual General Meeting of Shareholders

The Company's Annual General Meeting is scheduled to be held on Tuesday, 22 November 2022 at 11:30 am (AEDT) **(Meeting)**

In accordance with section 249R of the *Corporations Act 2001* (Cth) (**Corporations Act**), as amended under the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), and rule 12.23 of the Company's constitution, Shareholders will be given the opportunity to attend and participate in a general meeting held at a physical location and virtually using technology through an online meeting platform powered by Automic, where Shareholders will be able to watch, listen, ask questions and vote online (**Hybrid Meeting**).

The Company **strongly encourages Shareholders to lodge a directed proxy form by Sunday, 20 November 2022 at 11.30 am (AEDT)**. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders' questions. However, votes and questions may also be submitted during the Meeting. Further details of how to participate in the Meeting are set out in the Notice of Meeting.

The Notice of Meeting and Annual Report can be viewed and downloaded from: <https://cynata.com/cyp-asx-announcements>

Shareholders who have nominated an email address and have elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to an electronic copy of the important Meeting documents.

In accordance with sections 110C-110K the Corporations Act, as amended by the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), no hard copy of the Notice of Annual General Meeting and Explanatory Memorandum will be circulated, unless a shareholder has requested a hard copy.

If you are unable to access any of the important Meeting documents online or if you wish to receive a hard copy of the Meeting documents please contact our share registry, Automic, on 1300 288 664 (within Australia) or +612 9698 5414 or via email at hello@automic.coim.au

Your right to elect to receive documents electronically or in hard copy

Cynata Therapeutics will no longer send a hard copy of the meeting documents unless a shareholder requests a copy to be mailed.

We encourage all shareholders to provide an email address so that we can send investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

Shareholders can still elect to receive some or all of their communications in hard copy or electronic form or elect not to receive certain documents such as annual reports.

To review your communications preferences or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>.

If you are a shareholder and would like a hard copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> or contact our share registry:

Telephone (within Australia): 1300 288 664

Telephone (outside Australia): +61 2 9698 5414

Email: hello@automicgroup.com.au

Website: <https://investor.automic.com.au/>



Dr Ross Macdonald, Managing Director & CEO

CONTACTS: Dr Ross Macdonald, CEO, Cynata Therapeutics, +61 (0)412 119 343, ross.macdonald@cynata.com
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About Cynata Therapeutics (ASX: CYP)

Cynata Therapeutics Limited (ASX: CYP) is an Australian clinical-stage stem cell and regenerative medicine company focused on the development of therapies based on Cymerus™, a proprietary therapeutic stem cell platform technology. Cymerus™ overcomes the challenges of other production methods by using induced pluripotent stem cells (iPSCs) and a precursor cell known as mesenchymoangioblast (MCA) to achieve economic manufacture of cell therapy products, including mesenchymal stem cells (MSCs), at commercial scale without the limitation of multiple donors.

Cynata's lead product candidate CYP-001 met all clinical endpoints and demonstrated positive safety and efficacy data for the treatment of steroid-resistant acute graft-versus-host disease (GvHD) in a Phase 1 trial. Planning for a Phase 2 clinical trial in GvHD under a cleared US FDA IND is presently underway. Clinical trials of Cymerus products in osteoarthritis (Phase 3) and diabetic foot ulcers (DFU) are currently ongoing. In addition, Cynata has demonstrated utility of its Cymerus technology in preclinical models of numerous diseases, including the clinical targets mentioned above, as well as critical limb ischaemia, idiopathic pulmonary fibrosis, asthma, heart attack, sepsis, acute respiratory distress syndrome (ARDS) and cytokine release syndrome.

Cynata Therapeutics encourages all current investors to go paperless by registering their details with the designated registry service provider, Automic Group.

CYNATA THERAPEUTICS LIMITED

ACN 104 037 372

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be convened as a Hybrid Meeting at the Board Room, Level 2, 62 Lygon Street, Carlton South VIC 3053 and online (via the Automic platform) on 22 November 2022 at 11.30 am (AEDT).

Shareholders are invited to attend in person. Alternatively, the Company is pleased to provide Shareholders with the opportunity to attend and participate remotely through an online meeting platform powered by Automic, where Shareholders will be able to watch, listen, ask questions and vote online.

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 6377 8043.

CYNATA THERAPEUTICS LIMITED

ACN 104 037 372

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Cynata Therapeutics Limited (**Company**) will be held as a hybrid meeting at the Board Room, Level 2, 62 Lygon Street, Carlton South VIC 3053 on 22 November 2022 at 11.30 am (AEDT) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum also forms part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 20 November 2022 at 11.30 am (AEDT).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 11 of the Explanatory Memorandum.

AGENDA

Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2022, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, 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 be adopted."

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

2. Resolution 2 – Re-election of Dr Geoff Brooke as a Director

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That Dr Geoff Brooke, who retires in accordance with Listing Rule 14.5 and clause 8.1(d) of the Constitution, being eligible and offering himself for re-election, is re-elected as a Director."

3. Resolution 3 – Re-election of Ms Janine Rolfe as a Director

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That Ms Janine Rolfe, who retires in accordance with Listing Rule 14.4 and clause 8.1(c) of the Constitution, being eligible and offering herself for re-election, is re-elected as a Director."

4. Resolution 4 – Approval of 10% Placement Facility

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

"The Company have the additional capacity to issue equity securities provided for in Listing Rule 7.1A."

5. Resolution 5 – Approval of issue of Director Options to Ms Janine Rolfe

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

"The issue of 300,000 Director Options to Ms Janine Rolfe (or nominee), details of which are set out in the Explanatory Memorandum, is approved under and for the purpose of Listing Rule 10.11 and for all other purposes."

Note: A voting exclusion applies to this Resolution.

6. Resolution 6 – Approval of amendments to the Constitution

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

"That, for the purpose of section 136(2) of the Corporations Act and for all other purposes, approval is given for the amendments to the Company's Constitution as set out in the Explanatory Memorandum."

7. Voting exclusions

The Company will disregard any votes cast on Resolutions 1 or 5 in contravention of sections 250BD or 250R of the Corporations Act.

In accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of the following Resolutions by or on behalf of:

Resolution	Person excluded from voting
Resolution 5 – Approval of issue of Director Options to Ms Janine Rolfe	Ms Janine Rolfe (or nominee), any other person who will obtain a material benefit as a result of the issue of the Director Options in accordance with Resolution 5 (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any of their Associates.

However, the Company need not disregard on the above Resolutions if the vote is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote 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 provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
- (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

8. Express authorisation of the Chair

If a Shareholder appoints the Chair as their proxy, or the Chair is appointed as the Shareholder's proxy by default, and the Shareholder does not mark a voting box for Resolutions 1 or 5, then by submitting the appointment the Shareholder expressly authorises the Chair to exercise the proxy in respect of the relevant Resolution as they decide, even though the Resolution is connected with the remuneration of one or more of the Company's Key Management Personnel. The Chair intends to vote all available proxies in favour of all Resolutions.

Dated 21 October 2022

BY ORDER OF THE BOARD



Mr Peter Webse
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be convened at the Board Room, Level 2, 62 Lygon Street, Carlton South VIC 3053 on 22 November 2022 at 11.30 am (AEDT).

Shareholders are invited to attend in person. Alternatively, the Company is pleased to provide Shareholders with the opportunity to attend and participate remotely through an online meeting platform powered by Automic, where Shareholders will be able to watch, listen, ask questions and vote online. Further information on how to attend and participate remotely are set out on page 5.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy votes can be lodged online at <https://investor.automic.com.au/#/loginsah>. Alternatively, any proxy appointment documents may be provided:

- (a) In Person – Automic, Level 5, 126 Phillip Street, Sydney NSW 2000;
- (b) By Mail – Automic, GPO Box 5193, Sydney NSW 2001;
- (c) By Email – meetings@automicgroup.com.au; or
- (d) By Facsimile – +61 (0)2 8583 3040.

Proxy appointments must be received by 20 November 2022 at 11.30 am (AEDT), being not later than 48 hours before the commencement of the Meeting. Any proxy appointments received after that time will not be valid for the Meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6377 8043.

2.2 Voting Virtually and Webcast

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen and vote online.

Shareholders will be able to vote and ask questions at the virtual Meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at pwebse@governancecorp.com.au at least 48 hours before the Meeting.

The Company will also provide Shareholders the opportunity to ask questions during the Meeting in respect to the formal item of business as well as general questions in respect to the Company and its business at the conclusion of the Meeting.

To attend the Meeting virtually please follow the instructions below on your computer, tablet or smartphone. Online registration will open 30 minutes before the meeting. To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready.

Proxyholders will need to contact Automic prior to the meeting to obtain their login details.

Attending the Meeting virtually

To access the virtual Meeting:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left hand menu bar to access registration.
4. Click on “**Register**” and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting
6. Once the Chair of the Meeting has declared the poll open for voting click on “**Refresh**” to be taken to the voting screen
7. Select your voting direction and click “**confirm**” to submit your vote. **Note that you cannot amend your vote after it has been submitted**

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on ‘**register**’ and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Further information and support on how to use the platform is available on the share registry website – www.automic.com.au. It is recommended that you register to use the registry website well in advance of the Meeting to save time on the day of the Meeting. Should you have any difficulties, you can contact the registry by telephone on 1300 288 664 (within Australia) and +61 2 9698 5414 (overseas).

The Company strongly recommends Shareholders to lodge a directed proxy as soon as possible in advance of the Meeting even if they are planning to attend the Meeting online.

In addition, the Company is happy to accept and answer questions submitted at least 2 business days prior to the meeting by email directed to the Company Secretary at pwebse@governancecorp.com.au.

Please note that if you have previously submitted a Proxy Form, your online attendance at the Meeting will revoke your proxy's authority to vote, unless you inform the Company otherwise prior to commencement of the Meeting, in which case, your authority to vote at the Meeting is suspended while your proxy is present.

3. Annual Report

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. Copies of the Annual Report can be found on the Company's website www.cynata.com or by contacting the Company Secretary on +61 8 6377 8043.

There is no requirement for Shareholders to approve the Annual Report.

In addition to being offered the opportunity to discuss the Annual Report, Shareholders will be able to:

- (a) ask questions or make comment on the management of the Company; and
- (b) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

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

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to a vote of Shareholders. The Directors' Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive and non-executive directors.

Section 250R(3) of the Corporations Act provides that this Resolution is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass this Resolution will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, under sections 250U and 250Y of the Corporations Act, Shareholders have the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing

Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

At the Company's 2021 Annual General Meeting the remuneration report was approved by over 75% of Shareholders present and voting.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that all Directors (other than the Managing Director) may be up for re-election.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chair intends to exercise all undirected proxies in favour of Resolution 1.

5. Resolution 2 – Re-election of Dr Geoff Brooke as a Director

5.1 Background

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting. Under Listing Rule 14.4 and Clause 8.1(d), a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. The note to Listing Rule 14.5 clarifies that if no director is required to stand for re-election under Listing Rule 14.4, the entity must select at least one of its existing directors to stand for re-election.

Clause 8.1(f) provides that the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation is eligible for re-election.

Dr Geoff Brooke is the Director longest in office since his last election, having been re-elected at the Company's 2019 Annual General Meeting (meaning this is also the third annual general meeting and approximately 3 years since his last re-election). Dr Brooke retires by rotation at this Meeting and, being eligible, seeks re-election.

5.2 Biography of Dr Brooke

Dr Brooke joined the Cynata Board in May 2019. He founded GBS Venture Partners in 1996 and has more than 30 years' venture capital experience. He was formally President of Medvest Inc., a US-based early-stage venture capital group he founded with Johnson & Johnson. Dr Brooke's experience includes company formation and acquisitions, as well as public listings on the NYSE, NASDAQ and ASX exchanges. He is a non-executive director of Acrux Limited (ASX: ACR), Chairman of Actinogen Medical Limited (ASX: ACW) and has been a founder, executive and director of private and public companies. From 2009 until 2015, he was an independent director of the Victoria Workcover Authority. Dr Brooke is licensed in clinical medicine by the Medical Board of Victoria, Australia and his post-graduate work was in anaesthetics and intensive care. He earned his Bachelor of Medicine/Surgery from the University of Melbourne, Australia and a Masters of Business Administration from IMEDE (now IMD) in Lausanne, Switzerland.

5.3 Recommendation

Resolution 2 is an ordinary resolution.

The Board (other than Dr Brooke who abstains for good governance) unanimously supports the re-election of Dr Brooke.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

6. Resolution 3 – Re-election of Ms Janine Rolfe as a Director

6.1 Background

Clause 8.1(b) of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution of nine.

Pursuant to clause 8.1(c) of the Constitution, any Director so appointed holds office only until the next annual general meeting.

Ms Janine Rolfe was appointed as an Independent Non-Executive Director on 1 September 2022 under clause 8.1(b). As such, Ms Rolfe will retire as a Director in accordance with clause 8.1(c) of the Constitution and, being eligible, seeks re-election.

6.2 Biography of Ms Rolfe

Ms Rolfe joined the Cynata Board in September 2022 and brings over two decades of legal, governance and management experience across multiple sectors, including highly regulated industries and complex global businesses. Before recently transitioning as a professional non-executive director, Ms Rolfe's last executive position was General Counsel & Company Secretary of Link Administration Holdings Limited (ASX: LNK Link). Prior to that, Ms Rolfe founded Company Matters Pty Limited and worked both in-house and in private practice at an ASX/S&P 50 and a top tier global law firm, respectively. Ms Rolfe is currently an Independent Non-Executive Director of Cloudwerx Holdings Pty Limited as well as a Commissioner on the NSW Independent Casino Commission and has held a number of private and philanthropic board positions previously. Ms Rolfe is a graduate of the Australian Institute of Company Directors (AICD) and received a Bachelor of Economics and Bachelor of Laws (Honours) from the University of Sydney.

The Board believes that Ms Rolfe's broad legal and commercial background and prior experience working with growth business compliments the existing skills of the Cynata Board.

6.3 Recommendation

Resolution 3 is an ordinary resolution.

The Board (other than Ms Rolfe who abstains for good governance) unanimously supports the re-election of Ms Rolfe.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 3.

7. Resolution 4 – Approval of 10% Placement Facility

7.1 General

Listing Rule 7.1A enables eligible entities to seek approval of Shareholders by special resolution to have the capacity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

7.2 ASX Listing Rule 7.1A

Broadly speaking, and subject to a number of exceptions, 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 Listing Rule 7.1A, an eligible entity can seek approval from its members by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% for the 12 months following that meeting.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without further Shareholder approval.

If Resolution 4 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

7.3 Further requirements of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being the Shares (ASX Code: CYP).

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 10% Placement Period, a number of Equity Securities calculated in accordance with the following formula:

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

Where:

A is the number of shares on issue 12 months before the date of issue or agreement:

(A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

(B) plus the number of partly paid shares that became fully paid in the 12 months;

(C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

(D) less the number of fully paid shares cancelled in the 12 months.

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

D is 10%

- E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.
- (d) Listing Rule 7.1 and Listing Rule 7.1A
- The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.
- The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.3(c) above).
- (e) Minimum Issue Price
- The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days in which trades in that class were recorded immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within five Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued,
- (Minimum Issue Price).**
- (f) 10% Placement Period
- Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:
- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained (which, in the case of Resolution 4, will be 22 November 2023);
 - (ii) the time and date of the Company's 2023 annual general meeting; or
 - (iii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by the ASX,
- (10% Placement Period).**

7.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The 10% Placement Period is as set out in section 7.3(f) above.
- (b) The Equity Securities will be issued at an issue price of not less than the Minimum Issue Price (defined above).
- (c) If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Current Shareholders should be aware that there is a risk of economic and voting dilution that may result from an issue of Equity Securities under the 10% Placement Facility, including the risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) 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 or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) 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 or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) 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 7.1A2		Dilution		
		\$0.17 50% decrease in Issue Price	\$0.34 Issue Price	\$0.51 100% increase in Issue Price
Current Variable A 143,276,594 Shares	10% voting dilution	14,327,659	14,327,659	14,327,659
	Funds raised	\$2,435,702	\$4,871,404	\$7,307,106
50% increase in current Variable A 214,914,891 Shares	10% voting dilution	21,491,489	21,491,489	21,491,489
	Funds raised	\$3,653,553	\$7,307,106	\$10,960,659
100% increase in current Variable A 286,553,188 Shares	10% voting dilution	28,655,318	28,655,318	28,655,318
	Funds raised	\$4,871,404	\$9,742,808	\$14,614,212

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) No Options are exercised into Shares before the date of the issue of the Equity Securities.
 - (iii) 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%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (vii) At the date of this Notice, there are currently 143,276,594 Shares on issue.
 - (viii) The issue price is \$0.34, being the closing price of the Shares on **14 October 2022**.
- (d) The Company will only issue the Equity Securities during the 10% Placement Period.
- (e) The Company may seek to issue the Equity Securities for cash consideration in order to raise funds for expanding or accelerating the Company's existing business activities (including expenses associated with further tests in relation to the Company's existing projects), pursuing other acquisitions that have a strategic fit or will otherwise add value to Shareholders (including expenses associated with such acquisitions) and general working capital.
- (f) The Company will comply with the disclosure obligations under Listing Rule 7.1A(4) upon issue of any Equity Securities.
- (g) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the purpose of the issue;
 - (ii) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
 - (iii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iv) the financial situation and solvency of the Company; and
 - (v) advice from corporate, financial and broking advisers (if applicable).
- The recipients under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
- (h) The Company previously obtained Shareholder approval under Listing Rule 7.1A at the Company's 2021 AGM held on 16 November 2021.
- (i) In the 12 months preceding the date of the Meeting the Company did not issue or agree to issue any Equity Securities under Listing Rule 7.1A.2.
- (j) As at the date of this Notice of Meeting, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A2. Accordingly, there is no exclusion statement in respect of Resolution 4.

7.5 Recommendation

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 4.

8. Resolution 5– Approval of issue of Director Options to Ms Janine Rolfe

8.1 Background

The Board has agreed, subject to obtaining Shareholder approval, to grant 300,000 Options (the **Director Options**) to Ms Janine Rolfe (or her nominee) on the terms and conditions set out in Schedule 1 and as described in this section 8. The proposed issue is in consideration of Ms Rolfe agreeing to join the Board and to reward her expected future commitment and contribution to the Company in her role as a Director.

The exercise price of the Director Options will be calculated at a 45% premium to the 5-day VWAP up to and including 22 November 2022. The Director Options:

- (a) will entitle the holder to one new Share on exercise of each Director Option;
- (b) will have a term of 5 years from the date of grant;
- (c) will vest in monthly tranches over the first 3 years, subject to continuous service up to the applicable vesting date;
- (d) do not entitle the holder to participate in new issues of capital offered to Shareholders during the currency of the Director Options;
- (e) will not be quoted;
- (f) are not transferrable unless they have vested, and then only with the prior written approval of the Board and subject to compliance with the Corporations Act;
- (g) can be exercised from any time after they have vested until they expire; and
- (h) will be issued in accordance with the terms of issue set out in Schedule 1.

8.2 ASX Listing Rule 10.11

Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) a related party of the company (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company (Listing Rule 10.11.3);
- (c) a person who is or was, at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

- (e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by shareholders,

unless it obtains approval of its shareholders.

The issue of Director Options as proposed by Resolution 5 falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. The issue of Director Options is not being made under the Company's Option Plan or any other employee incentive scheme and accordingly Listing Rule 10.14 does not apply.

Resolution 5 seeks the required Shareholder approval of the issue of the Director Options as proposed by Resolution 5 under and for the purposes of Listing Rule 10.11 and for all other purposes.

If Resolution 5 is passed, the Company will be able to proceed with the issue of Director Options as proposed by that Resolution.

If Resolutions 5 is not passed, the Company will not be able to proceed with the issue of Director Options as proposed by that Resolution.

Under Chapter 2E of the Corporations Act, for a public company to give a financial benefit to a related party of the public company, the public company must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

It is the view of the Directors (other than Ms Rolfe, who abstains) that the exception set out in section 211(1) of the Corporations Act (allowing the giving of a financial benefit that is reasonable remuneration) applies in the current circumstances. Accordingly, Shareholder approval is sought for the issue of the Director Options under Listing Rule 10.11 as contemplated by Resolution 5, but not under Chapter 2E of the Corporations Act.

8.3 Information provided in accordance with Listing Rule 10.13

The following information is provided in relation to the proposed issue of Director Options in accordance with Listing Rule 10.1:

- (a) The Director Options will be issued to Ms Janine Rolfe (or her nominee) who is a related party of the Company by virtue of being a Director which falls under Listing Rule 10.11.1.
- (b) The number of Director Options the Company will grant to Ms Rolfe (or her nominee) is 300,000.
- (c) The Director Options will be issued on the terms set out in Schedule 1 (as summarized in section 8.1 above) and are issued as options. Shares issued on exercise of Director Options will rank equally with fully paid ordinary Shares.
- (d) The Director Options will be issued to Ms Rolfe (or her nominee) no later than 1 month after the date of the Meeting and it is anticipated that the Director Options will be issued on one date.
- (e) The Director Options will be issued for nil issue price.

- (f) The purpose of the issue of the Director Options is as consideration for Ms Rolfe agreeing to join the Board and to reward her expected future commitment and contribution to the Company in her role as a Director.
- (g) Ms Rolfe's total remuneration package is a non-executive director fee of \$56,925 per annum (inclusive of statutory superannuation, where applicable).
- (h) The Director Options are issued under an option invitation letter which is on standard terms.
- (i) A voting exclusion statement is included in the Notice of Meeting.

8.4 Recommendation

Resolutions 5 is an ordinary resolution.

The Board (other than Ms Rolfe) unanimously recommends that Shareholders vote in favour of Resolution 5.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 5.

9. Resolution 6 – Approval of amendments to the Constitution

9.1 Background

A company may modify or repeal its constitution or a provision of its constitution by special resolution of its shareholders under section 136(2) of the Corporations Act.

The Company's Constitution in its current form was adopted at the Company's 2020 AGM on 24 November 2020 and has not been changed since then. The Board considers it is necessary or desirable to modernise parts of the Company's Constitution as described below.

Resolution 6 is a special resolution which will enable the Company to amend the Constitution in the manner described in this Explanatory Memorandum.

A full copy of the Constitution showing the proposed changes which would come into effect (in markup) if Resolution 6 is passed is available on the Company's website at: cynata.com/corporate-governance.

9.2 Summary of the proposed changes

A summary of the more significant proposed amendments to the Company's Constitution is as follows:

- (a) new provisions have been included relating to the use of technology for general meetings and the electronic despatch of meeting documentation;
- (b) changes to the general meeting provisions have been made in relation to the approval of resolutions by way of a poll rather than a show of hands; and
- (c) new provisions have been included relating to the rights of members to request independent persons to observe and scrutinize polls.

An overview of the more significant changes to the Constitution is set out below. Shareholders should note that this is a summary only and consideration should be given to the full text of the proposed amendments.

Use of Technology in relation to General Meetings and Voting Method

The COVID-19 pandemic and responses to it limited the ability to hold large meetings including shareholder meetings. This has resulted in the widespread adoption of virtual and hybrid

shareholder meetings and the electronic issuance of notices and other meeting documents. The holding of virtual and hybrid meetings was supported by temporary changes in the law, but has always been permitted by the Company's current Constitution.

The *Corporations Amendment (Meetings and Documents) Act 2022* (Cth) was recently passed to provide for permanent changes to the Corporations Act in relation to the holding of virtual and hybrid shareholder meetings and the electronic despatch of notices and other meeting related documents. The Amending Act also contains provisions potentially impacting on when and how the Company is required to conduct polls.

The proposed amendments to the Constitution include provisions aimed at responding to the provisions of the Amending Act so that the Company may continue to hold meetings by virtual or hybrid means as the Board considers appropriate, may despatch notices and other meeting related documents electronically and comply with requirements in relation to the conduct of polls.

9.3 Recommendation

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 6.

10. Definitions

10% Placement Facility has the meaning given in Section 7.1.

10% Placement Period has the meaning given in Section 7.3(f).

AEDT means Australian Eastern Daylight Time.

Annual Report means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2022.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

CEO means the person appointed to Chief Executive Officer.

Chair or Chairman means the person appointed to chair the Meeting.

Closely Related Party has the meaning in section 9 of the Corporations Act.

Company or **Cynata** means Cynata Therapeutics Limited ACN 104 037 372.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Director Options has the meaning given in Section 8.1.

Directors' Report means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel means a person 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 listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in this Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

VWAP means volume weighted average price.

Schedule 1 – Terms of issue of Director Options

Each option issued by the Company under these Option Terms of Issue (**Option**) entitles its holder to subscribe for one fully paid ordinary share in the capital of the Company (**Share**) on the following terms and conditions.

- (a) Each Option is exercisable at an exercise price calculated as a 45% premium to the five-day volume weighted average price of the Company's shares up to and including 22 November 2022, at any time from vesting up to the five year anniversary of the issue date of the Option (**Option Exercise Period**).
- (b) Each Option will automatically lapse if not exercised prior to expiry of the Option Exercise Period.
- (c) Each Option entitles the holder to subscribe for, and be issued with, one Share.
- (d) The Company will not apply for quotation of the Options on ASX. The Company will apply for quotation of the Shares issued on exercise of the Options.
- (e) The Company must give or cause to be given to each Option holder a holding statement stating:
 - (i) the number of Options issued to the Option holder;
 - (ii) the exercise price of the Options; and
 - (iii) the date of issue of the Options and the Option Exercise Period.
- (f) The Company will maintain a register of holders of Options in accordance with section 168(1)(b) of the Corporations Act 2001 (Cth).
- (g) The Options are not transferable, unless the transfer is approved by the Company.
- (h) For such time as the Company is listed, the official listing rules of ASX (**Listing Rules**) will apply to the Options.
- (i) Options do not carry any dividend entitlement until they are exercised. Subject to the Constitution, Shares issued on exercise of Options will rank equally with all other issued Shares from the date they are issued by the Company.
- (j) An Option holder is not entitled to participate in any new issue of securities to existing shareholders of the Company (**Shareholders**) unless the Option holder has exercised its Options before the record date for determining entitlements to the new issue of securities and participates as a result of holding Shares.
- (k) If the Company is listed on ASX, the Company must give the Option holder, if required to do so by the Listing Rules, notice of:
 - (i) the proposed terms of the issue or offer proposed under paragraph (j); and
 - (ii) the right to exercise the Option holder's Options under paragraph (j).
- (l) If the Company makes a bonus issue of Shares or other securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of an Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable is increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for determining entitlements to the issue, in accordance with the Listing Rules.
- (m) If the Company makes a pro rata issue of Shares (except a bonus issue) to existing Shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, the Company may elect to reduce the exercise price of each Option in accordance with the Listing Rules.
- (n) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which each Option holder is entitled and the exercise price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (o) Any calculations or adjustments which are required to be made under these Option Terms of Issue will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.
- (p) The Company must within a reasonable period give to each Option holder notice of any change under paragraphs (l) to (n) (inclusive) to the exercise price of any Options held by an Option holder or the number of Shares for which the Option holder is entitled to subscribe on exercise of the Options.
- (q) When exercising Options, an Option holder must give the Company or its share registry a Notice of Exercise of Options Form (in a form approved by the Company, with the parties acknowledging that the Notice of Exercise of Options Form may be delivered by the Option holder to the Company by email), together with payment of the exercise monies payable to the Company in connection with the Options being exercised by:
 - (i) paying to the Company, in immediately available funds, an amount equal to the exercise price multiplied by the number of Options being exercised; or

- (ii) cashless exercise, in which case the Option holder will be issued such number of Shares for each Option as is calculated according to the following formula:

$$(A-B) * X/A$$

Where:

 - (iii) **A** equals the closing price of Shares on ASX on the trading day immediately preceding the date of delivery of the Notice of Exercise of Options Form; and
 - (iv) **B** equals the exercise price of the Options; and
 - (v) **X** equals the number of Shares issuable on exercise of the Options, assuming the Options were issued for cash.
- (r) The Options are exercisable on any day other than a Saturday, Sunday public holiday or any other day that ASX declares is not a business day (Business Day) during the Option Exercise Period.
- (s) An Option holder must only exercise a minimum of 100,000 Options, and thereafter in multiples of 50,000, unless an Option holder exercises all of its Options.
- (t) If an Option holder exercises less than the total number of its Options, the Company must issue the Option holder a new holding statement for the remaining number of Options held by the Option holder.
- (u) Options will be deemed to be exercised on the date that the Notice of Exercise of Option Form is received by the Company in accordance with paragraph (q) and (r). The Company shall within 10 Business Days after the receipt of such Notice and cleared funds, issue Shares in respect of the Options exercised and dispatch a holding statement to the holder in respect of the Shares so issued.
- (v) The Company will apply to ASX for official quotation of the Shares issued on exercise of the Options on the date of issue of such Shares.
- (w) If required by the Listing Rules to do so, the Company will advise an Option holder at least 20 Business Days before the impending expiry of their Options and will advise the due date for payment, the amount of money payable on exercise, the consequences of non-payment and such other details as the Listing Rules then prescribe, so as to enable holders to determine whether or not to exercise their Options during the Option Exercise Period.
- (x) These Option Terms of Issue and the rights and obligations of Option holders are governed by the laws of Victoria.

Proxy Voting Form

If you are attending the virtual Meeting
please retain this Proxy Voting Form
for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11.30am (AEDT) on Sunday, 20 November 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



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