

For Immediate Release

DIMERIX LIMITED ANNUAL GENERAL MEETING NOTICE AND LETTER TO SHAREHOLDERS

MELBOURNE, Australia, 27 October 2022: Dimerix Limited (ASX: DXB), a clinical-stage biopharmaceutical company advises the Annual General Meeting of Shareholders of Dimerix Limited (ACN 001 285 230) (**Company**) will be held on Tuesday, 29 November 2022 at 2:00pm (AEDT). The Annual General Meeting will be held at Dimerix Limited's office, 425 Smith Street, Fitzroy VIC 3065.

In accordance with the *Corporations Act 2001 (Cth) (Act)* in relation to electronic notice of meetings, the Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: www.dimerix.com

Further instructions are set out in the Notice and accompanying letter to shareholders which is attached to this release.

For further information, please visit our website at www.dimerix.com or contact:

Dr Nina Webster Rudi Michelson

Dimerix Limited Monsoon Communications
Chief Executive Officer & Managing Director Tel: +61 3 9620 3333

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Follow us on **LinkedIn** and **Twitter**

Authorised for lodgement by the Board of the Company

-END-



About Dimerix

Dimerix (ASX: DXB) is a clinical-stage biopharmaceutical company developing innovative new therapies in areas with unmet medical needs for global markets. Dimerix is currently developing its proprietary product DMX-200, for Focal Segmental Glomerulosclerosis (FSGS), respiratory complications associated with COVID-19 and Diabetic Kidney Disease, and is developing DMX-700 for Chronic Obstructive Pulmonary Disease (COPD). DMX-200 and DMX-700 were both identified using Dimerix' proprietary assay, Receptor Heteromer Investigation Technology (Receptor-HIT), which is a scalable and globally applicable technology platform enabling the understanding of receptor interactions to rapidly screen and identify new drug opportunities. Receptor-HIT is licensed non-exclusively to Excellerate Bioscience, a UK-based pharmacological assay service provider with a worldwide reputation for excellence in the field of molecular and cellular pharmacology.



27 October 2022

ANNUAL GENERAL MEETING - NOTICE AND PROXY FORM

Dear Shareholder

Notice is hereby given that the Annual General Meeting of Shareholders of Dimerix Limited (ACN 001 285 230) (**Company**) will be held on Tuesday, 29 November 2022 at 2:00pm (AEDT) at Dimerix Limited's office, 425 Smith Street, Fitzroy VIC 3065.

In accordance with the *Corporations Act 2001 (Cth)* in relation to electronic notice of meetings, the Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: www.dimerix.com.

Shareholders will be able to vote and ask questions at the meeting. Shareholders are also encouraged to submit questions in advance of the Meeting of the Company. Questions must be submitted in writing to Hamish George, the Company Secretary at accounts@dimerix.com at least 48 hours before the Meeting.

If you have not elected to receive notices by email, you will receive this letter by mail with a copy of your personalised proxy form enclosed for your convenience. Shareholders who have made an election to receive hard copy notices of meeting will be sent a hard copy of the Notice.

Shareholder Communication Elections

Recent changes to the *Corporations Act 2001* provide for shareholders electing and requesting to receive documents (including notices of meeting and the annual financial report) electronically or in hard copy. You can make a standing election and/or request to receive some or all of your communications from the Company in physical or electronic form.

Shareholders can also elect not to receive certain documents, including the annual financial report.

We encourage you to provide your email address so we can communicate with you electronically and you are provided with information regarding the Company more efficiently and sustainably.

If you have made a prior election or request to receive documents in a certain manner then that election will continue to apply until such time as you notify the Company that you change your election or request. Any shareholder who has not made a prior election and/or request to receive documents in a certain form will be treated by the Company as having elected to receive all documents in electronic form.

If you wish to update your communication preference please contact our share register, Automic below:

Telephone (within Australia): 1300 288 664 Telephone (outside Australia): +61 2 9698 5414

Email: hello@automicgroup.com.au

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



Voting by Proxy

To vote by proxy:

- 1. Please lodge the Proxy Form online at https://investor.automic.com.au/#/loginsh by following the instructions:
 - i. Login to the Automic website using the holding details as shown on the Proxy Form.
 - ii. Click on 'View Meetings' 'Vote'.

To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.

- 2. Please complete and sign your attached Proxy Form, and deliver it to the Company's share registry, Automic Group:
 - i. by post to: Automic, GPO Box 5193, Sydney NSW 2001; or
 - ii. by email to: meetings@automicgroup.com.au.

Your proxy voting instruction must be received by 2:00pm (AEDT) on 27 November 2022, being not less than 48 hours before the commencement of the Meeting. **Any proxy voting instructions received after that time will not be valid for the Meeting.**

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice please contact the Company's share registry, Automic Group on, 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Yours sincerely,

Dr James Williams

Non-Executive Chairman

DIMERIX LIMITED ACN 001 285 230

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2:00 pm (AEDT)

DATE: 29 November 2022

PLACE: Dimerix Limited's office at 425 Smith Street, Fitzroy VIC 3065

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Hamish George, on (+61) 421 270 256.

Business of the Meeting (setting out the proposed Resolutions) Explanatory Statement (explaining the proposed Resolutions) Glossary 17 Schedule 1 - Terms and conditions of the Omnibus Equity Plan 19 Schedule 2 - Constitution Amendments 21

IMPORTANT INFORMATION

TIME, DATE AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2:00 pm (AEDT) on 29 November 2022 at Dimerix Limited's office at 425 Smith Street, Fitzroy VIC 3065.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: www.dimerix.com

Instructions on how to attend the Meeting and vote are in the Explanatory Statement which forms part of this Notice of Meeting.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 2:00 pm (AEDT) on 27 November 2022.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and

a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands; and
- if the proxy is the Chair of the meeting at which the resolution is voted on the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the Chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the Meeting.

BUSINESS OF THE MEETING

AGENDA

Financial statements, Directors' and Auditor's Reports

To receive and consider the Annual Report of the Company and its controlled entity for the financial year ended 30 June 2022, together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year.

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **non-binding ordinary resolution**:

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2022."

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

Voting Prohibition Statement: In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **Restricted Voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a Restricted Voter and either:

- (a) the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the Restricted Voter is the Chair and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on this Resolution; and
 - expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

2. RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MR HUGH ALSOP

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

"That, Mr Hugh Alsop, being a Director who retires by rotation in accordance with Articles 6.3(b) and 6.3(c) of the Constitution of the Company, being eligible and offering himself for re-election, be re-elected as a Director."

3. SPECIAL RESOLUTION 3 – ASX LISTING RULE 7.1A APPROVAL OF 10% PLACEMENT CAPACITY

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

"That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

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

- (i) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. RESOLUTION 4 – RENEWAL OF OMNIBUS EQUITY PLAN (OEP)

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

"That, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)), sections 259B(2) and 260C(2) of the Corporations Act and for all other purposes, Shareholders approve the renewal of the Company's Omnibus Equity Plan, the terms and conditions of which are summarised in the Explanatory Statement accompanying this Notice and the issue of equity securities under the Company's Omnibus Equity Plan."

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

(a) a person who is eligible to participate in the Company's Omnibus Equity Plan;
 or

(b) an Associate of that person or those persons.

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

- (i) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides: or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Proxy voting prohibition

Other than as set out below, a vote on this Resolution must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on this Resolution as a proxy if either:

- (i) the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or
- (ii) the Restricted Voter is the Chair and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on this Resolution; and
 - expressly authorises the Chair to exercise the proxy even if this Resolution
 is connected directly or indirectly with the remuneration of a member of
 the Key Management Personnel for the Company, or if the Company is
 part of a consolidated entity, for the entity.

5. SPECIAL RESOLUTION 5 – AMENDMENT TO CONSTITUTION

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

'That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Constitution of the Company be amended as set out in Schedule 2 to the Explanatory Statement which accompanied and formed part of this Notice of Meeting, with effect on the date that this special resolution is passed.'

DATED: 27 OCTOBER 2022
BY ORDER OF THE BOARD

Hamish George – Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 2:00 pm (AEDT) on 29 November 2022 at Dimerix Limited's office at 425 Smith Street, Fitzroy VIC 3065.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below

HOW TO ATTEND THE MEETING AND VOTE

The persons who will be entitled to attend and vote at the Meeting are those persons (or their proxies or representatives) registered as holding Ordinary Shares on Dimerix's share register at 2:00 pm AEDT on 27 November 2022.

To vote in person, attend the Annual General Meeting at the time, date and place set out above.

Asking questions

A discussion will be held on all items to be considered at the Meeting. The Company will endeavour to give all Shareholders attending a reasonable opportunity to ask questions, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many Shareholders as possible have the opportunity to participate, Shareholders are requested to observe the following:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Annual Report and general questions about the performance, business or management of the Company;
- if a Shareholder has more than one question on an item, all questions should be asked at one time; and
- Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

1. FINANCIAL STATEMENTS AND REPORTS

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. Copies of the report can be found on the Company's website at www.dimerix.com or by contacting the Company on 1300 813 321.

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

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report for the financial year ended 30 June 2022;
- (b) ask questions or make comment on the management of the Company;
- (c) 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 in writing no later than 2 business days before the Meeting to the Company at **investor@dimerix.com**.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

General

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report of the Company for the financial year ending 30 June 2022.

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

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the 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 and senior management personnel.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors or the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

Sections 250U and 250Y of the Corporations Act give Shareholders 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, less than 25% of votes cast were against the adoption of the remuneration report. Accordingly, a further resolution relating to the Two Strikes Rule is not relevant for this Annual General Meeting.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at the 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 required to stand 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.

A voting prohibition as set out in the Notice of Meeting applies to Resolution 1.

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or are a Closely Related Party of such a member as your proxy, you must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR HUGH ALSOP

Pursuant to Article 6.3(c) of the Company's Constitution, one third of the Directors (or the number nearest one third, rounded down) must retire at each Annual General Meeting and are eligible for re-election. Pursuant to Article 6.3(b), the Director(s) to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Director(s) have been in office for an equal length of time, by lot unless otherwise agreed. These requirements do not apply to a Managing Director who is not required to retire by rotation.

Mr Alsop was appointed as a director in May 2017 and was last re-elected at the 2019 AGM. Accordingly, Mr Alsop is required to retire by rotation under Article 6.3(b) of the Company's Constitution and being eligible, seeks re-election as a Director. In addition, the retirement by rotation of Mr Alsop satisfies the requirement in Article 6.3(c) of the Company's Constitution that one third of the Directors must retire at each Annual General Meeting.

Mr Alsop is an accomplished and commercially focused executive with experience in international business development, partnering, drug development and leadership of scientific teams. Mr Alsop is currently CEO of Kinoxis Therapeutics, a private company developing novel therapeutics for substance use disorders and other neurological conditions. Prior to Kinoxis, Mr Alsop was CEO of venture-backed private company Hatchtech, and Director of Business Development at Acrux Limited (ASX:ACR), where he was responsible for several

drug development programs for the international markets. Mr Alsop is also a Non-Executive Director of private companies Servatus Ltd, Eflare Corporation Pty Ltd, Avalyn Australia Pty Ltd, AnaptysBio Pty Ltd and Lassen Therapeutics 1 Pty Ltd.

The Board of Directors (excluding Mr Alsop) unanimously supports the re-election of Mr Hugh Alsop.

4. RESOLUTION 3 – ASX LISTING RULE 7.1A APPROVAL OF 10% PLACEMENT CAPACITY

4.1 General

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

Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its Annual General Meeting, to add an additional 10% capacity (10% Placement Capacity). ASX Listing Rule 7.1A includes additional conditions that must be satisfied to issue Equity Securities under the 10% Placement Capacity, including the class of Equity Security that may be issued and the price per Equity Security. Further details are set out below.

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

Resolution 3 seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% Placement Capacity.

If Resolution 3 is passed, the Company will be able to issue equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 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 ASX Listing Rule 7.1A and will remain subject to the 15% limit only on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

4.2 Technical information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

(a) Minimum Price

Any equity securities issued under ASX Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The minimum issue price at which the Equity Securities may be issued is not less than 75% of the volume weighted average market price of Equity Securities in that class, calculated over the 15 ASX Trading Days on 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 by the entity and the recipient of the securities; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a)(i) above, the date on which the Equity Securities are issued.

(b) Date of Issue

An approval under ASX Listing Rule 7.1A commences on 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;
- (ii) the time and date of the entity's next Annual General Meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking),

or such longer period if allowed by ASX (10% Placement Capacity Period).

(c) Risk of economic and voting dilution

Only Equity Securities issued under the 10% Placement Capacity must be in an existing quoted class of securities of the entity. As at the date of the Notice, the Company has one class of quoted Equity Securities being fully paid ordinary shares.

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not participate in the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the potential economic and voting dilution of existing Shareholders may be as shown in the example table below.

The table below shows the potential dilution of existing Shareholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Number of Shares on	Dilution											
Issue	Issue Price (per Share)	\$0.075 50% decrease in Issue Price	\$0.150 Current Issue Price	\$0.225 50% increase in Issue Price								
320,873,666 (Current)	Shares issued	32,087,366 Shares	32,087,366 Shares	32,087,366 Shares								
	Funds raised	\$2,406,552	\$4,813,105	\$7,219,657								
481,310,499 (50% increase)	Shares issued	48,131,049 Shares	48,131,049 Shares	48,131,049 Shares								
(**************************************	Funds raised	\$3,609,829	\$7,219,657	\$10,829,486								
641,747,332	Shares	64,174,732	64,174,732	64,174,732								
(100% increase)	issued	Shares	Shares	Shares								
	Funds raised	\$4,813,105	\$9,626,210	\$14,439,315								

*The number of ordinary securities on issue (variable A in the formula) could increase as a result of the issue of ordinary securities that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above uses the following assumptions:

- 1. The current shares on issue are the Shares on issue as at 17 October 2022.
- 2. The issue price set out above of \$0.15 is the closing price of the Shares on the ASX on 17 October 2022.
- 3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- 4. No existing or future convertible securities are converted into ordinary shares.
- The table does not show an example of dilution that may be caused to a
 particular Shareholder by reason of issues of equity securities under ASX Listing
 Rule 7.1A based on that Shareholder's holding at the date of this Explanatory
 Statement.
- 6. The table shows the effect of an issue of equity securities under ASX Listing Rule 7.1A only, not under the Company's 15% capacity to issue equity securities under ASX Listing Rule 7.1

Shareholders should note that there is a risk that:

- the market price for the Company's Equity Securities in that class may be significantly lower on the issue date 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 those Equity Securities on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

As noted above, any equity securities issued under ASX Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under ASX Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under ASX Listing Rule 7.1A during the ASX 10% Placement Capacity Period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under ASX Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) raising funds to further develop the Company's business;
- (b) raising funds to be applied to the Company's working capital requirements;
- (c) paying service providers or consultants of the Company.

(e) Allocation policy for issues under ASX Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under ASX Listing Rule 7.1A will depend on a number of factors, including:

(i) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the ASX Listing Rule 7.1A mandate period;

- (ii) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (iii) the potential effect on the control of the Company;
- (iv) the Company's financial position and the likely future capital requirements; and
- (v) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the 10% Placement Capacity Period, although this cannot be guaranteed. As at the date of the Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the ASX Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under ASX Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the ASX Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under ASX Listing Rules 3.10.3 and 7.1A.4.

Offers made under ASX Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

(f) Previous Approval under ASX Listing Rule 7.1A

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its Annual General Meeting held on 27 September 2021.

In the 12 months preceding the date of the Meeting, the Company did not issue or agree to issue any Equity Securities under ASX Listing Rule 7.1A.

4.3 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder (or any other person) to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

Resolution 3 is a special resolution, requiring 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) in order to be passed. The Board of Directors unanimously recommend that shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – RENEWAL OF OMNIBUS EQUITY PLAN (OEP)

5.1 General

The Company seeks shareholder approval for renewal of the Omnibus Equity Plan (**OEP** or **Plan**) to secure discretion to make awards of options, rights, performance rights, performance shares and shares, including Exempt Share Awards under Division 83A of the Income Tax Assessment Act 1997 (Cth) and salary sacrifice share awards (collectively **Awards**). Under the OEP the Board also has discretion to determine vesting conditions including service conditions or other performance hurdles, exercise prices, minimum holding periods, forfeiture conditions or events and other conditions of awards, and discretion to vary or waive these terms and conditions (subject to Corporations Act and ASX Listing Rule limitations on shareholder approval for awards to related parties). The Board seeks Shareholder approval for the renewal of the Plan pursuant to this Resolution 4.

Selected senior management of the Company and the Directors are eligible to participate in the Plan at the absolute discretion of the Board, subject to applicable law. The Board also remains committed to incentivising and retaining the Company's directors and other personnel in a manner which promotes alignment of their interests with shareholder interests, whilst at the same time offering eligible participants market-competitive remuneration arrangements.

At the same time, the Company desires to maintain maximum flexibility to raise capital and otherwise issue securities in accordance with ASX Listing Rule 7.1 (and, if the relevant approval is held at the time, ASX Listing Rule 7.1A) without seeking prior shareholder approval. Accordingly, the Board seeks shareholder approval of the Plan for the purposes of ASX Listing Rule 7.2 Exception 13(b).

The aggregate number of Awards which may be issued pursuant to the Plan on and from shareholder approval at the Meeting, (when aggregated with all securities issued under all other employee incentive plans), shall not at any time exceed 16,043,683 Awards, which represents 5% of the total number of issued Shares at the date of the Notice. The maximum number of Awards that may be issued under the Plan excludes Awards issued under the Plan prior to the Meeting.

A summary of the Omnibus Equity Plan is set out in Schedule 1 to this Notice.

The Directors abstain from making a recommendation on Resolution 4 as they are eligible to participate in the Plan (subject also to shareholder approval in relation to each Award) and therefore have a potential personal interest in the matter. Subject to the applicable voting exclusion and proxy voting prohibition, the Chair intends to vote undirected proxies in favour of this resolution.

5.2 Shareholder Approval – ASX Listing Rules

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

Pursuant to ASX Listing Rule 7.2, Exception 13(b), an issue under an employee incentive plan will not count toward a company's 15% limit provided:

- (a) The holders of the entity's ordinary securities have approved the issue of Equity Securities under the employee incentive plan as an exception to ASX Listing Rule 7.1.
- (b) The notice of meeting for the shareholder approval includes:
 - (i) A summary of the terms of the scheme
 - (ii) The number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule;
 - (iii) The maximum number of Equity Securities proposed to be issued under the scheme following the approval; and
 - (iv) A voting exclusion statement.

In the event shareholders approve Resolution 4, the Company will be able to issue Awards under the Plan without using its placement capacity under the ASX Listing Rules (subject to the need for further shareholder approval in certain circumstances including to related parties) In the event shareholders do not approve Resolution 4, approval under ASX Listing Rule 7.2 Exception 13(b) will not be obtained, any issue of Awards under the Plan will use the Company's placement capacity available under the ASX Listing Rules.

Approval is sought under ASX Listing Rule 7.2, Exception 13 and the following information is included for compliance with ASX Listing Rule 7.2, Exception 13.

A summary of the terms of the scheme:	Please refer to Schedule 1 for a summary of the Omnibus Equity Plan.
The number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule:	The Plan was last adopted on 28 November 2019. Since the Plan was last approved an aggregate of 1,750,000 Awards (being unlisted options) have been issued.
The maximum number of Equity Securities proposed to be issued under the scheme following the approval:	The maximum number of Awards that may be issued under the Plan for the three years following Shareholder approval is 16,043,683, representing 5% of 320,873,666 being the issued share capital at the date of the Notice of Annual General Meeting. The maximum number of Awards that may be issued under the Plan excludes any Awards issued under the Plan prior to the Meeting.
A voting exclusion statement:	A voting exclusion statement is contained in the Notice.

5.3 Shareholder Approval – Corporations Act

Section 259B(2) permits a Company to take security over its own shares issued pursuant to an employee share scheme under certain conditions, including where prior shareholder approval of the employee share scheme has been obtained.

Accordingly, the Company is seeking shareholder approval under Resolution 4 in respect of the operation of section 259B(2) of the Corporations Act, for circumstances where the Company elects to provide an employee assistance in the acquisition of shares in the Company, such as providing a loan for the payment of the purchase price of a Share to be issued under the Plan or the exercise of a Right or Option issued under the Plan.

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

- (a) giving of the assistance does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors;
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C of the Corporations Act.

Section 260C(4) of the Corporations Act provides an exemption to financial assistance, if the financial assistance is given under an employee share scheme approved at a meeting of shareholders via an Ordinary Resolution.

As noted above and set out in Schedule 1, the terms of the Plan envisages the giving of financial assistance by the Company to eligible and invited participants under the Plan in the form of interest free, limited recourse loans to acquire Shares.

Although the Board does not consider that the giving of financial benefit under the Plan will materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors, Shareholder approval is also being sought under this Resolution to enable the Company to qualify for the special exemption offered by section 260C(4) of the Corporations Act.

5.4 Voting exclusion and Director's recommendations

A voting exclusion statement and proxy voting prohibition for Resolution 4 is contained in the Notice.

As noted above, the Directors abstain from making a recommendation on Resolution 4 as they are eligible to participate in the Plan (subject also to shareholder approval in relation to each Award) and therefore have a potential personal interest in the matter.

Resolution 4 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair intends to vote all available undirected proxies in favour of Resolution 4, subject to the applicable voting exclusions and proxy voting prohibitions.

6. SPECIAL RESOLUTION 5 – AMENDMENT TO CONSTITUITION

6.1 General

It is proposed that the Constitution be amended as set out in Schedule 2. The Company is seeking to amend the Constitution to clarify and expand upon

provisions relating to the conduct of shareholder meetings by electronic means, including without the need for a physical location, for the benefit and convenience of the Shareholders. It is also proposed to amend the Constitution for the purposes of having all resolutions other than procedural resolutions determined by way of a poll instead of on a show of hands.

The specific amendments for which approval is sought are set out in Schedule 2.

6.2 Director's Recommendations

Resolution 5 is a special resolution, requiring 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) in order to be passed. The Directors unanimously recommend that Shareholders vote in favour of Resolution 5 and approve the adoption of the New Constitution. The Chairman intends to vote undirected proxies in favour of Resolution 5.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in section 8 of this Notice.

Annual General Meeting or AGM or Meeting means the meeting convened by this Notice.

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 the Australian Securities and Investments Commission.

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

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

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.

Chair means the chairperson of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Dimerix Limited (ACN 001 285 230).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a current director of the Company.

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

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the A&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300m.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Issued Capital means the ordinary shares, performance shares and options of the Company currently on issue.

Key Management Personnel has the same meaning as in the accounting standards and 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.

Notice or **Notice** of **Meeting** or **Notice** of **Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Proxy Form means the proxy form accompanying the Notice.

Related Party means a director and their associates of the Company;

Remuneration Report means the remuneration report set out in the Directors' Report.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Security means security in the Issued Capital of the Company.

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

Shareholder means a holder of a Share.

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

Variable A means "A" as set out in the calculation in section 11 of this Notice.

Schedule 1 - Terms and conditions of the Omnibus Equity Plan (OEP or Plan)

The OEP Rules include, but are not limited to, the following features:

- Offer: The Board has discretion to make awards of options, rights, performance rights, performance shares and shares, including Exempt Share Awards under Division 83A of the Income Tax Assessment Act 1997 (Cth) and salary sacrifice share awards (collectively Awards). The Board has further discretion to determine vesting conditions including service conditions or other performance hurdles, exercise prices, minimum holding periods, forfeiture conditions or events and other conditions of awards. The Board has further discretion to vary or waive these terms and conditions (subject to Corporations Act and ASX Listing Rules limitations on shareholder approval for awards to Directors).
- **Eligibility:** Participants under the OEP include permanent, full-time, or part-time employees, Non-Executive Directors, casual employees or contractors who work a prorata equivalent of 40% or more of a comparable full-time position and are Australian residents for tax purposes.
- Maximum number of Awards: The total number of Awards that may be awarded under the OEP is capped at 16,043,683, which represents 5% of the issued share capital of the Company. This cap includes any securities awarded under the OEP after approval is received from Shareholders at the Meeting, but excludes any rights or securities that have expired or that were issued prior to the Meeting.
- Vesting: Awards will vest in accordance with applicable performance hurdles, service
 conditions and exercise conditions. Where a Participant ceases to be employed by the
 Company or a related body corporate of the Company as a result of death or serious
 injury which prohibits continued employment, retirement or retrenchment or such other
 eligible circumstance as determined by the Board ('Qualifying Event'), the Board may,
 in its absolute discretion, determine that unvested rights and/or options become
 Vested.
- Change of Control: Where there is a change in control of the Company, the Board may in its absolute discretion determine that any unvested rights and/or options become vested.
- **Exercise:** Once options and rights have vested, they are generally able to be exercised prior to the lapsing and forfeiture events. On exercise, the participant must pay the relevant exercise price for those options and/or rights.
- **Quotation:** Options will not be quoted on the ASX. If the Company is admitted to the Official List of the ASX at the time of issue, the Company will apply for Official Quotation of the shares issued on exercise of options and/or rights, in accordance with the ASX Listing Rules.
- Cessation of eligibility: Where a Participant ceases to be employed by the Company or a related body corporate of the Company, other than as a result of a Qualifying Event, any options, rights and performance rights or shares will be immediately forfeited, whether or not those awards have vested.
- **Restrictions:** Awards are non-transferrable (subject to certain limited exceptions). Awards and dealings in awarded securities are subject to the Company's share trading policies and the Corporations Law as it relates to share trading.

- **Amendments:** To the extent permitted by the ASX Listing Rules, the Board retains the discretion to vary the terms and conditions of the OEP.
- **ASX Listing Rules**: To the extent (if any) that any of the OEP Terms And Conditions are inconsistent with or contrary to the ASX Listing Rules, the ASX Listing Rules provisions will prevail and these Option Terms And Conditions are deemed to incorporate the relevant ASX Listing Rules provisions as an amendment to the terms of the Plan.
- Share Plan Loan: If the Board considers appropriate, the Board may invite some of the Eligible Participants to apply for a limited recourse loan under the Plan (Loan), which if granted by the Board, will be applied as the subscription price for the purchase of Shares to be issued under the Plan or the exercise price of Options or Rights issued under the Plan. The terms of any Loan granted will be determined by the Board from time to time. The Loan may be secured by the Shares issued under the Plan.

Schedule 2 - Constitution Amendments

Reference in this Schedule 2 to amendments to Articles are to amendments proposed to the Constitution and to Articles of the Constitution:

Amend Article 5.3(d)(i) by adding, between "places" and "," the following:

"or is to be held solely by audio, video and/or other communications technology"

Add new Article 5.4(e) as follows:

"(e) A Member may be present in person, by proxy, by attorney or by Representative. A Member or their proxy, attorney or representative participating in the meeting solely by audio, video and/or other communications technology is (if the meeting is able and/or permitted by law to be so held) treated as being present for all purposes including determining that a quorum is present."

Add new Article 5.5(c) as follows:

- "(c) For the avoidance of doubt, any general meeting (which includes any annual general meeting) is permitted to be held:
 - (i) at one physical location; or
 - (ii) at one or more physical locations using virtual meeting technology; or
 - (iii) using virtually meeting technology only without the need for a physical location."

Add the following to the end of Article 5.6(a):

An Eligible Member or their proxy, attorney or representative participating in the meeting solely by audio, video and/or other communications technology is (if the meeting is able and/or permitted by law to be so held) treated as being present for the purposes of determining that a quorum is present."

Replace Article 5.9(b) with the following:

"A resolution (other than a procedural resolution that shall be taken on a show of hands and includes appointment of the Chairperson of the meeting) put to the vote at the meeting of Members must be decided on a poll."

Amend Article 5.9(c) by add at the beginning of the Article prior to "A" the following:

"Where a resolution is determined on a show of hands,"

Amend Article 5.10(a) by adding the following at the end of the Article:

"Unless otherwise determined by the Chairperson or as required by applicable law, a poll will be deemed to have been demanded on all resolutions (except a procedural resolution which shall be determined on a show of hands and includes election of the Chairperson of the meeting)"

Remove removal.	Article	5.10(f)	and	include	consequ	ential	re-numb	ering	change:	s as a	ı result	of the



DIMERIX LIMITED | ACN 001285 230

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **2.00pm (AEDT) on Sunday, 27 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.

 $\textbf{\textit{Joint holding}} : \textbf{Where the holding is in more than one name, all Shareholders should sign.}$

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/#/log insah

or scan the QR code below using your smartphone

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



BY MAIL:

Automic GPO Box 5193

Sydney NSW 2001

IN PERSON:

Automic

Level 5, 126 Phillip Street Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: https://automicgroup.com.au/

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

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By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

Date (DD/MM/YY)

Contact Daytime Telephone