

30 August 2023

## **Imugene Limited 2023 Extraordinary General Meeting**

The Imugene Limited Extraordinary General Meeting (EGM) will be held both physically at The Prom, Automic Group, Level 12, 530 Collins Street, Melbourne VIC 3000 and virtually (online) at 10:00 am Sydney time on Thursday 28 September 2023. The Notice of Meeting and other meeting documentation is available at <https://www.imugene.com/announcements>.

### **Attending the webcast meeting**

To join the webcast, ask questions and vote on the day of the meeting, please visit: [https://us02web.zoom.us/webinar/register/WN\\_1PbOTBmoSmqnf4IeiRSiHw](https://us02web.zoom.us/webinar/register/WN_1PbOTBmoSmqnf4IeiRSiHw)

For instructions, please refer to the online user guide at [Shareholder Registration & Voting Guide](#). We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the EGM.

Please monitor the Company's website and ASX announcements by the Company for any updates to the meeting.

### **Make your vote count**

To lodge a proxy up to 48 hours prior to the meeting, access the Notice of Meeting and other meeting documentation visit:

<https://investor.automic.com.au/#/loginsah> with your HIN/SRN and postcode information to log in.

To be effective, your proxy appointment must be received by 10am (Sydney time) on Tuesday 26 September 2023.

Mike Tonroe  
Company Secretary

# Notice of Extraordinary General Meeting

Imugene Limited ACN 009 179 551

# Notice of Extraordinary General Meeting

Imugene Limited ACN 009 179 551

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Notice is given that an Extraordinary General Meeting (**Meeting**) of Imugene Limited ACN 009 179 551 (**Company**) will be held at:

<b>Location</b>	The Prom, Automic Group, Level 12, 530 Collins Street, Melbourne VIC 3000. The meeting will also be conducted online by Zoom webinar
<b>Date</b>	Thursday, 28th September 2023
<b>Time</b>	10.00am (Sydney time) Registration from 9.45am (Sydney time)

## Zoom meeting details

The Meeting will be webcast live via an online platform. To participate you will need a desktop or mobile/tablet device with internet access. When you log onto the online platform to register to attend the Meeting, you will need to provide your details (including SRN or HIN) to be verified as a Shareholder.

To register for the meeting, please click the link below:

[https://us02web.zoom.us/webinar/register/WN\\_1PbOTBmoSmqnf4IeiRSiHw](https://us02web.zoom.us/webinar/register/WN_1PbOTBmoSmqnf4IeiRSiHw)

After registering, you will receive a confirmation email containing information about joining the Meeting.

For further details and instructions, please see the online meeting guide located on the Company website containing details on attending and voting at the Meeting.

If Shareholders are unable to attend the Meeting using the online platform they are encouraged to alternatively, return the Proxy Form to the Company in accordance with the instructions thereon.

Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting utilising the online platform should they elect to do so.

## Special business

### **Resolution 1 – Ratification of prior issue of Placement Shares to Placement Subscribers**

To consider and, if in favour, to pass the following as an ordinary resolution:

- 1 *'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 411,220,239 Placement Shares at an issue price of \$0.084 per Placement Share, to Sophisticated Investors under the Placement as detailed in the Explanatory Memorandum.'*

**Note:** Voting exclusions apply.

The Directors unanimously recommend that you vote in favour of this resolution.

## **Resolution 2 – Approval to issue Placement Shares and New Options to Director – Ms Leslie Chong**

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

2 *'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issuance and allotment of:*

- (a) *up to 2,380,952 Placement Shares at an issue price of \$0.084 per Placement Share; and*
- (b) *conditional on Resolution 2(a) being passed, up to 2,380,952 New Options with an exercise price of \$0.118 and an expiry date of 31 August 2026,*

*to Director, Ms Leslie Chong, as detailed in the Explanatory Memorandum.'*

**Note:** if approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the Explanatory Memorandum. Voting exclusions apply.

The Directors (with Ms Leslie Chong abstaining) unanimously recommend that you vote in favour of this resolution.

## **Resolution 3 – Approval to issue Placement Shares and New Options to Director – Mr Jens Eckstein**

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

3 *'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issuance and allotment of:*

- (a) *up to 238,095 Placement Shares at an issue price of \$0.084 per Placement Share; and*
- (b) *conditional on Resolution 3(a) being passed, up to 238,095 New Options with an exercise price of \$0.118 and an expiry date of 31 August 2026,*

*to Director, Mr Jens Eckstein, as detailed in the Explanatory Memorandum.'*

**Note:** if approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the Explanatory Memorandum. Voting exclusions apply.

The Directors (with Mr Jens Eckstein abstaining) unanimously recommend that you vote in favour of this resolution.

## **Resolution 4 – Approval to issue Placement Shares and New Options to Director – Dr Lesley Russell**

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

4 *'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issuance and allotment of:*

- (a) *up to 238,095 Placement Shares at an issue price of \$0.084 per Placement Share; and*
- (b) *conditional on Resolution 4(a) being passed, up to 238,095 New Options with an exercise price of \$0.118 and an expiry date of 31 August 2026,*

*to Director, Dr Lesley Russell, as detailed in the Explanatory Memorandum.'*

**Note:** if approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the Explanatory Memorandum. Voting exclusions apply.

The Directors (with Dr Lesley Russell abstaining) unanimously recommend that you vote in favour of this resolution.

## **Resolution 5 – Approval to issue Placement Shares and New Options to Director – Mr Jakob Dupont**

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 5 *'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issuance and allotment of:*
- (a) *up to 89,286 Placement Shares at an issue price of \$0.084 per Placement Share; and*
  - (b) *conditional on Resolution 5(a) being passed, up to 89,286 New Options with an exercise price of \$0.118 and an expiry date of 31 August 2026,*

*to Director, Mr Jakob Dupont, as detailed in the Explanatory Memorandum.'*

**Note:** if approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the Explanatory Memorandum. Voting exclusions apply.

The Directors (with Mr Jakob Dupont abstaining) unanimously recommend that you vote in favour of this resolution.

## **Resolution 6 – Approval to issue Placement Shares and New Options to Director – Mr Paul Hopper**

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 6 *'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issuance and allotment of:*
- (a) *up to 2,380,952 Placement Shares at an issue price of \$0.084 per Placement Share; and*
  - (b) *conditional on Resolution 6(a) being passed, up to 2,380,952 New Options with an exercise price of \$0.118 and an expiry date of 31 August 2026,*

*to Director, Mr Paul Hopper, as detailed in the Explanatory Memorandum.'*

**Note:** if approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the Explanatory Memorandum. Voting exclusions apply.

The Directors (with Mr Paul Hopper abstaining) unanimously recommend that you vote in favour of this resolution.

## **Resolution 7 – Approval to issue Placement Shares and New Options to Director – Ms Kim Drapkin**

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

7 *'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issuance and allotment of:*

- (a) *up to 199,048 Placement Shares at an issue price of \$0.084 per Placement Share; and*
- (b) *conditional on Resolution 7(a) being passed, up to 199,048 New Options with an exercise price of \$0.118 and an expiry date of 31 August 2026,*

*to Director, Ms Kim Drapkin, as detailed in the Explanatory Memorandum.'*

**Note:** if approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the Explanatory Memorandum. Voting exclusions apply.

The Directors (with Ms Kim Drapkin abstaining) unanimously recommend that you vote in favour of this resolution.

## **Resolution 8 – Approval to issue New Options to Sophisticated Investors and Eligible Shareholders**

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

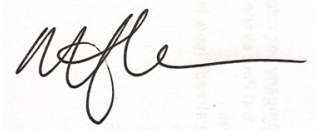
8 *'That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issuance and allotment of up to approximately 768,320,239 New Options to Sophisticated Investors and Eligible Shareholders, on the terms set out in the Explanatory Memorandum.'*

**Note:** if approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the Explanatory Memorandum. Voting exclusions apply.

The Directors unanimously recommend that you vote in favour of this resolution.

Dated: 30 August 2023

By order of the Board



**Mike Tonroe**  
Company Secretary

## Voting Exclusion Statement

### Corporations Act

For the purposes of section 224 Corporations Act, the Company will not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

### Listing Rules

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

<b>Resolution 1– Ratification of prior issue of Placement Shares to Placement Subscribers</b>	the Placement Subscribers or any person who participated in the issue or who is a counterparty to the agreement being provided and any associates of those persons.
<b>Resolutions 2(a) and (b) – Approval to issue Placement Shares and New Options to Director – Ms Leslie Chong</b>	the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any associates of those persons.
<b>Resolutions 3(a) and (b) – Approval to issue Placement Shares and New Options to Director – Mr Jens Eckstein</b>	the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any associates of those persons.
<b>Resolutions 4(a) and (b) – Approval to issue Placement Shares and New Options to Director – Dr Lesley Russell</b>	the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any associates of those persons.
<b>Resolutions 5(a) and (b) – Approval to issue Placement Shares and New Options to Director – Mr Jakob Dupont</b>	the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any associates of those persons.
<b>Resolutions 6(a) and (b) – Approval to issue Placement Shares and New Options to Director – Mr Paul Hopper</b>	the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any associates of those persons.

<b>Resolutions 7(a) and (b) – Approval to issue Placement Shares and New Options to Director – Ms Kim Drapkin</b>	the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any associates of those persons.
<b>Resolution 8 – Approval to issue New Options to Sophisticated Investors and Eligible Shareholders</b>	the Placement Subscribers, Eligible Shareholders and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any associate of their associates.

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

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



## Notes

- (a) Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Explanatory Memorandum.
- (b) Subject to the Corporations Act, including sections 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (c) The proxy need not be a Shareholder of the Company. A Shareholder who is 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.
- (d) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form to the Company's share registry Automic Registry Service Limited as detailed in the attached proxy form.

You can also lodge your proxy online at <https://investor.automic.com.au/#/loginsah>

- (e) you can scan the QR code with your mobile device.
- (f) To be effective, the proxy must be received at the share registry of the Company no later than 10.00am (Sydney time) on Sunday, 24 September 2023 (48 hours before the commencement of the meeting).
- (g) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (h) The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7:00 pm (Sydney time) on Sunday, 24 September 2023.
- (i) If you have any queries, including how to cast your votes, please contact the Company's registered office on 1300 2888 664 (within Australia) or +61 2 9698 5414 (outside Australia) during business hours.

# Explanatory Memorandum

Imugene Limited ACN 009 179 551 (**Company**)

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This Explanatory Memorandum accompanies the notice of Extraordinary General Meeting of the Company to be held at The Prom, Automic Group, Level 12, 530 Collins Street, Melbourne VIC 3000 and online by Zoom on Thursday, 28 September 2023 at 10.00am (Sydney time).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

## Background

- 1 As announced to ASX on 18 August 2023, Imugene undertook a \$35 million placement with institutional and sophisticated investors (**Placement Subscribers**) for approximately 416.7 million new fully paid ordinary shares (**Placement Shares**) in the Company at a price of \$0.084 per Placement Share, representing a discount of 10.64% to the last close on Tuesday, 15 August 2023 (\$0.094), and a discount of 12.38% to the 20-day VWAP up to, and including, Tuesday, 15 August 2023 (\$0.096) (**Placement**). The Placement Shares were allotted on Friday, 25 August 2023.
- 2 The Placement is being followed by a share purchase plan (**SPP**), to raise approximately \$30 million, for existing eligible shareholders (**Eligible Shareholders**) at a price per new fully paid ordinary share of the lower of:
  - (a) \$0.084; and
  - (b) a 2.5% discount to the five-day VWAP up to and including the closing date of the SPP, being Thursday, 14 September 2023 (unless varied by the Company).
- 3 Under the Placement and SPP (together, **Offer**), Placement Subscribers and Eligible Shareholders are anticipated to receive one free attaching option for every new share (**New Options**) subscribed for under the Offer, for an aggregate of approximately 773.8 million New Options to be issued. The New Options will have an exercise price of \$0.118 per share with an expiration of 31 August 2026 and are subject to shareholder approval. It is intended that the New Options will be quoted on the ASX. The terms of the options are otherwise set out in the Schedule to this Notice of Meeting.
- 4 The funds raised from the Offer will be used:
  - (a) to make the upfront payment of US\$8 million to Precision Biosciences Inc. (NASDAQ GS: DTIL) in accordance with terms of the licence agreement entered into between the Company and Precisions Biosciences Inc. on 16 August 2023 (**Licence Agreement**);
  - (b) to meet the deferred consideration and milestone payment obligations under the Licence Agreement, including for the completion of the Phase 1b clinical trial for the licensed Azer-cel Allogeneic CD19 Car-T technology; and
  - (c) for associated manufacturing, clinical trial, regulatory and working capital costs relating to the Licence Agreement.

- 5 Further details in relation to the Licence Agreement can be found in the announcement dated 16 August 2023.

### **Resolution 1: Ratification of prior issue of Placement Shares to Placement Subscribers**

- 6 The purpose of Resolution 1 is for Shareholders to approve, under Listing Rule 7.4, and for all other purposes, the issue and allotment of up to 411,220,239 Placement Shares to the Placement Subscribers on the terms set out in the Explanatory Memorandum.

#### **Listing Rule 7.1**

- 7 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.
- 8 The issue of up to 411,220,239 Placement Shares does not fall under any of the relevant exemptions and, as it has not yet been approved by Shareholders, utilises a portion of the 15% capacity limit under Listing Rule 7.1, thereby reducing the Company's capacity to issue further equity securities without shareholder approval for the 12-month period following the issue date.
- 9 Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the Company's 15% capacity, enabling it to issue further securities up to that limit.
- 10 The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issuance under Listing Rule 7.1. Resolution 1 therefore proposes the ratification of the allotment and issuance of the Placement Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.1.

#### **Technical information required by Listing Rule 14.1A**

- 11 If Resolution 1 is passed, Shareholders will have ratified the issue of the Placement Shares, and the issue of the Placement Shares will no longer utilise a portion of the Company's 15% placement capacity under Listing Rules 7.1, meaning that the Company will have an increased ability to issue Equity Securities over the next 12 months without seeking Shareholder approval.
- 12 If Shareholders do not approve Resolution 1, the Company's ability to raise additional equity funds over the next 12 months without Shareholder approval will be restricted.

#### **Technical information required by Listing Rule 7.5**

- 13 Pursuant to and in accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 1:
- (a) the Placement Shares, being up to 411,220,239 fully paid ordinary shares, have been issued to the Placement Subscribers;
  - (b) the Placement Shares were issued on or about 25 August 2023 at an issue price of \$0.084 per share; and
- 14 The funds raised from the Offer will be used as described in paragraph 4.

## Directors' recommendation

15 The Directors unanimously recommend that Shareholders vote in favour of this resolution.

## Resolutions 2(a) to 7(b): Approval to issue Placement Shares and New Options to Directors

16 The Placement Shares and New Options have been allocated to the Directors as follows:

Director	Allocation of Placement Shares	Allocation of New Options
Ms Leslie Chong	2,380,952	2,380,952
Mr Jens Eckstein	238,095	238,095
Dr Lesley Russell	238,095	238,095
Mr Jakob Dupont	89,286	89,286
Mr Paul Hopper	2,380,952	2,380,952
Ms Kim Drapkin	119,048	119,048
<b>Total Placement Shares</b>	<b>5,446,428</b>	<b>5,446,428</b>

## Shareholder approval requirements

17 Listing Rule 10.11 provides, that unless one of the exceptions in Listing Rule 10.12 applies an entity must not issue or agree to issue securities to any of the following persons unless it obtains the approval of the holders of its ordinary securities:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in rules 10.11.1 to 10.11.3;
- 10.11.5 a person whose relationship with the entity 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 security holders.
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;

18 For the purposes of Listing Rule 10.11, the issue of Placement Shares and New Options to each of the Directors falls within Listing Rule 10.11.1 and therefore requires the approval of Shareholders under Listing Rule 10.11.

19 Resolutions 2(a) to 7(b) therefore seek the required Shareholder approval for the issue of Placement Shares and New Options to each of the Directors listed above under and for the purposes of Listing Rule 10.11.

- 20 If Resolutions 2(a) to 7(b) are passed, the Company will be able to proceed with the issue of Placement Shares and New Options to each of the applicable Directors. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Placement Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Placement Shares and New Options will not use up any of the Company's 15% annual placement capacity.
- 21 If any of Resolutions 2(a) to 7(b) are not passed, the Company will not be able to proceed with the issue of the applicable Placement Shares and New Options to the relevant Director under that resolution.

### **Resolution 2(a) – Approval to issue Placement Shares to Director – Ms Leslie Chong**

- 22 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 2:
- (a) the maximum number of shares issued to Ms Chong will be up to 2,380,952 Placement Shares, representing Ms Chong's allocated Placement Shares;
  - (b) Ms Chong falls within the category set out in Listing Rule 10.11.1 by virtue of Ms Chong being a Director;
  - (c) if this Resolution 2 is passed, it is intended that Ms Chong's Placement Shares will be issued within five days after the Meeting but in any event, not more than one month after Shareholder approval;
  - (d) the total issue price of Ms Chong's Placement Shares will be \$0.084 per Placement Share;
  - (e) the issue of Ms Chong's Placement Shares form part of the funds raised under the Offer and will be used for the purposes outlined in paragraph 4; and
  - (f) the issue of Ms Chong's Placement Shares is not intended to remunerate or incentivise Ms Chong and is independent of any remuneration arrangements currently in place.

### **Directors' Recommendation**

The Directors (with Ms Chong abstaining) unanimously recommend that you vote in favour of this resolution.

### **Resolution 2(b) – Approval to issue New Options to Director – Ms Leslie Chong**

- 23 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 2:
- (a) the maximum number of shares issued to Ms Chong will be up to 2,380,952 New Options, representing Ms Chong's allocated New Options;
  - (b) Ms Chong falls within the category set out in Listing Rule 10.11.1 by virtue of Ms Chong being a Director;
  - (c) if this Resolution 2 is passed, it is intended that Ms Chong's New Options will be issued within five days after the Meeting but in any event, not more than one month after Shareholder approval;

- (d) the issue price for Ms Chong's New Options is nil;
- (e) the issue of Ms Chong's New Options form part of the funds raised under the Offer and will be used for the purposes outlined in paragraph 4;
- (f) the issue of Ms Chong's New Options is not intended to remunerate or incentivise Ms Chong and is independent of any remuneration arrangements currently in place; and
- (g) if Resolution 2(a) is not approved by Shareholders and Ms Chong is not issued her allocated Placement Shares, Ms Chong's allocated New Options will also not be issued.

#### **Directors' Recommendation**

The Directors (with Ms Chong abstaining) unanimously recommend that you vote in favour of this resolution.

#### **Resolution 3(a) – Approval to issue Placement Shares to Director – Mr Jens Eckstein**

- 24 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 3:
- (a) the maximum number of shares issued to Mr Eckstein will be up to 238,095 Placement Shares, representing Mr Eckstein's allocated Placement Shares;
  - (b) Mr Eckstein falls within the category set out in Listing Rule 10.11.1 by virtue of Mr Eckstein being a Director;
  - (c) if this Resolution 3 is passed, it is intended that Mr Eckstein's Placement Shares will be issued within five days after the Meeting but in any event, not more than one month after Shareholder approval;
  - (d) the total issue price of Mr Eckstein's Placement Shares will be \$0.084 per Placement Share;
  - (e) the issue of Mr Eckstein's Placement Shares form part of the funds raised under the Offer and will be used for the purposes outlined in paragraph 4; and
  - (f) the issue of Mr Eckstein's Placement Shares is not intended to remunerate or incentivise Mr Eckstein and is independent of any remuneration arrangements currently in place.

#### **Directors' Recommendation**

The Directors (with Mr Eckstein abstaining) unanimously recommend that you vote in favour of this resolution.

#### **Resolution 3(b) – Approval to issue New Options to Director – Mr Jens Eckstein**

- 25 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 3:
- (a) the maximum number of shares issued to Mr Eckstein will be up to 238,095 New Options, representing Mr Eckstein's allocated New Options;

- (b) Mr Eckstein falls within the category set out in Listing Rule 10.11.1 by virtue of Mr Eckstein being a Director;
- (c) if this Resolution 3 is passed, it is intended that Mr Eckstein's New Options will be issued within five days after the Meeting but in any event, not more than one month after Shareholder approval;
- (d) the issue price for Mr Eckstein's New Options will be nil;
- (e) the issue of Mr Eckstein's New Options form part of the funds raised under the Offer and will be used for the purposes outlined in paragraph 4;
- (f) the issue of Mr Eckstein's New Options is not intended to remunerate or incentivise Mr Eckstein and is independent of any remuneration arrangements currently in place; and
- (g) if Resolution 3(a) is not approved by Shareholders and Mr Eckstein is not issued his allocated Placement Shares, Mr Eckstein's allocated New Options will also not be issued.

#### **Directors' Recommendation**

The Directors (with Mr Eckstein abstaining) unanimously recommend that you vote in favour of this resolution.

#### **Resolution 4(a) – Approval to issue Placement Shares to Director – Dr Lesley Russell**

26 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 4:

- (a) the maximum number of shares issued to Dr Russell will be up to 238,095 Placement Shares, representing Dr Russell's allocated Placement Shares;
- (b) Dr Russell falls within the category set out in Listing Rule 10.11.1 by virtue of Dr Russell being a Director;
- (c) if this Resolution 4 is passed, it is intended that Dr Russell's Placement Shares will be issued within five days after the Meeting but in any event, not more than one month after Shareholder approval;
- (d) the total issue price of Dr Russell's Placement Shares will be \$0.084 per Placement Share;
- (e) the issue of Dr Russell's Placement Shares form part of the funds raised under the Offer and will be used for the purposes outlined in paragraph 4; and
- (f) the issue of Dr Russell's Placement Shares is not intended to remunerate or incentivise Dr Russell and is independent of any remuneration arrangements currently in place.

#### **Directors' Recommendation**

The Directors (with Dr Russell abstaining) unanimously recommend that you vote in favour of this resolution.

## **Resolution 4(b) – Approval to issue New Options to Director – Dr Lesley Russell**

- 27 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 4:
- (a) the maximum number of shares issued to Dr Russell will be up to 238,095 New Options, representing Dr Russell’s allocated New Options;
  - (b) Dr Russell falls within the category set out in Listing Rule 10.11.1 by virtue of Dr Russell being a Director;
  - (c) if this Resolution 4 is passed, it is intended that Dr Russell’s New Options will be issued within five days after the Meeting but in any event, not more than one month after Shareholder approval;
  - (d) the issue price of Dr Russell’s New Options will be nil;
  - (e) the issue of Dr Russell’s New Options form part of the funds raised under the Offer and will be used for the purposes outlined in paragraph 4;
  - (f) the issue of Dr Russell’s New Options is not intended to remunerate or incentivise Dr Russell and is independent of any remuneration arrangements currently in place; and
  - (g) if Resolution 4(a) is not approved by Shareholders and Dr Russell is not issued her allocated Placement Shares, Dr Russell’s allocated New Options will also not be issued.

### **Directors’ Recommendation**

The Directors (with Dr Russell abstaining) unanimously recommend that you vote in favour of this resolution.

## **Resolution 5(a) – Approval to issue Placement Shares to Director – Mr Jakob Dupont**

- 28 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 5:
- (a) the maximum number of shares issued to Mr Dupont will be up to 89,286 Placement Shares, representing Mr Dupont’s allocated Placement Shares;
  - (b) Mr Dupont falls within the category set out in Listing Rule 10.11.1 by virtue of Mr Dupont being a Director;
  - (c) if this Resolution 5 is passed, it is intended that Mr Dupont’s Placement Shares will be issued within five days after the Meeting but in any event, not more than one month after Shareholder approval;
  - (d) the total issue price of Mr Dupont’s Placement Shares will be \$0.084 per Placement Share;
  - (e) the issue of Mr Dupont’s Placement Shares form part of the funds raised under the Offer and will be used for the purposes outlined in paragraph 4; and



- (f) the issue of Mr Dupont's Placement Shares is not intended to remunerate or incentivise Mr Dupont and is independent of any remuneration arrangements currently in place.

### **Resolution 5(b) – Approval to issue New Options to Director – Mr Jakob Dupont**

- 29 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 5:
- (a) the maximum number of shares issued to Mr Dupont will be up to 89,286 New Options, representing Mr Dupont's allocated New Options;
  - (b) Mr Dupont falls within the category set out in Listing Rule 10.11.1 by virtue of Mr Dupont being a Director;
  - (c) if this Resolution 5 is passed, it is intended that Mr Dupont's New Options will be issued within five days after the Meeting but in any event, not more than one month after Shareholder approval;
  - (d) the issue price for Mr Dupont's New Options is nil;
  - (e) the issue of Mr Dupont's New Options form part of the funds raised under the Offer and will be used for the purposes outlined in paragraph 4;
  - (f) the issue of Mr Dupont's New Options is not intended to remunerate or incentivise Mr Dupont and is independent of any remuneration arrangements currently in place; and
  - (g) if Resolution 5(a) is not approved by Shareholders and Mr Dupont is not issued his allocated Placement Shares, Mr Dupont's allocated New Options will also not be issued.

### **Directors' Recommendation**

The Directors (with Mr Dupont abstaining) unanimously recommend that you vote in favour of this resolution.

### **Resolution 6(a) – Approval to issue Placement Shares to Director – Mr Paul Hopper**

- 30 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 6:
- (a) the maximum number of shares issued to Mr Hopper will be up to 2,380,952 Placement Shares, representing Mr Hopper's allocated Placement Shares;
  - (b) Mr Hopper falls within the category set out in Listing Rule 10.11.1 by virtue of Mr Hopper being a Director;
  - (c) if this Resolution 6 is passed, it is intended that Mr Hopper's Placement Shares will be issued within five days after the Meeting but in any event, not more than one month after Shareholder approval;
  - (d) the total issue price of Mr Hopper's Placement Shares will be \$0.084 per Placement Share;

- (e) the issue of Mr Hopper's Placement Shares form part of the funds raised under the Offer and will be used for the purposes outlined in paragraph 4; and
- (f) the issue of Mr Hopper's Placement Shares is not intended to remunerate or incentivise Mr Hopper and is independent of any remuneration arrangements currently in place.

#### **Directors' Recommendation**

The Directors (with Mr Hopper abstaining) unanimously recommend that you vote in favour of this resolution.

#### **Resolution 6(b) – Approval to issue New Options to Director – Mr Paul Hopper**

31 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 6:

- (a) the maximum number of shares issued to Mr Hopper will be up to 2,380,952 New Options, representing Mr Hopper's allocated New Options;
- (b) Mr Hopper falls within the category set out in Listing Rule 10.11.1 by virtue of Mr Hopper being a Director;
- (c) if this Resolution 6 is passed, it is intended that Mr Hopper's New Options will be issued within five days after the Meeting but in any event, not more than one month after Shareholder approval;
- (d) the issue of Mr Hopper's New Options is nil;
- (e) the issue of Mr Hopper's New Options form part of the funds raised under the Offer and will be used for the purposes outlined in paragraph 4;
- (f) the issue of Mr Hopper's New Options is not intended to remunerate or incentivise Mr Hopper and is independent of any remuneration arrangements currently in place; and
- (g) if Resolution 6(a) is not approved by Shareholders and Mr Hopper is not issued his allocated Placement Shares, Mr Hopper's allocated New Options will also not be issued.

#### **Directors' Recommendation**

The Directors (with Mr Hopper abstaining) unanimously recommend that you vote in favour of this resolution.

#### **Resolution 7(a) – Approval to issue Placement Shares to Director – Ms Kim Drapkin**

32 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 7:

- (a) the maximum number of shares issued to Ms Drapkin will be up to 199,048 Placement Shares, representing Ms Drapkin's allocated Placement Shares;
- (b) Ms Drapkin falls within the category set out in Listing Rule 10.11.1 by virtue of Ms Drapkin being a Director;

- (c) if this Resolution 7 is passed, it is intended that Ms Drapkin's Placement Shares will be issued within five days after the Meeting but in any event, not more than one month after Shareholder approval;
- (d) the total issue price of Ms Drapkin's Placement Shares will be \$0.084 per Placement Share;
- (e) the issue of Ms Drapkin's Placement Shares form part of the funds raised under the Offer and will be used for the purposes outlined in paragraph 4; and
- (f) the issue of Ms Drapkin's Placement Shares is not intended to remunerate or incentivise Ms Drapkin and is independent of any remuneration arrangements currently in place.

#### **Directors' Recommendation**

The Directors (with Ms Drapkin abstaining) unanimously recommend that you vote in favour of this resolution.

#### **Resolution 7(b) – Approval to issue New Options to Director – Ms Kim Drapkin**

33 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 7:

- (a) the maximum number of shares issued to Ms Drapkin will be up to 199,048 New Options, representing Ms Drapkin's allocated New Options;
- (b) Ms Drapkin falls within the category set out in Listing Rule 10.11.1 by virtue of Ms Drapkin being a Director;
- (c) if this Resolution 7 is passed, it is intended that Ms Drapkin's New Options will be issued within five days after the Meeting but in any event, not more than one month after Shareholder approval;
- (d) the issue price for Ms Drapkin's New Options is nil;
- (e) the issue of Ms Drapkin's New Options form part of the funds raised under the Offer and will be used for the purposes outlined in paragraph 4;
- (f) the issue of Ms Drapkin's New Options is not intended to remunerate or incentivise Ms Drapkin and is independent of any remuneration arrangements currently in place; and
- (g) if Resolution 7(a) is not approved by Shareholders and Ms Drapkin is not issued her allocated Placement Shares, Ms Drapkin's allocated New Options will also not be issued.

#### **Directors' Recommendation**

The Directors (with Ms Drapkin abstaining) unanimously recommend that you vote in favour of this resolution.

## **Resolution 8: Approval to issue New Options to Placement Subscribers and Eligible Shareholders**

- 34 The purpose of Resolution 8 is for Shareholders to approve, under ASX Listing Rule 7.1 and for all other purposes, the issue of up to approximately 768,320,239 New Options with an exercise price of \$0.118 per Option and an expiry date of 31 August 2026.
- 35 As described above in Resolution 1, 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.
- 36 The issue of the New Options does not fall under any of the relevant exemptions. Resolution 8 therefore proposes the approval of the granting of the New Options for the purpose of satisfying the requirements of ASX Listing Rule 7.1.
- 37 If Resolution 8 is approved and the New Options are issued, Listing Rule 7.2 (exception 9) applies to the issue of Shares on the conversion of the New Options and such issuance shall not count towards the Company's placement capacity.

### **Technical information required by Listing Rule 14.1A**

- 38 If Resolution 8 is passed, the New Options will be issued with Shareholder approval pursuant to Listing Rule 7.1 and the New Options will not utilise a portion of the Company's 15% placement capacity, meaning the Company will have an increased ability to issue Equity Securities over the next 12 months without seeking Shareholder approval.
- 39 If Shareholders do not approve Resolution 8, the issuance will still occur but will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date.

### **Technical information required by Listing Rule 7.3**

- 40 Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 8:
- (a) the securities are to be allotted to the Placement Subscribers and Eligible Shareholders;
  - (b) the maximum number of securities to be issued is 768,320,239 New Options;
  - (c) the New Options are excepted to be issued within five business days of the Meeting but in any event, not more than three months after Shareholder approval;
  - (d) the issue price for the New Options is nil;
  - (e) the New Option terms are further set out in the Schedule;
  - (f) The New Options are being issued for nil upfront consideration and, therefore, do not raise funds for the Company. Any funds raised from the exercise of the New Options will be used for the purposes outlined in paragraph 4 above.

### **Directors' Recommendation**

The Directors unanimously recommend that you vote in favour of this resolution.

# Glossary

Imugene Limited ACN 009 179 551

<b>ASX</b>	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
<b>Board</b>	means the board of directors of the Company.
<b>Company</b>	means Imugene Limited ACN 009 179 551.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Corporations Regulations</b>	means the <i>Corporations Regulations 2001</i> (Cth).
<b>Directors</b>	means the directors of the Company.
<b>Eligible Shareholders</b>	means the existing Shareholders of the Company eligible to participate in the SPP.
<b>Equity Securities</b>	has the meaning set out in the Listing Rules.
<b>Explanatory Memorandum</b>	means the explanatory memorandum attached to the Notice of Meeting.
<b>Extraordinary General Meeting</b>	means the Company's extraordinary general meeting the subject of this Notice of Meeting.
<b>Licence Agreement</b>	means the licence agreement between the Company and Precision Biosciences Inc. (NASDAQ GS: DTIL) on 16 August 2023.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Meeting</b>	means this notice of meeting and includes the Explanatory Memorandum.
<b>New Options</b>	means the one free attaching option for every new share subscribed for by Placement Subscribers and Eligible Shareholders under the Offer with an exercise price of \$0.118 per share and expiration of 31 August 2026.
<b>Placement</b>	means the \$35 million placement undertaken by the Company for the Placement Shares as announced by the Company on 18 August 2023.
<b>Placement Shares</b>	means up to approximately 416.7 million new fully paid ordinary shares in the Company at a price of \$0.084 per Placement Share.
<b>Placement Subscribers</b>	means the sophisticated and institutional investors who participated in the Placement.
<b>Offer</b>	means the Placement and the SPP.
<b>Shareholder</b>	means a person who is the registered holder of shares in the Company.
<b>SPP</b>	means the share purchase plan that followed the Placement to raise approximately \$30 million from Eligible Shareholders as announced by the Company on 18 August 2023.

## Schedule

### New Option terms (clause 11)

<b>Eligibility</b>	New Options to be issued to Placement Subscribers and Eligible Shareholders who take up New Shares under this Prospectus.
<b>Grant of New Options</b>	To be issued on the basis of one New Option for every New Share issued to Placement Subscribers in accordance with the terms of the Placement, or Eligible Shareholders under this Prospectus, as the case may be.
<b>Exercise of New Options</b>	<p>Each New Option is exercisable immediately on issue. The New Options may be exercised at any time before their expiry date, wholly or in part, by delivering a duly completed form of notice of exercise together with a payment for the exercise price. Imugene will issue one Share for each New Option exercised.</p> <p>Holders of New Options may only exercise a minimum of \$5,000 of New Options on any particular occasion, unless the Holder has, in total, less than \$5,000 of New Options, in which case they must exercise all their New Options at the same time.</p> <p>The exercise of each New Option is subject to compliance with the Corporations Act (in particular, the requirements of Chapter 6 of the Corporations Act).</p>
<b>Quotation of New Options</b>	The Company will apply to ASX for official quotation of any of the New Options.
<b>Expiration of New Options</b>	Each New Option will expire on 31 August 2026.
<b>Issue price of New Options</b>	No issue price is payable for the New Options as they are issued together with any application by a Placement Subscriber or an Eligible Shareholder for New Shares.
<b>Exercise price of New Options</b>	\$0.118 per New Option.
<b>Option register</b>	New Options will be registered in the name of a Shareholder in an option register maintained by the share registry. The share registry will issue holding statements that evidence the number of New Options held by the Placement Subscriber or Eligible Shareholder. No option certificates will be issued.
<b>Terms of Shares issued</b>	Any Shares issued as a result of exercising a New Option will be issued on the same terms and rank in all respects on equal terms, with Imugene's existing Shares.
<b>Quotation of Shares issued</b>	Application for official quotation of Shares allotted and issued as a result of the exercise of the New Options will be made within three Business Days from the date of issue of the Shares.
<b>Reconstruction of capital</b>	<p>If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of Imugene:</p> <p>(a) the number of New Options or the exercise price of the New Options or both will be adjusted as specified in Listing Rule 7.22 as it applies at the time of the reorganisation; and</p> <p>(b) in all other respects the terms for the exercise of the New Options will remain unchanged.</p>

<b>No adjustment for pro rata issue of Shares</b>	There will be no adjustment to the terms of the New Options if there is a pro rata issue of Shares.
<b>Adjustment for issue of bonus shares</b>	If there is a bonus issue of shares, the number of Shares issued upon exercise of the New Options will be adjusted as specified in Listing Rule 6.22.3.
<b>New issues of Shares</b>	The New Options do not confer a right to participate in new issues of shares unless the New Options have been exercised on or before the record date for determining entitlements to the issue.
<b>Transfer and security interests</b>	Eligible Shareholders may only: (a) create a security interest in; or (b) transfer, assign, dispose or otherwise deal with, New Options, or any interest in New Options, with the prior written consent of the Board.
<b>Notice of adjustments</b>	Imugene will give written notice to the New Option holder of any adjustment of the exercise price of the New Options and any increase or decrease in the number of New Options.
<b>Dividend rights</b>	While they remain unexercised, the New Options will not give a holder an entitlement to receive any dividends declared and paid by Imugene for Shares.
<b>Voting Rights</b>	While they remain unexercised, the New Options will not give a holder an entitlement to any voting rights as may be conferred upon a Shareholder of Imugene.
<b>Applicable law</b>	Each New Option is issued subject to: (a) the Corporations Act; (b) the Listing Rules; and (c) the Company's constitution.

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

[EntityRegistrationDetailsLine1Envelope]  
[EntityRegistrationDetailsLine2Envelope]  
[EntityRegistrationDetailsLine3Envelope]  
[EntityRegistrationDetailsLine4Envelope]  
[EntityRegistrationDetailsLine5Envelope]  
[EntityRegistrationDetailsLine6Envelope]

Holder Number:

Your proxy voting instruction must be received by **10.00am (Sydney time) on Tuesday, 26 September 2023**, 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/#/loginsqh>

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](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

**All enquiries to Automic:**

**WEBSITE:** <https://automicgroup.com.au/>

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



**STEP 1 - How to vote**

**APPOINT A PROXY:**

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Imugene Limited, to be held at The Prom, Automic Group, Level 12, 530 Collins Street, Melbourne VIC 3000 and virtually at **10.00am (Sydney time) on Thursday, 28 September 2023** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[Empty grid box for appointing a proxy]

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

**VIRTUAL PARTICIPATION AT THE AGM:**

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.

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**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

**STEP 2 – Your voting direction**

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1. Ratification of prior issue of Placement Shares to Placement Subscribers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5a. Approval to issue Placement Shares to Director – Mr Jakob Dupont	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2a. Approval to issue Placement Shares to Director – Ms Leslie Chong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5b. Approval to issue New Options to Director – Mr Jakob Dupont	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2b. Approval to issue New Options to Director – Ms Leslie Chong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6a. Approval to issue Placement Shares to Director – Mr Paul Hopper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a. Approval to issue Placement Shares to Director – Mr Jens Eckstein	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6b. Approval to issue New Options to Director – Mr Paul Hopper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b. Approval to issue New Options to Director – Mr Jens Eckstein	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7a. Approval to issue Placement Shares to Director – Ms Kim Drapkin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4a. Approval to issue Placement Shares to Director – Dr Lesley Russell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7b. Approval to issue New Options to Director – Ms Kim Drapkin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4b. Approval to issue New Options to Director – Dr Lesley Russell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Approval to issue New Options to Sophisticated Investors and Eligible Shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**STEP 3 – Signatures and contact details**

Individual or Securityholder 1          Securityholder 2          Securityholder 3

[Signature boxes for Individual or Securityholder 1, Securityholder 2, and Securityholder 3]

Sole Director and Sole Company Secretary          Director          Director / Company Secretary

Contact Name:

[Contact Name grid]

Email Address:

[Email Address grid]

Contact Daytime Telephone          Date (DD/MM/YY)

[Telephone grid]          [Date grid]

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