

16 April 2024

## Annual General Meeting (AGM) documents

Enlitic, Inc. (ASX: ENL) (“the Company”) attaches the Notice of Annual General Meeting and Explanatory Memorandum to Stockholders being held on 16 May 2024. The virtual meeting guide is also attached.

– ENDS –

This announcement was authorised for release by the Company Secretary.

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### About Enlitic

Enlitic focuses the power of artificial intelligence into data management and interoperability applications, enabling effective administration, processing, and sharing of patient data throughout the healthcare enterprise. Enlitic standardises, protects, integrates, and analyses data to create the foundation of a real-world evidence platform that improves clinical workflows, increases efficiencies, and expands capacity. Read more at [enlitic.com](https://enlitic.com).

# Enlitic, Inc.

ARBN 672 254 027

## NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO STOCKHOLDERS

**Date of Meeting**

**16 May 2024**

**Time of Meeting**

**10:00am (AEST)**

**Place of Meeting**

**The Meeting will be held virtually.**

*Virtual Online Platform using URL: <https://meetings.linkgroup.com/ENL24>*

The Company will publish a virtual meeting guide on the ASX and the Company's website outlining how Stockholders and CDI Holders will be able to participate in the Meeting virtually.

**A Proxy Form and CDI Voting Instruction Form is enclosed or has otherwise been provided to you (as applicable)**

Please read this Notice and Explanatory Memorandum carefully. If Securityholders (being Stockholders and CDI Holders) are in doubt as to how to vote, you should seek advice from your professional advisers before voting.

All Securityholders are urged to vote their Common Stock and CDIs, whether by attending the Meeting electronically or submitting a Proxy Form (in the case of Stockholders) or submitting a CDI Voting Instruction Form (in the case of CDI Holders).

# Enlitic, Inc.

## ARBN 672 254 027

### NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Stockholders of Enlitic, Inc. (ARBN 672 254 027) will be held virtually on 16 May 2024 at 10:00am (AEST) for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

Stockholders will be able to participate in the virtual meeting, including being able to ask questions and vote. CDI Holders will also be able to participate in the virtual meeting, including being able to ask questions, however CDI Holders will not have the ability to vote at the virtual meeting. The Company will publish a virtual meeting guide on the ASX and the Company's website outlining how Stockholders and CDI Holders will be able to participate in the Meeting virtually.

### AGENDA

#### Receipt of Financial Statements and Reports

To receive the annual financial statements of the Company and the report of the Directors and of the Auditor for the financial year ended 31 December 2023.

*There is no requirement for Securityholders to approve the financial statements or reports.*

#### 1 Resolution 1 – Re-election of Class I Director – Lawrence B. Gozlan

To consider and, if thought fit, to pass the following resolution:

*“That Lawrence B. Gozlan, being eligible, offers himself for election, be elected a Director to hold office until the 2027 annual meeting of Stockholders.”*

*Under ASX Listing Rule 14.2.1, a proxy card must, in respect of each resolution, provide for the Securityholder to vote for the resolution, to vote against the resolution, or to abstain from voting on the resolution. In accordance with the provisions of DGCL, the Bylaws of the Company provide that directors shall be elected to the Board of Directors by a plurality of the votes cast (i.e., the person(s) elected will be those with the most affirmative votes received among votes properly cast at the Annual General Meeting or by proxy). To enable this, ASX has granted the Company a waiver from ASX Listing Rule 14.2.1 to permit the Company not to provide in its proxy form for CDI Holders an option to vote against a resolution to elect a director, on the following conditions:*

- (a) the Company complies with the relevant Delaware laws as to the content of the proxy forms applicable to resolutions for the elections of directors,*
- (b) the notice given by the Company to CDI Holders under ASX Settlement Operating Rule 13.8.9 makes it clear that holders are only able to vote for the resolutions or abstain from voting, and the reasons why this is the case,*
- (c) the Company releases details of the waiver to the market as part of the pre-quotation disclosure, and the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs, and*
- (d) without limiting ASX's right to vary to its decision under ASX Listing Rule 18.3, the waiver from Listing Rule 14.2.1 only applies for so long as the relevant Delaware laws prevent the Company from permitting stockholders to vote against a resolution to elect a director.*

#### 2 Resolution 2 – Re-election of Class I Director – Lisa Pettigrew

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

*“That Lisa Pettigrew, who ceases to hold office in accordance with Listing Rule 14.4 and, being eligible, offers herself for election, be elected a Director to hold office until the 2027 annual meeting of Stockholders.”*

Under ASX Listing Rule 14.2.1, a proxy card must, in respect of each resolution, provide for the Securityholder to vote for the resolution, to vote against the resolution, or to abstain from voting on the resolution. In accordance with the provisions of DGCL, the Bylaws of the Company provide that directors shall be elected to the Board of Directors by a plurality of the votes cast (i.e., the person(s) elected will be those with the most affirmative votes received among votes properly cast at the Annual General Meeting or by proxy). To enable this, ASX has granted the Company a waiver from ASX Listing Rule 14.2.1 to permit the Company not to provide in its proxy form for CDI Holders an option to vote against a resolution to elect a director, on the following conditions:

- (a) the Company complies with the relevant Delaware laws as to the content of the proxy forms applicable to resolutions for the elections of directors,
- (b) the notice given by the Company to CDI Holders under ASX Settlement Operating Rule 13.8.9 makes it clear that holders are only able to vote for the resolutions or abstain from voting, and the reasons why this is the case,
- (c) the Company releases details of the waiver to the market as part of the pre-quotations disclosure, and the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs, and
- (d) without limiting ASX’s right to vary to its decision under ASX Listing Rule 18.3, the waiver from Listing Rule 14.2.1 only applies for so long as the relevant Delaware laws prevent the Company from permitting stockholders to vote against a resolution to elect a director.

### **3 Resolution 3 - Ratification of the Company’s accounting firm**

To consider and, if thought fit, to pass the following resolution:

*“To ratify selection by the Audit and Risk Committee of the Board of Directors of RSM Australia Pty Limited as independent registered public accounting firm of the Company for its fiscal year ending 31 December 2024.”*

### **4 Resolution 4 – Grant of Options to Lisa Pettigrew (or her nominee) under 2023 Equity Incentive Plan**

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

*“That, for the purposes of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue 100,000 Options under the Company’s 2023 Equity Incentive Plan for no cash consideration, with each Option having an exercise price equal to the closing price of CDIs on the date before the Options are granted and an expiry date of 10 years from grant, to Lisa Pettigrew or her nominee, on the terms and conditions set out in the Explanatory Memorandum (including Annexures A and B to the Explanatory Memorandum).”*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Lisa Pettigrew (and her nominee), and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the employee incentive scheme in question; or
- (b) an Associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the 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.*

*Stockholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.*

## **5 Resolution 5 – Approval of Additional 10% Placement Capacity**

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

*"That, for the purpose of Listing Rule 7.1A and all other purposes, Stockholders 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 Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."*

*No voting exclusion statement is included for this Resolution because the Company is not proposing any issue of Equity Securities under Listing Rule 7.1A as at the date of this Notice.*

## **OTHER BUSINESS**

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**To transact such other business as may be properly presented at the Meeting.**

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Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

**By order of the Board**



Darren Scotti  
Company Secretary

Dated: 16 April 2024

### **Who is entitled to vote at the Meeting?**

If you were a Stockholder at the Record Date, you may vote your Common Stock at the Meeting. As of the Record Date, there were 86,298,010 shares of Common Stock outstanding (equivalent to 66,456,853 CDIs and 19,841,157 untransmuted shares), all of which are entitled to vote with respect to the items of business at the Meeting.

Each holder of Common Stock has one vote for each Common Stock held at the Record Date.

Each CDI Holder is entitled to direct CDN to vote one Common Stock for every CDI held by the CDI Holder.

### **What is the difference between a Stockholder of Record and a Street Name Holder?**

If you own Common Stock registered directly in your name with the Company's registry, Equiniti, you are considered the Stockholder of Record with respect to those shares of Common Stock. As a Stockholder of Record, you have the right to grant your voting proxy directly to the Company or to vote virtually at the Meeting.

If your shares of Common Stock are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the Stockholder of Record with respect to those shares of Common Stock, while you are considered the beneficial owner of those Common Stock. In that case, your shares of Common Stock are said to be held in "street name" and this Notice was forwarded to you by that organisation. Street Name Holders generally cannot vote their shares of Common Stock directly and must instead instruct the broker, bank, trust or other nominee how to vote their Common Stock using the method described below under the heading '*How do I vote my Common Stock?*'. Since a Street Name Holder is not the Stockholder of Record, you may not vote your Common Stock virtually at the Meeting unless you obtain a "legal proxy" from the broker, bank, trustee, or nominee that holds your Common Stock giving you the right to vote the Common Stock at the meeting.

CDN is the Stockholder of Record for all shares of Common Stock beneficially owned by CDI Holders. CDI Holders are entitled to receive notice of and to attend the Meeting virtually and may direct CDN to vote at the Meeting by using the method described under the section of this section titled '*How do I vote my CDIs?*'.

### **Participating and voting virtually**

Stockholders and CDI Holders attending the Meeting virtually will be able to ask questions. The Company has made provision for Stockholders who register their attendance before the start of the meeting to also

electronically cast their votes on the proposed resolutions at the Meeting.

Stockholders can vote by following the instructions set out in the virtual meeting guide to be published on the ASX and the Company's website prior to the Meeting.

Stockholders will be able to vote, and Stockholders and CDI Holders will be able to ask questions at the virtual meeting. You are strongly encouraged to submit questions to the Company prior to the Meeting (see instructions below).

### **Questions at the Meeting**

Please note, only Securityholders may ask questions once they have been verified. It may not be possible to respond to all questions. Securityholders are encouraged to submit questions prior to the AGM (please see below).

### **Submission of written questions to the Company or the auditor in advance of the Meeting**

Enlitic Securityholders may submit a written question to the Company in advance of the Meeting by using the voting link (if you have received this Notice via email) or by completing and returning the Question Form (if you have received this Notice by mail).

The Company asks that all pre-Meeting questions be received by the Company no later than one week before the date of the AGM, being 10:00am (AEST) on 9 May 2024 (8:00pm (U.S. Eastern Daylight Time) on 8 May 2024).

The Company's Auditor will also be available to answer any questions from Securityholders at the Meeting.

### **How do I vote my Common Stock?**

If you are a Stockholder of Record, there are two ways you can vote at the Meeting:

- (1) by completing, signing and returning the Proxy Form in accordance with its instructions; or
- (2) virtually by following the instructions set out in the virtual meeting guide to be published on the ASX and the Company's website prior to the Meeting.

Valid proxies must be received by no later than 10:00am (AEST) on 14 May 2024 (8:00pm (U.S. Eastern Daylight Time) on 13 May 2024).

If you hold your Common Stock as a Street Name Holder, you must vote your Common Stock in the manner prescribed by your broker, bank, trust or other nominee, which is similar to the voting procedures for Stockholders of Record. You will receive a voting instruction form to use in directing the broker, bank, trust or other nominee how to vote your Common Stock.

Please note that if you transmute your Common Stock to CDIs following the Record Date, given you held Common Stock at the Record Date, you will be entitled to vote as a Stockholder at the Meeting.

### **Rights of CDI Holders**

CDI Holders at the Record Date are entitled to receive this Notice and to attend the Meeting virtually or any adjournment or postponement of the Meeting but are not entitled to vote virtually at the Meeting. Ahead of the Meeting, CDI Holders may vote as set out under '*How do I vote my CDIs?*'. Each CDI represents one share of Common Stock and therefore, each CDI Holder will be entitled to direct one vote for every CDI they hold.

### **How do I vote my CDIs?**

If you are a CDI Holder on the Record Date, there are two ways you can vote at the Meeting:

- (1) instruct CDN (as the Stockholder of Record) to vote the Common Stock underlying your CDIs pursuant to your instructions in the CDI Voting Instruction Form; or
- (2) inform the Company and CDN that you wish to nominate yourself or another person to be appointed as CDN's proxy with respect to the Common Stock underlying your CDIs for the purposes of attending and voting virtually at the Meeting by completing the CDI Voting Instruction Form.

Valid completed CDI Voting Instruction Forms must be received by no later than 10:00am AEST on 14 May 2024 (8:00pm (U.S. Eastern Daylight Time) on 13 May 2024).

Please note that if you transmute your CDIs to Common Stock following the Record Date, you will need to instruct CDN (as Stockholder at the Record Date) to vote your CDIs and given you did not hold Common Stock as at the Record Date, you will not be entitled to vote at the meeting.

### **What does it mean if I receive more than one set of proxy materials?**

If you receive more than one set of proxy materials, it means that you hold Common Stock and/or CDIs registered in more than one account. To ensure that all of your Common Stock and/or CDIs are voted, please submit proxies and/or voting instructions (as applicable) for all of your Common Stock and/or CDIs.

**Enlitic, Inc.**  
**ARBN (672 254 027)**

**EXPLANATORY MEMORANDUM**

This Explanatory Memorandum is intended to provide Securityholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

**Financial Statements and Reports**

Under the Corporations Act, an Australian company listed on the ASX is required in each calendar year to lay its audited financial statements before its shareholders at an annual general meeting. The Corporations Act does not require a vote of shareholders on the reports or statements. However, shareholders are given opportunity to raise questions or comments in relation to the management of the Company at an annual general meeting.

Enlitic, being a company incorporated in Delaware, United States is not required to meet the Corporations Act requirements to lay before the Meeting its audited annual financial report and other related reports. The Board of the Company has however decided to lay before the Meeting the Company's audited financial statements and the reports for the financial year ended 31 December 2023 as a matter of good corporate governance.

The Company's audited financial statements and the reports for the financial year ended 31 December 2023 are contained in the Company's 2023 Annual Report which is available on the Company's website at: <https://ir.enlitic.com/>.

Any Stockholder or CDI Holder who would like to receive a hard copy of the 2023 Annual Report should contact [invest@enlitic.com](mailto:invest@enlitic.com).

**1 Resolution 1 – Re-election of Class I Director – Lawrence B. Gozlan**

Section 5.2 of the Company's Certificate of Incorporation provides that the Directors shall be divided into three classes designated as Class I, Class II, and Class III, consisting (as nearly as practicable) of a number of Directors equal to one third of the number of members of the Board.

As at the date of this Notice, the Class I Directors are Lawrence B. Gozlan and Lisa Pettigrew, the Class II Directors are Sergio Duchini and Michael Sistenich, and the Class III Director is Riichi Yamada.

At the first annual meeting of Stockholders following the Certificate of Incorporation (being this annual meeting), the initial term of office of the Class I Directors shall expire and Class I Directors shall be elected for a full term of three years. At the second annual meeting, the initial term of term of office of the Class II Directors shall expire and Class II Directors shall be elected for a full term of three years. At the third annual meeting, the term of office of the Class III Directors shall expire and Class III Directors shall be elected for a full term of three years.

Therefore, the Company is seeking Stockholder approval to elect Lawrence B. Gozlan pursuant to Resolution 1.



## **Qualifications**

Lawrence B. Gozlan is a leading biotechnology investor and advisor with a B.S. with Honors from the University of Melbourne. He is the Life Sciences Investment Manager at Jagen Pty Ltd, an international private investment organisation. Lawrence is also the Chief Investment Officer and Founder of Scientia Capital, a specialised global investment fund focused exclusively in life sciences. He currently serves as a Director on several private and public company boards in Australia and the US.

## **Other material directorships**

Currently, Lawrence B. Gozlan is also a director of Alterity Therapeutics Ltd and Opthea Ltd.

## **Independence**

Lawrence B. Gozlan was appointed to the Board on 23 November 2019. The Board considers that Lawrence B. Gozlan, if re-elected, will continue to be classified as an independent director.

## **Board recommendation**

Based on Lawrence B. Gozlan's relevant experience and qualifications, the Board (in the absence of Lawrence B. Gozlan), supports his re-election as a Director of the Company and recommends that Securityholders vote in favour of Resolution 1.

## **Voting**

Securityholders are urged to carefully read the Proxy Form and/or CDI Voting Instruction Form (as applicable) and provide a direction on how to vote on this Resolution.

## **2 Resolution 2 – Re-election of Class I Director – Lisa Pettigrew**

Pursuant to clause 3.2 of the Company's Bylaws, section 5.2 of the Company's Certificate of Incorporation and Listing Rule 14.4, Lisa Pettigrew, being a Director, ceases to hold office by way of rotation and, being eligible, offers herself for re-election as a Director.

Section 5.2 of the Company's Certificate of Incorporation provides that the Directors shall be divided into three classes designated as Class I, Class II, and Class III, consisting (as nearly as practicable) of a number of Directors equal to one third of the number of members of the Board.

As at the date of this Notice, the Class I Directors are Lawrence B. Gozlan and Lisa Pettigrew, the Class II Directors are Sergio Duchini and Michael Sistenich, and the Class III Director is Riichi Yamada.

At the first annual meeting of Stockholders following the Certificate of Incorporation (being this annual meeting), the initial term of office of the Class I Directors shall expire and Class I Directors shall be elected for a full term of three years. At the second annual meeting, the initial term of term of office of the Class II Directors shall expire and Class II Directors shall be elected for a full term of three years. At the third annual meeting, the term of office of the Class III Directors shall expire and Class III Directors shall be elected for a full term of three years.

Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity.

Lisa Pettigrew, having been appointed by the Board as a casual appointment on 4 March 2024, and being classified as a Class I Director, retires from office in accordance with the requirements of section 5.2 of the Company's Certificate of Incorporation and Listing Rule 14.4, and, being eligible, submits herself for re-election.

If the Resolution is passed, Lisa Pettigrew will be re-elected and will continue to act as a Director. If the Resolution is not passed, Lisa Pettigrew will not be re-elected and will cease to act as a Director.

### **Qualifications**

Lisa Pettigrew is a highly experienced non-executive director with more than 15 years of board and executive experience spanning Australian and US companies. Lisa was Non-Executive Director on the Boards of Neuroscience Research Australia and Multiple Sclerosis Ltd. Lisa is Founder and Managing Partner, CRO Syndicate and her previous executive roles have included Global Chief Sales Officer at Avanade and Cognizant and Vice President and General Manager roles leading healthcare and life sciences strategy and business operations at DXC Technology and Accenture. Lisa is based in Washington D.C.

### **Other material directorships**

Currently, Lisa Pettigrew does not currently hold any other directorship positions.

### **Independence**

Lisa Pettigrew was appointed to the Board on 4 March 2024. The Board considers that Lisa Pettigrew, if re-elected, will continue to be classified as an independent director.

### **Board recommendation**

Based on Lisa Pettigrew's relevant experience and qualifications, the Board (in the absence of Lisa Pettigrew) supports her re-election as a Director of the Company and recommends that Securityholders vote in favour of Resolution 2.

### **Voting**

Securityholders are urged to carefully read the Proxy Form and/or CDI Voting Instruction Form (as applicable) and provide a direction on how to vote on this Resolution.

## **3 Resolution 3 – Ratification of the Company's accounting firm**

The Audit and Risk Committee of the Board has appointed RSM Australia Pty Limited as the Company's independent registered public accounting firm for the fiscal year ending 31 December 2024 and has further directed that management submit the selection of its independent registered public accounting firm for ratification by the Stockholders at the Meeting.

RSM Australia Pty Limited was appointed as the Company's auditor in July 2023 and, for completeness, has audited the Company's financial statements FY21 to date. Representatives of RSM Australia Pty Limited will be present at the Meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither the Company's Bylaws nor other governing documents or law require Stockholder ratification of the appointment of RSM Australia Pty Limited as the Company's independent registered public accounting firm. However, the Audit and Risk Committee of the Board is submitting the selection of RSM Australia Pty Limited to the Stockholders for ratification as a matter of good corporate practice. If the Stockholders fail to ratify the appointment, the Audit and Risk Committee of the Board will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit and Risk Committee of the Board in its discretion may direct the appointment of different independent auditors at any time during the year if they determine that such a change would be in the best interests of the Company and its Stockholders.

### **Board recommendation**

The Board recommends that Securityholders vote in favour of Resolution 3.

## Voting

Securityholders are urged to carefully read the Proxy Form and/or CDI Voting Instruction Form (as applicable) and provide a direction on how to vote on this Resolution.

### **4 Resolution 4 – Grant of Options to Lisa Pettigrew (or her nominee) under 2023 Equity Incentive Plan**

The Company proposes to grant 100,000 Options (each with an exercise price equal to the closing price of CDIs on the date before the Options are granted and an expiry date of 10 years from grant) under the Company's 2023 Equity Incentive Plan to Lisa Pettigrew, or her nominee.

The Company is at its early stages of development and has financial restrictions on it. The Directors (in the absence of Lisa Pettigrew) consider that the grant of Options represents a cost-effective way for the Company to remunerate and incentivise Lisa Pettigrew, as opposed to additional cash remuneration.

The number of Options to be granted to Lisa Pettigrew has been determined based upon a consideration of:

- (a) the remuneration of the Directors;
- (b) the extensive experience and reputation of Lisa Pettigrew within the healthcare industry;
- (c) the current trading price of CDIs;
- (d) the Directors' wish to ensure that the remuneration offered is competitive with market standards or/and practice. The Directors have considered the proposed number of Options to be granted and will ensure that Lisa Pettigrew's overall remuneration is in line with market practice;
- (e) attracting and retaining suitably qualified non-executive directors; and
- (f) incentives to attract and ensure continuity of service of Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options upon the terms proposed.

### **Valuation of Options**

The indicative valuation of US\$0.1232 per Option is a theoretical valuation of each Option using the Black – Scholes methodology

The Company has valued the Options proposed to be granted to Lisa Pettigrew using the Black – Scholes Model. The value of an option or right calculated by the Black – Scholes Model is a function of a number of variables. The valuation of the Options has been prepared using the following assumptions:

- (a) the underlying value of each share of Common Stock in the Company is based on the ASX closing price of CDIs of A\$0.65 on 4 April 2024;
- (b) the AUD:USD conversion rate of 0.6588 as at 4 April 2024 [Source: Bloomberg];
- (c) risk free rate of return – 4.20% (estimated, based on the US 10-year Treasury Rate); and
- (d) a volatility of 17.60% as determined using the 12-month volatility rate of the ASX Healthcare Sector. The Company has determined that this volatility rate, rather than a rate determined from the daily movements in CDI price since the Company's listing on the ASX, is a more

reflective measure of volatility for the purposes of this valuation given the short period during which CDIs have traded from the Company's listing in December 2023.

Any change in the variables applied in the Black – Scholes calculation between the date of the valuation and the date the Options are granted would have an impact on their value.

### **Information Requirements – Listing Rules 10.14 and 10.15**

Listing Rule 10.14 provides that the Company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

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

unless it obtains the approval of its Stockholders.

The proposed grant of Options to Lisa Pettigrew or her nominee pursuant to the Resolution falls within Listing Rule 10.14.1 and therefore requires the approval of Stockholders under Listing Rule 10.14.

If this Resolution is passed, the Company will grant Options to Lisa Pettigrew or her nominee as noted above.

If this Resolution is not passed, the Company will not grant Options to Lisa Pettigrew and the Company may need to consider alternative ways to remunerate Lisa Pettigrew, including by the payment of cash.

The following further information is provided to Securityholders for the purposes of Listing Rule 10.15:

- (a) the Options will be granted to Lisa Pettigrew (or her nominee);
- (b) Lisa Pettigrew is a Director of the Company and therefore falls within Listing Rule 10.14.1;
- (c) 100,000 Options will be granted to Lisa Pettigrew (or her nominee);
- (d) the issue the subject of this Resolution is intended to remunerate or incentivise Lisa Pettigrew, whose current total remuneration package is US\$50,000 per annum;
- (e) no Equity Securities have previously been issued to Lisa Pettigrew under the Plan;
- (f) the material terms and conditions of the Options are set out in Annexure B to this Explanatory Memorandum;
- (g) the issuing of Options will assist with aligning the interests of Lisa Pettigrew with the interests of Stockholders and the longer-term performance of the Company. The Company also believes that the grant of Options provides a cost-effective and efficient incentive (for example, as opposed to an increased cash remuneration). The Options do not provide the allottee with the full benefits of Common Stock ownership (such as dividend and voting rights) unless and until such Options vest and are exercised (and Common Stock issued) and will not be immediately dilutive to Stockholders (as compared to if Common Stock was issued instead of Options);
- (h) as noted above, the Company has valued the Options using the Black – Scholes method. Based on the assumptions set out above, it is considered that the estimated average value of the Options to be granted to Lisa Pettigrew (or her nominee) is US\$0.1232 per Option;

- (i) the Options will be granted on a date which will be no later than 3 years after the date of this Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (j) the Options will be granted for no cash consideration;
- (k) a summary of the material terms of the Plan under which the Options have been offered is set out in Annexure A to this Explanatory Memorandum;
- (l) no loan will be made to Lisa Pettigrew (or her nominee) in relation to the issue or exercise of the Options;
- (m) details of any Equity Securities issued under the Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14 (as appropriate);
- (n) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after this Resolution is approved and who were not named in the Notice will not participate until approval is obtained under that Listing Rule 10.14; and
- (o) a voting exclusion statement applies to this Resolution as set out in the Notice.

### **Board recommendation**

The Board (in the absence of Lisa Pettigrew) recommends that Securityholders vote in favour of Resolution 4. The Board (other than Lisa Pettigrew) is not aware of any other information that would reasonably be required by the Securityholders in respect of this Resolution.

### **Voting**

Securityholders are urged to carefully read the Proxy Form and/or CDI Voting Instruction Form (as applicable) and provide a direction on how to vote on this Resolution.

## **5 Resolution 5 – Approval of Additional 10% Placement Capacity**

### **5.1 Background**

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 members over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**Listing Rule 7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of A\$300 million or less. The Company is an eligible entity for these purposes given it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately A\$51.78 million as at close of trade Thursday, 11 April 2024.

This Resolution seeks Stockholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Stockholder approval.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Member approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Stockholder approval provided for in Listing Rule 7.1A and will remain

subject to the 15% limit on issuing Equity Securities without Stockholder approval set out in Listing Rule 7.1.

## **5.2 The number of Equity Securities which may be issued pursuant to the Listing Rule 7.1A Mandate**

As at close of trade Thursday, 11 April 2024, the Company has on issue 86,298,010 shares of Common Stock and therefore, subject to Stockholder approval being obtained under this Resolution, approximately 8,629,801 Equity Securities will be permitted to be issued in accordance with Listing Rule 7.1A. Stockholders should note that the calculation of the number of Equity Securities permitted to be issued under the Listing Rule 7.1A Mandate is a moving calculation and will be based on the formula set out in Listing Rule 7.1A.2 at the time of issue of the Equity Securities.

That formula is:

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

**A** is the number of fully paid ordinary securities on issue on the date which is the later of the date the Company was admitted to the ASX and 12 months before the date immediately preceding the date of issue or agreement (the period between that date and the date of the issue or agreement being the **Relevant Period**):

- (a) plus the number of fully paid ordinary securities issued in the Relevant Period under an exception in Listing Rule 7.2 other than exceptions 9, 16 or 17;
- (b) plus the number of fully paid ordinary securities issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
  - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - (ii) the issue of, or agreement to issue, the convertible securities was approved or taken under the Listing Rules to have been approved, under Listing Rules 7.1 or 7.4;
- (c) plus the number of fully paid ordinary securities issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
  - (i) the agreement was entered into before the commencement of the Relevant Period; or
  - (ii) the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or 7.4;
- (d) plus the number of fully paid ordinary securities issued in the Relevant Period with approval of holders of ordinary securities under Listing Rules 7.1 and 7.4;
- (e) plus the number of partly paid ordinary securities that become fully paid in the Relevant Period; and
- (f) less the number of fully paid ordinary securities cancelled in the Relevant Period.

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

**D** is 10%; and

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement to issue has not been subsequently approved by Stockholders under Listing Rule 7.4.

### **5.3 Specific information required by Listing Rule 7.3A**

- (a) If the Resolution is passed, the Listing Rule 7.1A Mandate will be valid during the period from the date of the Meeting and will expire on the earlier of:
- (i) the date that is 12 months after the date of the Meeting;
  - (ii) the time and date of the Company's next annual general meeting; and
  - (iii) the time and date on which the Company receives approval by Stockholders for a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

#### **(Approval Period).**

- (b) The Equity Securities to be issued will be in an existing class of quoted securities and will be issued for cash consideration at an issue price per Equity Security of not less than 75% of the volume weighted average market price for the Company's Equity Securities over the 15 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 Company and the recipient of the Equity Securities; or
  - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (c) The fully paid ordinary securities will be issued to:
- (i) further develop the Company's business plan;
  - (ii) fund and develop, and where possible, accelerate the path to market any of its existing products and products in development;
  - (iii) further develop business growth through sales and marketing; and
  - (iv) for general corporate purposes, including working capital requirements.
- (d) If this Resolution is approved by Stockholders and the Company issues Equity Securities under the Listing Rule 7.1A Mandate, the existing Stockholders' economic and voting interests in the Company will be diluted. There is also a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date the Listing Rule 7.1A Mandate was approved; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date of the Equity Securities.

The table below demonstrates the potential dilution of existing Stockholders in three differing scenarios (with the relevant assumptions noted below the table) as at close of trade Thursday, 11 April 2024.

		Dilution
--	--	----------

Variable 'A' (refer above for calculation)		A\$0.30	A\$0.60	A\$1.20
		Issue Price at half the market price	Issue Price at market price	Issue Price at double the market price
<b>Current Variable 'A'</b>  86,298,010 Common Stock	<b>Common Stock issued</b>	8,629,801	8,629,801	8,629,801
	<b>Funds raised</b>	A\$2,588,940	A\$5,177,881	A\$10,355,761
	<b>Dilution</b>	10%	10%	10%
<b>50% increase in current Variable 'A'</b>  129,447,015 Common Stock	<b>Common Stock issued</b>	12,944,701	12,944,701	12,944,701
	<b>Funds raised</b>	A\$3,883,410	A\$7,766,821	A\$15,533,641
	<b>Dilution</b>	10%	10%	10%
<b>100% increase in current Variable 'A'</b>  172,596,020 Common Stock	<b>Common Stock issued</b>	17,259,602	17,259,602	17,259,602
	<b>Funds raised</b>	A\$5,177,881	A\$10,355,761	A\$20,711,522
	<b>Dilution</b>	10%	10%	10%

**Note:** This table assumes:

- No convertible securities are exercised, and no additional Common Stock is issued, before the date of the issue of the Equity Securities.
- The issue of Equity Securities under the Listing Rule 7.1A Mandate consists only of fully paid ordinary securities.
- The table does not show an example of dilution that may be caused to a particular Stockholder by reason of placements under the Listing Rule 7.1A Mandate, based on that Stockholder's holding at the date of the Meeting.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2, with approval under Listing Rule 7.1 or ratified under Listing Rule 7.4.
- This table does not set out any dilution pursuant to ratification under Listing Rule 7.4.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

- (e) The identity of the persons to whom fully paid ordinary securities will be issued is not yet known and will be determined on a case-by-case basis having regard to market conditions at the time of the proposed issue of Equity Securities and the Company's allocation policy, which involves consideration of matters including, but not limited to:
- (i) the ability of the Company to raise funds at the time of the proposed issue of Equity Securities and whether the raising of any funds under such placement could be carried out by means of an entitlement offer, or a placement and an entitlement offer;



- (ii) the dilutionary effect of the proposed issue of the Equity Securities on existing Stockholders at the time of proposed issue of Equity Securities;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from the Company's professional advisers, including corporate, financial and broking advisers (if applicable).

The persons to whom fully paid ordinary securities will be issued under the Listing Rule 7.1A Mandate have not been determined as at the date of the Notice, but will not include related parties (or their Associates) of the Company.

- (f) The Company has not previously issued or agreed to issue Equity Securities under Listing Rule 7.1A2 in the 12 months preceding the date of the Meeting.

#### **Board recommendation**

The Board recommends that Securityholders vote in favour of Resolution 5.

#### **Voting**

Securityholders are urged to carefully read the Proxy Form and/or CDI Voting Instruction Form (as applicable) and provide a direction on how to vote on this Resolution.

## Annexure A – Summary of terms of the Plan

The Plan was adopted on 9 November 2023 and provides for the grant of Options to employees of the Company and certain affiliates, and for the grant of non-statutory stock options, restricted stock awards, restricted stock unit awards, stock appreciation rights, and other awards (together, the **Awards**) to the employees and consultants of the Company and certain affiliates and Directors.

The maximum aggregate number of awards that have been reserved for issuance under the Plan and proposed to be issued under the Plan is 11,300,000 plus up to an additional 13,100,000 shares of Common Stock currently subject to outstanding awards under the Company's previous equity incentive plan that may become available for issuance under the Plan if such awards terminate or expire (in whole or in part) without Common Stock being issued or are settled in cash; if the Common Stock, or Common Stock underlying such awards, are forfeited to or repurchased by the Company because of a failure to vest; or are withheld or reacquired to satisfy the exercise, strike or purchase price of such award or to satisfy a tax withholding obligation.

In addition, the Board or its Nomination and Remuneration Committee may act, prior to January 1 of a given year, starting from (and including) January 1, 2024 and ending on (and including) January 1, 2033, to provide that the Common Stock reserve will increase on January 1 of that year, in an amount equal to the lesser of (i) 10% of the total number of shares of capital stock outstanding on December 31 of the preceding calendar year, and (ii) such number of shares of capital stock as may be determined by the Board or the Nomination and Remuneration Committee; provided, that the total share reserve (in (i) and (ii)) shall not exceed the number of Common Stock equal to 15% of the total number of shares of capital stock (including all outstanding convertible or exchangeable securities on a fully-diluted, as-converted-to-common-stock basis and including the remaining shares of Common Stock available for issuance under the share reserve) on December 31 of the preceding calendar year.

The Plan will be administered by the Board or its Nomination and Remuneration Committee, which has the power to determine:

- who will receive awards under the Plan;
- the type of awards granted under the Plan;
- the terms and conditions of awards, not inconsistent with the terms of the Plan, including, without limitation, the exercise or purchase price (if any) applicable to the award, the time or times when awards may vest and/or be exercised, and any restriction or limitation regarding any award or the Common Stock underlying any award;
- specifically in the case of options:
  - the exercise price of any options granted, which will generally not be less than the fair market value of the Company's Common Stock on the date the option is granted;
  - the number of Common Stock into which an option is exercisable, provided that such options may not be exercisable over a percentage of the Company's share capital;
  - the terms on which the options will be exercisable;
  - the termination or cancellation provisions applicable to the options which are granted, provided that the expiry date shall, in most cases, not be more than 10 years from the date the option was granted; and
  - whether such option is intended to be tax qualified under the laws of any jurisdiction jurisdictions; and
- to construe and interpret the terms of the Plan and any award agreement.

In the event of:

- a sale of all or substantially all of the Company's assets;
- a sale or other disposition of more than 50% of the outstanding securities of the Company;
- a merger, consolidation or similar transaction following which the Company is not the surviving corporation; or
- a merger, consolidation or similar transaction following which the Company is the surviving corporation but the Common Stock outstanding immediately preceding the merger, consolidation or similar transaction are converted or exchanged by virtue of the merger, consolidation or similar transaction into other property, whether in the form of securities, cash or otherwise,

then the Board or the Nomination and Remuneration Committee may take one or more of the following actions with respect to outstanding awards (which such action(s) need not be the same with respect to each award), contingent upon the closing or completion of such transaction, and subject to any provision to the contrary in the instrument evidencing the award or any other written agreement with the holder of such award:

- providing for the assumption or substitution of the outstanding award;
- accelerating the vesting, in whole or in part, of any award (including arranging for the lapse, in whole or in part, of any reacquisition or repurchase rights held by the Company);
- assigning any reacquisition or repurchase rights held by the Company with respect to an Award to the surviving or acquiring entity or its parent; or
- cancelling the outstanding award on such terms and conditions as it deems appropriate, including providing for the cancellation of such outstanding Award for any or no consideration as the Board or Remuneration Committee determines, which such payments may be delayed to the same extent that payment of consideration to the holders of the Common Stock in connection with the transaction is delayed as a result of escrows, earn outs, holdbacks or any other contingencies.

Subject to compliance with applicable law, the Board has the authority to amend or terminate the Plan provided no amendment or termination (other than an adjustment pursuant to a reorganisation, which will be conducted in accordance with the Listing Rules) shall be made that would materially and adversely affect the rights of any participant under any outstanding Award, without such participant's consent. Certain amendments will require the approval of the Stockholders.

The Plan will automatically terminate in 2033, unless terminated prior.

## Annexure B – Summary of terms of the Options

The key terms of the Options are as set out below.

- (a) **entitlement:** Each Option entitles the holder to one share of Common Stock in the Company upon exercise.
- (b) **issue price:** Nil.
- (c) **exercise price:** The exercise price will be equal to the closing price of CDIs on the date before the Options are granted.
- (d) **vesting:** The Options will vest in a series of 36 successive equal monthly instalments measured from the date that Ms. Pettigrew started providing services to the Company as an advisor.
- (e) **expiry date:** The date which is 10 years from the date of grant.
- (f) **exercise:** The holder of each Option may exercise the Option by giving notice to the Company by providing an exercise form and payment of the relevant exercise price to the Company's office prior to the relevant expiry date. Exercise will be deemed to have been effected immediately prior to the close of business on the day which the Company receives the exercise price.
- (g) **transferability:** The Options may not be transferred.
- (h) **ranking of underlying Common Stock:** The shares of Common Stock underlying the Options rank equally with all other Common Stock upon their issue.
- (i) **participation rights:** The Options do not provide holders with any rights to participate in pro-rata entitlement offers prior to their exercise.
- (j) **voting rights:** The Options do not provide holders with any voting rights prior to their exercise.
- (k) **rights to dividends:** The Options do not provide holders with any rights to receive dividends prior to their exercise.
- (l) **reorganization:** At all times while the Company is admitted to the official list of the ASX, upon a reorganization of capital, the rights of the holder under the terms of the Options must be changed to comply with the Listing Rules applying to a reorganization of capital at the time of such reorganization.
- (m) **no change to exercise price of underlying number of Common Stock:** The Options do not confer any right to a change in the exercise price or to the underlying number of Common Stock.
- (n) **rights to surplus assets upon winding up:** The Options do not provide holders with any rights to receive surplus assets of the Company upon winding up.
- (o) **rights upon cessation of employment:** Generally, a holder will have 3 months to exercise any vested Options, with longer periods provided in the event of a holder's termination due to death or permanent disability. All unvested Options are forfeited, and the corresponding reserved shares returned to the option pool and may be reissued. Certain holders per the terms of their employment agreements and grants may be entitled to a longer period to exercise their options. Certain holders may have their Options vesting accelerated upon cessation of employment per the terms of their employment agreements and grants.

- (p) **inconsistency with Plan:** To the extent of any inconsistency with the terms of the Plan, these terms prevail.

## GLOSSARY

**AEDT** means Australian Eastern Daylight Time.

**AEST** means Australian Eastern Standard Time.

**Associate** has the meaning given to that term in the Listing Rules.

**ASX** means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**Auditor** means RSM Australia Partners.

**Board** means the Directors.

**Bylaws** means the Company's bylaws, as amended from time to time.

**CDIs** means CHESS Depository Interests over Common Stock.

**CDI Holder** means a holder of CDIs.

**CDI Voting Instruction Form** means the CDI voting instruction form accompanying the Notice.

**CDN** means CHESS Depository Nominees Pty Ltd ACN 071 346 506.

**Certificate of Incorporation** means the Company's seventh amended and restated certificate of incorporation.

**Chair or Chairman** means the individual designated by the Board pursuant to bylaw 3.10(a).

**Common Stock** means common stock in the capital of the Company.

**Company** or **Enlitic** means Enlitic, Inc. ARBN 672 254 027.

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

**Directors** means the directors of the Company.

**DGCL** means the Delaware General Corporation Law.

**Equity Securities** has the meaning given to that term in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice.

**Listing Rule 7.1A Mandate** has the meaning set out in paragraph 5.1.

**Listing Rules** means the ASX Listing Rules.

**Meeting** means the annual general meeting of the Company convened by the Notice.

**Notice** means the Notice of Annual General Meeting.

**Option** means an option on the terms set out in Annexure B to this Explanatory Memorandum.

**Plan** means the Company's 2023 Equity Incentive Plan.

**Proxy Form** means the proxy form accompanying the Notice.

**Record Date** means 7:00pm AEDT on Thursday, 28 March 2024 (4:00am U.S. Eastern Daylight Time on Thursday, 27 March 2024).

**Relevant Period** has the meaning set out in paragraph 5.2.

**Resolution** means a resolution contained in the Notice.

**Securityholder** means a Stockholder (including CDN) or CDI Holder.

**Stockholder** means a holder of Common Stock from time to time (including as a Stockholder of Record and a Street Name Holder).

**Stockholder of Record** means a person who directly holds Common Stock.

**Street Name Holder** means a person who holds Common Stock in an account at a brokerage firm, bank, broker-dealer, trust, custodian or similar organisation.

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

**LODGE YOUR INSTRUCTION**

-  **ONLINE**  
<https://investorcentre.linkgroup.com>
-  **MOBILE**  
<https://investorcentre.linkgroup.com>
-  **BY MAIL**  
Enlitic, Inc.  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
-  **BY FAX**  
(02) 9287 0309 (within Australia)  
+61 2 9287 0309 (from outside Australia)
-  **BY HAND**  
Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150; or  
Level 12, 680 George Street, Sydney NSW 2000
-  **ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474



**X99999999999**

**PROXY FORM**

I/We being a holder of common stock in Enlitic, Inc. (**Company**) (**Stockholder**) of Enlitic, Inc. and entitled to attend and vote hereby appoint:

**APPOINT A PROXY**

**the Chairperson of the Meeting (mark box)** **OR** if you are **NOT** appointing the Chairperson of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

**STEP 1**

or failing the person or body corporate named, or if no person or body corporate is named, the Chairperson of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of Stockholders of the Company to be held at **10:00am (Australian Eastern Standard Time) on Thursday, 16 May 2024 / 8:00pm (U.S. Eastern Daylight Time) on Wednesday 15 May 2024 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/ENL24> (refer to details in the Virtual Meeting Online Guide).

**The Chairperson of the Meeting intends to vote undirected proxies in favour of each item of business.**


**VOTING DIRECTIONS**

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.**

**Please read the voting instructions overleaf before marking any boxes with an .**

**STEP 2**

Items of Business	For	Abstain*		For	Against	Abstain*
1 Re-election of Class I Director – Lawrence B. Gozlan	<input type="checkbox"/>	<input type="checkbox"/>	3 Ratification of the Company's accounting firm	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Class I Director – Lisa Pettigrew	<input type="checkbox"/>	<input type="checkbox"/>	4 Grant of Options to Lisa Pettigrew (or her nominee) under 2023 Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			5 Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 \* If you mark the "Abstain" box for a particular item of business, you are directing your proxy not to vote on your behalf on such item of business and your votes will not be counted in computing the required voting threshold for such item of business.

**SIGNATURE OF STOCKHOLDERS – THIS MUST BE COMPLETED**

Stockholder 1 (Individual)  Joint Stockholder 2 (Individual)  Joint Stockholder 3 (Individual)

Sole Director and Sole Company Secretary  Director/Company Secretary (Delete one)  Director

**STEP 3**

This form should be signed by the Stockholder. If a joint holding, either Stockholder may sign. If signed by the Stockholders attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with that company's constitution and the *Corporations Act 2001* (Cth) (to the extent applicable).



## HOW TO COMPLETE THIS STOCKHOLDER PROXY FORM

### CDI HOLDERS

Please note this Proxy Form is only for Stockholders of the Company. If you hold CHESS Depository Interests over common stock (CDIs), you must complete a CDI Voting Instruction Form provided with the Notice of Annual General Meeting.

If you hold common stock and CDIs you must complete this Proxy Form (should you wish to appoint a proxy) with respect to your common stock and a separate CDI Voting Instruction Form with respect to your CDIs.

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's common stock register. If this information is incorrect, please make the correction on the form. Stockholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your common stock using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairperson of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairperson of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a Stockholder of the Company.

### DEFAULT TO CHAIRPERSON OF THE MEETING

If you return this form without appointing a proxy in Step 1, your proxy will default to the Chairperson of the Meeting, who will vote your common stock in accordance with your directions or, if not directed, as described in Step 1.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your common stock 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 common stock 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 it chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF ADDITIONAL PROXIES

You are entitled to appoint more than one proxy to attend the Meeting and vote on a poll. If you wish to appoint additional proxies, additional Proxy Forms may be obtained by telephoning Link or you may copy this form and return them both together.

To appoint additional proxies you must:

- on each of the first Proxy Form and each additional Proxy Form state the percentage of your voting rights or number of common stock applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise its pro rata share of your votes. Fractions of votes will be disregarded; and
- return all forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either Stockholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** with respect to an Australian company, where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001* (Cth)) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

### CORPORATE REPRESENTATIVES

If a representative of a corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Meeting of Stockholders. A form of the certificate may be obtained from Link or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Australian Eastern Standard Time) on Tuesday 14 May 2024 / 8:00pm (U.S. Eastern Daylight Time) on Monday 13 May 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, Stockholders will need their "Holder Identifier" - EQ Account Number (EAN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your stockholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Enlitic, Inc.  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

(02) 9287 0309 (within Australia)  
+61 2 9287 0309 (from outside Australia)



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

or

Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)



**LODGE YOUR INSTRUCTION**

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<https://investorcentre.linkgroup.com>
-  **MOBILE**  
<https://investorcentre.linkgroup.com>
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Enlitic, Inc.  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
-  **BY FAX**  
(02) 9287 0309 (within Australia)  
+61 2 9287 0309 (from outside Australia)
-  **BY HAND**  
Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150; or  
Level 12, 680 George Street, Sydney NSW 2000
-  **ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474



**X99999999999**

**CDI VOTING INSTRUCTION FORM**

**STEP 1**

**DIRECTION TO CHESSE DEPOSITARY NOMINEES PTY LTD**

I/We being a holder of CHESSE Depository Interests (CDIs) over common stock of Enlitic, Inc. (Company) hereby direct CHESSE Depository Nominees Pty Ltd (CDN) to vote the common stock underlying my/our CDI holding at the 2024 Annual General Meeting of Stockholders of the Company to be held at **10:00am Australian Eastern Standard Time) on Thursday, 16 May 2024 / 8:00pm (U.S. Eastern Daylight Time) on Wednesday 15 May 2024** (the Meeting) and at any adjournment or postponement of the Meeting, in accordance with the following directions.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/ENL24> (refer to details in the Virtual Meeting Online Guide). For the avoidance of doubt, you will not be able to vote at the Meeting.

By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

**STEP 2**

**PROXY APPOINTMENT**– this ONLY needs to be completed if you wish to appoint a person, for the avoidance of doubt, other than CDN, to attend and vote the common stock underlying my/our holding at the Meeting and any adjournment or postponement of the Meeting.

Please mark either A or B

**A APPOINT THE CHAIRPERSON**  
 **CDN to appoint the Chairperson of the Meeting as its Nominated Proxy (mark box)**

The Chairperson of the Meeting intends to vote undirected proxies in favour of each item of business.

**B APPOINT A PROXY**  
 **CDN to appoint the following Nominated Proxy (mark box)**

Please write the name of the person (other than the Chairperson of the Meeting) you would like to attend and vote at the Meeting on your behalf. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

**OR** failing attendance at the Meeting of the person or body corporate so named, the Chairperson of the Meeting

**STEP 3**

**VOTING INSTRUCTIONS**

Voting instructions will only be valid and accepted by CDN if they are signed and received no later than 72 hours before the Meeting.

If you have appointed a proxy under Step 2 above and do not give a direction for any item of business set out below, that proxy may vote as they see fit (to the extent permitted by the law).

Please read the voting instructions overleaf before marking any boxes with an

Items of Business	For	Abstain*		For	Against	Abstain*
1 Re-election of Class I Director – Lawrence B. Gozlan	<input type="checkbox"/>	<input type="checkbox"/>	3 Ratification of the Company's accounting firm	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Class I Director – Lisa Pettigrew	<input type="checkbox"/>	<input type="checkbox"/>	4 Grant of Options to Lisa Pettigrew (or her nominee) under 2023 Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			5 Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**i** \* If you mark the "Abstain" box for a particular item of business, you are directing CDN or its appointed proxy (as applicable) not to vote on your behalf on such item of business and your votes will not be counted in computing the required voting threshold for such item of business.

**STEP 4**

**SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED**

CDI Holder 1 (Individual)  Joint CDI Holder 2 (Individual)  Joint CDI Holder 3 (Individual)

Sole Director and Sole Company Secretary      Director/Company Secretary (Delete one)      Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.



## HOW TO COMPLETE THIS CDI VOTING INSTRUCTION FORM

### COMMON STOCK HOLDERS

Please note this CDI Voting Instruction Form is only for CDI Holders of the Company. If you hold common stock directly, you must complete a Proxy Form (should you wish to appoint a proxy) provided with the Notice of Annual General Meeting.

If you hold common stock and CDIs you must complete this CDI Voting Instruction Form with respect to your CDIs and a separate Proxy Form (should you wish to appoint a proxy) with respect to your common stock.

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's CDI register. If this information is incorrect, please make the correction on the form. CDI Holders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your CDIs using this form.**

### DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

Each CDI is evidence of an indirect ownership in the Company's shares of common stock (**CDI**). The underlying common stock are registered in one of the name of CHESS Depository Nominees Pty Ltd (**CDN**) (as the registered stockholder). As holders of CDIs are not the legal owners of the underlying common stock, CDN is entitled to vote at the Meeting on the instruction of the registered holders of the CDIs. Therefore, every CDI registered in your name entitles you to one vote.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either holder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with Link. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** with respect to an Australian company, where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001* (Cth)) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

### LODGEMENT OF A CDI VOTING INSTRUCTION FORM

This CDI Voting Instruction Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Australian Eastern Standard Time) on Monday 13 May 2024 / 8:00pm (U.S. Eastern Daylight Time) on Sunday 12 May 2024**, being not later than 72 hours before the commencement of the Meeting. Any CDI Voting Instruction Form received after that time will be invalid.

CDI Voting Instruction Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the CDI Voting Instruction Form. Select 'Voting' and follow the prompts to lodge your instruction to vote. To use the online lodgement facility, CDI Holders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your voting instruction by scanning the QR code adjacent or enter the voting instruction link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your CDI holding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Enlitic, Inc.  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

(02) 9287 0309 (within Australia)  
+61 2 9287 0309 (from outside Australia)



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

or

Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

# Virtual Meeting Online Guide

## Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

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Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Edge – 92.0 and up

**To attend and vote (as applicable) you must have your securityholder number and postcode.**

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

**Please make sure you have this information before proceeding.**

# Virtual Meeting Online Guide

## Step 1

Open your web browser and go to <https://meetings.linkgroup.com/ENL24>

## Step 2

Log in to the portal using your full name, mobile number, email address, and participant type

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live webcast of the Meeting starts automatically once the Meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

**Note:** If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

## 1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

Only Stockholders and their Proxy holders are able to register and vote. For the avoidance of doubt, CDI holders will not be able to vote at the Meeting.

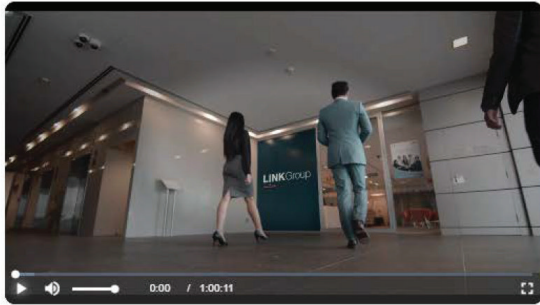
To register to vote you will need to enter your EQ Account Number which consists of 10 digits and starts with 9 and postcode or country of residence if outside Australia.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by Stockholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Stockholders and Proxies can either submit a Full Vote or Partial Vote.





**+**  
Get a Voting Card

**?**  
Ask a Question

**Downloads**

- Speakers Bio's
- Sustainability Report
- Notice of meeting
- Online Guide
- Annual Report

JOHN SAMPLE
\*\*\*\*\*0014
✕

### Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the shareholder's voting instructions.

Full Vote
Partial Vote

**Resolution 1**     For     Against     Abstain

GENERAL BUSINESS

**SUBMIT VOTE**

### Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

### Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

**Note:** You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards. Once voting has been closed all submitted voting cards cannot be changed.

# Virtual Meeting Online Guide *continued*

## 2. How to ask a question

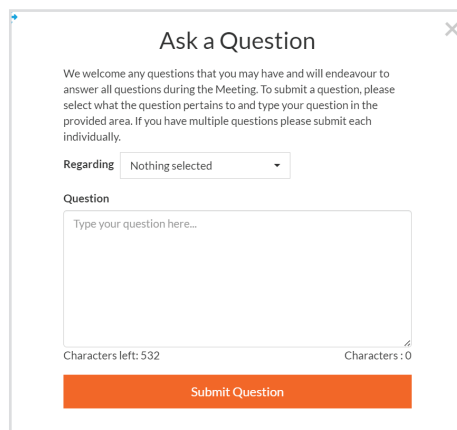
**Note:** Only verified Securityholders (including CDI holders), Proxyholders and Corporate Representatives are eligible to ask questions.

To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage

If you are a Stockholder and have yet to obtain a voting card, you will be prompted to enter your EQ Account number or proxy details before you ask a question. If you are a CDI holder, you will need to enter your Security holder number (SRN/HIN).

### 2a. How to ask a written question

The '**Ask a Question**' box will pop up and you have the option to type in a written question or ask an audio question over the phone line.



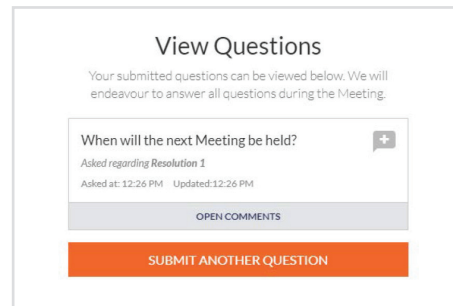
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

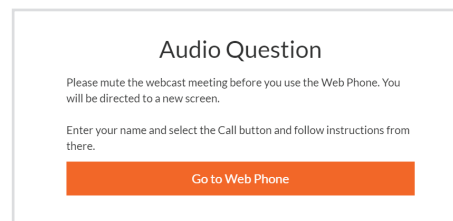
A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

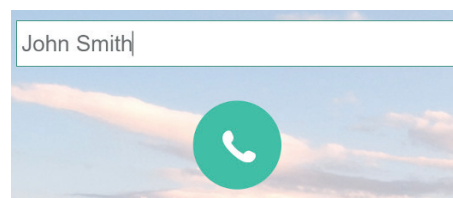


### 2b. How to ask an audio question



#### Step 1

Click on '**Go to Web Phone**'

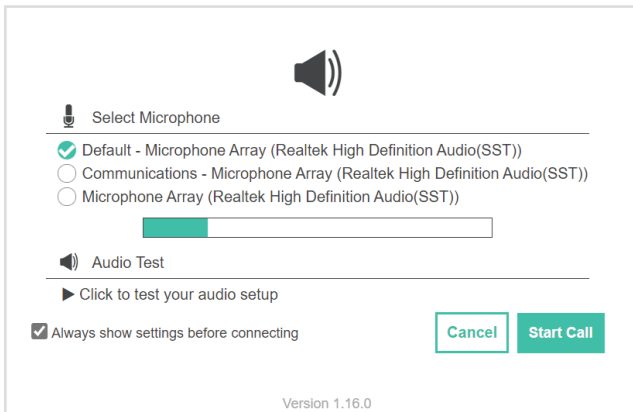


#### Step 2

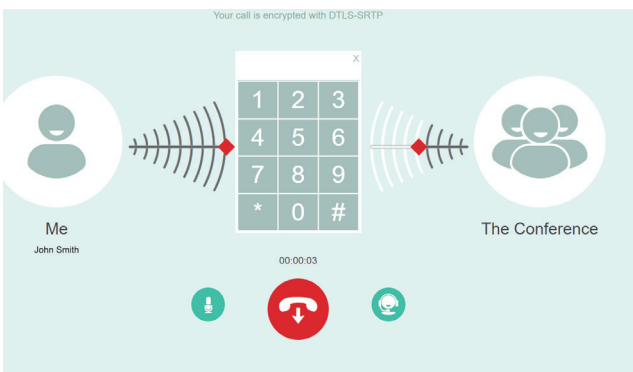
Type in your name and hit the green call button. You will then be in the meeting and able to listen to proceedings.

### Step 3

A box will pop up with a microphone test. Select **'Start Call'**



### Step 4



You are now in the meeting (on mute) and will be able to listen to proceedings.

When the Chairperson calls for questions or comments on each item of business, press \*1 on the keypad on your screen for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by pressing \*2 on the keypad.

### Step 5

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other Securityholders.

### Step 6

Your line will be muted once your question or comment has been asked / responded to

### Step 7

You can hang up and resume watching the Meeting via the online platform. If you would like to ask a question on another item of business, you can repeat the process above.

Please ensure you have muted the webcast audio.

## 3. Downloads

View relevant documentation in the Downloads section.

## 4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

### Important Note

Voting is only available to Stockholders and their Proxy holders. For the avoidance of doubt, CDI holders will not be able to vote at the Meeting.

Stockholders, Proxy holders and CDI holders will be able to ask questions.

## Contact us

### Australia

T +61 1800 990 363

E [info@linkmarketservices.com.au](mailto:info@linkmarketservices.com.au)

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