

## **DIMERIX LIMITED ANNUAL GENERAL MEETING NOTICE AND LETTER TO SHAREHOLDERS**

MELBOURNE, Australia, 02 September 2024: Dimerix Limited (ASX: DXB), a biopharmaceutical company with a Phase 3 clinical asset in inflammatory disease, advises the Annual General Meeting of Shareholders of Dimerix Limited (ACN 001 285 230) (**Company**) will be held on Tuesday, 01 October 2024 at 2:00pm (AEST). The Annual General Meeting will be held at Dimerix Limited's office, 425 Smith Street, Fitzroy VIC 3065.

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

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

For further information, please visit our website at [www.dimerix.com](http://www.dimerix.com) or contact:

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Dimerix Limited  
Chief Executive Officer & Managing Director  
Tel: +61 1300 813 321  
E: [investor@dimerix.com](mailto:investor@dimerix.com)

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Follow us on [LinkedIn](#) and [Twitter](#)

*Authorised for lodgement by the Board of the Company*

**—END—**

### **About Dimerix**

Dimerix (ASX: DXB) is a clinical-stage biopharmaceutical company working to improve the lives of patients with inflammatory diseases, including both kidney and respiratory diseases. Dimerix is currently focussed on developing its proprietary Phase 3 product candidate DMX-200 (QYTOVRA® in some territories), for Focal Segmental Glomerulosclerosis (FSGS) kidney disease, and is also developing DMX-700 for Chronic Obstructive Pulmonary Disease (COPD). DMX-200 and DMX-700 were both identified using Dimerix' proprietary assay, Receptor Heteromer Investigation Technology (Receptor-HIT), which is a scalable and globally applicable technology platform enabling the understanding of receptor interactions to rapidly screen and identify new drug opportunities.

Dimerix is a biopharmaceutical company developing innovative new therapies in areas with unmet medical needs.

**Dimerix HQ**  
425 Smith St, Fitzroy 3065  
Victoria, Australia  
T. 1300 813 321  
E. [info@dimerix.com](mailto:info@dimerix.com)

02 September 2024

## **ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM**

Dear Shareholder

Notice is hereby given that the Annual General Meeting of Shareholders of Dimerix Limited (ACN 001 285 230) (**Company**) will be held on Tuesday, 01 October 2024 at 2:00pm (AEST) at Dimerix Limited's office, 425 Smith Street, Fitzroy VIC 3065.

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

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

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

### **Shareholder Communication Elections**

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

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

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

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

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

Telephone (within Australia): 1300 288 664

Telephone (outside Australia): +61 2 9698 5414

Email: [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)

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

## Voting by Proxy

To vote by proxy:

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

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

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

Your proxy voting instruction must be received by 2:00pm (AEST) on 29 September 2024, being not less than 48 hours before the commencement of the Meeting. **Any proxy voting instructions received after that time will not be valid for the Meeting.**

## Exercise of Options

Options do not have voting rights. Accordingly, shareholders are not able to vote the options they hold on Resolutions at the Meeting unless and until those options are exercised into shares.

To exercise your options, please follow the below process:

1. Access your Notice of Exercise of Options form by following these instructions:
  - i. Log in to the Automic portal via: <https://investor.automic.com.au/#/home>
  - ii. Navigate to the Correspondence heading.
  - iii. Click on the "Download" icon under the heading 'Correspondence History' to view a copy of your 'Exercise Form'.

If you do not have a log in, please follow the below steps to register:

- i. Visit <https://investor.automic.com.au/#/signup>
  - ii. Enter "Dimerix Limited" in the Company Name Field ensuring that you select the Company name from the drop down list
  - iii. Enter your Holding Number as shown in your holding statement accessed above
  - iv. Enter your postcode OR country of residence (only if outside Australia)
  - v. Tick the box "I'm not a robot" and then select "Next"
  - vi. Complete the prompts to set up your username and password details.
2. Follow the payment instructions as outlined on your Notice of Exercise of Options

You should make your own assessment of the Company before making a decision to exercise options and, if in doubt, consult your professional or other adviser.

### **General**

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

Yours sincerely,



Dr Nina Webster  
CEO & Managing Director

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**DIMERIX LIMITED**

**ACN 001 285 230**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 2:00 pm (Melbourne time)

**DATE:** 1 October 2024

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

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

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

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## IMPORTANT INFORMATION

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### TIME AND PLACE OF MEETING

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Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2:00 pm (Melbourne time) on 1 October 2024 at Dimerix Limited's office at 425 Smith Street, Fitzroy VIC 3065.

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

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

### YOUR VOTE IS IMPORTANT

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

### VOTING ELIGIBILITY

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 2:00 pm (Melbourne time) on 29 September 2024.

### VOTING

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

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

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

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the

proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

***Proxy vote if appointment specifies way to vote***

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

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

***Transfer of non-chair proxy to Chair in certain circumstances***

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

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

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

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## BUSINESS OF THE MEETING

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### AGENDA

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#### **Financial statements, Directors' and Auditor's Reports**

To receive and consider the Annual Report of the Company and its controlled entity for the financial year ended 30 June 2024, together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year.

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

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

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#### **1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

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

*"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2024."*

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

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

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

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

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

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

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

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

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**3. RESOLUTION 3 – ELECTION OF DIRECTOR – MR MARK DIAMOND**

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

*“That, Mr Mark Diamond, being a Director who was appointed by the Company on 1 December 2023 retires in accordance with Article 6.3(j) of the Constitution of the Company and being eligible, offers himself for election, be elected as a Director.”*

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

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

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

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

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

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (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 this Resolution; and
  - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Eligible Entity:** as at the date of the Notice, the Company is an “eligible entity” as the Company is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. If the Company is not an eligible entity at the date of the Meeting, this Resolution 4 will be withdrawn and will not be put to Shareholders.

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## 5. RESOLUTION 5 – RATIFICATION OF ISSUE OF SHARES

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 66,666,667 fully paid ordinary shares at an issue price of \$0.30 (30 cents) per share to unrelated institutional, sophisticated and other exempt investors who were either clients of Euroz Hartleys Limited or were identified by the Company as described in the Explanatory Statement which accompanied and formed part of this Notice.”*

### **Voting Exclusion Statement – Resolution 5**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any person who participated in the issue or is a counterparty to the agreement being approved or any associate of that person.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- 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
- the Chair of the Meeting as a 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## 6. ORDINARY RESOLUTION 6 – ISSUE OF RELATED PARTY OPTIONS – NINA WEBSTER

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

*“That, for the purpose of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, the Shareholders approve the issue of an aggregate of 1,500,000 unlisted options to Nina Webster (and/or her nominee(s)) as described in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

A voting exclusion statement and proxy voting prohibition as set out below applies to Resolution 6.

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## 7. ORDINARY RESOLUTION 7 – ISSUE OF RELATED PARTY OPTIONS – MARK DIAMOND

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

*“That, for the purpose of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, the Shareholders approve the issue of an aggregate of 300,000 unlisted options to Mark Diamond (and/or his nominee(s)) as described in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

A voting exclusion statement and proxy voting prohibition as set out below applies to Resolution 7.

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**8. ORDINARY RESOLUTION 8 – ISSUE OF RELATED PARTY OPTIONS – HUGH ALSOP**

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

*"That, for the purpose of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, the Shareholders approve the issue of an aggregate of 300,000 unlisted options to Hugh Alsop (and/or his nominee(s)) as described in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

A voting exclusion statement and proxy voting prohibition as set out below applies to Resolution 8.

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**9. ORDINARY RESOLUTION 9 – ISSUE OF RELATED PARTY OPTIONS – SONIA POLI**

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

*"That, for the purpose of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, the Shareholders approve the issue of an aggregate of 300,000 unlisted options to Sonia Poli (and/or her nominee(s)) as described in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

A voting exclusion statement and proxy voting prohibition as set out below applies to Resolution 9.

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**10. ORDINARY RESOLUTION 10 – ISSUE OF RELATED PARTY OPTIONS – CLINTON SNOW**

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

*"That, for the purpose of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, the Shareholders approve the issue of an aggregate of 300,000 unlisted options to Clinton Snow (and/or his nominee(s)) as described in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

A voting exclusion statement and proxy voting prohibition as set out below applies to Resolution 10.

**Voting Exclusion (Resolutions 6 to 10):** The Company will disregard any votes cast in favour of Resolutions 6 to 10 respectively by or on behalf of:

- (a) a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolutions 6 to 10 respectively by:

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

- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (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 this Resolution; and
  - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Proxy Voting Prohibition (Resolutions 6 to 10):** Other than as set out below, a vote on Resolutions 6 to 10 respectively must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on Resolutions 6 to 10 respectively as a proxy if either:

- the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or
- the Restricted Voter is the chair and the written appointment of the chair as proxy:
  - does not specify the way the proxy is to vote on this resolution; and
  - expressly authorises the chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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## 11. RESOLUTION 11 – RENEWAL OF OMNIBUS EQUITY PLAN (OEP)

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

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

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

- (a) a person who is eligible to participate in the Company's Omnibus Equity Plan; or
- (b) an Associate of that person or those persons.

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

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

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

### **Proxy voting prohibition**

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

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

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

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**DATED: 02 SEPTEMBER 2024**

**BY ORDER OF THE BOARD**

**Hamish George**  
**Company Secretary**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 2:00 pm (Melbourne time) on 1 October 2024 at Dimerix Limited's office at 425 Smith Street, Fitzroy VIC 3065.

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

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

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

### HOW TO ATTEND THE MEETING AND VOTE

The persons who will be entitled to attend and vote at the Meeting are those persons (or their proxies or representatives) registered as holding Ordinary Shares on Dimerix's share register at 2:00 pm (Melbourne time) on 29 September 2024.

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

#### Asking questions

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

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

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

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## 1. FINANCIAL STATEMENTS AND REPORTS

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

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

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report for the financial year ended 30 June 2024;
- (b) ask questions or make comment on the management of the Company;

- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

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

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

may be submitted in writing no later than 5 business days before the Meeting to the Company Secretary at [investor@dimerix.com](mailto:investor@dimerix.com).

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## 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

### General

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

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report of the Company for the financial year ending 30 June 2024.

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

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

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

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

Under the Two Strikes Rule, where a resolution on the remuneration report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' report must stand for re-election.

At the Company's 2023 Annual General Meeting less than 25% of votes cast were against the adoption of the remuneration report. Accordingly, a further resolution relating to the Two Strikes Rule is not relevant for this Annual General Meeting.

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

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

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

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

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

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

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

Mr Alsop was appointed as a director in 2017 and was last re-elected at the 2022 AGM and is accordingly the Director who has been longest in office since their last re-appointment (noting that the election of Mr Mark Diamond, who was appointed to fill a casual vacancy after the 2023 Annual General Meeting, is the subject of Resolution 3). Accordingly, Mr Alsop, is required to retire by rotation under Article 6.3(c) of the Company's Constitution and being eligible, seeks re-election as a Director.

A biography for Mr Alsop is set out below:

*Non-Executive director, joined the Board on 1 May 2017. Hugh is an accomplished and commercially focused executive with experience in international business development, partnering, drug development and leadership of scientific teams. Hugh is currently CEO of Kinosis Therapeutics, a private company developing novel therapeutics for substance use disorders and other neurological conditions. Prior to Kinosis, Hugh was CEO of venture-backed private company Hatchtech, and Director of Business Development at Acrux Limited (ASX:ACR), where he was responsible for several drug development programs for the international markets. Hugh is also a non-Executive Director of private companies Hatchtech Pty Ltd, Servatus Ltd, Avalyn Australia Pty Ltd and AnaptysBio Pty Ltd.*

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



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#### 4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR MARK DIAMOND

Mr Mark Diamond was appointed by the Directors with effect on and from 1 December 2023. Pursuant to Article 6.3(j) of the Company's Constitution, a Director appointed by the Company pursuant to Article 6.2(b) to fill a casual vacancy must retire at the next annual general meeting of the Company and is eligible for election. This requirement to retire does not apply to a Managing Director.

Resolution 3 seeks approval for the election of Mr Mark Diamond, who is retiring pursuant to Article 6.3(j) of the Company's Constitution.

A biography for Mr Diamond is set out below:

*Mr Mark Diamond is a senior pharmaceutical executive with a record of achievement and leadership over more than thirty years within the pharmaceutical and biotechnology industries. Prior to joining the Dimerix Board of Directors as Chair in December 2023, Mark had recently retired as Managing Director and CEO of ASX listed Antisense Therapeutics Limited (now Percheron Therapeutics) a position he had held since 2001. At Antisense, Mark was responsible for successful capital market engagement, pipeline development, product out-licensing and clinical trial conduct among other significant accomplishments. Prior to his time at Antisense, Mark served in senior product and business development roles at Faulding Pharmaceuticals (now Pfizer) within their US, European and international pharmaceutical operations. Mark is currently a Senior Advisor for Boston based Global Investment Bank, Locust Walk and Biotech Advisor for Spark Plus, a Corporate Advisory specialist firm in Singapore.*

The Board of Directors (excluding Mr Diamond) unanimously supports the election of Mr Diamond.

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

##### 5.1 General

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

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

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes at the date of the Notice. If the Company ceases to be an eligible entity at the date of the Meeting, Resolution 4 will be withdrawn.

Resolution 4 seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% Placement Capacity.

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

Shareholder approval during the 10% Placement Capacity Period (defined below).

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

## **5.2 Technical information required by ASX Listing Rule 7.3A**

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

### **(a) Minimum Price**

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

The minimum issue price at which the Equity Securities may be issued is not less than 75% of the volume weighted average market price of Equity Securities in that class, calculated over the 15 ASX Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a)(i) above, the date on which the Equity Securities are issued.

### **(b) Date of Issue**

An approval under this ASX Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained and expires on the first to occur of the following:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- (ii) the time and date of the entity's next Annual General Meeting; and
- (iii) the time and date of the approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking),

**(10% Placement Capacity Period).**

### **(c) Risk of economic and voting dilution**

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

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the potential economic and voting dilution of existing Shareholders may be as shown in the example table below.

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

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.2225 50% decrease in Issue Price	\$0.445 Current Issue Price	\$0.6675 50% increase in Issue Price
550,663,151 (Current)	Shares issued	55,066,315 Shares	55,066,315 Shares	55,066,315 Shares
	Funds raised	\$12,252,255	\$24,504,510	\$36,756,765
825,994,726 (50% increase)	Shares issued	82,599,472 Shares	82,599,472 Shares	82,599,472 Shares
	Funds raised	\$18,378,383	\$36,756,765	\$55,135,148
1,101,321,302 (100% increase)	Shares issued	110,132,630 Shares	110,132,630 Shares	110,132,630 Shares
	Funds raised	\$24,504,510	\$49,008,798	\$73,513,197

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

**The table above uses the following assumptions:**

1. The current shares on issue are the Shares on issue as at 19 August 2024.
2. The issue price set out above of \$0.445 is the closing price of the Shares on the ASX on 19 August 2024.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. No existing or future convertible securities are converted into ordinary shares.
5. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under ASX Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
6. The table shows the effect of an issue of equity securities under ASX Listing Rule 7.1A only, not under the Company's 15% capacity to issue equity securities under ASX Listing Rule 7.1

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities in that class may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue.

**(d) Purpose of Issue under 10% Placement Capacity**

As noted above, any equity securities issued under ASX Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity

securities under ASX Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

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

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

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

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

- (i) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the 10% Placement Capacity Period;
- (ii) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (iii) the potential effect on the control of the Company;
- (iv) the Company's financial position and the likely future capital requirements; and
- (v) advice from the Company's corporate or financial advisors.

As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the ASX Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under ASX Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the 10% Placement Capacity Period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under ASX Listing Rules 3.10.3 and 7.1A.4.

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

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its Annual General Meeting held on 21 November 2023.

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

### **5.3 Voting Exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder (or any other person) to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 4.

### **5.4 Special Resolution**

Resolution 4 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed. The Board of Directors unanimously recommend that shareholders vote in favour of Resolution 4.

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## **6. RESOLUTION 5 – RATIFICATION OF SHARES**

On 20 March 2024, the Company issued 66,666,667 fully paid ordinary shares at an issue price of \$0.30 (30 cents) per share to raise \$20 million before costs. The shares were issued to unrelated institutional, sophisticated and other exempt investors who were either clients of Euroz Hartleys Limited or were identified by the Company. The shares were issued under the placement capacity available to the Company under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions including ASX Listing Rule 7.1A, issue or agree to issue during any twelve (12) month period any Equity Securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to ASX Listing Rule 7.1 (provided the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

The Company seeks approval under ASX Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under ASX Listing Rule 7.1.

If shareholders approve Resolution 5, the 66,666,667 fully paid ordinary shares the subject of Resolution 5 will no longer use the placement capacity available to the Company under ASX Listing Rule 7.1 and such shares will increase the placement capacity available to the Company under ASX Listing Rule 7.1 and, if the required approval is held at the time, ASX Listing Rule 7.1A. If shareholders do not approve Resolution 5, the 66,666,667 fully paid ordinary shares the subject of Resolution 5 will continue to use the placement capacity available to the Company under ASX Listing Rule 7.1.

The following information is provided for Resolution 5 in accordance with ASX Listing Rule 7.5:

- The Company issued the fully paid ordinary shares to unrelated institutional, sophisticated and other exempt investors who were either clients of Euroz Hartleys Limited or were identified by the Company.
- The number of securities is 66,666,667 fully paid ordinary shares.
- The fully paid ordinary shares were issued on 20 March 2024.

- The fully paid ordinary shares the subject of Resolution 5 were issued at \$0.30 (30 cents) per share.
- \$20,000,000 before costs was raised from issue of the fully paid ordinary shares the subject of Resolution 5. Funds raised have been, or will be, used for clinical studies, for transaction/partnering activities, working capital and offer costs.
- A voting exclusion statement as set out in the Notice applies to Resolution 5.

*Director recommendation*

The Directors unanimously recommend Shareholders vote in favour of Resolution 5.

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## **7. RESOLUTIONS 6 TO 10 – ISSUE OF RELATED PARTY OPTIONS**

### **7.1 Background**

Resolutions 6 to 10 seek shareholder approval for the purposes of ASX Listing Rule 10.14 to issue unlisted options to acquire fully paid ordinary shares to the Directors of the Company (and/or their respective nominee(s)). The commercial terms and number of options proposed to be issued are set out in the table below:

<b>Class</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
Class A Options	\$0.55	5 years from issue
Class B Options	\$0.70	5 years from issue
Class C Options	\$0.85	5 years from issue

One third of the options vest upon grant, a further third of the options vest 1 year from grant and the remaining third of the options vest 2 years from grant.

The proposed recipients of the options and the number of options proposed to be issued to each of them (subject to shareholder approval) is set out below:

<b>Res</b>	<b>Recipient *</b>	<b>Class A Options</b>	<b>Class B Options</b>	<b>Class C Options</b>	<b>Total Options</b>
6	Nina Webster	500,000	500,000	500,000	<b>1,500,000</b>
7	Mark Diamond	100,000	100,000	100,000	<b>300,000</b>
8	Hugh Alsop	100,000	100,000	100,000	<b>300,000</b>
9	Sonia Poli	100,000	100,000	100,000	<b>300,000</b>
10	Clinton Snow	100,000	100,000	100,000	<b>300,000</b>
-	<b>Total</b>	<b>900,000</b>	<b>900,000</b>	<b>900,000</b>	<b>2,700,000</b>

*\* may be issued to a nominee(s) of the proposed recipient.*

The full terms of unlisted options other than the exercise price, vesting dates and expiry date are set out in Annexure A. The unlisted options are proposed to be issued under the Omnibus Equity Plan (**OEP** or **Plan**) for which approval is being

sought under Resolution 11. A summary of the material terms of the Plan is set out in Annexure B.

## 7.2 ASX Listing Rules

ASX Listing Rule 10.14 requires a company to obtain shareholder approval by ordinary resolution prior to the issue of securities under an employee incentive plan to a director of the company or any of their associates or any person whose relationship with either of those persons is such that in ASX's opinion the acquisition should be approved by shareholders.

Shareholder approval is being sought under Listing Rule 10.14 for Resolutions 6 to 10 and as such approval is not required under ASX Listing Rule 7.1.

If Shareholders:

- Approve all of Resolutions 6 to 10, the Company will be able to issue the unlisted options the subject of Resolutions 6 to 10. In addition, shares issued on exercise of those unlisted options (if any) will increase the placement capacity available to the Company.
- Approve some, but not all, of Resolutions 6 to 10, the Company will be able to issue the unlisted options the subject of those Resolution(s) approved by shareholders, with shares issued on exercise of those unlisted options (if any) increasing the placement capacity available to the Company. The Company will not, however, be able to issue any of the unlisted options the subject of the Resolution(s) not approved by Shareholders.
- If shareholders do not approve any of Resolutions 6 to 10 then the Company will not be able to issue any of the unlisted options the subject of Resolutions 6 to 10.

The following information is provided in accordance with the requirements of ASX Listing Rule 10.15:

- The proposed recipients of the unlisted options and the number of unlisted options proposed to be issued are set out in the table below:

Res	Recipient *	Class A Options	Class B Options	Class C Options	Total Options
6	Nina Webster	500,000	500,000	500,000	<b>1,500,000</b>
7	Mark Diamond	100,000	100,000	100,000	<b>300,000</b>
8	Hugh Alsop	100,000	100,000	100,000	<b>300,000</b>
9	Sonia Poli	100,000	100,000	100,000	<b>300,000</b>
10	Clinton Snow	100,000	100,000	100,000	<b>300,000</b>
-	<b>Total</b>	<b>900,000</b>	<b>900,000</b>	<b>900,000</b>	<b>2,700,000</b>

*\* may be issued to a nominee(s) of the proposed recipient.*

- Each of the proposed recipients of unlisted options is a Director of the Company and therefore is a person to whom ASX Listing Rule 10.14.1 applies.
- The terms of each class of unlisted options to be issued is set out in the table below:

<b>Class</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
Class A Options	\$0.55	5 years from issue
Class B Options	\$0.70	5 years from issue
Class C Options	\$0.85	5 years from issue

One third of the options vest upon grant, a further third of the options vest 1 year from grant and the remaining third of the options vest 2 years from grant. The full terms of unlisted options other than the exercise price, vesting dates and expiry date are set out in Annexure A.

- The total remuneration package of each of the proposed recipients (inclusive of superannuation) is set out below:
  - Nina Webster: \$411,850.
  - Mark Diamond: \$90,000.
  - Hugh Alsop: \$60,000.
  - Sonia Poli: \$60,000.
  - Clinton Snow: \$60,000.
- No securities have previously been issued under the Plan, which is proposed for approval under Resolution 11. Nina Webster was, however, issued an aggregate of 2,052,956 options under the prior version of the Plan (it being noted that the prior version of the Plan was approved by Shareholders at the 2022 AGM).
- A summary of the commercial terms of unlisted options is set out in the table above. The full terms of unlisted options other than the exercise price and vesting date are set out in Annexure A. The unlisted options are proposed to be issued as incentive securities to incentivise the proposed recipients. Unlisted options were chosen as a means of preserving cash reserves in the Company whilst providing valuable remuneration.

A Black-Scholes valuation of the options as at 19 August 2024 attributed a value to each class of unlisted options as set out in the table below:

<b>Class</b>	<b>Value</b>
Class A Options	\$0.37341
Class B Options	\$0.36687



Class C Options	\$0.36120
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- The unlisted options the subject of Resolutions 6 to 10 are proposed to be issued shortly after the Meeting and in any event no later than 3 years after the date of the Meeting.
- No funds are payable for the issue of unlisted options, which are being issued as incentive securities to remunerate the proposed recipients.
- A summary of the material terms of the Plan is set out in Annexure B.
- No loan will be provided in relation to the acquisition of the unlisted options the subject of Resolutions 6 to 10.
- The Company confirms the following:
  - Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period within which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
  - Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 6 to 10 are approved and who were not named in the Notice will not participate until approval is obtained under that rule.
- A voting exclusion statement for Resolutions 6 to 10 respectively is contained in the Notice accompanying this Explanatory Statement.

### 7.3 Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a "financial benefit" to a "related party" unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Each of the proposed recipients of options is a Director and therefore a related party of the Company as defined under the Corporations Act.

Section 211 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable given:

- The circumstances of the Company; and
- The related party's circumstances (including the responsibilities involved in the office or employment).

The Company considers the proposed issue of unlisted options the subject of Resolutions 6 to 10 respectively are reasonable remuneration and, as such, fall within the exception set out in section 211 of the Corporations Act.

In reaching this view, the Company has considered the position and responsibilities of each of the proposed recipients, the reliance by the Company on a limited number of personnel, the need for the Company to effectively incentivise its Senior Management whilst aligning that incentive with increasing shareholder value, the desirability of preserving cash resources within the Company and the terms of the options (including the vesting dates).

The Company considers issue of the options is an effective tool which preserves the cash reserves of the Company whilst providing valuable consideration.

Notwithstanding the above, and although no Director of the Company participated in the decision making process in respect of securities proposed to be issued to them, the Directors of the Company acknowledge that Resolutions 6 to 10 separately relate to an issue of securities to all of the Directors of the Company. Accordingly, the Directors of the Company propose that Resolutions 6 to 10 each also be put to Shareholders for the purpose of section 195(4) of the Corporations Act such that the Shareholders of the Company determine whether the named related parties will be issued the securities the subject of Resolutions 6 to 10.

A proxy voting prohibition in accordance with section 250BD of the Corporations Act applies to Resolutions 6 to 10.

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## **8. RESOLUTION 11 – RENEWAL OF OMNIBUS EQUITY PLAN (OEP)**

### **8.1 General**

The Company seeks shareholder approval for renewal of the Omnibus Equity Plan (**OEP or Plan**) to secure discretion to make awards of options, rights, performance rights, performance shares and shares, including Exempt Share Awards under Division 83A of the Income Tax Assessment Act 1997 (Cth) and salary sacrifice share awards (collectively **Awards**). Under the OEP the Board also has discretion to determine vesting conditions including service conditions or other performance hurdles, exercise prices, minimum holding periods, forfeiture conditions or events and other conditions of awards, and discretion to vary or waive these terms and conditions (subject to Corporations Act and ASX Listing Rule limitations on shareholder approval for awards to related parties). The Board seeks Shareholder approval for the renewal of the Plan pursuant to this Resolution 11.

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

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

The aggregate number of Awards which may be issued pursuant to the Plan on and from shareholder approval at the Meeting (when aggregated with all

securities issued under all other employee incentive plans) shall not at any time exceed 27,533,158 Awards, which represents 5% of the total number of issued Shares at the date of the Notice. The maximum number of Awards that may be issued under the Plan excludes Awards issued under the Plan prior to the Meeting or for which Shareholder approval is sought at the Meeting (notably the unlisted options for which Shareholder approval is sought under Resolutions 6 to 10).

A summary of the Omnibus Equity Plan is set out in Annexure B to this Notice.

The Directors abstain from making a recommendation on Resolution 11 as they are eligible to participate in the Plan (subject also to shareholder approval in relation to each Award) and therefore have a potential personal interest in the matter. Subject to the applicable voting exclusion and proxy voting prohibition, the Chair intends to vote undirected proxies in favour of this resolution.

## 8.2 Shareholder Approval – ASX Listing Rules

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

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

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

In the event shareholders approve Resolution 11, the Company will be able to issue Awards under the Plan without using its placement capacity under the ASX Listing Rules (subject to the need for further shareholder approval in certain circumstances including for issues to related parties). In the event shareholders do not approve Resolution 11, approval under ASX Listing Rule 7.2 Exception 13(b) will not be obtained, any issue of Awards under the Plan will use the Company's placement capacity available under the ASX Listing Rules.

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

<b>A summary of the terms of the scheme:</b>	Please refer to Annexure B for a summary of the Omnibus Equity Plan.
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<b>The number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule:</b>	The Plan was last adopted at the 2022 AGM. Since the Plan was last approved an aggregate of 5,952,596 Awards (being unlisted options) have been issued.
<b>The maximum number of Equity Securities proposed to be issued under the scheme following the approval:</b>	The maximum number of Awards that may be issued under the Plan for the three years following Shareholder approval is 27,533,158, representing 5% of the issued share capital at the date of the Notice. The maximum number of Awards that may be issued under the Plan excludes any Awards issued under the Plan prior to the Meeting or for which Shareholder approval is sought at the Meeting (notably the unlisted options for which Shareholder approval is sought under Resolutions 6 to 10).
<b>A voting exclusion statement:</b>	A voting exclusion statement is contained in the Notice.

### 8.3 Shareholder Approval – Corporations Act

Section 259B(2) permits a Company to take security over its own shares issued pursuant to an employee share scheme under certain conditions, including where prior shareholder approval of the employee share scheme has been obtained. Accordingly, the Company is seeking shareholder approval under Resolution 11 in respect of the operation of section 259B(2) of the Corporations Act, for circumstances where the Company elects to provide an employee assistance in the acquisition of shares in the Company, such as providing a loan for the payment of the purchase price of a Share to be issued under the Plan or the exercise of a Right or Option issued under the Plan.

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

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

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

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

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

#### **8.4 Voting exclusion and Director's recommendations**

A voting exclusion statement and proxy voting prohibition for Resolution 11 is contained in the Notice.

As noted above, the Directors abstain from making a recommendation on Resolution 11 as they are eligible to participate in the Plan (subject also to shareholder approval in relation to each Award) and therefore have a potential personal interest in the matter.

Resolution 11 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair intends to vote all available undirected proxies in favour of Resolution 11, subject to the applicable voting exclusions and proxy voting prohibitions.

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## GLOSSARY

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**\$** means Australian dollars.

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

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

**Annual Report** means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2024.

**ASIC** means the Australian Securities and Investments Commission.

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

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

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

**Board** means the current board of Directors of the Company.

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

**Chair** means the chairperson of the Meeting.

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

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

**Company** means Dimerix Limited (ACN 001 285 230).

**Constitution** means the Company's constitution.

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

**Director** means a current director of the Company.

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

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

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

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

**Explanatory Statement** means the explanatory statement accompanying the Notice.

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

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

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

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

**OEP** or **Plan** means the Omnibus Equity Plan.

**Option** means an option to acquire a Share.

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

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

**Related Party** means a director and their associates of the Company.

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

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

**Restricted Voter** has the meaning given in Resolution 1 of the Notice of Meeting.

**Security** means security in the Issued Capital of the Company.

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

**Shareholder** means a holder of a Share.

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

## **ANNEXURE A TERMS OF OPTIONS**

Options have the exercise price, vesting dates and expiry dates as set out in the table for Resolutions 6 to 10 of the Explanatory Statement to which these terms are annexed and otherwise have the terms set out below. Terms defined in this Annexure A apply to this Annexure A only:

**(a) Entitlement**

The Options entitle the holder to subscribe for one Share upon the exercise of each Option.

**(b) Exercise price**

The Options are each exercisable at the price set out in the Explanatory Statement (**Exercise Price**).

**(c) Vesting Date**

The Options have the vesting date set out in the Explanatory Statement. Option immediately lapse and are cancelled if the holder is no longer engaged by the Company at the vesting date.

**(d) Expiry Date**

The expiry date of each Option is the date set out in the Explanatory Statement (**Expiry Date**).

**(e) Notice of exercise**

Subject to vesting having occurred, the Options may be exercised by notice in writing to the Company and payment of the Exercise Price for each Option being exercised. Any notice of exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

**(f) Shares issued on exercise**

Shares issued on exercise of the Options will rank equally with the other issued Shares.

**(g) Quotation of Shares on exercise**

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

**(h) Timing of issue of Shares**

After an Option is validly exercised, the Company must as soon as possible:

- (i) allot and issue the Share; and
- (ii) do all such acts matters and things to obtain:
  - (A) the grant of quotation for the Share on ASX no later than 5 days from the date of exercise of the Option; and
  - (B) receipt of cleared funds equal to the sum payable on the exercise of the Options.



**(i) Participation in new issues**

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten Business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

**(j) Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder would have received if the holder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

**(k) Adjustment for rights issue of Shares**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E [P - (S+D)]}{N+1}$$

Where:

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex-rights date or ex-entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new Share.

**(l) Adjustment for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the holder may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

**(m) Unlisted options**

The Company will not apply for quotation of the Options.

(n) **Options not transferable**

The Options are not transferable.

(o) **Lodgement instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

(p) **Omnibus Equity Plan**

The Options are otherwise subject to the terms and conditions of the Company's Omnibus Equity Plan.

## ANNEXURE B

### TERMS OF OMNIBUS EQUITY PLAN

Terms defined in this Annexure B apply to this Annexure B only. The OEP Rules include, but are not limited to, the following features:

- **Offer:** The Board has discretion to make awards of options, rights, performance rights, performance shares and shares, including Exempt Share Awards under Division 83A of the Income Tax Assessment Act 1997 (Cth) and salary sacrifice share awards (collectively **Awards**). The Board has further discretion to determine vesting conditions including service conditions or other performance hurdles, exercise prices, minimum holding periods, forfeiture conditions or events and other conditions of awards. The Board has further discretion to vary or waive these terms and conditions (subject to Corporations Act and ASX Listing Rules limitations on shareholder approval for awards to Directors).
- **Eligibility:** Participants under the OEP include permanent, full-time, or part-time employees, Non-Executive Directors, casual employees or contractors who work a pro-rata equivalent of 40% or more of a comparable full-time position and are Australian residents for tax purposes.
- **Maximum number of Awards:** The total number of Awards that may be awarded under the OEP is capped at 27,533,158, which represents approximately 5% of the issued share capital of the Company. It is proposed that the unlisted options the subject of Resolution 6-10 will be issued under the OEP. No other securities have been issued under the OEP at the date of the Notice which count toward the total number of Awards.
- **Vesting:** Awards will vest in accordance with applicable performance hurdles, service conditions and exercise conditions. Where a Participant ceases to be employed by the Company or a related body corporate of the Company as a result of death or serious injury which prohibits continued employment, retirement or retrenchment or such other eligible circumstance as determined by the Board ('Qualifying Event'), the Board may, in its absolute discretion, determine that unvested rights and/or options become Vested.
- **Change of Control:** Where there is a change in control of the Company, the Board may in its absolute discretion determine that any unvested rights and/or options become vested.
- **Exercise:** Once options and rights have vested, they are generally able to be exercised prior to the lapsing and forfeiture events. On exercise, the participant must pay the relevant exercise price for those options and/or rights unless the Board allows for the cashless exercise of those options as provided for under the terms of the OEP.
- **Quotation:** Options will not be quoted on the ASX. If the Company is admitted to the Official List of the ASX at the time of issue, the Company will apply for Official Quotation of the shares issued on exercise of options and/or rights, in accordance with the ASX Listing Rules.
- **Cessation of eligibility:** Where a Participant ceases to be employed by the Company or a related body corporate of the Company, other than as a result of a Qualifying Event, any options, rights and performance rights or shares will be immediately forfeited, whether or not those awards have vested.

- **Restrictions:** Awards are non-transferrable (subject to certain limited exceptions). Awards and dealings in awarded securities are subject to the Company's share trading policies and the Corporations Law as it relates to share trading.
- **Amendments:** To the extent permitted by the ASX Listing Rules, the Board retains the discretion to vary the terms and conditions of the OEP.
- **ASX Listing Rules:** To the extent (if any) that any of the OEP Terms And Conditions are inconsistent with or contrary to the ASX Listing Rules, the ASX Listing Rules provisions will prevail and these Option Terms And Conditions are deemed to incorporate the relevant ASX Listing Rules provisions as an amendment to the terms of the Plan.
- **Share Plan Loan:** If the Board considers appropriate, the Board may invite some of the Eligible Participants to apply for a limited recourse loan under the Plan (**Loan**), which if granted by the Board, will be applied as the subscription price for the purchase of Shares to be issued under the Plan or the exercise price of Options or Rights issued under the Plan. The terms of any Loan granted will be determined by the Board from time to time. The Loan may be secured by the Shares issued under the Plan.

Your proxy voting instruction must be received by **02.00pm (AEST) on Sunday, 29 September 2024**, 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 Key Management Personnel.

### 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/#/loginsah> 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:

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