

20 December 2024

Dear Shareholder

Upcoming Extraordinary General Meeting of Shareholders

An Extraordinary General Meeting of the Company is scheduled to be held on Tuesday, 21 January 2025 at 12:00 pm (AEDT) (**Meeting**).

In accordance with section 249R of the *Corporations Act 2001* (Cth) (**Corporations Act**), as amended under the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), Shareholders will be given the opportunity to attend and participate in an extraordinary general meeting held at a physical location. The Meeting cannot be accessed virtually.

The Company **strongly encourages Shareholders to lodge a directed proxy form by Sunday, 19 January 2025 at 12.00 pm (AEDT)**. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting. However, votes and questions may also be submitted during the Meeting. Further details of how to participate in the Meeting are set out in the Notice of Meeting.

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

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

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

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

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

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

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

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

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

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

Telephone (within Australia): 1300 288 664

Telephone (outside Australia): +61 2 9698 5414

Email: hello@automicgroup.com.au

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

Dr Kilian Kelly, CEO & Managing Director

CONTACTS: Dr Kilian Kelly, CEO & MD, Cynata Therapeutics, +61 (03) 7067 6940, kilian.kelly@cynata.com

Lauren Nowak, Media Contact, +61 (0)400 434 299, lauren@littlebigdeal.au

About Cynata Therapeutics (ASX: CYP)

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

Cynata has demonstrated positive safety and efficacy data for its Cymerus™ product candidates CYP-001 and CYP-006TK, in Phase 1 clinical trials in steroid-resistant acute graft versus host disease (GvHD), and diabetic foot ulcers (DFU), respectively. Further clinical trials are now ongoing: a Phase 2 trial of CYP-001 in GvHD under a cleared US FDA IND; a Phase 1/2 trial of CYP-001 in patients undergoing kidney transplant; and a Phase 3 trial of CYP-004 in osteoarthritis. In addition, Cynata has demonstrated utility of its Cymerus™ technology in preclinical models of numerous other diseases, including critical limb ischaemia, idiopathic pulmonary fibrosis, asthma, heart attack, sepsis, acute respiratory distress syndrome (ARDS) and cytokine release syndrome.

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

CYNATA THERAPEUTICS LIMITED

ACN 104 037 372

NOTICE OF EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting of the Company will be convened at the offices of Becketts Lawyers, Level 34, 120 Collins Street, Melbourne VIC 3000 on Tuesday, 21 January 2025 at 12.00pm (AEDT).

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 accountant, solicitor or other professional adviser prior to voting.

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

CYNATA THERAPEUTICS LIMITED

ACN 104 037 372

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Cynata Therapeutics Limited (**Company**) will be held at the offices of Becketts Lawyers, Level 34, 120 Collins Street, Melbourne VIC 3000 on Tuesday, 21 January 2025 at 12.00pm (AEDT) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Sunday, 19 January 2025 at 12.00pm (AEDT).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 6 of the Explanatory Memorandum.

AGENDA

1. Resolution 1 – Ratification of issue of Shares under the Placement

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, the issue of 44,444,445 Shares to sophisticated and professional investors under the Placement, details of which are set out in the Explanatory Memorandum, be ratified by Shareholders."

Note: A voting exclusion applies to this Resolution.

2. Resolution 2 – Approval to issue Shares to Dr Geoff Brooke under the Director Placement

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 10.11 and for all other purposes, the issue of 55,555 Shares to Director Dr Geoff Brooke (or nominee(s)) under the Director Placement (on the same terms as Shares are issued under the Placement), details of which are set out in the Explanatory Memorandum, be authorised and approved by Shareholders."

Note: A voting exclusion applies to this Resolution. If Shareholder approval is obtained under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1.

3. Resolution 3 – Approval to issue Shares to Dr Kilian Kelly under the Director Placement

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 10.11 and for all other purposes, the issue of 177,777 Shares to Managing Director Dr Kilian Kelly (or nominee(s)) under the Director Placement (on the

same terms as Shares are issued under the Placement), details of which are set out in the Explanatory Memorandum, be authorised and approved by Shareholders."

Note: A voting exclusion applies to this Resolution. If Shareholder approval is obtained under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1.

4. Resolution 4 – Approval to issue Shares to Dr Darryl Maher under the Director Placement

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 10.11 and for all other purposes, the issue of 66,666 Shares to Director Dr Darryl Maher (or nominee(s)) under the Director Placement (on the same terms as Shares are issued under the Placement), details of which are set out in the Explanatory Memorandum, be authorised and approved by Shareholders."

Note: A voting exclusion applies to this Resolution. If Shareholder approval is obtained under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1.

5. Resolution 5 – Approval to issue Shares to Ms Janine Rolfe under the Director Placement

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 10.11 and for all other purposes, the issue of 138,888 Shares to Director Ms Janine Rolfe (or nominee(s)) under the Director Placement (on the same terms as Shares are issued under the Placement), details of which are set out in the Explanatory Memorandum, be authorised and approved by Shareholders."

Note: A voting exclusion applies to this Resolution. If Shareholder approval is obtained under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1.

6. Resolution 6 – Approval to issue Shares to Dr Paul Wotton under the Director Placement

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 10.11 and for all other purposes, the issue of 200,000 Shares to Director Dr Paul Wotton (or nominee(s)) under the Director Placement (on the same terms as Shares are issued under the Placement), details of which are set out in the Explanatory Memorandum, be authorised and approved by Shareholders."

Note: A voting exclusion applies to this Resolution. If Shareholder approval is obtained under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1.

7. Voting exclusions

The Company will disregard any votes cast on Resolutions 1 to 6 (inclusive) in contravention of sections 250BD or 250R of the Corporations Act.

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

| Resolution | Person excluded from voting |
|---|--|
| Resolution 1 – Ratification of issue of Shares under the Placement | Placement participants (or their nominee(s)) and any of their Associates. |
| Resolution 2 – Approval to issue Shares to Dr Geoff Brooke on the same terms as the Placement | Dr Geoff Brooke (or his nominee(s)), any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any of their Associates. |
| Resolution 3 – Approval to issue Shares to Dr Kilian Kelly on the same terms as the Placement | Dr Kilian Kelly (or his nominee(s)), any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any of their Associates. |
| Resolution 4 – Approval to issue Shares to Dr Darryl Maher on the same terms as the Placement | Dr Darryl Maher (or his nominee(s)), any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any of their Associates. |
| Resolution 5 – Approval to issue Shares to Ms Janine Rolfe on the same terms as the Placement | Ms Janine Rolfe (or her nominee(s)), any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any of their Associates. |
| Resolution 6 – Approval to issue Shares to Dr Paul Wotton on the same terms as the Placement | Dr Paul Wotton (or his nominee(s)), any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any of their Associates. |

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

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

Dated 16 December 2024

BY ORDER OF THE BOARD



Mr Peter Webse
Company Secretary

CYNATA THERAPEUTICS LIMITED

ACN 104 037 372

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be convened at the offices of Becketts Lawyers, Level 34, 120 Collins Street Melbourne Victoria on Tuesday, 21 January 2025 at 12.00pm (AEDT).

The Meeting is an in-person meeting and is not a hybrid or virtual meeting. Shareholders are encouraged to attend the Meeting or submit their proxy vote in advance of the Meeting.

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

2. Action to be taken by Shareholders

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

2.1 Proxies

Please note that:

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

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

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

Proxy appointments must be received by Sunday, 19 January 2025 at 12.00pm (AEDT), being not later than 48 hours before the commencement of the Meeting. Any proxy appointments received after that time will not be valid for the Meeting.

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

3. Capital Raising

3.1 Overview

- (a) On 6 December 2024, the Company announced:

- (i) a placement to professional and sophisticated investors to raise a total of \$8.0 million (**Placement**) through the issue of 44,444,445 new Shares at an offer price of \$0.18 per Share (**Offer Price**); and
 - (ii) a conditional placement of a total of 638,886 new Shares to the Directors at the Offer Price to raise a further \$115,000, subject to Shareholder approval (**Director Placement**).
- (b) The Placement and Director Placement is referred to as the **Capital Raising**.
 - (c) The lead manager of Capital Raising was Euroz Hartleys Limited (**Lead Manager**).
 - (d) The Capital Raising is not underwritten.

Placement

- (e) On 16 December 2024, a total of 44,444,445 new Shares was issued to professional and sophisticated investors under the Placement, utilising the Company's existing placement capacity under ASX Listing Rules 7.1 and 7.1A as follows:
 - (i) 26,389,318 Shares issued under ASX Listing Rule 7.1; and
 - (ii) 18,055,127 Shares issued under ASX Listing Rule 7.1A.
- (f) The Company seeks to ratify the issue of Shares under the Placement at this Meeting – see Resolution 1.

Director Placement

- (g) In conjunction with the Placement, the Company is undertaking the Director Placement on the same terms as the Placement.
- (h) On or around Friday, 24 January 2025, a total of 638,886 Shares are proposed to be issued to the Directors under the Director Placement.
- (i) The issue of new Shares under the Director Placement is conditional on Shareholder approval – see Resolutions 2 to 6.
- (j) The total value of new Shares (at the Offer Price) proposed to be issued to the Directors is \$115,000, as disclosed in the Company's announcement of 6 December 2024.

3.2 Use of funds raised under the Capital Raising

The proceeds of the Capital Raising will be used by Cynata as follows:

- (a) engagement with multiple regulatory agencies (including the FDA) regarding further clinical development of Cynata's products, including: CYP-006TK for DFU; CYP-001 for GvHD and kidney transplant; and CYP-004 for osteoarthritis;
- (b) activities to progress potential licensing partnerships for Cynata's products;
- (c) initiation of further manufacturing activities in preparation for potential additional future clinical trials in GvHD, DFU and other potential candidates); and
- (d) working capital and costs of the Placement.

3.3 Timetable of the Capital Raising

The timetable for the Capital Raising assuming the passing of all of the Resolutions which relate to the Director Placement, is set out below. The dates that have not yet passed as at the date of this Notice of Meeting are indicative only and subject to change at the Company's discretion (subject to the Listing Rules).

| Event | Date |
|---|--------------------------------------|
| Settlement of the Placement | Friday, 13 December 2024 |
| Allotment of new Shares under the Placement | Monday, 16 December 2024 |
| Meeting to approve the Director Placement | Tuesday, 21 January 2025 |
| Settlement and allotment of new Shares under the Director Placement (subject to shareholder approval) | On or around Friday, 24 January 2025 |

3.4 Impact of the Capital Raising on the capital structure of the Company

Assuming the completion of the issue of the following Shares:

- (a) 44,444,445 Shares under the Placement; and
- (b) 638,886 Shares under the Director Placement,

and no further issuances or conversions of Equity Securities, on completion of the Director Placement, the capital structure of the Company will comprise:

- (c) 225,884,602 Shares; and
- (d) 34,692,820 options to acquire Shares.

4. Resolution 1 – Ratification of issue of Shares under the Placement

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 of the issue of Shares under the Placement. See Section 3.1 above for further details on the Placement.

4.1 Background

A total of 44,444,445 Shares were issued under the Placement on 16 December 2024.

The prior approval of Shareholders was not required in respect of the issue of Shares in connection with the Placement as the issue did not exceed the Company's available capacity under Listing Rules 7.1 and 7.1A and no Shares were issued to any related party of the Company under the Placement.

4.2 Listing Rules 7.1, 7.1A and 7.4

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

Under Listing Rule 7.1A, an eligible entity can seek approval from its members by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% for the 12 months following that meeting. The Company obtained approval under Listing Rule 7.1A to increase its 15% limit by an extra 10% to 25% at its most recent Annual General Meeting on 19 November 2024 (the **10% Placement Facility**).

The issue of Shares under the Placement does not fit within any of the exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1 and all of the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing

Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule or Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and Listing Rule 7.1A. To this end, Resolution 1 seeks Shareholder approval of the issue of Shares under the Placement under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue of Shares under the Placement will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 (as extended to 25% under the 10% Placement Facility), effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the issue.

If Resolution 1 is not passed, the issue of Shares under the Placement will be included in calculating the Company's 15% limit in Listing Rule 7.1 (as extended to 25% under the 10% Placement Facility), effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the issue.

4.3 Information provided in accordance with Listing Rule 7.5

For the purpose of Resolution 1, the following information is provided in relation to the issue of Shares under the Placement in accordance with Listing Rule 7.5:

- (a) The number of Shares issued under Listing Rule 7.1 in connection with the Placement is 26,389,318 Shares. The number of Shares issued under Listing Rule 7.1A in connection with the Placement is 18,055,127 Shares.
- (b) The participants in the Placement are sophisticated and institutional investors who were invited to participate in the Placement bookbuild by agreement between the Company and the Lead Manager.
- (c) No related party of the Company, member of the Company's key management personnel or adviser to the Company, or Associate of any of such persons, was issued more than 1% of the Company's total issued share capital under the Placement.
- (d) FIL Investment Management (Hong Kong) Limited, a substantial Shareholder of the Company prior to announcement of the Placement, was issued 4,137,270 Shares under the Placement. No other substantial Shareholder was issued more than 1% of the Company's total issued share capital under the Placement.
- (e) The price at which Shares are being issued under the Placement is the Offer Price of \$0.18 per Share. The Company will raise a total of \$8,000,000 (before costs) under the Placement.
- (f) The Shares issued under the Placement are fully paid ordinary shares and rank equally in all respects with the Company's other Shares on issue.
- (g) A total of 44,444,445 Shares were issued under the Placement on 16 December 2024.
- (h) The proceeds of the Placement will be used as set out in Section 3.2.
- (i) A voting exclusion statement in relation to Resolution 1 is included in the Notice.

4.4 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chairman intends to vote undirected proxies in favour of Resolution 1.

5. Resolutions 2 to 6 – Approval of the issue of Shares to Directors under the Director Placement

5.1 Background

The Company has agreed, subject to the passing of Resolutions 2 to 6, to issue a total of 638,886 Shares at the offer price of \$0.18 under the Director Placement to raise \$115,000 (before costs) from each of the following Directors (and in the following amounts):

- (a) Dr Geoff Brooke (or his nominee(s)), to be issued \$10,000 worth of Shares (55,555 Shares) – see [Resolution 2](#);
- (b) Dr Kilian Kelly (or his nominee(s)), to be issued \$32,000 worth of Shares (177,777 Shares) – see [Resolution 3](#);
- (c) Dr Darryl Maher (or his nominee(s)), to be issued \$12,000 worth of Shares (66,666 Shares) – see [Resolution 4](#);
- (d) Ms Janine Rolfe (or her nominee(s)), to be issued \$25,000 worth of Shares (138,888 Shares) – see [Resolution 5](#); and
- (e) Dr Paul Wotton (or his nominee(s)), to be issued \$36,000 worth of Shares (200,000 Shares) – see [Resolution 6](#),

(the “**Relevant Persons**”).

The Shares issued to the Relevant Persons under the Director Placement will be issued on exactly the same terms as Shares issued to participants in the Placement.

5.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

The issue of Shares to the Relevant Persons under Resolutions 2 to 6 constitutes giving a financial benefit as each of the Relevant Persons are related parties for the purposes of Chapter 2E of the Corporations Act.

The Directors, other than:

- (a) Dr Geoff Brooke, in relation to Resolution 2;
- (b) Dr Kilian Kelly, in relation to Resolution 3;
- (c) Dr Darryl Maher, in relation to Resolution 4;
- (d) Ms Janine Rolfe, in relation to Resolution 5; and
- (e) Dr Paul Wotton, in relation to Resolution 6,

(given their material personal interests in the relevant Resolutions), consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Shares under Resolutions 2 to 6 because the Shares are being issued on arm’s length terms on the basis that they are being issued on exactly the same terms as Shares issued to investors under the Placement. Accordingly, the Directors consider that the exception in section 210 of the Corporations Act applies in respect of the Director Placement.

5.3 Listing Rule 10.11

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

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Shares as proposed by Resolutions 2 to 6 falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 2 to 6 seek Shareholder approval for the issue of Shares to the Relevant Persons as proposed by those Resolutions under and for the purposes of Listing Rule 10.11.

If any of Resolutions 2 to 6 is passed, the Company will be able to proceed with the issue of Shares as proposed by that respective Resolution.

If any of Resolutions 2 to 6 is not passed, the Company will not be able to proceed with the issue of Shares as proposed by that respective Resolution.

5.4 Information provided in accordance with Listing Rule 10.13

For the purpose of Resolutions 2 to 6, the following information is provided in under Listing Rule 10.13:

- (a) The Shares will be issued to each of the Relevant Persons.
- (b) The number of equity securities the Company will issue under the Director Placement, and the proceeds to be raised in respect of each Relevant Person, is set out in Section 5.1 above.
- (c) The Director Placement involves the issue of a total of up to 638,886 Shares at the offer price of \$0.18 to raise a total of \$115,000.
- (d) The Shares are expected to be issued to each of the Relevant Persons on or around Friday, 24 January 2025 and, in any event, will be issued within 1 month of the date of the Meeting.
- (e) In the event that any of the Relevant Persons instruct the Company to issue Shares to a nominee, each such nominee will be a Related Party of the Relevant Person and thus approval under Listing Rule 10.11 will be required.
- (f) The Shares issued will be fully paid ordinary shares and rank equally in all respects with the Company's other Shares on issue.
- (g) The Company will raise a total of \$115,000 (before costs) in respect of Resolutions 2 to 6. The proceeds from the issue of Shares to the Relevant Persons will be used as set out in Section 3.2.
- (h) A voting exclusion statement in relation to each of Resolutions 2 to 6 is included in the Notice.

Approval pursuant to Listing Rule 7.1 is not required for the issue of Shares under Resolutions 2 to 6 as approval is being obtained under Listing Rule 10.11. Accordingly, if approved, the issue of Shares to the Relevant Persons will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

5.5 Recommendation

The Directors, other than:

- (a) Dr Geoff Brooke, in relation to Resolution 2;
- (b) Dr Kilian Kelly, in relation to Resolution 3;
- (c) Dr Darryl Maher, in relation to Resolution 4;
- (d) Ms Janine Rolfe, in relation to Resolution 5; and
- (e) Dr Paul Wotton, in relation to Resolution 6,

(given their material personal interests in the relevant Resolutions), unanimously recommend that Shareholders vote in favour of Resolutions 2 to 6.

The Chairman intends to vote undirected proxies in favour of Resolutions 2 to 6.

6. Definitions

10% Placement Facility has the meaning given in Section 4.2.

AEDT means Australian Eastern Daylight Time.

ASIC means Australian Securities and Investments Commission.

Associate has the same meaning as in the Listing Rules.

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

Board means the board of Directors.

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

Capital Raising has the meaning given in Section 3.1(b).

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

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

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Director Placement has the meaning given in Section 3.1(a).

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

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Key Management Personnel means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

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

Notice means this notice of meeting.

Offer Price has the meaning given in Section 3.1(a).

Placement has the meaning given in Section 3.1(a).

Resolution means a resolution contained in this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

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

Your proxy voting instruction must be received by **12.00pm (AEDT) on Sunday, 19 January 2025**, 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://automicgroup.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:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

