

28 February 2025

Dear Shareholder

GENERAL MEETING – NOTICE AND PROXY FORM

An extraordinary meeting of the Company's shareholders is scheduled to be held on Wednesday, 2 April 2025 at 10:00am (AWST) **(Meeting)**.

The Meeting will be held at the Artrya office, 1257 Hay Street, West Perth WA 6005, so that shareholders can attend in person. You can register from 9.30am (AWST) on the day of the Meeting.

The Notice of Meeting can be viewed and downloaded from <https://www.artrya.com/investor-reports/>. As permitted by the Corporations Act, the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy.

The Company **strongly encourages all shareholders to lodge a directed proxy form prior to the Meeting.**

To be effective, proxies must be received by **10:00am (AWST) on Monday, 31 March 2024**. Proxies received after this time will be invalid. All voting at the Meeting will be conducted by poll.

If Shareholders do not attend the Meeting in person, they will be able to participate by lodging questions in advance of the Meeting by emailing questions to the Chief Executive Officer at investors@artrya.com by no later than Friday, 28 March 2025 at 10:00am AWST.

A complete copy of the Meeting documents has been posted on the Company's ASX market announcements page.

Shareholders should ensure their details are up to date at [https:// www.investor.automic.com.au/#/home](https://www.investor.automic.com.au/#/home) . You can also lodge your proxy and vote online at <https://investor.automic.com.au/#/loginsah>

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If you are unable to access any of the Meeting documents online, please contact the Company Secretary, Kevin Hart, via email at investors@artrya.com.

This announcement is authorised for market release by the Company Secretary.

Sincerely,



Kevin Hart
Company Secretary

ARTRYA

ARTRYA LIMITED
ACN 624 005 741
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10.00 am (WST)
DATE: 2 April 2025
PLACE: 1257 Hay Street
WEST PERTH WA 6005

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

This Notice 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.

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 Shareholders at 5.00 pm (WST) on 31 March 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF NOVEMBER PLACEMENT SHARES – LISTING RULE 7.1

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 issue of 4,029,363 Shares on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – RATIFICATION OF NOVEMBER PLACEMENT SHARES – LISTING RULE 7.1A

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 issue of 7,875,399 Shares on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – RATIFICATION OF NOVEMBER BROKER OPTIONS

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 issue of 1,190,476 Options to Petra Capital on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – RATIFICATION OF TRANCHE 1 FEBRUARY PLACEMENT SHARES – LISTING RULE 7.1

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 issue of 6,716,403 Shares on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – RATIFICATION OF TRANCHE 1 FEBRUARY PLACEMENT SHARES – LISTING RULE 7.1A

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 issue of 82,095 Shares on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL TO ISSUE TRANCHE 2 FEBRUARY PLACEMENT 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 7.1 and for all other purposes, approval is given for the Company to issue 13,749,448 to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL TO ISSUE FEBRUARY BROKER OPTIONS

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 7.1 and for all other purposes, approval is given for the Company to issue 2,054,795 Options to Petra Capital on the terms and conditions set out in the Explanatory Statement."

Dated: 28 February 2025

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

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| Resolution 1 and 2 – Ratification of November Placement Shares – Listing Rule 7.1 and 7.1A | The November Placement Participants or any other person who participated in the issue or an associate of that person or those persons. |
| Resolution 3 – Ratification of November Broker Options | Petra Capital (or their nominee/s) or any other person who participated in the issue or an associate of that person or those persons. |
| Resolution 4 and 5 – Ratification of February Placement Shares – Listing Rule 7.1 and 7.1A | The February Placement Participants or any other person who participated in the issue or an associate of that person or those persons. |
| Resolution 6 – Approval to issue February Placement Shares | The February Placement Participants or any other 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 an associate of that person (or those persons). |
| Resolution 7 – Approval to issue February Broker Options | Petra Capital (or their nominee/s) or any other 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 an associate of that person (or those persons). |

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automic Share Registry will need to verify your identity. You can register from 9.30 am on the day of the Meeting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6478 7816.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO NOVEMBER PLACEMENT

1.1 The November Placement

On 12 November 2024, the Company announced that it had received binding commitments from sophisticated and professional investors, who were clients of Petra Capital (the **November Placement Participants**) to subscribe for up to 11,904,762 Shares at an issue price of \$0.42 per Share to raise up to approximately \$5,199,050 (the **November Placement**).

The November Placement completed on 19 November 2024, with the Company issuing 4,029,363 Shares under its Listing Rule 7.1 placement capacity (ratification of which is the subject of Resolution 1) and 7,875,399 Shares under its Listing Rule 7.1A placement capacity (ratification of which is the subject of Resolution 2).

The funds raised under the November Placement will be used towards supporting and accelerating the Company's ongoing initiatives as it awaits regulatory approval from the United States Food and Drug Administration for the Salix Coronary Anatomy product.

1.2 November Mandate

The Company engaged Petra Capital Pty Ltd (ACN 110 952 782) (**Petra Capital**) to act as the sole lead manager and bookrunner to the November Placement, (the **November Mandate**).

Pursuant to the November Mandate, the Company agreed to pay Petra Capital the following fees:

- (a) a 2% 'Offer Management Fee' and a 4% 'Placement Fee' based on the gross funds raised under the Placement; and
- (b) 1,190,476 unlisted Options exercisable at \$0.63 per Option expiring on 19 November 2026 (ratification of which is the subject of Resolution 3).

The Company issued the Options to Petra Capital on 19 November 2024 utilising its Listing Rule 7.1 placement capacity.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF NOVEMBER PLACEMENT SHARES - LISTING RULES 7.1 AND 7.1A

2.1 General

As summarised in Section 1.1 above, on 19 November 2024 the Company issued an aggregate of 11,904,762 Shares at an issue price of \$0.42 per Share, pursuant to the November Placement.

2.2 Listing Rules 7.1 and 7.1A

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 12 month period.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 28 November 2024.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

2.3 Listing Rule 7.4

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.

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. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

2.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

2.5 Technical information required by Listing Rules 7.4 and 7.5

| REQUIRED INFORMATION | DETAILS |
|---|---|
| Names of persons to whom Securities were issued or the basis on which those persons were identified/selected | The November Placement Participants. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company. |
| Number and class of Securities issued | 11,904,762 Shares were issued on the following basis: (a) 4,029,363 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and (b) 7,875,399 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2). |
| Terms of Securities | The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. |
| Date(s) on or by which the Securities were issued | 19 November 2024. |
| Price or other consideration the Company received for the Securities | \$0.42 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A. |
| Purpose of the issue, including the intended use of any funds raised by the issue | Refer to Section 1.1 for details of the proposed use of funds. |
| Summary of material terms of agreement to issue | The Shares were not issued under an agreement. |
| Voting Exclusion Statement | A voting exclusion statement applies to this Resolution. |
| Compliance | The issue did not breach Listing Rule 7.1. |

3. RESOLUTION 3 – RATIFICATION OF NOVEMBER BROKER OPTIONS

3.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 1,190,476 Options to Petra Capital, as summarised in Section 1.2 above.

3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, 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.

3.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 2.3 above.

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. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

3.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

3.5 Technical information required by Listing Rules 7.4 and 7.5

| REQUIRED INFORMATION | DETAILS |
|---|---|
| Names of persons to whom Securities were issued or the basis on which those persons were identified/selected | Petra Capital Pty Ltd. |
| Number and class of Securities issued | 1,190,476 Options. |
| Terms of Securities | The Options were issued on the terms and conditions set out in Schedule 1. |
| Date(s) on or by which the Securities were issued. | 19 November 2024. |
| Price or other consideration the Company received for the Securities | The Options were issued at a nil issue price, in consideration for lead manager services. |
| Purpose of the issue, including the intended use of any funds raised by the issue | The purpose of the issue is to satisfy the Company's obligations under the November Mandate. |
| Summary of material terms of agreement to issue | The Options were issued under the November Mandate, a summary of the material terms of which is set out in Section 1.2. |

| REQUIRED INFORMATION | DETAILS |
|-----------------------------------|--|
| Voting Exclusion Statement | A voting exclusion statement applies to this Resolution. |
| Compliance | The issue did not breach Listing Rule 7.1. |

4. BACKGROUND TO FEBRUARY PLACEMENT

4.1 The February Placement

On 14 February 2025, the Company announced that it had received binding commitments from sophisticated and professional investors, who were clients of Petra Capital (the **February Placement Participants**) to subscribe for up to 20,547,946 Shares at an issue price of \$0.73 per Share to raise up to approximately \$15 million (the **February Placement**).

The February Placement will complete in two tranches, comprising:

- (a) the first tranche of 6,798,498 Shares (**Tranche 1 February Placement Shares**), which were issued pursuant to the Company's ASX Listing Rule 7.1 and 7.1A capacities, including:
 - (i) 6,716,403 Shares which were issued pursuant to the Company's Listing Rule 7.1 capacity; and
 - (ii) 82,095 Shares which were issued pursuant to the Company's Listing Rule 7.1A capacity; and
- (b) the second tranche of 13,749,448 Shares will be issued, subject to receiving Shareholder approval at this Meeting (**Tranche 2 February Placement Shares**).

The funds raised under the Placement will be used towards accelerating regulatory applications for Salix® Coronary Plaque (& Salix® Coronary Flow, customer implementation, clinical studies, research & development, regulatory costs & working capital along with commencing a flagship plaque study to support broad clinical credibility and accelerate commercial adoption of the Salix® Software in new US hospital centres.

4.2 February Mandate

The Company engaged Petra Capital to act as the sole lead manager and bookrunner to the February Placement, pursuant to a lead manager mandate (the **February Mandate**).

Pursuant to the February Mandate, the Company agreed to pay Petra Capital the following fees:

- (a) a 2% 'Offer Management Fee' and a 4% 'Placement Fee' based on the gross funds raised under the February Placement; and
- (b) 1 new option for every 10 shares issued under the February Placement, being 2,054,795 unlisted Options exercisable at \$1.095 per Option expiring on the date that is 2 years from issue (approval of which is the subject of Resolution 7).

The issue of the Options to Petra Capital are subject to receiving Shareholder approval at this Meeting.

5. RESOLUTIONS 4 AND 5 – RATIFICATION OF TRANCHE 1 FEBRUARY PLACEMENT SHARES - LISTING RULES 7.1 AND 7.1A

5.1 General

As summarised in Section 4.1 above, on 20 February 2025, the Company issued an aggregate of 6,798,498 Shares at an issue price of \$0.73 per Share, pursuant to the February Placement.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 and 7.1A is set out in Section 2.2 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

5.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 2.3 above.

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. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

5.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

5.5 Technical information required by Listing Rules 7.4 and 7.5

| REQUIRED INFORMATION | DETAILS |
|---|---|
| Names of persons to whom Securities were issued or the basis on which those persons were identified/selected | The February Placement Participants. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company. |
| Number and class of Securities issued | 6,798,498 Shares were issued on the following basis: (a) 6,716,403 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 4); and (b) 82,095 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 5). |
| Terms of Securities | The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. |
| Date(s) on or by which the Securities were issued | 20 February 2025. |
| Price or other consideration the Company received for the Securities | \$0.73 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A. |
| Purpose of the issue, including the intended use of any funds raised by the issue | Refer to Section 4.1 for details of the proposed use of funds. |
| Summary of material terms of agreement to issue | The Shares were not issued under an agreement. |
| Voting Exclusion Statement | A voting exclusion statement applies to this Resolution. |
| Compliance | The issue did not breach Listing Rule 7.1. |

6. RESOLUTION 6 – APPROVAL TO ISSUE TRANCHE 2 FEBRUARY PLACEMENT SHARES

6.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 13,749,448 to the February Placement Participants at an issue price of \$0.73 per Share as summarised in Section 4.1 above.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

6.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. If the Company is not able to proceed with the issue, it will consider other alternatives to raise capital.

6.4 Technical information required by Listing Rule 7.3

| REQUIRED INFORMATION | DETAILS |
|---|---|
| Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected | The February Placement Participants. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company. |
| Number of Securities and class to be issued | 13,749,448 Shares. |
| Terms of Securities | The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. |
| Date(s) on or by which the Securities will be issued | The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules). |
| Price or other consideration the Company will receive for the Securities | \$0.73 per Share. |
| Purpose of the issue, including the intended use of any funds raised by the issue | The purpose of the issue is to raise capital for the purposes set out in Section 4.1. |
| Summary of material terms of agreement to issue | The Shares are not being issued under an agreement. |
| Voting exclusion statement | A voting exclusion statement applies to this Resolution. |

7. RESOLUTION 7 – APPROVAL TO ISSUE FEBRUARY BROKER OPTIONS

7.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 2,054,795 Options to Petra Capital, as summarised in Section 4.2 above.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

7.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. If the Company is unable to proceed with the issue, it may be required to offer Petra Capital alternative forms of consideration.

7.4 Technical information required by Listing Rules 7.3

| REQUIRED INFORMATION | DETAILS |
|---|---|
| Names of persons to whom Securities were issued or the basis on which those persons were identified/selected | Petra Capital Pty Ltd. |
| Number of Securities and class to be issued | 2,054,795 Options. |
| Terms of Securities | The Options were issued on the terms and conditions set out in Schedule 2. |
| Date(s) on or by which the Securities will be issued | The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules). |
| Price or other consideration the Company received for the Securities | The Options will be issued at a nil issue price, in consideration for lead manager services. |
| Purpose of the issue, including the intended use of any funds raised by the issue | The purpose of the issue is to satisfy the Company's obligations under the February Mandate. |
| Summary of material terms of agreement to issue | The Options are to be issued under the February Mandate, a summary of the material terms of which is set out in Section 4.2. |
| Voting Exclusion Statement | A voting exclusion statement applies to this Resolution. |

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

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 chair 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) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Artrya Limited (ACN 624 005 741).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

February Mandate has the meaning given in Section 4.2.

February Placement has the meaning given in Section 4.1.

February Placement Participants has the meaning given in Section 4.1.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

November Mandate has the meaning given in Section 1.2.

November Placement has the meaning given in Section 1.1.

November Placement Participants has the meaning given in Section 1.1.

Option means an option to acquire a Share.

Petra Capital means Petra Capital Pty Ltd (ACN 110 952 782).

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

Security means a Share or Option (as applicable).

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

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF NOVEMBER BROKER OPTIONS

Subject to adjustment in accordance with these terms and conditions, each Option entitles the Optionholder to subscribe for one (1) Share upon payment of the Exercise Price (as defined below) before the Expiry Date (as defined below).

| | | |
|-----|--|--|
| 1. | Exercise Price | The exercise price of each Option is \$0.63 (Exercise Price). |
| 2. | Expiry Date | An Option is exercisable at any time up to 5.00pm (WST) and expiring 2 years from the issue date (Expiry Date). Options that are not exercised by the Expiry Date shall lapse. |
| 3. | Notice of Exercise | 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. |
| 4. | Minimum Number of Options Exercised | The Optionholder may not exercise less than 1,000 Options at any one time, unless the Optionholder has less than 1,000 Options in which case the Optionholder must exercise all their Options together. |
| 5. | Shares Issued on Exercise | Shares issued on exercise of the Options rank equally with the Shares of the Company on issue. |
| 6. | Quotation of Shares on Exercise | Application will be made by the Company to ASX for official quotation of Shares issued upon the exercise of the Options. |
| 7. | Certificate | A certificate or holding statement will be issued for the Options. |
| 8. | Timing of Issue of Shares | After an Option is validly exercised, the Company must as soon as possible: <ul style="list-style-type: none"> (a) issue the relevant Shares to be issued on exercise of the Options; and (b) do all such acts matters and things to obtain the grant of quotation for the Share on ASX no later than 10 Business Days from the date of exercise of the Option. |
| 9. | Participation in New Issues | An Optionholder may participate in new issues of equity securities to holders of Shares if and to the extent that: <ul style="list-style-type: none"> (a) an Option has been exercised; and (b) a Share has been issued in respect of the exercise before the record date for determining entitlements to the new issue. <p>Optionholders do not have any right to participate in new issues of securities in the Company made to Shareholders generally. The Company will, where required pursuant to the Listing Rules, provide Optionholders with notice prior to the record date to determine entitlement to any new issue of securities made to Shareholders generally, in accordance with the requirements of the Listing Rules.</p> |
| 10. | Adjustment for Bonus Issues of Shares | If the Company makes a bonus issue of Shares to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment): <ul style="list-style-type: none"> (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and (b) no change will be made to the Exercise Price. |
| 11. | Adjustment for Rights Issue | If the Company makes a pro-rata issue of Shares to existing Shareholders (other than a bonus issue), the Exercise Price of an Option will be reduced according to the following formula: |

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| | | <p>New exercise price = $O - E [P - (S+D)] / N + 1$</p> <p>O = the old Exercise Price of the Option</p> <p>E = the Number of underlying Shares into which one (1) Option is exercisable</p> <p>P = the volume weighted average market price per Share during the 5 trading days ending on the day before the ex rights date or ex entitlements date.</p> <p>S = the subscription price of a Share under the pro-rata issue.</p> <p>D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro-rata issue).</p> <p>N = the number of Shares with rights or entitlements that must be held to receive a right to one (1) new Share.</p> |
| 12. | Adjustments for Reorganisation | If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholder may be varied to comply with the Listing Rules which apply to the reorganisation at the time of the reorganisation. |
| 13. | Exercise Instructions | Payment shall be in Australian currency by direct debit to the Company's nominated bank account. The application for Shares on exercise of the Options should be lodged at the Company's share registry. |
| 14. | Voting and Dividend Rights | The Options carry no rights to vote at a meeting of Shareholders, and no rights to dividends. |
| 15. | No Quotation | The Options will not be quoted on ASX. |
| 16. | No Transfer | The Options are not transferable except with the Company's prior written consent and any purported transfer of the Options without the Company's prior written consent is void. |

SCHEDULE 2 – TERMS AND CONDITIONS OF FEBRUARY BROKER OPTIONS

Subject to adjustment in accordance with these terms and conditions, each Option entitles the Optionholder to subscribe for one (1) Share upon payment of the Exercise Price (as defined below) before the Expiry Date (as defined below).

| | | |
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| 1. | Exercise Price | The exercise price of each Option is \$1.095 (Exercise Price). |
| 2. | Expiry Date | An Option is exercisable at any time up to 5.00pm (WST) and expiring 2 years from the issue date (Expiry Date). Options that are not exercised by the Expiry Date shall lapse. |
| 3. | Notice of Exercise | 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. |
| 4. | Minimum Number of Options Exercised | The Optionholder may not exercise less than 1,000 Options at any one time, unless the Optionholder has less than 1,000 Options in which case the Optionholder must exercise all their Options together. |
| 5. | Shares Issued on Exercise | Shares issued on exercise of the Options rank equally with the Shares of the Company on issue. |
| 6. | Quotation of Shares on Exercise | Application will be made by the Company to ASX for official quotation of Shares issued upon the exercise of the Options. |
| 7. | Certificate | A certificate or holding statement will be issued for the Options. |
| 8. | Timing of Issue of Shares | <p>After an Option is validly exercised, the Company must as soon as possible:</p> <ul style="list-style-type: none"> (a) issue the relevant Shares to be issued on exercise of the Options; and (b) do all such acts matters and things to obtain the grant of quotation for the Share on ASX no later than 10 Business Days from the date of exercise of the Option. |
| 9. | Participation in New Issues | <p>An Optionholder may participate in new issues of equity securities to holders of Shares if and to the extent that:</p> <ul style="list-style-type: none"> (a) an Option has been exercised; and (b) a Share has been issued in respect of the exercise before the record date for determining entitlements to the new issue. <p>Optionholders do not have any right to participate in new issues of securities in the Company made to Shareholders generally. The Company will, where required pursuant to the Listing Rules, provide Optionholders with notice prior to the record date to determine entitlement to any new issue of securities made to Shareholders generally, in accordance with the requirements of the Listing Rules.</p> |
| 10. | Adjustment for Bonus Issues of Shares | <p>If the Company makes a bonus issue of Shares to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):</p> <ul style="list-style-type: none"> (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and (b) no change will be made to the Exercise Price. |
| 11. | Adjustment for Rights Issue | If the Company makes a pro-rata issue of Shares to existing Shareholders (other than a bonus issue), the Exercise Price of an |

| | | |
|-----|---------------------------------------|--|
| | | <p>Option will be reduced according to the following formula:</p> <p>New exercise price = $O - E [P - (S+D)]/N+1$</p> <p>O = the old Exercise Price of the Option</p> <p>E = the Number of underlying Shares into which one (1) Option is exercisable</p> <p>P = the volume weighted average market price per Share during the 5 trading days ending on the day before the ex rights date or ex entitlements date.</p> <p>S = the subscription price of a Share under the pro-rata issue.</p> <p>D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro-rata issue).</p> <p>N = the number of Shares with rights or entitlements that must be held to receive a right to one (1) new Share.</p> |
| 12. | Adjustments for Reorganisation | If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholder may be varied to comply with the Listing Rules which apply to the reorganisation at the time of the reorganisation. |
| 13. | Exercise Instructions | Payment shall be in Australian currency by direct debit to the Company's nominated bank account. The application for Shares on exercise of the Options should be lodged at the Company's share registry. |
| 14. | Voting and Dividend Rights | The Options carry no rights to vote at a meeting of Shareholders, and no rights to dividends. |
| 15. | No Quotation | The Options will not be quoted on ASX. |
| 16. | No Transfer | The Options are not transferable except with the Company's prior written consent and any purported transfer of the Options without the Company's prior written consent is void. |

Your proxy voting instruction must be received by **10.00am (AWST) on Monday, 31 March 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)

