

20 December 2022

Dear Shareholder

Microba Life Sciences - General Meeting of Shareholders

On behalf of the Board of Directors of Microba Life Sciences Limited, I am pleased to invite you to the General Meeting of Microba Life Sciences Limited (**Company**) to be held at 11.00 am AEST (Brisbane time) on Wednesday, 1 February 2022 at Thomson Geer, Level 28, 1 Eagle Street, Brisbane QLD 4000 (**General Meeting**).

This General Meeting is being called in response to the Company's ASX announcement on 29 November 2022, that leading medical diagnostics provider, Sonic Healthcare Limited (ASX: SHL) (**Sonic Healthcare**), had agreed to invest \$17.8m to acquire a 19.99% shareholding in Microba and agreed to acquire options in the Company, subject to shareholder approval.

The \$17.8m investment and issue of the shares to Sonic Healthcare (**Placement Shares**) completed on 1 December 2022. By way of the Notice of General Meeting, Microba is seeking the approval of Shareholders for the issue of the options to Sonic Healthcare (**Placement Options**).

Based on the Shares on issue as at the date of the Notice of General Meeting, exercise of these Placement Options by Sonic Healthcare could result in Sonic Healthcare acquiring a further 5% interest in Microba and would result in a further investment of \$7.5m into Microba. Further information is included below and in the Notice of General Meeting.

This General Meeting seeks the approval of Shareholders for:

- the issue of the Placement Options under ASX Listing Rule 7.1; and
 - the change to the maximum aggregate annual remuneration of non-executive Directors,
- (together, the **Resolutions**).

All of the Directors entitled to make a recommendation in respect of a particular Resolution recommend that you vote in favour of adopting that Resolution.

I would encourage you to lodge a directed proxy form by Monday, 30 January 2023 at 11.00 am AEST (Brisbane time). Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the General Meeting. Further details of how to participate in the General Meeting are set out in the Notice of General Meeting.

The Notice of Meeting can be viewed and downloaded from: <https://ir.microba.com/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 General Meeting documents.

In accordance with sections 110C-110K the *Corporations Act 2001* (Cth), as amended by the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), no hard copy of the Notice of 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 General 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

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/> 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/>

Yours sincerely



Pasquale Rombola – Chair
Microba Life Sciences Limited

For further information, please contact:

Dr Luke Reid

Chief Executive Officer

E: Luke.Reid@microba.com

Simon Hinsley

Investor / Media Relations

E: simon@nwrcommunications.com.au

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About Microba Life Sciences Limited

Microba Life Sciences is a precision microbiome company driven to improve human health. With world-leading technology for measuring the human gut microbiome, Microba is driving the discovery and development of novel therapeutics for major chronic diseases and delivering gut microbiome testing services globally to researchers, clinicians, and consumers. Through partnerships with leading organisations, Microba is powering the discovery of new relationships between the microbiome, health and disease for the development of new health solutions.

For more information visit: www.microba.com

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



Microba Life Sciences Limited
ACN 617 096 652

Notice of General Meeting & Explanatory Statement

To be held at: Thomson Geer, Level 28, 1 Eagle Street, Brisbane QLD 4000

To be held on: Wednesday, 1 February 2023
Commencing: 11:00am AEST (Brisbane time)

Important Information

This Notice of General 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.

Letter from the Chair

Dear Shareholder,

General Meeting

On behalf of the Board of Directors, I am pleased to invite you to the General Meeting of Microba Life Sciences Limited (**Company**) to be held at 11:00am AEST (Brisbane time) on Wednesday, 1 February 2023 at Thomson Geer, Level 28, 1 Eagle Street, Brisbane QLD 4000 (**General Meeting**).

This General Meeting is being called in response to the Company's ASX announcement on 29 November 2022, that leading medical diagnostics provider, Sonic Healthcare Limited (ASX: SHL) (**Sonic Healthcare**), had agreed to invest \$17.8m to acquire a 19.99% shareholding in Microba and agreed to acquire options in the Company, subject to shareholder approval.

The \$17.8m investment and issue of the shares to Sonic Healthcare (**Placement Shares**) completed on 1 December 2022. By way of this notice of General Meeting, Microba is seeking the approval of Shareholders for the issue of the options to Sonic Healthcare (**Placement Options**).

Based on the Shares on issue as at the date of this Notice of General Meeting, exercise of these Placement Options by Sonic Healthcare could result in Sonic Healthcare acquiring a further 5% interest in Microba and would result in a further investment of \$7.5m into Microba. Further information is included below and in the Notice of General Meeting.

Purpose of General Meeting

This General Meeting seeks the approval of Shareholders for:

- the issue of the Placement Options under ASX Listing Rule 7.1; and
- the change to the maximum aggregate annual remuneration of non-executive Directors,

(together, the **Resolutions**).

All of the Directors entitled to make a recommendation in respect of a particular Resolution recommend that you vote in favour of adopting that Resolution.

The Placement Options and its impact on the capital structure

On 29 November 2022, the Company announced that Sonic Healthcare had agreed to invest \$17.8m to acquire a 19.99% shareholding in Microba and subscribe for the Placement Options subject to shareholder approval.

The securities detailed in the ASX announcement are as follows:

- 68,589,498 Placement Shares, which were issued to Sonic Healthcare on 1 December 2022; and
- 22,863,168 Placement Options are proposed to be issued on or around 1 February 2023, subject to receiving Shareholder approval at the General Meeting.

Funds from the Placement Shares and Placement Options (if exercised) will be used to advance the Company's microbiome therapeutics and testing activities, working capital and costs of the issue.

The following table details the projected capital structure of the Company after the issue of the Placement Options.

Current capital structure	
Issued capital of the Company as at the date of this Notice of General Meeting	342,947,496 Shares (this includes the Placement Shares issued on 1 December 2022)
	18,800,000 Existing Options

Proposed issue of Placement Options	
Issue of Placement Options (following Shareholder approval)	22,863,168 Placement Options
Following issue of Placement Options	
Projected issued securities after the issue of the Placement Options	342,947,496 Shares 41,663,168 Options

Voting

Votes may be submitted during the General Meeting only by those Shareholders in attendance at the General Meeting either in person or through a validly appointed corporate representative. Votes via validly submitted Proxy Forms will also be accepted.

A Shareholder can vote either in person, online or by proxy.

Shareholders are encouraged to vote online at <https://investor.automic.com.au/#/loginsah>.

Alternatively, the attached proxy form can be returned by:

- Post to: Automic, GPO Box 5193, Sydney NSW 2001
- Or hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

If you are unsure as to how to vote, we recommend that you speak with your professional adviser.

Booklet

With respect to the General Meeting, this booklet contains the following:

- The Notice of Meeting for the General Meeting which contains information about the business to be conducted at the General Meeting, including the Resolutions to be put to the General Meeting (see Part B);
- Information explaining the business to be conducted at the General Meeting (see the Explanatory Statement at Part D); and
- Information on how to vote, how to attend the General Meeting and appoint a proxy to vote on the Resolutions to be passed at the General Meeting (see Part C).

Questions

Please read the whole of this booklet carefully as it provides important information on the General Meeting, items of business and the Resolutions that you, as a Shareholder, are being asked to vote on.

Questions from Shareholders who are not able to attend the General Meeting in person must be submitted in advance of the General Meeting. It is encouraged that Shareholders lodge questions prior to the meeting by submitting your question to the Joint Company Secretary by email at Peter.Webse@microba.com.

Yours sincerely,



Pasquale Rombola – Chair
Microba Life Sciences Limited
20 December 2022

Important dates

Deadline for lodgement of Proxy Forms for the General Meeting	11:00am AEST (Brisbane time) 30 January 2023
General Meeting	11:00am AEST (Brisbane time) 1 February 2023

Section A – Glossary

\$	Australian dollars.
General Meeting	The meeting of Shareholders convened by the Notice of General Meeting.
ASX	The Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	The Listing Rules of the ASX.
Board	The board of directors of the Company.
Business Day	Monday to Friday inclusive, except any day that the ASX declares is not a business day.
Chair or Chairperson	The chair of the General Meeting.
Company or Microba	Microba Life Sciences Limited ACN 617 096 652.
Corporations Act	The <i>Corporations Act 2001</i> (Cth) for the time being in force together with the <i>Corporations Regulations 2001</i> (Cth).
Directors	The directors of the Company.
Equity Securities	Any type of security in the Company, including a Share, option, unit, convertible security, and as otherwise defined in the ASX Listing Rules.
Explanatory Statement	The information set out in Section D of this Notice of General Meeting.
Glossary	The glossary contained in this Section A to this Notice of General Meeting.
Listing Rules or ASX Listing Rules	The listing rules of ASX, as amended from time to time.
Notice of General Meeting	This Notice of General Meeting including the Notice of General Meeting, Explanatory Statement and the Schedules, the Appendices and the Proxy Form.
Placement	Means the issue of the Placement Shares and Placement Options.
Placement Options	Means the 22,863,168 Options proposed to be issued to Sonic Healthcare.
Placement Shares	Means the 68,589,498 Shares issued to Sonic Healthcare on 1 December 2022.
Proxy Form	The proxy form accompanying the Notice of General Meeting.
Related Party	Has the meaning given to that term in the Listing Rules.
Resolutions	The resolutions set out in the Notice of General Meeting and Resolution means any of them.
Section	A section of this Notice of General Meeting.
Shares	All of the shares on issue in the share capital of the Company and Share means any one of them.
Shareholder	A holder of one or more Shares.
Sonic Healthcare	Sonic Healthcare Limited.

Section B – Notice of General Meeting

Time and place

Notice is hereby given that the General Meeting will be held as follows:

Held: Thomson Geer, Level 28, 1 Eagle Street Brisbane QLD 4000

Commencing at: 11:00am AEST (Brisbane time) on Wednesday, 1 February 2023

Voting

Votes may be submitted during the General Meeting only by those Shareholders physically in attendance at the meeting or through validly appointed proxy or corporate representative. Votes via validly submitted Proxy Forms will also be accepted. **Accordingly, the Company strongly encourages Shareholders to lodge a directed Proxy Form with the Company no later than 48 hours prior to the Meeting.**

Explanatory Statement

The Explanatory Statement which accompanies and forms part of this Notice of General Meeting describes the matters to be considered at the General Meeting.

Defined terms

Terms used in this Notice of General Meeting have the meaning given to them in the Glossary in **Section A** of this Notice of General Meeting.

Business

1. Resolution 1: Authority to issue Placement Options under ASX Listing Rule 7.1

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

"That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue 22,863,168 Placement Options with an exercise price of \$0.33 per Placement Option and issue the ordinary shares on exercise of those Placement Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

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

- Sonic Healthcare Limited, A.C.N. 002 889 545 Pty Ltd; or
- an associate of that person or persons.

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

- a person or proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- 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.

2. Resolution 2: Change to the maximum aggregate annual remuneration of non-executive Directors

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

"That, for the purposes of ASX Listing Rule 10.17, the maximum aggregate annual remuneration of the non-executive Directors of the Company for the years from and including the year commencing on 1 July 2023 be increased by \$150,000 from \$450,000 to such annual sum not exceeding \$600,000."

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

- Any Director of the Company; or
- an associate of that person or persons.

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

- a person or proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- 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.

Section C – How to vote

1. How to vote

If you are entitled to vote at the General Meeting, you may vote by attending the General Meeting in person or by attending the meeting by proxy.

Please note that if you intend to attend the meeting, you will need your shareholder number (which can be found on your Proxy Form) for verification purposes.

2. Your vote is important

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

3. Corporations

To vote at the General Meeting, a Shareholder that is a corporation must appoint an individual to act as its representative. The appointment must comply with section 250D of the Corporations Act. Alternatively, a corporation may appoint a proxy.

4. Voting in person

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

5. Voting by proxy

All Shareholders who are entitled to participate in and vote at the General Meeting have the right to appoint a proxy to participate in the General Meeting and vote in their place. A proxy need not be a Shareholder and can be an individual or a body corporate.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion, or number, of votes which each proxy is entitled to exercise. If no proportion or number is specified, each proxy may exercise up to half of the Shareholder's votes.

Shareholders and their proxies should be aware that:

- (a) if a proxy votes, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, which must vote the proxies as directed.

To vote by proxy, you must complete and lodge the Proxy Form using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. 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. For further information on the online proxy lodgement process please see the Online Proxy Lodgment Guide at https://investor.automic.com.au/#/loginsah
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

For details on how to complete and lodge the Proxy Form, please refer to the instructions on the Proxy Form.

For your proxy appointment to be effective, it must be received by the Company not less than 48 hours before the Meeting (i.e. by 11.00am AEST (Brisbane time) on 30 January 2023). Proxy Forms received later than this time will be invalid.

You can direct your proxy how to vote (i.e. to vote 'for' or 'against', or to 'abstain' from voting on, each Resolution) by following the instructions either online or on the Voting Form. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the Constitution to vote, or abstain from voting in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is appointed to exercise. If your appointment does not specify the proportion or number of your voting rights, each proxy may exercise half your votes (disregarding fractions).

If you appoint the Chair as your proxy but do not direct the Chair on how to vote, then by completing and submitting your voting instructions you are expressly authorising the Chair to vote in favour of each item of business, even where an item of business is directly or indirectly connected to the remuneration of a member of the key management personnel of the Company. The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions, subject to the applicable voting exclusions and prohibitions.

You cannot lodge a direct vote and appoint a proxy for the same voting rights. The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the Shareholder's proxy on that Resolution.

6. Eligibility to vote

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those that are registered Shareholders at 6:00pm (Brisbane time) on 30 January 2023. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

7. Voting procedure – on a poll

Every resolution arising at this General Meeting will be decided on a poll. Upon a poll, every person entitled to vote who is present at the meeting or by proxy will have one vote for each voting share held by that person.

8. Enquiries

For all enquiries, please contact the Joint Company Secretary, Mr Peter Webse, by email at Peter.Webse@microba.com.

Section D – Explanatory Statement

This Explanatory Statement forms part of the Notice of General Meeting convening the General Meeting of Shareholders of the Company to be held commencing at 11:00am AEST (Brisbane time) on Wednesday, 1 February 2023 at Thomson Geer, Level 28, 1 Eagle Street, Brisbane QLD 4000.

Refer to Section C for details on how to attend and vote at the General Meeting.

This Explanatory Statement is to be read in conjunction with the Notice of General Meeting.

Purpose

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

The Directors recommend Shareholders read the Notice of General Meeting and this Explanatory Statement in full before making any decisions relating to the Resolutions contained in the Notice of General Meeting.

Defined terms

Terms used in this Explanatory Statement have the meaning given to them in the Glossary in **Section A** of this Notice of General Meeting in which this Explanatory Statement is contained.

GENERAL INFORMATION

1 Resolution 1 – Authority to issue the Placement Options

1.1 Purpose of Resolution

On 29 November 2022, the Company announced a capital raising to raise approximately \$17.8 million through the issue of Shares to a subsidiary of Sonic Healthcare at a price of \$0.26 per Share (**Placement**).

Founded in 1934, Sonic Healthcare has grown to become one of the world's largest and most trusted medical diagnostics companies. In FY22, Sonic Healthcare employed more than 41,000 employees and achieved global revenue of \$9.3b. As at the date of this Notice of General Meeting, Sonic Healthcare has a market capitalisation of approximately \$15b.

The strategic partnership with Sonic Healthcare delivers on Microba's commitment to bringing microbiome testing and therapeutics into the hands of practitioners and their patients globally to improve healthcare. The Placement is structured as follows.

- (a) Placement Shares - involved the issue of 68,589,498 Shares (**Placement Shares**) on 1 December 2022 to raise \$17.8 million of which:
 - (i) 41,153,699 of those Shares were issued under Listing Rule 7.1 without the need for Shareholder approval within the Company's 15% annual limit; and
 - (ii) 27,435,799 of those Shares were issued under Listing Rule 7.1A without the need for Shareholder approval within the Company's further 10% annual limit.
- (b) Placement Options – involves the proposed issue of 22,863,168 Options (**Placement Options**) with an exercise price of \$0.33 and expiring on 2 June 2024. The issue of the Placement Options is the subject of this Resolution 1.

The funds raised from the exercise of the Placement Options will be used for the purposes set out below.

Resolution 1 seeks Shareholder approval under Listing Rule 7.1 for the issue of 22,863,168 Placement Options issued under Listing Rule 7.1.

Resolution 1 is an ordinary resolution.

1.2 ASX Listing Rule 7.1

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 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.

The proposed issue of the Placement Options does not fall within any of the exceptions under Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under ASX Listing Rule 7.1.

Resolution 1 seeks the required Shareholder approval for the issue of the Placement Options under and for the purposes of ASX Listing Rule 7.1.

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the 22,863,168 Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the 22,863,168 Placement Options.

1.3 Technical information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, information regarding the issue of the Placement Options is provided as follows:

The names of the persons to whom the Company will issue the securities	The Placement Options will be issued to a subsidiary of Sonic Healthcare Limited, A.C.N. 002 889 545 Pty Ltd.
Maximum number of securities	The maximum number of Placement Options that the Company may issue under the Placement is 22,863,168 Placement Options.
The date on which the securities are proposed to be issued	The Placement Options will be issued no later than three months after the date of the General Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules). It is intended that the Placement Options will be issued on or around 1 February 2023.
The issue price	The Placement Options will be issued at \$0.00 per Placement Option. The Placement Options each have an exercise price of \$0.33.
The terms of the securities	The Placement Options are to be issued on the terms detailed in Annexure A to this Notice of General Meeting.
The intended use of the funds raised	No funds will be raised from the issue of the Placement Options. Funds from the exercise of the Placement Options will, however be directed towards the Company's microbiome therapeutics, testing activities and general working capital.
If the securities are being issued under an agreement, a summary of the material terms of the agreement	The Placement Options are to be issued under an Equity Subscription Deed that detailed: <ul style="list-style-type: none"> • The exercise price of each Placement Options; • The proposed issue date of the Placement Options, subject to Shareholder approval; and • The full terms of the Placement Options (as contained in Annexure A to this Notice of Meeting).
Voting exclusion statement	A voting exclusion statement is contained in Resolution 1.

1.4 Recommendation and voting requirements

The Board considers that enabling Sonic Healthcare to acquire the Placement Options as a key strategic shareholder, further aligns the interests of both Sonic Healthcare and Microba to drive Microba's testing deeper into primary and specialist care across the globe.

For this reason, the Board recommends that Shareholders approve Resolution 1.

Resolution 1 of the General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after the Resolution. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chair of the General Meeting intends to vote all available undirected proxies in favour of Resolution 1.

2 Resolution 2 – Change to the maximum aggregate annual remuneration of non-executive Directors

2.1 Purpose of Resolution

This Resolution is sought to increase the maximum aggregate remuneration of the non-executive Directors of the Company from \$450,000 per annum to \$600,000 per annum.

This Resolution is an ordinary resolution.

2.2 Overview of regulatory approval requirements

Under ASX Listing Rule 10.17, Shareholder approval is sought to increase the maximum aggregate remuneration of the non-executive Directors of the Company from \$450,000 to \$600,000 per annum.

With Microba's leading technology and intellectual property, the Company is set to take a dominant position in both microbiome therapeutics and testing on a global stage.

Additional international expertise may be attracted onto Microba's Board of Directors to further support the direction and successful execution of this opportunity. The experience and profile of likely candidates as well as the increased workload in line with the growth of the Company, necessitates an increase to the maximum aggregate remuneration to enable the Board of Directors to explore such opportunities.

The proposed increase in the remuneration cap will:

- (a) allow for growth in the remuneration of non-executive Directors over time to reflect market movements, increasing workloads and changing responsibilities, and
- (b) provide the Board with the flexibility to appoint additional non-executive Directors if deemed appropriate.

For the purposes of Listing Rule 10.17, information regarding the increase in aggregate remuneration of the non-executive Directors is provided as follows:

The amount of the increase	The remuneration of the non-executive Directors of the Company be increased by \$150,000 from \$450,000 to \$600,000 per annum.
The maximum aggregate amount of directors' fees that may be paid to all of the Company's non-executive directors	The maximum aggregate annual amount of directors' fees that may be paid to all of the Company's non-executive directors is \$600,000.
Details of any securities issued to non-executive directors under Listing Rules 10.11 or 10.14 with the approval of Shareholders at any time within the preceding 3 years	The non-executive directors have not received approval under Listing Rule 10.11 or Listing Rule 10.14 for the issue of any securities at any time within the preceding 3 years.
Voting exclusion statement	A voting exclusion statement is contained in Resolution 2.

2.3 Voting exclusion and Directors' recommendations

For the reasons detailed above, the Board recommend that Shareholders approve Resolution 2.

Resolution 2 of the General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after the Resolution. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chair of the General Meeting intends to vote all available undirected proxies in favour of Resolution 2.

Annexure A – Terms of Placement Options

The terms of issue of the Placement Options are set out below:

- (a) **Entitlement:** Subject to and conditional upon any adjustment in accordance with these conditions, each Placement Option entitles the holder to subscribe for one (1) Share upon payment of the Exercise Price.
- (b) **Exercise Price:** The exercise price for a Placement Option is A\$0.33 per Share (**Exercise Price**).
- (c) **Expiry Date:** The Placement Options will expire at 5:00pm (Brisbane time) on 2 June 2024 (**Expiry Date**). A Placement Option not exercised before that expiry date will automatically lapse on that Expiry Date.
- (d) **Exercise period:** The Placement Options are exercisable at any time from the date of its issue until 5:00pm on the Expiry Date (Brisbane time).
- (e) **Exercise notice:** Subject to compliance with the Corporations Act, the Placement Options may be exercised during the exercise period specified in these conditions by forwarding to the Company an exercise notice (**Exercise Notice**) together with payment (in cleared funds) of the Exercise Price for the number of Shares to which the Exercise Notice relates.
- (f) **Partial exercise:** The Placement Options may be exercised in full or in parcels of at least 1,000,000 Placement Options (or such lesser amount in the event the holding of Placement Options by an Optionholder is less than 1,000,000 Placement Options).
- (g) **Timing of issue of Shares on exercise:** Within five (5) Business Days after the Exercise Notice is received, the Company will:
 - (A) allot and issue the number of Shares as specified in the Exercise Notice and for which the Exercise Price has been received by the Company in cleared funds; and
 - (B) apply for official quotation on the ASX of Shares issued pursuant to the exercise of the Placement Option; and
 - (C) lodge a:
 - (I) cleansing notice under section 708A(5)(e) of the Corporations Act; or
 - (II) cleansing prospectus under section 713 of the Corporations Act.
- (h) **Participation in new issues:** The Placement Options do not confer any right on the Optionholder to participate in a new issue of securities without exercising the Placement Option.
- (i) **Shares issued on exercise:** Shares issued as a result of the exercise of a Placement Option will be fully paid and rank pari passu in all respects with all other Shares then on issue.
- (j) **Dividend:** The Placement Options do not confer any rights to dividends. Shares issued upon the exercise of a Placement Option will only carry an entitlement to receive a dividend if they were issued on or before the Record Date for the dividend.
- (k) **Adjustment for pro rata issue:** In the event of a pro rata issue of Shares by the Company (except a bonus issue), the Exercise Price for a Placement Option will be adjusted in accordance with ASX Listing Rule 6.22.2.
- (l) **Adjustment for bonus issue:** If there is a bonus issue to Shareholders, the number of Shares over which each Placement Option is exercisable will be increased by the number of Shares which the Optionholder would have received if the Placement Option had been exercised before the Record Date for the bonus issue.
- (m) **Adjustment for reorganisation of capital:** If the Company reorganises its capital, the rights of the Optionholder (and the Exercise Price) will be changed to the extent necessary to comply with ASX Listing Rule 7.22 applying to a reorganisation of capital, at the time of the reorganisation.
- (n) **Not quoted:** The Company will not apply for quotation of the Placement Options on the ASX.
- (o) **Transferability:** A Placement Option is only transferable up until it lapses, with the Company's prior written consent.

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

Holder Number:

Your proxy voting instruction must be received by **11.00am (Brisbane time) on Monday, 30 January 2023** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

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)

