

27th October 2023

The Manager
Market Announcements Office
ASX Limited
20 Bridge Street, Sydney NSW 2000

**Annual General Meeting of Genetic Signatures Limited
to be held on Wednesday, 29 November 2023 at 9:00am AEDT**

In accordance with Listing Rule 3.17, I attach a copy of the following documents:

1. A letter to Shareholders regarding arrangements for the 2023 Annual General Meeting as dispatched to Shareholders in lieu of the Notice of Meeting;
2. Notice of Meeting; and
3. Sample proxy form.

By order of the Board of Directors



Karl Pechmann
Company Secretary
Genetic Signatures Limited

27th October 2023

**Annual General Meeting of Genetic Signatures Limited
to be held on Wednesday, 29 November 2023 at 9:00am AEDT**

Dear Shareholder

The Genetic Signatures Limited Annual General Meeting (“AGM”) will be held at 9:00am on Wednesday, 29 November 2023 at the offices of Allens, Deutsche Bank Place, Level 28, 126 Phillip Street, Sydney, NSW 2000.

The AGM will be held as a physical meeting, whereby shareholders can attend in person. Registration opens from 8:30am AEDT on the day of the meeting. Shareholders who are not able to attend the meeting in person are directed to lodge their votes by proxy as soon as possible. Shareholders who are not able to attend the meeting but who wish to ask questions of the Company can do so by submitting their questions by email to karl.pechmann@geneticsignatures.com by no later than 5:00pm AEDT on Wednesday, 22 November 2023.

Shareholders are strongly recommended to submit their votes by proxy to ensure that their votes are counted. Instructions on how to submit votes by proxy are contained within the “Voting by Proxy” section on page 5 of the Notice.

To view the **Notice of Annual General Meeting**, plus use the following link:

<https://geneticsignatures.com/au/investors/announcements/>

To view the **2023 Annual Report**, please use the following link:

<https://geneticsignatures.com/au/investors/reports/>

VOTING IS NOW OPEN. To vote online, please follow the instructions below:

- **STEP 1:** Visit <https://www.votingonline.com.au/gssagm2023>
- **STEP 2:** Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)
- **STEP 3:** Enter your Voting Access Code (VAC) – as contained in the attached proxy form
- **STEP 4:** Follow the prompts to vote on each resolution

Important Note: For your voting instructions to be valid and counted towards this meeting please ensure that your online lodgement is received no later than 9:00am AEDT on Monday, 27 November 2023. Voting instructions received after this time will not be valid for the scheduled meeting. If you have any queries regarding your shareholding or the upcoming Genetic Signatures Limited AGM, please contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (International).



Karl Pechmann
Company Secretary
Genetic Signatures Limited



27 October 2023

Dear Shareholder

On behalf of the Board, I am pleased to invite you to attend the 2023 Annual General Meeting (**AGM**) of Genetic Signatures Limited. The following information is enclosed:

- the "Notice of Annual General Meeting" and Explanatory Memorandum; and
- a proxy form.

AGM

The AGM will be held on Wednesday, 29 November 2023 at 9:00am (Sydney time) at the offices of **Allens at Deutsche Bank Place, Level 28, 126 Phillip Street, Sydney, NSW 2000**. You are invited to join the Board for refreshments after the meeting.

Business of the AGM

The business of the AGM is set out in the "Notice of Annual General Meeting" (**Notice**). The Notice and Explanatory Memorandum set out important information in relation to the matters to be considered by shareholders at the meeting, and I encourage you to read these materials carefully.

If you are unable to attend in person, you may wish to appoint a proxy to attend and vote at the meeting in your place. Please refer to the Notice and proxy form regarding the appointment of a proxy.

I look forward to seeing as many shareholders as possible at the AGM.

Yours sincerely,

A handwritten signature in black ink, appearing to read "N Samaras", is positioned above the printed name of the Chairman.

Dr Nick Samaras
Chairman
Genetic Signatures Limited

GENETIC SIGNATURES LIMITED ACN 095 913 205

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of Genetic Signatures Limited (**GSS** or **Company**) will be held at:

Date	Wednesday, 29 November 2023
Time	9:00am (Sydney time)
Location	Allens Deutsche Bank Place Level 28, 126 Phillip Street Sydney, NSW 2000

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on the matters to be considered at the AGM. The Explanatory Memorandum and the proxy form are part of this Notice of Meeting.

A. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the financial year ended 30 June 2023.

Unless the Company's Share Registry has been notified otherwise, shareholders have not been sent a hard copy of the Annual Report. All shareholders can view the Annual Report which contains the Financial Report for the year ended 30 June 2023 on the Company's website at <https://geneticsignatures.com/au/investors/reports/>

B. QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

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

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of written questions submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

C. ITEMS FOR APPROVAL

Resolution 1: Re-election of Director– Dr Nickolaos Samaras

To consider and, if thought fit, pass the following as an ordinary resolution of shareholders of the Company:

“That, Dr Nickolaos Samaras who retires in accordance with clause 6.7 of the Company’s Constitution, having offered himself for election and being eligible, is re-elected as a Director of the Company.”

Resolution 2: Re-election of Director – Dr Neil Gunn

To consider and, if thought fit, pass the following as an ordinary resolution of shareholders of the Company:

“That, Dr Neil Gunn who retires in accordance with clause 6.7 of the Company’s Constitution, having offered himself for election and being eligible, is re-elected as a Director of the Company.”

Resolution 3: Remuneration Report

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

“That, the Company’s Remuneration Report for the financial year ended 30 June 2023, as set out in the Directors’ Report, is adopted.”

The Remuneration Report is set out in the 2023 Annual Report (available at <https://geneticsignatures.com/au/investors/reports/>). Please note that, in accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- a. a member of the KMP whose remuneration details are included in the 2023 Remuneration Report; and
- b. a Closely Related Party of such a KMP (including close family members and companies the KMP controls).

However, the Company need not disregard a vote by a person described above as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing and specifies the way the proxy is to vote (e.g., for, against, abstain) on the resolution; or
- b. the vote is cast by the chair of the meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 4: Approval for the issue of Options to a Director, Caroline Waldron

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

“That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, the issue of 250,000 Options in the capital of the Company under the Genetic Signatures Limited Equity Incentive Plan to Caroline Waldron, the terms of which are set out in the Explanatory Memorandum accompanying this Notice of Meeting, is approved.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a. a Director of the Company who is eligible to participate in the Genetic Signatures Limited Equity Incentive Plan; or
- b. an associate of any of those Directors.

However, this does not apply to a vote cast on Resolution 4 by:

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

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 4 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

D. OTHER INFORMATION

Entitlement to Attend and Vote

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) the Board has determined that persons eligible to attend and vote at the Meeting as a shareholder, are those who are registered shareholders of the Company as at 7.00pm (Sydney time) on Monday, 27 November 2023 (**Entitlement Time**) being two days before the Meeting.

This means that if you are not the registered holder of a share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting by Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney with the Company's share registry, as an original or by facsimile, **no later than 9:00am (Sydney time) on Monday, 27 November 2023 (Proxy Deadline)**).

Proxy Forms may be submitted in one of the following ways:

- a. **Online** (preferred) via the Company's Share Registry website at www.votingonline.com.au/gssagm2023. Please refer to the Proxy Form for information; or
- b. **By fax** to Boardroom Pty Ltd on +61 2 9290 9655; or
- c. **By mail** to Boardroom Pty Ltd using the reply-paid envelope or GPO Box 3993, Sydney NSW 2001. Please allow sufficient time so that it reaches Boardroom Limited by the Proxy Deadline; or
- d. **By hand delivery** to Boardroom Pty Ltd at Level 12, 225 George Street, Sydney, NSW 2000 (during business hours, Monday to Friday 9.00am – 5.00pm).

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

Voting by Attorney

To vote by attorney at the Meeting, the original power of attorney or other authority (if any) under which the instrument is signed (or a certified copy of that power of attorney or other authority) must be received by the Company **no later than 9:00am (Sydney time) on Monday, 27 November 2023**, being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative.

IMPORTANT: If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 4 then by submitting the Proxy Form you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution, even though the resolution is connected, directly or indirectly, with the remuneration of the KMP. The Chairman intends to vote undirected proxies in favour of all Resolutions.

Shareholder Questions

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. If you wish to submit a question in writing to the Chairman or the Auditor, please email them to the Company Secretary, Karl Pechmann (karl.pechmann@geneticsignatures.com) by 5:00pm (Sydney time) on Wednesday, 22 November 2023.

Questions will be collated, and during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

BY ORDER OF THE BOARD



Karl Pechmann
Company Secretary
27 October 2023

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held on Wednesday, 29 November 2023 at 9:00am (Sydney time).

The purpose of this Explanatory Memorandum is to provide shareholders with information that is reasonably required by shareholders to decide how to vote upon the resolutions.

The Directors unanimously recommend shareholders vote in favour of all Resolutions. For reasons of good governance, each Director respectively abstains where that Director has an interest in the outcome of a particular resolution and these interests are identified throughout this Explanatory Memorandum.

All resolutions are ordinary resolutions, which require a simple majority of votes cast by shareholders present and entitled to vote on the resolution. Resolution 3, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolution 1: Re-election of Director– Dr Nickolaos Samaras

In accordance with clause 6.7 of the Constitution, Dr Nickolaos Samaras retires and, being eligible, offers himself for re-election as a Director.

Dr Samaras was appointed as an independent Non-Executive Director of the Company in September 2015.

Dr. Samaras has had over 30 years' business experience in the global Life Sciences industry and is a recognised and respected industry expert. He has held a number of senior executive level positions in management, marketing, sales, and research and development. His roles have included appointments as Managing Director of Applied Biosystems Pty Ltd (now part of Thermo Fisher), and senior roles with Perkin Elmer and AMRAD Corporation (now part of CSL).

Dr. Samaras is an experienced executive, non-executive and Board Chairman, having served on the boards of several biotechnology companies. Dr. Samaras holds a BSc with Honours in Pathology and Immunology from Monash University and a PhD from the Department of Medicine at The University of Melbourne. He also holds postgraduate business qualifications which include an MBA from the School of Management at RMIT University and is a Fellow of the Australian Institute of Company Directors.

The Directors, excluding Dr Samaras, unanimously recommend that shareholders vote in favour of this Resolution 1.

Resolution 2: Re-election of Director – Dr Neil Gunn

In accordance with clause 6.7 of the Constitution, Dr Neil Gunn retires and, being eligible, offers himself for re-election as a Director.

Dr Gunn was appointed as an independent Non-Executive Director of the Company in April 2021.

Dr Gunn holds a PhD and Master of Science from Portsmouth Polytechnic, UK. He has over 30 years' experience in medical devices and diagnostics. Most recently Dr Gunn was CEO of IDbyDNA, a metagenomics company based in the US that was acquired by Illumina in 2022. Prior to this he was the President of Roche Sequencing Solutions where he oversaw all aspects of the business and managed a team of approximately 900 people. His team developed and launched more than 20 products per year. Dr Gunn was also previously Vice President of Roche's Molecular Diagnostics business and was responsible for over 120 diagnostic product launches principally into the IVD clinical market. Dr Gunn is based in San Francisco, USA.

The Directors, excluding Dr Gunn, unanimously recommend that shareholders vote in favour of this Resolution 2.

Resolution 3: Remuneration Report

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

The Remuneration Report details the remuneration policies for the Company and:

- reports the remuneration arrangements for Directors and KMP of the Company;
- explains Board policies in relation to the nature and value of remuneration paid to KMP; and
- discusses the relationship between the policy and Company performance.

The Report is available in the Company's 2023 Annual Report (available on the GSS website at <https://geneticsignatures.com/au/investors/reports/>).

The Chairman will give shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote.

This is an advisory resolution only (as stipulated by section 250R(3) of the Corporations Act) and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

A voting exclusion statement is set out under Resolution 3 in the Notice of Meeting.

The Directors abstain, in the interests of good governance, from making a recommendation in relation to this Resolution 3.

Resolution 4: Grant of Options to Non-Executive Director, Caroline Waldron

Resolution 4 seeks shareholder approval for the grant of options to the Company's newest Non-Executive Director (or her nominee) on the terms set out in this resolution (Options). The Company has agreed, subject to obtaining shareholder approval, to grant a total of 250,000 Options to Caroline Waldron under the terms and conditions of the Genetic Signatures Limited Equity Incentive Plan (EIP) which was approved by Shareholders at the 2022 AGM.

No price will be payable by Ms Waldron on grant or vesting of the Options. The Exercise Price of the Options will be due and payable at the time Ms Waldron exercises any vested Options. The Exercise Price payable for the Options has been calculated as \$0.51, which is the volume weighted average market price at which the Shares traded on the ASX for the 30 days immediately preceding 16 October 2023 (being the date of the offer) (**Invitation**).

Ms Waldron is a Director of the Company and therefore a related party under the Corporations Act 2001 (*Cth*) (**Act**).

The ASX Listing Rules (Listing Rules) and the Act set out a number of regulatory requirements which must be satisfied. These are summarised below:

ASX Listing Rule 10.14

Listing Rule 10.14 requires the approval of ordinary shareholders to issue securities under an employee incentive scheme to a director of the Company. Accordingly, approval for the issue of the Options to Ms Waldron is required. Approval of this resolution will result in the grant of options under the EIP to Ms Waldron falling within exception 14 in Listing Rule 7.2 (in addition to exception 9 which already applies to issues of ordinary shares upon the exercise of options issued under the EIP). Therefore, the issue of securities to Ms Waldron will not be included in the 15% issue capacity calculation for the

purposes of Listing Rule 7.1. The issue of shares in the Company on the exercise of EIP Options will also be excluded from Listing Rule 7.1.

Options – terms and conditions

Shareholder approval is sought for the Company to grant Options to Ms Waldron under the EIP. The vesting conditions are as follows:

Tranche	% of Options available to vest	Vesting Date
Tranche 1	25	12 months after Grant Date
Tranche 2	25	24 months after Grant Date
Tranche 3	25	36 months after Grant Date
Tranche 4	25	48 months after Grant Date

In general, Ms Waldron must remain a Director to remain eligible to participate in the EIP on the vesting date for the Options to vest. This generally means that Options will be subject to tenure conditions but there will generally be no other performance or vesting conditions.

Once vested, Options must be exercised within 15 years of the award of the Options. In the event of cessation of employment, a Participant will have up to 30 days to exercise any vested Options, otherwise all unexercised vested Options and unvested Options are forfeited.

If Ms Waldron ceases to be a Director prior to any relevant Vesting Date, Options will lapse.

Price payable

No price will be payable by Ms Waldron on grant or vesting of the Options. The Exercise Price of the Options will be due and payable at the time Ms Waldron exercises any vested Options. The Exercise Price payable for the Options has been calculated as \$0.51, which is the volume weighted average market price at which the Shares traded on the ASX for the 30 days immediately preceding 16 October 2023 (being the date of the offer) (**Invitation**).

Participants must comply with GSS' Share Trading Policy; however, no other post vesting disposal restrictions will apply to any shares allocated on exercise of any vested Options.

Change of control

In the event of a change of control, that number of Options determined on a pro-rata basis from the date of grant will automatically become exercisable, regardless of whether or not the Vesting Conditions have been met.

Information provided for the purpose of the ASX Listing Rules 10.14 and 10.15

The following information is provided to shareholders in relation to Resolution 4:

- Ms Waldron is a Non-Executive Director of the Company.
- Approval is being sought for the issue of 250,000 Options to Ms Waldron (or her nominee) under the company's EIP for nil financial consideration, which subject to the achievement of vesting conditions, may convert to ordinary shares in the capital of GSS.
- Each Option carries the right, but not the obligation to acquire a certain number of shares in GSS at a predetermined price (**exercise price**) and will be subject to the terms and conditions of the EIP.

- It is anticipated that the Options will be issued by the Company within one (1) month of the AGM, being 29 December 2023, and no later than twelve (12) months after the AGM, being 29 November 2024.
- No amount will be payable on the grant of an Option.
- The predetermined price of the Options will be due and payable at the time the Participant exercises any vested options. The predetermined exercise price payable to convert the Options will be the volume weighted average price at which the shares have traded on the ASX for the 30 days immediately preceding 16 October 2023 and has been calculated at \$0.51 per vested Option.
- The option value has been calculated using a Black-Scholes option pricing model that values the offer at \$0.456/option or \$114,000.
- All Directors are entitled to participate in the Plan. At the date of the Notice, the Directors of the Company are Dr Nickolaos Samaras, Dr Anthony Radford AO, Mr Michael Aicher, Dr Neil Gunn, Ms Caroline Waldron and Dr John Melki.
- The EIP was approved by shareholders at the 2022 AGM.
- Key terms of the EIP and Options are contained in Annexure A.
- No options or shares have been previously issued to Ms Waldron under the EIP or any other grant.
- Ms Waldron currently earns total Director's fees of AUD \$72,424 per annum (inclusive of compulsory superannuation contributions).
- All funds raised on payment of the exercise price of the Options will be used as working capital.
- There is no loan attaching to the offers of Options.
- A voting exclusion statement is set out under Resolution 4.
- If approval is given for the issue of securities under Listing Rule 10.14, approval is not required under Listing Rule 7.1
- Per Listing Rule 10.15.11, details of any securities issued under the scheme will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14.
- Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

The Directors (apart from Ms Waldron) who do not have an interest in the outcome of the relevant resolution, unanimously recommend that shareholders vote in favour of Resolution 4 for the reasons set out below:

- *the Company wishes to maximise the use of its cash resources towards the Company's development and equity-based incentives, such as options, are used to supplement cash-based remuneration; and*
- *the granting of the Options package proposed is commensurate with market practice.*

Annexure A - Key terms of the EIP

The Board is empowered under the EIP terms and conditions to determine the key terms of any Plan Interest allocated under the EIP.

Eligibility

The EIP is open to eligible persons, who include employees, contractors, consultants, Directors or any other person whom the Board determines to be eligible to participate in the EIP from time to time (each an “**Eligible Person**”, collectively “**Eligible Persons**”).

Participation

Each Eligible Person who acquires a legal or beneficial interest in a Plan Interest (including the legal personal representative of the person) becomes a participant in the EIP (**Participant**).

Invitation

An offer by the Board to acquire a Plan Interest and become a Participant in the EIP will be in such form and subject to such conditions as the Board determines. The invitation will specify the terms attaching to the offer, including each of the following (as applicable):

- the number or value of Plan Interests to which the invitation relates and/or the basis on which the number or value of Plan Interests to which the invitation relates is to be determined;
- the date the Plan Interests will be allotted or the basis on which the date on which the Plan Interests will be acquired is to be determined;
- any amount payable by an Eligible Person to acquire the Plan Interests;
- any holding lock period;
- any exercise price payable by Participants (**Exercise Price**);
- the date which unvested Plan Interests will lapse or expire (**Expiry Date**);
- any conditions that must be satisfied in order for the Plan Interests to vest (**Vesting Conditions**);
- any conditions that must be satisfied in relation to a Participant’s or the Company’s performance during a specified period (**Performance Conditions**);
- any conditions that will result in the forfeiture of a Plan Interest (**Forfeiture Conditions**); and
- any conditions that must be satisfied before a Plan Share can be disposed of by a Participant (**Disposal Restrictions**).

Rights of Participants

Unless Forfeiture Conditions are triggered or the Expiry Date reached, Plan Interests remain subject to the terms and conditions of the Plan until all applicable Performance Conditions, Vesting Conditions and Disposal Restrictions are achieved.

Where Options or Performance Rights have been granted, upon vesting and exercise (as applicable), Participants will receive either a beneficial entitlement to Plan Shares (i.e. subject to Disposal Restrictions) or a legal and beneficial entitlement to Shares (which are no longer held under the Plan). Plan Shares will rank equally with Shares in respect of dividends and voting entitlements.

Where Performance Rights are granted, depending on the invitation terms specified, the Board may determine in its absolute discretion that a vested Performance Right will be satisfied by the Company making a cash payment to the Participant in lieu of allocating **Plan Shares (Indeterminate Rights)**.

Where Options or Performance Rights have been granted, but are unvested or have not been exercised, a Participant is not entitled to participate in a new issue of Shares.

A holder of Plan Interests is not entitled to participate in a new issue of Shares or other securities made by the Company to shareholders merely because he or she holds Options or Performance Rights.

The Company will apply for quotation on the official list of the ASX of the Plan Shares or Shares (as the case may be) or upon the exercise of an Option or a Performance Right that vests under the Plan. The Company will not seek official quotation by ASX of any Options or Performance Rights.

In the event of a change of control, the Board has the discretion to deal with the Plan Interests by:

- converting Participants' Performance Rights to Shares whether or not all conditions have been met;
- permitting the exercise of some or all Options whether all conditions have been met; and/or
- removing any Disposal Restrictions attaching to Plan Shares.

Assignment

Plan Interests issued under the Plan are not transferable or assignable.

Administration

The Plan will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to any applicable Listing Rules) in addition to those set out in the Plan.

Termination and amendment

The Plan may be terminated or suspended at any time by the Board, but any such suspension or termination will not affect nor prejudice rights of any Participant holding Plan Interests at that time. The Plan may be amended at any time by the Board.

Vesting Conditions

The vesting conditions are as follows:

- 25% of Options will vest on the first anniversary from the Grant Date;
- 25% of Options will vest on the second anniversary from the Grant Date;
- 25% of Options will vest on the third anniversary from the Grant Date; and
- 25% of Options will vest on the fourth anniversary from the Grant Date, each a "vesting date".

In general, Participants must remain eligible to participate in the Option Plan on the vesting date for the Options to vest. To remain eligible to participate, Participants must remain employed by or contracted to GSS.

Cessation of employment

Generally, if a Participant leaves GSS before a relevant Vesting Date, they will have up to 30 days to exercise any vested Options, otherwise all unexercised vested Options and unvested Options will lapse.

What happens after the Options vest?

Once the Options have vested, upon payment of the Exercise Price, they are exercised, and the Company will convert the Options into Shares within a reasonable period of time. These Shares will be registered in the Participants' name.

When will Options lapse?

Any Options that:

- do not vest due to the Vesting Conditions not being met; and/or
- are not exercised during the Exercise Period,

will lapse.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:00am (Sydney time) on Monday, 27 November 2023.**

🖥 TO APPOINT A PROXY ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/gssagm2023>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **9:00am (Sydney time) on Monday, 27 November 2023**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/gssagm2023>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Genetic Signatures Limited

ACN 095 913 205

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Genetic Signatures Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Allens, Deutsche Bank Place, Level 28, 126 Phillip Street, Sydney, NSW 2000 on Wednesday, 29 November, 2023 at 9:00am (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 3 & 4 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 3 & 4 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 3 & 4). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Re-election of Director – Dr Nickolaos Samaras	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Dr Neil Gunn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for the issue of Options to a Director, Caroline Waldron, under the GSS Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023