



Notice of Annual General Meeting

Chimeric Therapeutics Limited ACN 638 835 828

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Notice is given that the Annual General Meeting of Chimeric Therapeutics Limited ACN 638 835 828 (**Company**) will be held at:

Location	Level 3, 62 Lygon Street, Carlton, Victoria 3053 and virtually (online) at https://web.lumiagm.com/351-025-252
Date	Tuesday, 15 November 2022
Time	10:00am (Sydney time) Registration from 9:45am (Sydney time)

Online meeting details

The AGM will also be webcast live via an online platform. To participate you will need a desktop or mobile/tablet device with internet access, by entering the following URL into their browser: <https://web.lumiagm.com/351-025-252> (Lumi Meeting ID: **351-025-252**)

You can log into the Annual General Meeting by entering:

- Your username, which is your Voting Access Code (VAC), which can be located on the first page of your proxy form or the Notice of Meeting email; and
- Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should use their country code or refer to the user guide for their password details.

All Shareholders have the opportunity to attend and participate in the 2022 Annual General Meeting (**Meeting**) online via internet connection (using a computer, laptop, tablet or smartphone).

For further details and instructions, please see the online meeting guide located on the Company website containing details on attending and voting at the Annual General Meeting.

If Shareholders are unable to attend the Meeting using the online platform they are encouraged to alternatively, return the proxy form to the Company in accordance with the instructions thereon.

Returning the proxy form will not preclude a Shareholder from attending and voting at the Meeting utilising the online platform should they elect to do so.

If you have any questions regarding attendance at, or submitting questions for, the Annual General Meeting, please contact the Company's share registry, Boardroom Pty Limited, by telephone on 1300 737 760 (from within Australia) or +61 2 9290 9600 (outside of Australia).

Shareholder Questions

Whilst Shareholders will be provided with the opportunity to submit questions online at the Meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its Directors at the virtual Annual General Meeting to the Company Secretary via email info@thecfo.com.au with subject 'CHM AGM 2022'.

Please note that not all questions may be able to be answered during the Meeting. In this case answers will be made available on the Company's website after the Meeting.

Ordinary Business

Financial Statements and Reports

To consider and receive the financial report, the Directors' report and the auditor's report for the year ended 30 June 2022.

Resolution 1 - Remuneration Report

To consider and, if in favour, pass the following resolution in accordance with section 250R(2) Corporations Act:

1 *'That the Remuneration Report be adopted.'*

Note: This resolution shall be determined under section 250R(2) Corporations Act. Votes must not be cast on this resolution by Key Management Personnel and closely related parties in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

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

Under the Corporations Act, the vote on the Remuneration Report is advisory only and does not bind the Directors of the Company or the Company.

Resolution 2 – Re-election of Director – Mr Paul Hopper

To consider and, if in favour, pass the following resolution as an ordinary resolution:

2 *'That, Mr Paul Hopper, a Director, who retires by rotation in accordance with Listing Rule 14.4 and rule 19.3 of the Company's constitution (**Constitution**), and being eligible, be re-elected as a Director of the Company.'*

Note: Further information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Paul Hopper abstaining) unanimously recommend that you vote in favour of this resolution.

Special business

Resolution 3 – Renewal of Omnibus Incentive Plan

To consider and, if in favour, to pass the following as an ordinary resolution:

- 3 *'That, for the purposes of Listing Rule 7.2, Exception 13 and sections 200B and 200E of the Corporations Act and for all other purposes, the Company hereby approves the renewal and issuance of securities under the Company's Omnibus Incentive Plan, the terms and conditions of which are summarised in the Explanatory Memorandum.'*

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

Resolution 4 - 10% capacity to issue shares under Listing Rule 7.1A

To consider and, if in favour, to pass the following as a special resolution:

- 4 *'That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.'*

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 5 – L1 Capital equity funding agreement under Listing Rule 7.1

To consider and, if in favour, to pass the following resolution as a special resolution:

- 5 *'That, for the purposes of Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue in the future up to a total of AUD\$30,000,000 ordinary Share placements over 24 months with L1 Capital by way of separate placements (the size of which are subject to certain limits) as a part of the Equity Placement Agreement (**Placement Agreement**) entered into by the Company and L1 Capital, as detailed in the Explanatory Memorandum.'*

The Directors recommend that you vote in favour of this resolution.

Resolution 6 – L1 Capital equity funding agreement – Initial Placement under Listing Rule 7.4

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 6 *'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given for the ratification of the prior issue on 15 June 2022, as part of the L1 Capital equity funding agreement's initial placement (**Initial Placement**), of 5,000,000 ordinary Shares for a subscription amount of AUD\$500,000 at \$0.10 per share and 15,000,000 unlisted options exercisable at \$0.255 each expiring 31 March 2024 (to be issued within seven days) to L1 Capital, on the terms set out in the Explanatory Memorandum.'*

The Directors recommend that you vote in favour of this resolution.

Resolution 7 - Issue of options to Director – Ms Jennifer Chow

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 7 *'That, pursuant to Listing Rule 10.14, Shareholders approve the granting of 17,222,368 options exercisable at \$0.092 per option with a value of \$0.070 per option, vesting over three years with*

an expiry date of 5 years from issue, to Ms Jennifer Chow, Managing Director, or her nominee, on the terms set out in the Explanatory Memorandum.'

Note: if approval is obtained under Listing Rule 10.14, approval is not required under Listing Rule 7.1 or Listing Rule 10.11, as set out in the Explanatory Memorandum.

The Directors abstain, in the interests of corporate governance from making a recommendation in relation to this resolution.

Resolution 8 - Issue of Shares to Director – Ms Jennifer Chow

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 8 *'That, pursuant to Listing Rule 10.14, Shareholders approve the granting of 4,338,990 Shares at \$0.092 per Share, vesting over three years, to Ms Jennifer Chow, Managing Director, or her nominee, on the terms set out in the Explanatory Memorandum.'*

Note: if approval is obtained under Listing Rule 10.14, approval is not required under Listing Rule 7.1 or Listing Rule 10.11, as set out in the Explanatory Memorandum.

The Directors abstain, in the interests of corporate governance from making a recommendation in relation to this resolution.

Dated: 14 October 2022

By order of the Board

Phillip Hains
Company Secretary

Voting Exclusion Statement

Corporations Act

Resolution 1 - The Company will disregard votes cast by a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

For the purposes of section 224 Corporations Act, the Company will not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

Listing Rules

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

Resolution 3 – Renewal of Omnibus Incentive Plan	any person who is eligible to participate in the amended Omnibus Incentive Plan and each of their associates.
Resolution 4 – Approval of additional capacity to issue shares under Listing Rule 7.1A	a person, or any associate of that person, who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares). NB. In accordance with Listing Rule 14.11 and the relevant note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.
Resolution 5 – L1 Capital equity funding agreement	a person, and their associates, who are expected to participate in, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares).
Resolution 6 – L1 Capital equity funding agreement – Initial Placement under Listing Rule 7.4	a person, and their associates, who participated in the issue or who is a counterparty to the agreement being provided.
Resolution 7 – Issue of options to Director – Ms Jennifer Chow	a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Omnibus Incentive Plan, and these persons' associates.
Resolution 8 – Issue of Shares to Director – Ms Jennifer Chow	a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the

Company's Omnibus Incentive Plan, and these persons' associates.

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

- (a) a person as 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
- (b) 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
- (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.

Notes

- (a) Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Explanatory Memorandum.
- (b) Subject to the Corporations Act, including sections 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (c) The proxy need not be a Shareholder of the Company. 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.
- (d) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form to the Company's share registry Boardroom Pty Limited, as detailed in the attached proxy form.
- (e) You can also lodge your proxy online at <https://www.votingonline.com.au/chmagm2022> which is also located on the front of the accompanying proxy form. Alternatively, you can scan the QR code with your mobile device.
- (f) To be effective, the proxy must be received at the share registry of the Company no later than 10.00am (Sydney time) on Sunday 13 November 2022 (48 hours before the commencement of the meeting).
- (g) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (h) The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7:00 pm (Sydney time) on Sunday, 13 November 2022.
- (i) If you have any queries, including how to cast your votes, please contact the Company's registered office on 03 9824 5254 (within Australia) or +61 3 9824 5254 (outside Australia) during business hours.

Explanatory Memorandum

Chimeric Therapeutics Limited ACN 638 835 828 (**Company**)

This Explanatory Memorandum accompanies the notice of Annual General Meeting of the Company to be held at Level 3, 62 Lygon Street, Carlton, Victoria 3053 and virtually (online) at <https://web.lumiagm.com/351-025-252> on Tuesday, 15 November 2022 at 10.00am (Sydney time).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Financial Statements and Reports

- 9 The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the report of the Directors, the auditor's report and the financial report be laid before the Annual General Meeting.
- 10 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.
- 11 Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.
- 12 In addition to asking questions at the meeting, Shareholders may address written questions to the chairman about the management of the Company or to the Company's auditor, Grant Thornton, if the question is relevant to:
 - (a) the content of the auditor's report; or
 - (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

- 13 Written questions for the auditor must be delivered by 5:00pm. on Tuesday, 8 November 2022. Please send any written questions for Grant Thornton to:

The Company Secretary
PO Box 655
Carlton South, VIC 3053

or via email to: info@thecfo.com.au

Resolution 1: Remuneration Report

- 14 The Remuneration Report is contained in the Annual Report. A copy is available on the Company's website.
- 15 The Corporations Act requires that the Remuneration Report be put to a vote of Shareholders.
- 16 The resolution of Shareholders is advisory only and not binding on the Company. The Board will take the discussion at the meeting into consideration when determining the Company's

remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

17 The Remuneration Report:

- (a) reports and explains the remuneration arrangements in place for non-executive Directors, executive Directors and senior management; and
- (b) explains Board policies in relation to the nature and value of remuneration paid to non-executive Directors, executives and senior managers within the Company.

18 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

Directors' Recommendation

19 As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of good corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.

Resolution 2: Re-election of Director – Mr Paul Hopper

20 Mr Paul Hopper was appointed as a Director of the Company on 2 February 2020 and retires in accordance with rule 19.3 of the Company's Constitution and Listing Rule 14.4 and stands for election.

21 Mr Paul Hopper is the founder of the Company and has over 25 years experience in the medical, healthcare and life sciences sectors. Focused on start-up and rapid growth companies, he has served as either Founder, Chairman, non-executive director, or Chief Executive Officer, of more than fifteen companies in the US, Australia and Asia. His experience covers extensive fund raising in Australia, Asia, US and Europe, and he has deep experience in corporate governance, risk and strategy.

Directors' Recommendation

22 The Directors (with Mr Hopper abstaining), unanimously recommend the appointment of Mr Hopper to the Board.

Resolution 3: Renewal of Omnibus Incentive Plan

23 A key foundation of the Company's equity incentive program is the Company's Omnibus Incentive Plan.

24 The Omnibus Incentive Plan is designed to:

- (a) align employee incentives with shareholders' interests;
- (b) assist employee attraction and retention; and
- (c) encourage share ownership by employees.

25 The Omnibus Incentive Plan was last adopted at the Company's 2021 Annual General Meeting.

Listing Rules

- 26 ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring Shareholder approval. Pursuant to Listing Rule 7.2, Exception 13, an issue under an employee incentive plan will not count toward a company's 15% limit provided the plan was approved by shareholders within three years before the date of the securities being issued. Approval is therefore sought in respect of the Omnibus Incentive Plan under that rule.
- 27 If Resolution 3 is not approved, any issuances of securities by the Company under the Omnibus Incentive Plan will count towards the Company's placement capacity under Listing Rule 7.1 (unless such securities are issued with Shareholder approval under a different Listing Rule).

Corporations Act

- 28 In respect of Resolution 3, Shareholders are also being asked to approve the ability for the Board to be able to exercise certain discretions under the Omnibus Incentive Plan in relation to the treatment of unvested or unexercisable awards that may have been granted under the Omnibus Incentive Plan.
- 29 Under the Omnibus Incentive Plan, the Company has the flexibility to offer performance rights, options, shares and share appreciation rights.

Listing Rules

- 30 For the purposes of Listing Rule 7.2 exception 13:
- (a) 24,260,834 securities have been issued under the Omnibus Incentive Plan since it was last approved by Shareholders in 2021; and
 - (b) the maximum number of securities proposed to be issued under the Omnibus Incentive Plan within the three-year period from the date of the passing of this resolution is 53,159,780 (which currently represents 12.5% of the Company's Share capital). This number is not intended to be a prediction of the actual number of securities to be issued by the Company, simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13(b)).
- 31 A copy of the Omnibus Incentive Plan is set out in Schedule 1 to this Explanatory Memorandum.

Corporations Act

- 32 Shareholders are also being asked to approve the ability for the Board to be able to exercise certain discretions under the Omnibus Incentive Plan in relation to the treatment of unvested or unexercisable awards that may have been granted under the Omnibus Incentive Plan.
- 33 The Corporations Act provides that the Company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the Company or its related bodies corporate if it is approved by Shareholders or an exemption applies (for example, where the benefit together with other benefits does not exceed the base salary of the relevant person as set out in section 200F Corporations Act).
- 34 The term 'benefit' has a wide operation and may include (for example) the accelerated vesting of awards issued under the Omnibus Incentive Plan. Under the terms of the Omnibus Incentive Plan, the Board has the discretion to determine that some, or all, of those awards that have not vested or are not otherwise exercisable at the time an eligible participant ceases employment with the Company either vest, become exercisable or otherwise waive restrictions on the awards. If an eligible participant who holds, or has held, a managerial or executive office within the meaning of section 200B ceases employment with the Company, that eligible participant may be

entitled to have any awards issued to them vest, or otherwise become exercisable where the awards were not otherwise (at the discretion of the Board). This constitutes a 'benefit' for the purposes of section 200B Corporations Act.

- 35 Advance Shareholder approval is therefore being sought, for the purposes of sections 200B and 200E Corporations Act, to provide benefits which may otherwise be prohibited under section 200B Corporations Act. If Shareholder approval is obtained, it will give the Board maximum flexibility to deal with the unvested or unexercisable awards under the plan granted to executives or key personnel who cease employment.
- 36 Shareholders are not being asked to approve any increase in the remuneration or benefits payable to relevant personnel, nor any variations to the existing discretions of the Board. Approval is sought in relation to both current and future personnel who hold or have held during the three years prior to cessation of employment a managerial or executive office in the Company or a related body corporate.
- 37 The amount and value of the termination benefits for which the Company is seeking approval is the maximum potential benefit that could be provided under the Omnibus Incentive Plan, in order to provide the Board with the discretion to determine the most appropriate termination package for the outgoing executives or key personnel. There is no obligation for the Board to exercise this discretion. Exercise of the discretion will depend on factors such as the participant's performance, contribution and tenure. The amount and value of any consequent termination benefits that may be received as a result of early exercise of the awards upon cessation of employment cannot be ascertained in advance. This is because various matters, events and circumstances will or are likely to affect the calculation of the amount and value, including:
- (a) the circumstances of the participant's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy);
 - (b) the terms contained within the invitation to participate (such as the applicable vesting conditions);
 - (c) number of unvested or unexercisable awards held by the relevant eligible participant prior to cessation of employment;
 - (d) the market price of the Company's shares on the ASX at the relevant time; and
 - (e) any other factors that the Board determines to be relevant when exercising its discretion under the Plan.
- 38 It can be reasonably anticipated that aspects of the Omnibus Incentive Plan may be amended from time to time in line with market practice and changing governance standards. Where relevant, these changes will be reported in the Company's Remuneration Report. However, it is intended that this approval will remain valid for Board discretions exercised under the Omnibus Incentive Plan, provided that at the time the discretion is exercised the Omnibus Incentive Plan rules contain a discretion for the Board to vest all or a pro rata portion of a participant's unvested awards or to allow them to continue on foot on the terms of the Omnibus Incentive Plan rules.

Directors' Recommendation

- 39 The Directors abstain, in the interests of good corporate governance from making a recommendation in relation to this resolution.

Resolution 4: Approval of additional 10% capacity under Listing Rule 7.1A

- 40 Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12-month period without requiring Shareholder approval. In accordance with the Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and that also have a market capitalisation of \$300 million or less) can issue a further 10% of the Company's share capital over a 12-month period following the Annual General Meeting (provided Shareholder approval is obtained at the Annual General Meeting) on a non-pro rata basis.
- 41 The Company falls within the eligibility criteria required by Listing Rule 7.1A.
- 42 The number of shares that may be issued (if Shareholder approval is obtained at the Annual General Meeting) will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

(A x D) – E

- A** is the number of fully paid shares on issue 12 months before the date of issue or agreement:
- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2 (other than 9, 16 or 17);
 - (B) plus the number of partly paid shares that became fully paid in the 12 months;
 - (C) plus the number of fully paid Shares issued in the 12 months on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (I) the convertible securities were issued or agreed to be issued before the commencement of the 12 months; or
 - (II) the issue of, or agreement or issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;
 - (D) plus the number of partly paid Shares issued in the 12 months under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (I) the agreement was entered into before the commencement of the 12 months; or
 - (II) the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;
 - (E) plus the number of partly paid Shares that became fully paid in the 12 months;
 - (F) plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under Listing Rule 7.1 or 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without Shareholder approval; and
 - (G) less the number of fully paid Shares cancelled in the 12 months.

D is 10%.

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.4.

43 Additional disclosure obligations are imposed when the special resolution is proposed, when securities are issued and when any further approval is sought. For the purposes of Listing Rule 7.3A the Company provides the following information:

Minimum price at which the equity securities may be issued	<p>The issue price of each Share must be no less than 75% of the volume weighted average price for the Shares calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the securities are to be issued is agreed; or (b) if the securities are not issued within 10 trading days of the date in paragraph (a), the date on which the securities are issued.
Risk of economic and voting dilution	<p>An issue of shares under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"> (a) the market price for Shares may be significantly lower on the issue date than on the date of the approval under Listing rule 7.1A; and (b) the equity securities may be issued at a price that is at a discount to the market price for the Shares on the issue date. <p>In accordance with Listing Rule 7.3A.2 a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
Date by which the Company may issue the securities	<p>The period commencing on the date of the Annual General Meeting at which approval is obtained and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date which is 12 months after the date of the annual general meeting at which approval is obtained; (b) the time and date of the Company's next annual general meeting; or (c) the date of the approval by holders of the Company's ordinary securities of a transaction under Listing Rules 11.1.2 or 11.2. <p>The approval under Listing Rule 7.1A will cease to be valid in the event that holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.</p>
Purposes for which the equity securities may be issued	<p>It is the Board's current intention that any funds raised pursuant to an issue of securities will be applied towards the commercialisation of the Company's lead products. This would principally include:</p> <ul style="list-style-type: none"> (a) research and development; (b) regulatory and reimbursement approvals; (c) maintenance of intellectual property; and (d) staff and office costs, audit and compliance expenses, and ASX fees.
Details of the Company's allocation policy for issues under approval	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to the factors including but not limited to the following:</p> <ul style="list-style-type: none"> (a) the methods of raising funds that are available to the Company including but not limited to, rights issues or other issues in which existing security holders can participate;

	<p>(b) the effect of the issue of the Listing Rule 7.1A shares on the control of the Company;</p> <p>(c) the financial situation and solvency of the Company; and</p> <p>(d) advice from corporate, financial and broking advisers (if applicable).</p> <p>The allottees under the Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.</p>
Previous approvals and issuances under Listing Rule 7.1A	Approval was previously obtained at the Company's Annual General Meeting on 22 November 2021.

Information under Listing Rule 7.3A.6(a)

- 44 The table below shows the total number of equity securities issued in the past 12 months preceding the date of the AGM and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

Equity securities on issue at the commencement of the 12-month period	<p>Total number of Shares: 333,443,488</p> <p>Total number of Options: 29,678,897</p> <p>Total number of Equity securities: 363,122,385</p>
Equity securities issued in the prior 12-month period under Listing Rule 7.1A	5,000,000
Percentage previous issues represent of total number of equity securities on issue at commencement of 12-month period	1.38%

Information under Listing Rule 7.3A.6(b)

- 45 The table below sets out specific details for each issue of equity securities under Listing Rule 7.1A that has taken place in the 12-month period preceding the date of the Annual General Meeting, as referred to in Resolutions 5 and 6.

Date of issue	15 June 2022
Number issued	5,000,000
Class and type of equity security	Fully Paid Ordinary Shares
Summary of terms	\$0.10 per share

Names of persons who received securities or basis on which those persons were determined	L1 Capital
Price at which equity securities were issued	\$0.10 per share
Discount to market price (if any):	No discount to closing bid price at 8 June 2022
For cash issues	
Total cash consideration received:	\$500,000
Amount of cash consideration spent:	Nil
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	To exercise the clinical development plan for the Company, as per the Company's ASX Announcement on 9 June 2022.

Information under Listing Rule 7.3A.2

- 46 The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice of Meeting.
- 47 The table also shows:
- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
 - two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2	Dilution		
	50% decrease in Issue Price \$0.048	Current Market Price \$0.096	50% Increase in Issue Price \$0.144
Current Variable A 422,812,237 Shares	10% Voting Dilution 42,281,223 Shares		
Funds raised	\$2,029,499	\$4,058,997	\$6,088,496
50% increase in current Variable A 634,218,356 Shares	10% Voting Dilution 63,421,835 Shares		

Funds raised	\$3,044,248	\$6,088,496	\$9,132,744
100% increase in current Variable A 845,624,474 Shares	10% Voting Dilution 84,562,447 Shares		
Funds raised	\$4,058,997	\$8,117,995	\$12,176,992

*Note: Current Variable A refers to the calculation required by Listing Rule 7.1A.2 which, in the Company's case, equates to the current issued share capital of the Company.

48 The table has been prepared on the following assumptions:

- (a) the Company issues the maximum number of Shares available under the 10% Listing Rule 7.1A approval;
- (b) no options are exercised to convert into Shares before the date of the issue of the Shares available under Listing Rule 7.1A;
- (c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- (d) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of a share issue under Listing Rule 7.1A, based on that Shareholder's holding at the date of the Annual General Meeting;
- (e) the table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
- (f) the issue of Shares under Listing Rule 7.1A consists only of Shares; and
- (g) the issue price is \$0.096, being the closing price of the shares on ASX on 06 October 2022.

49 As at the date of the Notice of Meeting, the Company has on issue 425,278,237 Shares. Subject to Shareholder approval being obtained for Resolution 4, the Company will have capacity to issue the following equity securities as at the date of the Annual General Meeting:

- (a) 63,791,736 Shares (under Listing Rule 7.1); and
- (b) 42,527,824 Shares (under Listing Rule 7.1A).¹

50 Listing Rule 7.1A requires Resolution 4 to be passed as a special resolution. A special resolution needs approval by at least 75% of the votes cast by members entitled to vote on the resolution.

51 If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 (15%) and 7.1A (10%) without any further Shareholder approval.

52 If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain

¹ The actual number of Shares the Company will have capacity to issue under Listing Rule 7.1A may vary and will be determined at the date of issue in accordance with Listing Rule 7.1A.2 (as illustrated in the table above).

subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Directors' recommendation

53 The Directors unanimously recommend that Shareholders vote in favour of this resolution.

Background to L1 Capital equity funding agreement (Resolutions 5 and 6)

54 The purpose of Resolution 5 is for Shareholders to approve, under ASX Listing Rules 7.1, and for all other purposes, the future issue of a total of AUD\$30,000,000 in ordinary Share placement with L1 Capital no later than 3 months after the date of the Meeting, by way of separate placements (the size of which are subject to certain limits) as a part of the Placement Agreement entered into by the Company and L1 Capital.

55 Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12-month period without requiring Shareholder approval.

56 The effect of Resolution 5 will be to allow the Company to issue the ordinary Shares during the period of 3 months after the Meeting, without using the Company's 15% placement capacity under ASX Listing Rule 7.1. If Resolution 5 is not approved, the Company's capacity to raise additional equity funds over the next 12 months without reference to Shareholders will be reduced.

57 The following information is provided to Shareholders for the purposes of ASX Listing Rules 7.1 and 7.3:

Maximum number to be issued	300,000,000 ordinary Shares
Issue date	It is intended that a placement will be issued on a date as soon as practicable after the Meeting, otherwise no later than 3 months after the date of the Meeting.
Consideration	The ordinary Shares will be issued for consideration of \$0.10 per Share for a total of \$30,000,000.
Terms and conditions	The terms and conditions are found below. Noting no single placement under the facility can exceed a maximum of 4.99% of the Company Shares on issue unless L1 Capital agrees to exceed that limit.
Allottee	L1 Capital Global Opportunities Master Fund
Use of funds raised	To exercise the clinical development plan for the Company, as per the Company's ASX Announcement on 9 June 2022.
Voting exclusion statement	A voting exclusion statement is included in the notice.

58 The purpose of Resolution 6 is for Shareholders to ratify, under ASX Listing Rule 7.4, and for all other purposes, the issue under the Initial Placement on the 15 June 2022, of 5,000,000 ordinary Shares for a subscription amount of AUD\$500,000 at \$0.10 per share and 15,000,000 unlisted options exercisable at \$0.255 each expiring 31 March 2024 (to be issued within seven days) to L1 Capital.

59 ASX Listing Rule 7.1 (in combination with ASX Listing Rule 7.1A) limits the Company from issuing more than 25% of its issued capital without Shareholder approval. Listing Rule 7.4 provides that

where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the Company's 15% capacity, enabling it to issue further securities up to that limit. Listing Rule 7.4 can also be utilised to refresh the Company's 10% capacity under Listing Rule 7.1A.

- 60 Resolution 6 proposes the ratification and approval of the proposed issue of Shares and unlisted options for the purpose of satisfying the requirements of ASX Listing Rule 7.4.
- 61 If Resolution 6 is approved, the Company will have additional capacity to raise additional equity funds over the next 12 months without reference to Shareholders. If Resolution 6 is not approved, the Company's capacity to raise additional equity funds over the next 12 months without reference to Shareholders will be reduced.
- 62 Details and terms of the issue are set out below:

Key Details of the Placement Agreement	
Parties	Chimeric Therapeutics Limited ACN 638 835 828 (Chimeric) L1 Capital
Summary of Agreement capacity	The Placement Agreement comprises an Initial Placement of approximately A\$500,000 in ordinary shares, and up to an additional A\$30 million in ordinary share placements over the Commitment Period. The equity will be issued from the company's available LR 7.1 or 7.1a capacity or as approved by Shareholders from time to time.
Initial Share Placement and Facility Options	The Company will undertake an Initial Placement to L1 Capital on substantially the same terms as the entitlement offer shortfall placement announced on 25 March 2022. This includes issuance of 5,000,000 ordinary shares for a subscription amount of A\$500,000 as A\$0.10 per share (being the closing bid price yesterday, 8 June 2022), and 15,000,000 unlisted options exercisable at A\$0.255 each expiring 31 March 2024 to be issued within seven days.
Additional Facility Capacity	A\$30 million
Commitment Period	24 months ending 9 June 2024.
Equity Placement Facility - Mechanism	<p>Under the Placement Agreement, Chimeric has the ability to issue L1 Capital with a notice requesting a placement. Details of limits on the size of placements that can be requested are set out in the announcement.</p> <p>Subject to all conditions being met, Chimeric issues L1 Capital fully paid ordinary shares equivalent to 115% of the placement amount set out by Chimeric ('Provisional Placement Shares').</p> <p>The placement will close the trading day immediately after the 30 trading-day 'Pricing Period' ends ('Closing Date').</p> <p>L1 Capital will pay Chimeric the amount requested under the placement, subject to any adjustment and less any applicable Fees, on the Closing Date.</p>
Pricing Period	The 30 consecutive trading days which commence the trading day immediately after L1 Capital accepts the placement and receives the Provisional Placement Shares and ends at 5.00pm on the 30 th trading day afterward.
Purchase price of Placement Shares	<p>Placement Shares will be priced equal to the higher of 95% of the:</p> <p>(a) average of five daily VWAPs of shares chosen by L1 Capital from the daily VWAPs during the Pricing Period; or</p>

Key Details of the Placement Agreement	
	(b) Minimum acceptable price, as nominated by the Company.
Fees	<p>The Company will pay L1 Capital a commitment fee of A\$350,000, to be paid A\$100,000 upfront and the balance pro rata over the first five placements completed.</p> <p>If the aggregate amount exceeds A\$20 million over the course of the placements, an additional commitment fee of A\$150,000 will become payable.</p>
Other terms	<p>With the exception of the Initial Placement and Facility Options, the Company retains complete discretion as to the timing of any placements and is under no obligation to undertake placements under the Placement Agreement during the Commitment Period. The Placement Agreement contains representations, warranties, indemnities, share issue requirements and termination and dispute resolution provisions that are standard for an agreement of this nature.</p>

Directors' Recommendation

63 The Directors recommend you vote in favour of this resolution.

Issue of Options and Shares to Director – Ms Jennifer Chow (Resolution 7 and Resolution 8)

- 64 Subject to Shareholders approving Resolution 7 and Resolution 8, the Company proposes to issue 17,222,368 options (**Incentive Options**) and 4,338,990 Shares to Ms Jennifer Chow, Managing Director (or her nominee) (**Incentive Shares**). The Incentive Options and Incentive Shares shall be issued under and pursuant to the terms of the Company's Omnibus Incentive Plan.
- 65 Once approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12, Exception 4 as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.
- 66 The Incentive Options and Incentive Shares shall be issued under and subject to the terms of the Omnibus Incentive Plan in Schedule 1 to this Explanatory Memorandum.
- (a) The board has formed the view that the issue of the Incentive Options and Incentive Shares to Ms Jennifer Chow does not require Shareholder approval under section 208 of the Corporations Act, as the issue of the Incentive Options and Incentive Shares constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.
- 67 Shareholder approval is sought for the grant of the following Incentive Options as detailed below:
- (a) each Incentive Option is to acquire one Share;
- (b) the Incentive Options are issued for nil consideration;
- (c) the exercise price will be \$0.092 per Incentive Option;
- (d) the value price will be \$0.070 per Incentive Option;
- (e) the Incentive Options will not be transferable;

- (f) it is intended that the options will be issued within 30 days after the Annual General Meeting, but in any event no later than 12 months after the Annual General Meeting;
- (g) the Incentive Options will expire five years from the 01 July 2022; and
- (h) the Incentive Options will be vested 1/3 annually over three years from the date of 01 July 2022.

68 Shareholder approval is sought for the grant of the following Incentive Shares as detailed below:

- (a) the Incentive Shares are issued for nil consideration;
- (b) the Share Price for the purpose of the issue is deemed \$0.092;
- (c) it is intended that the Shares will be issued within 30 days after the Annual General Meeting, but in any event no later than 12 months after the Annual General Meeting;
- (d) the Incentive Shares will be vested 1/3 annually over three years from the date of 01 July 2022.

Listing Rule 10.14

69 Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

70 The issue of the Incentive Options and Incentive Shares to Ms Chow falls within Listing Rule 10.14.1, with Ms Chow being a Director of the Company, and therefore requires the approval of Shareholders under Listing Rule 10.14.

71 Resolutions 7 and 8 seek the required Shareholder approval for the issue of the Incentive Options and Incentive Shares under and for the purposes of Listing Rule 10.14.

Technical information required by Listing Rule 14.1A

72 If Resolutions 7 and 8 are passed, the Company will be able to proceed with the issue of the Incentive Options and Incentive Shares to Ms Chow under the Company's Omnibus Incentive Plan. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Incentive Options and Incentive Shares (because approval is being obtained under Listing Rule 10.14), the issue of the Incentive Options and Incentive Shares will not use up any of the Company's 15% annual placement capacity.

73 If Resolutions 7 and 8 are not passed, the Company will not be able to proceed with the issue of the Incentive Options and Incentive Shares to Ms Chow under the Company's Omnibus Incentive Plan and may need to agree alternative forms of remuneration with Ms Chow.

General Terms of the issue of options under Resolution 7

- 74 The other general terms for the Incentive Options to be issued to Ms Chow under Resolution 7 are:
- (a) if there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, the rights attaching to the options will be changed to the extent necessary to comply with the Listing Rules applying to a re-organisation of capital at the time of the re-organisation;
 - (b) the Incentive Options do not entitle the holder to participate in any new issues by the Company without exercising the options;
 - (c) the Incentive Options do not confer on the holder any rights to a change in the exercise price of the options or a change to the number of underlying securities over which the options can be exercised except:
 - (i) in the case of a pro rata issue to the holders of shares (except a bonus issue) in which case the exercise price of each option shall be reduced in accordance with the formula contained in Listing Rule 6.22.2; and
 - (ii) in the case of a bonus issue to the holders of Shares, in which case the number of Shares over which each option is exercisable shall be increased by the number of Shares which the holder of the option would have received if the option had been exercised before the record date for the bonus issue;
 - (d) all Shares issued pursuant to the exercise of Incentive Options will, subject to the Constitution of the Company, rank in all respects (other than in respect of dividends, rights issues or bonus issues declared prior to allotment) equally with the existing Shares at the date of issue and allotment; and
 - (e) the Incentive Options will not be quoted on ASX. The Company intends to apply to ASX for quotation of any Shares acquired on exercise of the options.

General Terms of the issue of Shares under Resolution 8

- 75 All Incentive Shares issued, subject to the Constitution of the Company, rank in all respects (other than in respect of dividends, rights issues or bonus issues declared prior to allotment) equally with existing Shares at the date of issue and allotment.

Additional Listing Rule 10.15 disclosures

- 76 All Directors are potentially eligible to participate in the Company's Omnibus Incentive Plan.
- 77 The current total remuneration package for Ms Chow (excluding the value of the proposed Incentive Options and Incentive Shares) for the year ended 30 June 2022 was \$2,690,036 per annum as described in the remuneration report. The value of the Incentive Options and Incentive Shares proposed to be issued (based on the Black-Scholes methodology) is \$1,205,566 for Resolution 7 and \$399,187 for Resolution 8 (if approved).
- 78 Ms Chow has previously been issued 10,291,495 options and 1,702,914 Shares under the Company's Omnibus Incentive Plan, which includes 2,000,000 options and 1,032,416 Shares since the Company's Omnibus Incentive Plan was last approved at the Company's 2021 Annual General Meeting

79 The following securities have been issued under the Company's Omnibus Incentive Plan since it was last approved at the Company's 2021 Annual General Meeting:

Recipient	Shares	Options	Date of issue	Issue Price / Exercise Price	Expiry date
Issue of Shares to Employee	2,064,832	-	3/12/2021	\$0.272	N/A
Issue of Shares to Employee	95,330	-	3/12/2021	\$0.276	N/A
Issue of Options to Employee	-	666,667	3/12/2021	\$0.340	22/11/2026
Issue of Options to Employee	-	666,667	3/12/2021	\$0.340	22/11/2026
Issue of Options to Employee	-	666,666	3/12/2021	\$0.340	22/11/2026
Issue of Options to Employee	-	907,500	3/12/2021	\$0.320	18/01/2025
Issue of Options to Employee	-	907,500	3/12/2021	\$0.320	18/01/2025
Issue of Options to Employee	-	935,000	3/12/2021	\$0.365	18/01/2025
Issue of Options to Employee	-	907,500	3/12/2021	\$0.365	3/12/2025
Issue of Options to Employee	-	907,500	3/12/2021	\$0.365	3/12/2025
Issue of Options to Employee	-	935,000	3/12/2021	\$0.260	3/12/2025
Issue of Options to Employee	-	101,314	3/12/2021	\$0.260	29/11/2027
Issue of Options to Employee	-	101,314	3/12/2021	\$0.260	29/11/2028
Issue of Options to Employee	-	101,345	3/12/2021	\$0.260	29/11/2029
Issue of Options to Employee	-	400,000	4/02/2022	\$0.260	22/12/2025
Issue of Options to Employee	-	237,698	24/06/2022	\$0.225	31/01/2028
Issue of Options to Employee	-	237,698	24/06/2022	\$0.225	31/01/2029
Issue of Options to Employee	-	237,770	24/06/2022	\$0.225	31/01/2030
Issue of Options to Employee	-	67,238	24/06/2022	\$0.150	7/09/2028
Issue of Options to Employee	-	7,681,946	28/09/2022	\$0.150	1/07/2027
Issue of Options to Employee	-	2,000,000	28/09/2022	\$0.230	1/01/2027

Issue of Options to Employee	-	2,000,000	28/09/2022	\$0.160	18/07/2027
Issue of Options to Employee	-	433,899	28/09/2022	\$0.186	22/08/2027
Issue of Options to Consultant	-	1,000,000	28/09/2022	\$0.121	27/08/2027

- 80 There are no loan arrangements with Ms Jennifer Chow in relation to the acquisition of the options and shares.
- 81 The issue of Shares and options to Ms Chow under the Company's Omnibus Incentive Plan will be published in the Company's Annual Report and include reference to approval obtained at the Annual General Meeting under Listing Rule 10.14.
- 82 Any person, and associates of that person, under Listing Rule 10.14 who become entitled to participate in the issue of securities under the Company's Omnibus Incentive Plan after Resolutions 7 and 8 are approved, are unable to participate in the Company's Omnibus Incentive Plan until approval is obtained under Listing Rule 10.14.

Directors' Recommendation

- 83 The Directors abstain, in the interests of corporate governance from making a recommendation in relation to this resolution.

Glossary

Chimeric Therapeutics Limited ACN 638 835 828

Annual General Meeting or Meeting	means the Company's annual general meeting the subject of this Notice of Meeting.
Annual Report	means the 2022 annual report of the Company.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of directors of the Company.
Company	means Chimeric Therapeutics Limited ACN 638 835 828.
Company Secretary	means Phillip Hains, the company secretary of the Company.
Company's Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of the Company.
Equity Securities	has the meaning set out in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Key Management Personnel	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
L1 Capital	means L1 Capital Global Opportunities Master Fund.
Listing Rules or LR	means the listing rules of ASX.
Notice of Meeting	means the notice of meeting and includes the Explanatory Memorandum.
Omnibus Incentive Plan	means the Company's equity incentive program.
Remuneration Report	means the section of the Directors' report for the 2022 financial year that is included under section 300A(1) Corporations Act.
Resolution	means a resolution of this Annual General Meeting of the Company.
Shares	means the fully paid ordinary shares in the Company.
Shareholder	means a person who is the registered holder of Shares.

Schedule 1

Materials terms of the Omnibus Incentive Plan

Eligibility	The Board may designate a full-time or permanent part-time employee of the Company, contractor or consultant as an eligible participant for the purposes of the Plan.
Form of equity	<p>Awards of fully paid ordinary shares, options, performance rights and share appreciation rights can be made under the Plan.</p> <p>Shares can be granted to eligible employees under a free grant (receiving an allocation of shares for no consideration) or salary contribution agreement.</p> <p>An option confers a right to acquire a share during the exercise period, subject to the satisfaction of any vesting conditions, the payment of the exercise price for the option set out in the offer, and otherwise in the manner required by the Board and specified by the offer.</p> <p>A performance right confers an entitlement to be issued, transferred or allocated one share after the vesting date, subject to any disposal restrictions, the satisfaction of the vesting conditions, and any other requirements contained in the offer.</p> <p>A share appreciation right confers an entitlement to be issued, transferred or allocated the number of shares calculated under the terms of the Plan after the vesting date, subject to any disposal restrictions, the satisfaction of the vesting conditions and any other requirement contained in the offer. The Board may decide, in its absolute discretion to substitute the issue, transfer of allocation of these shares for the payment of a cash amount.</p>
Terms of award	A grant of an award under the Plan is subject to both the rules of the Plan and the terms of the specific offer.
Exercise price	Exercise price is the amount set out in the offer and means the price payable on exercise of an option to acquire the underlying share.
Exercise	<p>Subject to the satisfaction of vesting conditions, a participant may exercise an option at any time in the exercise period by delivering a notice of exercise and paying the exercise price to the Company.</p> <p>A share issued, transferred or allocated on the exercise of any option or under a performance right or share appreciation right after vesting will rank equally with all existing shares of that class from the date of allotment, subject to the terms of the trust deed constituting the trust (if relevant).</p> <p>If the shares are officially quoted by ASX, the Company will apply to ASX for official quotation of any shares issued, transferred or allocated to a participant (unless already quoted).</p>
Change of control	<p>Unexercised Options</p> <p>If a specified change of control trigger event (e.g. a person acquiring voting power in more than 50% of the ordinary shares in the Company, lodgment with ASIC of an order of the court in connection with a scheme of arrangement, the Company disposes of the whole or a substantial part of its assets or undertaking) occurs, the Company may:</p> <ul style="list-style-type: none"> (a) buy-back options held by a participant; (b) arrange for options or other rights to acquire shares or other equity interests in the bidder to be granted to the participants on substantially

	<p>the same terms as the options, but with any appropriate and reasonable adjustments decided by the Board to ensure the participants are not materially financially disadvantaged;</p> <p>(c) allow the options to continue in accordance with their terms;</p> <p>(d) allow the options to vest immediately and be exercised by a participant (irrespective of the whether any vesting conditions are satisfied); or</p> <p>(e) proceed with a combination of any of the above.</p> <p>Performance rights and share appreciation rights</p> <p>Unless the Board decides otherwise, if a change of control trigger event occurs, the vesting date of all performance rights and share appreciation rights is the date on which the change of control trigger event occurs or another date decided by the Board.</p> <p>After the occurrence of a change of control trigger event, the Board must decide whether the performance rights and share appreciation rights (or a pro rata proportion of performance rights and share appreciation rights) vest on the changed vesting date.</p> <p>If the Board decides that performance rights and share appreciation rights do vest, the Company must either:</p> <p>(f) issue, transfer or allocate Shares to Participants as soon as reasonably practicable;</p> <p>(g) pay to the Participant a cash payment for the Performance Rights and Share Appreciation Rights;</p> <p>(h) arrange for shares or other equity interests to be issued in the Bidder in lieu of Shares on the terms decided by the Board as soon as reasonably practicable; or</p> <p>(i) proceed with a combination of these alternatives.</p> <p>If the Board decides that performance rights and share appreciation rights do not vest:</p> <p>(j) the Board may arrange for rights in the bidder to be granted to the participant on terms decided by the Board and the performance rights and share appreciation rights will immediately lapse; or</p> <p>(k) those performance rights and share appreciation rights immediately lapse, unless the Board decides otherwise.</p> <p>Shares</p> <p>The Board may specify in the offer a particular treatment applicable to shares upon the occurrence of a change of control trigger event.</p> <p>The Company and the participant agree that a participant may be provided with shares in the bidder in substitution for the shares, on substantially the same terms as the shares, but with appropriate adjustments as to the number and type of shares.</p>
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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 10:00am (Sydney Time) on Sunday 13 November 2022.**

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/chmagm2022>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



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 **10:00am (Sydney Time) Sunday, 13 November 2022.** 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/chmagm2022>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** **Until 28 October 2022**
Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

From 31 October 2022
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.

Chimeric Therapeutics Limited

ABN 68 638 835 828

☐

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 **Chimeric Therapeutics Limited** and entitled to attend and vote hereby appoint:

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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 **Level 3, 62 Lygon Street, Carlton, Victoria 3053 and Virtually via <https://web.lumiagm.com/351-025-252> on Tuesday, 15 November, 2022 at 10:00am (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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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 Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is 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 Resolution 1). 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	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Paul Hopper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Renewal of Omnibus Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	10% capacity to issue shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	L1 Capital equity funding agreement under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	L1 Capital equity funding agreement – Initial Placement under Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of options to Director – Ms Jennifer Chow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Issue of Shares to Director – Ms Jennifer Chow	<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 / / 2022