



Notice of Annual General Meeting

Imugene Limited ACN 009 179 551

Notice of Annual General Meeting

Imugene Limited ACN 009 179 551

Notice is given that the Annual General Meeting of Imugene Limited ACN 009 179 551 (**Company**) will be held at:

Location	The meeting will be conducted online by Zoom conference
Date	Friday, 19 November 2021
Time	11.00am (Sydney time) Registration from 10.45am (Sydney time)

Zoom meeting details

The AGM will be webcast live via an online platform. To participate you will need a desktop or mobile/tablet device with internet access. When you log onto the online platform to register to attend the AGM, you will need to provide your details (including SRN or HIN) to be verified as a Shareholder.

To register for the meeting, please click the link below:

https://us02web.zoom.us/webinar/register/WN_WtveUytaRPC8KID8gsiYPA

After registering, they will receive a confirmation email containing information about joining the webinar.

For further details and instructions, please see the online meeting located on the Company website under the investors section containing details on attending and voting at the Annual General 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 2021.

Resolution 1 - Directors' 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 corporate governance, from making a recommendation in relation to this resolution.

Resolution 2 - Re-election of Dr Axel Hoos

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

- 2 *'That Dr Axel Hoos, who retires by rotation in accordance with Listing 14.4 and rule 19.3(b) of the Company's constitution, and being eligible, be re-elected as a Director of the Company.'*

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Dr Hoos abstaining) unanimously recommend that you vote in favour of this resolution.

Special business

Resolution 3 – Ratification of previous equity issuance

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

- 3 *'That for the purposes of Listing Rule 7.4 and for all other purposes, approval is given for the ratification of the prior issue on 4 August 2021 of 300,000,000 fully paid ordinary Shares at a price of \$0.30 per Share and 158,333,333 listed Options at an exercise price of \$0.45 per Option on the terms and conditions set out in the Explanatory Memorandum.'*

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

Dated: 13 October 2021

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.

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 – Ratification of previous share issuance	any person, or any associate of that person, who participated in the issue of shares the subject of Resolution 3.
---	---

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 Automic Registry Service Limited as detailed in the attached proxy form.
- (e) You can also lodge your proxy online at <https://investor.automic.com.au/#/loginsah> 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 11.00am (Sydney time) on Wednesday, 17 November 2021 (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 Wednesday, 17 November 2021.
- (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

Imugene Limited ACN 009 179 551 (**Company**)

This Explanatory Memorandum accompanies the notice of Annual General Meeting of the Company to be held online by Zoom on Friday, 19 November 2021 at 11.00am (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

- 1 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.
- 2 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.
- 3 Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.
- 4 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.

- 5 Written questions for the auditor must be delivered by 5:00 p.m. on 12 November 2021. 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

- 6 The Remuneration Report is contained in the Annual Report. A copy is available on the Company's website.
- 7 The Corporations Act requires that the Remuneration Report be put to a vote of Shareholders.
- 8 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.

- 9 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.
- 10 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

Directors' Recommendation

- 11 As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of 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 Dr Axel Hoos

- 12 Dr Axel Hoos retires from office under rule 19.3(b) of the Constitution and Listing Rule 14.4 and stands for re-election.
- 13 Dr. Axel Hoos is CEO of Scorpion Therapeutics, a Boston-based Biotechnology company focused on Precision Medicine 2.0 for patients with cancer.
- 14 Dr. Hoos further serves as a Trustee on the Board of the Sabin Vaccine Institute (SVI), a global health organization, Director on the Board of TCR2, a cell therapy company, Co-founder and Director on the Board of Imugene, a biotechnology company, Co-Director of the Cancer Immunotherapy Consortium, and SAB member of the cancer Research Institute (CRI).
- 15 Previously, Dr. Hoos served as Senior Vice President, R&D Governance Chair, and Therapeutic Area (TA) Head for Oncology at GlaxoSmithKline Pharmaceuticals (GSK). At GSK he was responsible for technical and funding decisions in R&D as well as Discovery and Development in Oncology with focus on immuno-oncology, cell therapy, synthetic lethality, epigenetics and tumor-cell targeting. He returned GSK to Oncology after the divestment of marketed medicines to Novartis in 2015 with a new pipeline focus on innovation that can delivered transformational benefit for patients. Recent acquisitions, licensing deals, and business partnerships included Tesaro, Merck-Serono, Adaptimmune, Lyell, Immatics, Ideaya, Surface Oncology, and iTeos.
- 16 Before GSK, Dr. Hoos was the Global Medical Lead in Immunology/Oncology at Bristol-Myers Squibb (BMS) where he developed Yervoy (Ipilimumab), the first checkpoint inhibitor in Immuno-Oncology. For the scientific mechanism of ipilimumab the Nobel prize for Medicine was awarded to Dr. James Allison in 2018. Under Dr. Hoos' leadership a new paradigm for the development of cancer immunotherapies was defined, which helped launch the field of Immuno-Oncology (Nat. Rev. Drug Discovery 2016, 15(4):, 235-47).
- 17 Before BMS, Dr. Hoos was Senior Director of Clinical Development at Agenus Bio (former Antigenics).
- 18 Dr. Hoos holds an MD from Ruprecht-Karls-University and a PhD in molecular oncology from the German Cancer Research Center (DKFZ) in Heidelberg, Germany. He further trained at the Technical University in Munich and at Memorial Sloan-Kettering Cancer Center in New York City. He is an alumnus of the Program for Leadership Development at Harvard Business School.

Directors' Recommendation

- 19 The Directors (with Dr Hoos abstaining), unanimously recommend the appointment of Dr Axel Hoos to the Board.

Resolution 3: Ratification of previous equity issuance

- 20 On 4 August 2021, and as announced to the ASX on that day, 300,000,000 fully paid ordinary Shares were issued pursuant to the share placement undertaken by the Company to raise additional capital to fund Company's existing clinical programs through to mid 2024, including the 2 Oncolytic Virus clinical candidates through completion of Phase 2 study and for working capital purposes. Further on 20 August 2021, 158,333,333 listed options (**New Options**) were issued pursuant to the placement and share purchase plan offer.
- 21 In accordance with Listing Rule 7.1 and Listing Rule 7.4, to restore the Company's capacity to issue Shares it is proposed that Shareholders ratify the issue of Shares as detailed below.
- 22 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.
- 23 If resolution 3 is approved, the Company will have additional capacity to raise additional equity funds over the next 12 months without reference to Shareholders. If resolution 3 is not approved, the Company's capacity to raise additional equity funds over the next 12 months without reference to Shareholders will be reduced.
- 24 The following information is provided in accordance with Listing Rule 7.5:

Number of securities issued	300,000,000 fully paid ordinary shares
Date on which securities were issued	4 August 2021
Issue price of securities	\$0.30 per share
Number of securities issued	158,333,333 listed options
Date on which securities were issued	20 August 2021
Issue price of securities	Nil
Allottees of the securities	The Shares and Options (150,000,000) were allotted by the Company to sophisticated investors selected by Bell Potter under a private share placement and the remaining 8,333,333 Options were allotted to investors participating in the Share Purchase Plan offer.

Terms of securities	<p>The Shares (and Options upon exercise), when issued, ranked equally with all other Shares on issue at the time and had the same rights and entitlements as the currently issued Shares.</p> <p>A summary of the material terms of the New Options is set out in the Annexure to this notice of meeting.</p>
The intended use of the funds	<p>To fund the Company’s existing clinical programs through to mid 2024, including the 2 Oncolytic Virus clinical candidates through completion of Phase 2 study and for working capital purposes</p>

Directors’ recommendation

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

Glossary

Imugene Limited ACN 009 179 551

Annual General Meeting	means the Company's annual general meeting the subject of this Notice of Meeting.
Annual Report	means the 2021 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 Imugene Limited ACN 009 179 551.
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.
Existing Constitution	means the constitution of the Company.
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).
Listing Rules	means the listing rules of ASX.
Notice of Meeting	means the notice of meeting and includes the Explanatory Memorandum.
Remuneration Report	means the section of the Directors' report for the 2021 financial year that is included under section 300A(1) Corporations Act.
Shares	means the existing fully paid ordinary shares in the Company.
Shareholder	means a person who is the registered holder of Shares.

Annexure

Option terms

Eligibility	New Options to be issued to Placement Subscribers and Eligible Shareholders who take up New Shares under this Prospectus.
Grant of New Options	To be issued on the basis of 1 New Option for every 2 New Shares issued to Placement Subscribers in accordance with the terms of the Placement, or Eligible Shareholders under this Prospectus, as the case may be.
Quotation of New Options	The Company will apply to ASX for official quotation of any of the New Options.
Exercise of New Options	<p>Each New Option is exercisable immediately on issue. The New Options may be exercised at any time before their expiry date, wholly or in part, by delivering a duly completed form of notice of exercise together with a cheque for the exercise price. Imugene will issue one Share for each New Option exercised.</p> <p>Holders of New Options may only exercise a minimum of \$500 of New Options on any particular occasion, unless the Holder has, in total, less than \$500 of New Options, in which case they must exercise all their New Options at the same time.</p> <p>The exercise of each New Option is subject to compliance with the <i>Corporations Act 2001</i> (Cth) (Corporations Act) (in particular, the requirements of Chapter 6 of the Corporations Act).</p>
Terms of Shares issued	Any Shares issued as a result of exercising a New Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
Transfer and security interests	<p>Eligible Shareholders may only:</p> <p>(a) create a security interest in; or</p> <p>(b) transfer, assign, dispose or otherwise deal with,</p> <p>New Options, or any interest in New Options, with the prior written consent of the Board.</p>
Quotation of Shares issued	Application for official quotation of Shares allotted and issued as a result of the exercise of the New Options will be made within three Business Days from the date of issue of the Shares.
Expiration of New Options	Each New Option will have an expiration date that is the 31 August 2024.
Issue price of New Options	No issue price is payable for the New Options as they are issued together with any application by a Placement Subscriber or an Eligible Shareholder for New Shares.
Exercise price of New Options	\$0.45 upon exercise to acquire each Share.
Option register	New Options will be registered in the name of a Shareholder in an option register maintained by the share registry. The share registry will issue holding statements that evidence the number of New Options held by the Placement Subscriber or Eligible Subscriber. No option certificates will be issued.

Reconstruction of capital	<p>If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of Imugene:</p> <p>(c) the number of New Options or the exercise price of the New Options or both will be adjusted as specified in Listing Rule 7.22 as it applies at the time of the reorganisation; and</p> <p>(d) in all other respects the terms for the exercise of the New Options will remain unchanged.</p>
Adjustment where pro rata issue of Shares, bonus shares or stock dividends	<p>If there is a pro rata issue of Shares, the exercise price of the New Options will be adjusted as specified in Listing Rule 6.22.2. If there is a bonus or cash issue of Shares, the number of Shares issued upon exercise of the New Options will be adjusted as specified in Listing Rule 6.22.3.</p> <p>There will be no adjustment to the terms of the New Options if there is a pro rata issue of shares.</p>
New issues of Shares	<p>The New Options do not confer a right to participate in new issues of Shares unless the New Options have been exercised on or before the record date for determining entitlements to the issue.</p>
Notice of adjustments	<p>Imugene will give written notice to the New Option holder of any adjustment of the exercise price of the New Options and any increase or decrease in the number of New Options.</p>
Dividend rights	<p>While they remain unexercised, the New Options will not give a holder an entitlement to receive any dividends declared and paid by Imugene for Shares.</p>
Applicable law	<p>Each New Option is issued subject to:</p> <p>(a) the Corporations Act;</p> <p>(b) the Listing Rules; and</p> <p>(c) the Company's constitution.</p>
US securities law restriction	<p>The New Options may not be exercised by or on behalf of a person in the United States unless the New Options and the underlying shares have been registered under the <i>US Securities Act of 1933</i> and applicable US state securities laws, or exemptions from such registration requirements are available.</p>

Proxy Voting Form

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

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **11.00am (Sydney time) on Wednesday, 17 November 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

PHONE:

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

