12 May 2023 **ASX RELEASE / MEDIA RELEASE**

Addendum to Notice of Annual General Meeting

Fertoz Ltd (ASX: **FTZ**) (**Fertoz**) advises that the Addendum to the Notice of Annual General Meeting (**Addendum**) and the attached letter has been dispatched to Shareholders today in accordance with their communication preference.

As announced to ASX on 5 May 2023, Patrick Avery has resigned as Non-Executive Director of the Company. As a result of his resignation, Patrick Avery is no longer a Director and the Company will withdraw Resolution 2, Re-election of Patrick Avery as Director, as set out in the Notice of Annual General Meeting, announced to the ASX and dispatched to Shareholders on 1 May 2023.

As set out in the attached Addendum, Resolution 9, Re-election of Stuart Richardson as Director is added to the Notice of Meeting.

Approval

This release has been approved by the Company Secretary of Fertoz Ltd.

For further information, please contact:

Daniel Gleeson
Managing Director and Chief Executive Officer
Fertoz Limited
m: +1 630 269-6276

Nathan Ryan
Investor and Media Enquiries
NWR Communications
m: +61 420 582 887

12 May 2023

Dear Shareholder,

Addendum to Notice of Annual General Meeting

Fertoz Limited ("FTZ" or the "Company") advises that an Addendum to Notice of Annual General Meeting of Shareholders has been released to ASX today. The Annual General Meeting will be held at 10:00 am (AEST) on Tuesday, 30 May 2023 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 and virtually (**Meeting**).

In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Addendum to the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: https://www.fertoz.com/notice-of-meeting/. Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: FTZ)

This Notice is given based on circumstances as at the date of this letter. Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at https://www.fertoz.com/. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Virtual Meeting

If you wish to virtually attend the AGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here: investor.automic.com.au

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section in the Notice of Meeting) and ask questions.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the joint Company Secretary, Max Crowley at max.crowley@automicgroup.com.au at least 48 hours before the AGM.

Fertoz

Your vote is important

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

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

Shareholders attending the meeting virtually and wishing to vote on the day of the meeting can find further instructions on how to do so in the Notice of Meeting. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Yours Faithfully,

Max Crowley

Company Secretary

FERTOZ LIMITED
Level 5, 126 Phillip Street
Sydney, NSW, 2000

ACN: 145951622

www.fertoz.com

Fertoz Limited

Addendum to Notice of 2023 Annual General Meeting

Explanatory Statement | Proxy Form

Tuesday, 30 May 2023

10:00AM (AEST)

Address

Level 5, 126 Phillip Street, Sydney, NSW 2000 and virtually

Note: This Addendum must be read together with the Notice of Meeting lodged with ASX on 1 May 2023. Both documents should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Addendum to Notice of Annual General Meeting

Notice is hereby given that in relation to the Notice of Annual General Meeting dated 1 May 2023 (**Notice of Meeting**) in respect of the Annual General Meeting of Shareholders of Fertoz Limited ACN 145 951 622 (**Company**) to be held at 10:00AM (AEST) on Tuesday 30 May 2023 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 and as a virtual meeting, the directors have determined to issue this addendum to the Notice of Meeting (**Addendum to Notice of Meeting**), for the purposes set out below.

Background to this Addendum

As announced to the ASX on 5 May 2023, Mr Patrick Avery has resigned as Non-Executive Director of the Company.

<u>Withdrawal of Resolution 2</u>

As a result of the change noted above, the Company will withdraw Resolution 2 in the Notice of Meeting as Mr Avery will no longer be a Director of the Company as of the date of the Annual General Meeting.

<u>Additional Resolution</u>

By this Addendum to Notice of Meeting, Resolution 9 is added to the Notice of Meeting as detailed below.

The Explanatory Statement to this Addendum to Notice of Meeting provides additional information on the additional resolutions to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Addendum to Notice of Meeting.

Terms and abbreviations used in this Addendum to Notice of Meeting have the same meaning as in the Notice of Meeting.

Replacement Proxy Form

Annexed to this Addendum to Notice of Meeting is a replacement Proxy Form.

Shareholders who intend to vote by proxy in relation to Resolution 9 in this Addendum to Notice of Meeting **<u>MUST</u>** use the replacement Proxy Form to vote on **<u>ALL</u>** Resolutions, excluding the withdrawn Resolution 2. In the event that a Shareholder provides a replacement Proxy Form, any Proxy Form dispatched with the original Notice of Meeting which has been completed by the Shareholder will be disregarded.

The Company reserves the right to accept Proxy Forms dispatched with the original Notice of Meeting received from Shareholders in the event that a new Proxy form is not provided by the relevant Shareholder.

Additional Resolution

1. **Resolution 9** – Re-election of Stuart Richardson as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That Stuart Richardson, a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately."

BY ORDER OF THE BOARD

Max Crowley

Company Secretary

Explanatory Statement

This Explanatory Statement in the Notice of Meeting is supplemented with the following information in relation to Resolution 9 as follows:

Resolution 9 – Re-election of Stuart Richardson as Director

The Company's Constitution requires that at every annual general meeting one-third of the previously elected Directors, and if their number is not a multiple of three, then the number nearest to but not exceeding one-third, must retire from office and are eligible for re-election.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Under this Resolution, Stuart Richardson has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM. Stuart Richardson was appointed a Director of the Company on 27 June 2018 and was last re-elected as a Director at the 2022 AGM.

Mr Richardson has extensive experience over 35 years in capital markets both in Australia and overseas in the field of investment banking and stockbroking. He is a founding director of Blackwood Capital Limited an Australian based investment bank operating in capital markets, advisory and funds management in equities and private equity.

Directors' recommendation

The Directors (excluding Mr Stuart Richardson) recommend that Shareholders vote for this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on (02) 8072 1400 if they have any queries in respect of the matters set out in these documents.

Fertoz

Fertoz Limited | ACN 145 951 622

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **10.00am (AEST) on Sunday, 28 May 2023,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:
Use your computer or smartphone to appoint a proxy at
https://investor.automic.com.au/#/loginsah
or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE: https://automicgroup.com.au/

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

STEP 1 – How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Fertoz Limited, to be held at **10.00am (AEST) on Tuesday, 30 May 2023 at Level 5, 126 Phillip Street, Sydney NSW 2000 and virtually** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE AGM:

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

AUTOMIC

STEP 2 – Your voting direction

Resolutions		For	Against	Abstain
1.	Adoption of Remuneration Report			
2.	Election of Patrick Avery as Director			
3.	**SPECIAL RESOLUTION** ASX Listing Rule 7.1A Approval of Future Issue of Securities			
4.	Ratification of Prior Issue of Placement Shares			
5.	Ratification of Prior Issue of Placement Options			
6.	Approval of Issue of Placement Shares to Greg West, Director of the Company			
7.	Approval of Issue of Placement Shares to Stuart Richardson, Director of the Company			
8.	Approval of Issue of options to Blackwood Capital, a related party of Stuart Richardson, Director of the Company			
9.	Re-election of Stuart Richardson as Director			

FTZ

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).