

7 November 2024

Dear Shareholder

Annual General Meeting – Supplementary Notice of Meeting and Replacement Proxy Form

Orthocell Limited ABN 57 118 897 135 (**Company**) refers to its letter to Shareholders and notice of annual general meeting and explanatory memorandum released to the ASX on 25 October 2024 (**Original Notice**) in respect of its Annual General Meeting (**Meeting**) to be held at Building 191 Murdoch University, South Street, Murdoch, Western Australia on Friday, 29 November 2024 at 10.00 am (AWST).

The Company wishes to advise Shareholders that a supplementary notice of annual general meeting and explanatory memorandum (**Supplementary Notice**), together with a replacement proxy form, is attached to this letter. These documents, together with the Original Notice, are also available to be viewed and downloaded from the Company's website at <https://orthocell.com/invest> or ASX at <https://www.asx.com.au>. The Supplementary Notice should be read together with the Original Notice.

The Company confirms that, other than as set out in the Supplementary Notice, all details in relation to the Meeting remain unchanged, and there is no change to the time or place of the Meeting.

Shareholders who have nominated an email address and have elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to an electronic copy of the Supplementary Notice. In accordance with sections 110C-110K the Corporations Act, as amended by the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), no hard copy of the Supplementary Notice will be circulated, unless a shareholder has requested a hard copy.

If you have already completed and returned the original proxy form which was provided to you or have already returned a proxy vote online and you wish to vote on the additional Resolutions 15, 16 and 17, please complete and return the replacement proxy form or amend your proxy vote online by **10.00am (AWST) on Wednesday, 27 November 2024**. If you use the replacement proxy form, it will replace and supersede any earlier proxy form that has already been provided to the Company.

If you have already completed and returned the original proxy form which was provided to you or have already submitted your proxy vote online and you do not deliver a replacement proxy form to the Company or amend your proxy vote online, your earlier proxy form will remain valid (but it will not include any direction to your proxy as to how to vote on additional Resolutions 15, 16 and 17).

If you have not yet completed and returned a proxy form and you wish to vote on the Resolutions the subject of the Meeting, please complete and return the replacement proxy form or otherwise submit your proxy vote online by **10.00am (AWST) on Wednesday, 27 November 2024**.

Replacement proxies may be lodged using any of the methods set out in the Original Notice.

If you are unable to access any of the Meeting documents online or if you wish to receive a hard copy of the Meeting documents, please contact our share registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 or via email at hello@automic.com.au.

Paul Anderson
Orthocell Ltd CEO and MD



For more information, please contact:

General & Investor enquiries

Paul Anderson

Orthocell Limited

CEO and MD

P: +61 8 9360 2888

E: paulanderson@orthocell.com.au

Media enquiries

Haley Chartres

HACK Director

P: +61 423 139 163

E: haley@hck.digital

About Orthocell Limited

ACN 118 897 135

Registered Office – Building 191 Murdoch University, 90 South Street, Murdoch WA 6150 Australia

Orthocell is a regenerative medicine company focused on regenerating mobility for patients by developing products for the repair of a variety of bone and soft tissue injuries. Orthocell's portfolio of products include a platform of collagen medical devices which facilitate tissue reconstruction and healing in a variety of dental and orthopaedic reconstructive applications. Striate+™ was the first product approved for dental GBR applications, is cleared for use in US FDA (510k), Australia (ARTG), New Zealand (WAND), UK (UKCA Mark) and Europe (CE Mark) and is distributed globally by BioHorizons Implant Systems Inc. Remplir™, for peripheral nerve reconstruction, recently received approval and reimbursement in Australia and is distributed exclusively by Device Technologies in the Australian market. SmrtGraft™, for tendon repair, is available in Australia under Special Access Scheme or participation in a clinical trial. The Company's other major products are autologous cell therapies which aim to regenerate damaged tendon and cartilage tissue. Orthocell is accelerating the development of its tendon cell therapy in the US with technology transfer and FDA engagement to confirm the path to the US market and prepare for partnering discussions.

For more information on Orthocell, please visit www.orthocell.com or follow us on Twitter [@OrthocellLtd](https://twitter.com/OrthocellLtd) and LinkedIn www.linkedin.com/company/orthocell-ltd

ORTHOCELL LIMITED

ABN 57 118 897 135

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Notice was given on 25 October 2024 that the Annual General Meeting of Shareholders of Orthocell Limited will be held at Building 191 Murdoch University, South Street, Murdoch, Western Australia on Friday, 29 November 2024 at 10.00 AM (AWST).

This notice and explanatory memorandum (**Supplementary Notice**) is supplemental to, and should be read with, the Notice of Meeting and Explanatory Memorandum which was given on 25 October 2024 (**Original Notice**). This Supplementary Notice sets out additional Resolutions which will be proposed at the Meeting. Other than as set out below, all details in relation to the Original Notice remain unchanged.

Important: The Resolutions set out in this Supplementary Notice should be read together with the Original Notice.

Unless otherwise indicated, the terms defined and used in the Original Notice have the same meaning in this Supplementary Notice.

AGENDA

1 Resolution 15 – Ratification of issue of October Placement Shares under Listing Rule 7.1

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 8,216,664 October Placement Shares (at an issue price of \$0.60 each) on 31 October 2024 to investors under the October Placement on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on 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.

2 Resolution 16 – Ratification of issue of October Placement Shares under Listing Rule 7.1A

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 19,950,000 October Placement Shares (at an issue price of \$0.60 each) on 31 October 2024 to investors under the October Placement on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on 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.

3 Resolution 17 – Issue of October Placement Shares to Mr John Van Der Wielen (Director) or his nominee(s)

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 166,666 Shares at an issue price of \$0.60 per Share to Mr John Van Der Wielen, Director, or his nominee(s) under the October Placement, on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), including Mr John Van Der Wielen; or
- (b) an Associate of that person.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on 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.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

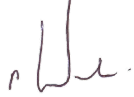
If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

Proxies

A replacement Proxy Form accompanies this Supplementary Notice. If you use this Proxy Form, it will replace and supersede any earlier Proxy Form that has already been provided to the Company. If you wish to direct your proxy how to vote, you should include a direction in relation to each Resolution that you would like to direct your proxy on (including the Resolutions that you directed your proxy how to vote on in any Proxy Form previously delivered to the Company). If you have already delivered a valid Proxy Form to the Company, and do not deliver a replacement Proxy Form to the Company, your earlier Proxy Form will remain valid (but it will not include any direction to your proxy as to how to vote on Resolutions 15, 16 and 17). Replacement proxies may be lodged using any of the methods set out in the Original Notice.

Proxies must be received by no later than 10:00am (AWST) on Wednesday, 27 November 2024.

By order of the Board

A handwritten signature in dark ink, appearing to read 'Peter Webse', is written over a horizontal line.

Mr Peter Webse

Company Secretary

Dated: 4 November 2024

SUPPLEMENTARY EXPLANATORY MEMORANDUM

The Company wishes to add the following to the Explanatory Memorandum attached to its Original Notice, pertaining to Resolution 4 and additional Resolutions 15, 16 and 17, the subject of this Supplementary Notice:

1 October Placement

As announced on 25 October 2024, the Company has received firm commitments from new leading Australian and international institutional investors, alongside key existing institutional shareholders and life science funds, for a placement of up to a total of 28,333,330 Shares at an issue price of \$0.60 per Share (**October Placement Shares**) to raise up to \$17 million (before costs) (**October Placement**). The proceeds from the October Placement are proposed to be applied towards funding the launch of Remplir in the United States and other key markets including Singapore, Southeast Asia, Canada and the EU/UK. Specifically, the October Placement will fund further scale up of manufacturing infrastructure; automation projects to enhance manufacturing cost efficiency; sales force and marketing resources to oversee distribution; working capital; and costs of the October Placement. Canaccord Genuity acted as sole lead manager and bookrunner to the October Placement.

Refer to the Company's ASX announcement and Appendix 3Bs dated 25 October 2024 for further details of the October Placement.

2 Resolution 4 – Approval of Additional 10% Placement Capacity

As a result of the October Placement, Section 4.3(f) of the Explanatory Memorandum attached to the Original Notice is deleted and replaced with the following:

The Company has previously issued or agreed to issue Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting. A total of 19,950,000 Equity Securities were issued or agreed to be issued, which represents 10% of the total number of Equity Securities on issue at the commencement of that 12-month period. The details of each of issue or agreement to issue Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting are set out below:

Item	Detail
Date of issue	31 October 2024
Type of Equity Securities	Shares
Number issued	19,950,000
Summary of terms of Equity Securities	Fully paid ordinary shares ranking equally in all respects with the existing Shares on issue.
Recipient of Equity Securities (or basis on which they were identified or selected)	The Shares were issued to new leading Australian and international institutional investors, alongside key existing institutional shareholders and life science funds, each selected following a bookbuild process by Canaccord Genuity (as sole lead manager and bookrunner), in consultation with the Company.
Issue price and discount to closing market price	\$0.60 per Share (a 13.04% discount to the closing market price).
Total cash consideration and use of funds	Amount raised: \$11,970,000 (before costs of the October Placement).

Item	Detail
	Amount spent: Nil. Amount remaining: \$11,970,000 (before costs of the October Placement). Proposed use of funds: The funds will be applied towards funding the launch of Remplir in the United States and other key markets including Singapore, Southeast Asia, Canada and the EU/UK. Specifically, the October Placement will fund further scale up of manufacturing infrastructure; automation projects to enhance manufacturing cost efficiency; sales force and marketing resources to oversee distribution; working capital; and costs of the October Placement.

3 Resolutions 15 and 16 – Ratification of issue of October Placement Shares

3.1 Background

Resolution 15 seeks Shareholder ratification pursuant to Listing Rule 7.4 of the issue of 8,216,664 October Placement Shares to investors under the October Placement pursuant to the Company's capacity under Listing Rule 7.1.

Resolution 16 seeks Shareholder ratification pursuant to Listing Rule 7.4 of the issue of 19,950,000 October Placement Shares to investors under the October Placement pursuant to the Company's capacity under Listing Rule 7.1A.

The Company's Non-executive Chairman, Mr John Van Der Wielen, has subscribed for up to 166,666 October Placement Shares (**Director Shares**) under the October Placement to raise up to \$100,000, on the same terms as the unrelated parties who participated in the October Placement, subject to Shareholder approval under Resolution 17.

3.2 Listings Rules 7.1, 7.1A and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. Shareholders approved this additional capacity at the Company's last annual general meeting.

The October Placement does not fit within any of the exceptions, and it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date on which the Company issued the October Placement Shares.

Additionally, given the October Placement does not fit within any of the exceptions and, as it has not yet been approved by Shareholders, it uses up the 10% limit in Listing Rule 7.1A under the Company's last Listing Rule 7.1A Mandate (which expired on 31 October 2024).

Listing Rule 7.4 allows the shareholders of a company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under

Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under those rules. The Company confirms that there was no breach of Listing Rules 7.1 and 7.1A at the time of issue of the October Placement Shares.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A (assuming Shareholder approval for the renewed Listing Rule 7.1A Mandate is obtained pursuant to Resolution 4) and therefore seeks Shareholder approval under Resolutions 15 and 16 to ratify the issue of Shares pursuant to the October Placement under and for the purposes of Listing Rule 7.4.

If Resolutions 15 and 16 are passed, the October Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date the Company issued the October Placement Shares.

If Resolutions 15 and 16 are not passed, the October Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval under Listing Rules 7.1.

The October Placement uses up the Company's existing additional 10% capacity under its last Listing Rule 7.1A Mandate which expired on 31 October 2024. The Company is seeking Shareholder approval pursuant to Resolution 4 to renew the Listing Rule 7.1A Mandate and allow the Company to access the additional 10% capacity to issue Equity Securities without Shareholder approval (refer to Section 4 of the Explanatory Memorandum of the Original Notice for further details on the Listing Rule 7.1A Mandate).

3.3 Information Requirements – Listing Rule 7.5

The following information in relation to Resolutions 15 and 16 is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) the October Placement Shares were issued to new leading Australian and international institutional investors, alongside key existing institutional shareholders and life science funds, each of which is an unrelated party of the Company. The placees were selected following a bookbuild process by Canaccord Genuity (as sole lead manager and bookrunner), in consultation with the Company. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that no related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an Associate of any of these parties were issued more than 1% of the issued capital of the Company;
- (b) a total of 28,166,664 October Placement Shares were issued, comprising:
 - (i) 8,216,664 October Placement Shares issued under Listing Rule 7.1, ratification which is sought pursuant to Resolution 15; and
 - (ii) 19,950,000 October Placement Shares issued under Listing Rule 7.1A, ratification which is sought pursuant to Resolution 16;
- (c) the October Placement Shares issued all fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing Shares on issue;
- (d) the October Placement Shares were issued on 31 October 2024;
- (e) the October Placement Shares were issued at an issue price of \$0.60 each;

- (f) the October Placement Shares were issued for the purpose of raising \$16.9 million which will be applied towards funding the launch of Remplir in the United States and other key markets including Singapore, Southeast Asia, Canada and the EU/UK. Specifically, the October Placement will fund further scale up of manufacturing infrastructure; automation projects to enhance manufacturing cost efficiency; sales force and marketing resources to oversee distribution; working capital; and costs of the October Placement;
- (g) the October Placement Shares were issued to the placees pursuant to standard form placement commitment letters; and
- (h) a voting exclusion applies in respect of Resolutions 15 and 16 as set out in the Supplementary Notice.

4 Resolution 17 – Issue of October Placement Shares to Mr John Van Der Wielen (Director) or his nominee(s)

4.1 Background

As noted above, Mr Van Der Wielen, a Director, has agreed to subscribe, subject to Shareholder approval, for 166,666 October Placement Shares on the same terms as the unrelated participants in the October Placement to raise up to \$100,000 (before costs).

Accordingly, Resolution 17 seeks Shareholder approval for the purposes of Listing Rule 10.11 and for all other purposes to allow Mr Van Der Wielen (or his nominee(s)) to be issued the Director Shares under the October Placement in addition to the October Placement Shares issued to unrelated parties (the subject of Resolutions 15 and 16), as detailed above. Mr Van Der Wielen's participation in the October Placement will be on the same terms as the October Placement made to the unrelated parties.

4.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the requirement in section 208 of the Corporations Act to obtain shareholder approval; or
- (b) shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr Van Der Wielen is a related party of the Company. Resolution 17 relates to the proposed issue of Director Shares to Mr Van Der Wielen, which constitutes a financial benefit that would, but for the application of one of the exceptions set out in sections 210 to 216 of the Corporations Act, require Shareholder approval for the purposes of section 208 of the Corporations Act.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Mr Van Der Wielen's participation in the October Placement because the Director Shares will be issued to Mr Van Der Wielen on the same terms as October Placement Shares issued to the other investors unrelated to the Company under the October Placement and as such the giving of the financial benefit is on arm's length terms and the exception in section 210 of the Corporations Act applies.

4.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue equity securities to:

- a related party (Listing Rule 10.11.1);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (Listing Rule 10.11.2);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its Shareholders.

The proposed issue of the Director Shares to Mr Van Der Wielen under the October Placement falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

If Resolution 17 is passed, the Company will be able to proceed with the issue of up to 166,666 October Placement Shares to Mr Van Der Wielen and the Company will raise up to \$100,000 (before costs) from the issue of those October Placement Shares.

If Resolution 17 is not passed, the Company will not be able to proceed with the issue of up to 166,666 October Placement Shares to Mr Van Der Wielen and the Company will not raise up to \$100,000 (before costs) from the issue of those October Placement Shares.

4.4 Information Requirements – Listing Rule 10.13

The following further information is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the Director Shares will be issued to Mr Van Der Wielen (or his nominee(s)) as noted above;
- (b) Mr Van Der Wielen falls into the category stipulated by Listing Rule 10.14.1 by virtue of being a Director of the Company;
- (c) the maximum number of October Placement Shares that will be issued to Mr Van Der Wielen is 166,666 October Placement Shares;
- (d) the Director Shares are all fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing Shares on issue;
- (e) the Director Shares will be issued on a date which will be no later than one month after the date of this Meeting;
- (f) the Director Shares will be issued at an issue price of \$0.60 each, being the same price as the Shares issued to unrelated parties under the October Placement;
- (g) the purpose of the issue of the Director Shares is to raise up to \$100,000 (before costs), which will be applied to the same purposes as set out in Section 3.3(f) above; and
- (h) the issue of the Director Shares to Mr Van Der Wielen is not intended to remunerate or incentivise Mr Van Der Wielen; and
- (i) a voting exclusion statement applies to Resolution 17 as set out in the Supplementary Notice.

If approval is given for the issue of the Director Shares under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

4.5 Directors' recommendation

Given Mr Van Der Wielen has an interest in the issue of the Director Shares under Resolution 17, Mr Van Der Wielen does not consider it is appropriate to make a recommendation in relation to Resolution 17.

The Directors (apart from Mr Van Der Wielen) recommend that Shareholders vote in favour of Resolution 17.

The Directors are not aware of any other information that would reasonably be required by the Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolution 17.

GLOSSARY

Director Shares has the meaning set out in Section 3.1 of the Supplementary Explanatory Memorandum.

October Placement has the meaning set out in Section 1 of the Supplementary Explanatory Memorandum.

October Placement Shares has the meaning set out in Section 1 of the Supplementary Explanatory Memorandum.

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **10.00am (AWST) on Wednesday, 27 November 2024**, 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 Key Management Personnel.

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://automicgroup.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)

