

20 October 2022

Dear Shareholder

2022 Annual General Meeting of Shareholders (2022 AGM)

Notice is hereby given that the 2022 AGM of AdAlta Limited (AdAlta or the Company) will be held as a hybrid meeting (Meeting or 2022 AGM) at 11.00am (AEDT) on Tuesday, 22 November 2022. The Meeting will be held at K&L Gates, Level 25, Rialto South Tower, 525 Collins Street, Melbourne, 3000 and as a virtual meeting.

AdAlta advises that no hard copy of the Notice of Annual General Meeting and Explanatory Notes (Notice) will be circulated other than to shareholders who have expressly requested a hard copy. These documents can be accessed on the Company's website at <https://adalta.com.au/investors/asx-announcements/> and via the ASX Market Announcements Platform under the Company's ASX Code (1AD).

If you have nominated an email address and elected to receive electronic communications from the Company, you will receive an email with a link to an electronic copy of the Notice of Meeting.

Hybrid Virtual Meeting

The Company is pleased to provide shareholders with the opportunity to attend and participate in the Meeting through an online meeting platform powered by Automic. Shareholders who have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

An account can be created via the following link investor.automic.com.au and then click on "register" and follow the prompts. Shareholders will require their holder number Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Your Vote is Important

The business of the 2022 AGM is important to all Shareholders and therefore it is important that Shareholders vote. Lodging a completed proxy is the simplest way to vote at the AGM.

The Company encourages shareholders to submit their votes in advance of the 2022 AGM as this will provide the Company with the best opportunity to prepare for the meeting. However, votes may also be submitted during the 2022 AGM. Proxy forms can be lodged online, by post or in person by following the proxy lodgement instructions on the proxy form. Proxy forms must be received by the Company's share registry, Automic, by 11am (Melbourne time) on Sunday, 20 November 2022. Proxy forms received later than this time will be invalid.

Shareholders who wish to vote virtually on the day of the Meeting can do so through the Automic Investor portal.

If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the 2022 AGM, the Company will make further information available through the ASX Market Announcements Platform and on its website.

Shareholder Communication Elections

Recent changes to the Corporations Act provide for shareholders electing and requesting to receive documents (including notices of meeting and the annual financial report) electronically or in hard copy. You can make a standing election and/or request to receive some or all of your communications from the Company in physical or electronic form.

Shareholders can also elect not to receive certain documents, including the annual financial report.

We encourage you to provide your email address so we can communicate with you electronically and you are provided with information regarding the Company more efficiently and sustainably.

If you have made a prior election or request to receive documents in a certain manner then that election will continue to apply until such time as you notify the Company that you change your election or request. Any shareholder who has not made a prior election and/or request to receive documents in a certain form will be treated by the Company as having elected to receive all documents in electronic form.

If you wish to update your communication preference, please refer to the insert titled “*Update your details*” or contact our share register, Automic below:

Telephone (within Australia): 1300 288 664

Telephone (outside Australia): +61 2 9698 5414

Email: hello@automicgroup.com.au

Website: <https://investor.automic.com.au/>.

Yours faithfully



Cameron Jones
Company Secretary



AdAlta

next generation protein therapeutics

ADALTA LIMITED
ACN 120 332 925

NOTICE OF 2022 ANNUAL GENERAL

MEETING EXPLANATORY

MEMORANDUM

AND

PROXY FORM

To be held as a
hybrid meeting
on

Tuesday 22 November 2022

Time of Meeting
11:00am (AEDT)

Place of Meeting
K & L Gates
Level 25, Rialto South Tower
525 Collins Street, Melbourne, 3000
And via Zoom

IMPORTANT INFORMATION: *The Meeting will be held as a hybrid meeting. If you are a shareholder you may attend the Meeting in person (or via your proxy or representative) or you may attend the Meeting virtually. If you are a shareholder and you wish to attend the AGM virtually, please pre-register in advance for the meeting here:*

https://us02web.zoom.us/webinar/register/WN_oLIWYN5jQ2y-dDtVHeo4YQ

Shareholders are strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of Meeting.

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If you are in doubt as to how to vote on any of the Resolutions, you should seek advice from your accountant, solicitor or other professional adviser without delay.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Shareholders of AdAlta Limited (**Company**) which will be held as a hybrid meeting at 11:00am (AEDT) on 22 November 2022 at the offices of K & L Gates on Level 25, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000 and online via Zoom (**Meeting**).

If you are a shareholder you may attend the Meeting in person (or via your proxy or representative) or you may attend the Meeting virtually. Where Shareholders do not attend the Meeting in person, they will be given a reasonable opportunity to participate in the meeting without being physically present and to vote in real time (including an opportunity to vote before the meeting) electronically through a virtual meeting accessible online via the link below:

https://us02web.zoom.us/webinar/register/WN_oLIWYN5jQ2y-dDtVHeo4YQ

Additionally, the Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link:

<https://adalta.com.au/investors/asx-announcements/>

Instructions on how to attend the Meeting and vote are in the Explanatory Memorandum which forms part of this Notice of Annual Shareholders' Meeting and in the accompanying online meeting guide.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 20 November 2022 at 11.00am (AEDT).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in the Schedule.

AGENDA

1. Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2022, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. Resolution 1 - Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual report for the financial year ended 30 June 2022."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

In accordance with section 250R of the Corporations Act, the Company will disregard any vote cast on this Resolution 1 by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member (collectively, a **KMP**). However, a KMP may cast a vote on this Resolution 1 as a proxy if the vote is not cast on behalf of a KMP and either:

- (a) the KMP is appointed as a proxy by writing and the proxy form specifies how the proxy is to vote; or
 - (b) the proxy is the Chair of the meeting and the appointment of the Chair as proxy (i) does not specify the way the proxy is to vote on the Resolution, and (ii) which expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
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3. Resolution 2 - Re-election of Director – Dr Paul MacLeman

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

"That, for the purpose of Listing Rule 14.4 and clause 13.3 of the Constitution and for all other purposes, Mr Paul MacLeman, a Director, retires and being eligible, is re-elected as a Director."

4. Resolution 3 – Ratification of Prior Issue of Placement Shares issued under Listing Rule 7.1

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and prior issuances on 21 December 2021 of 26,851,906 fully paid ordinary shares (**Shares**), to sophisticated and professional investors, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

Voting Exclusion - Resolution 3

The Company will disregard any votes cast in favour of this Resolution 3 by any person who participated in the issue, or an associate of that person.

However, the Company will not disregard a vote if it is cast 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;
 - (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 shareholder 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 shareholder 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 shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.
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5. Resolution 4 – Ratification of Prior Issue of Placement Shares issued under Listing Rule 7.1A

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and prior issue on 21 December 2021 of 24,517,957 fully paid ordinary shares to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion - Resolution 4

The Company will disregard any votes cast in favour on this Resolution 4 by any person who participated in the issue, or an associate of that person.

However, the Company will not disregard a vote if it is cast 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;
 - (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 shareholder 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 shareholder 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 shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.
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6. Resolution 5 – Approval of 10% placement capacity

To consider, and if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the increase in capacity of the Company to issue Equity Securities totalling up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion - Resolution 5

The Company will disregard any votes cast in favour on this Resolution 5 by or on behalf of any person who at the time approval pursuant to this Resolution 5 is sought the Company is proposing to make an issue of Equity Securities under rule 7.1A.2, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of any of those persons.

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 the directions given to the proxy or attorney to vote on the resolution in that way;
- (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 Shareholder 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 Shareholder 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 Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the

Shareholder to vote in that way.

7. Resolution 6 – Renewal of Omnibus Equity Plan

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, the Company hereby approves the renewal of the Company’s Omnibus Equity Plan, the terms and conditions of which are summarised in the Explanatory Statement accompanying this Notice and the issue of any equity securities under the Company’s Omnibus Equity Plan.

Voting Exclusion – Resolution 6

The Company will disregard any votes cast in favour of the resolution by or on behalf of a person who is eligible to participate in the Omnibus Equity Plan; or an associate of those persons

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

- (i) A person or 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
- (ii) 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
- (iii) A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way

Dated 20 October 2022

BY ORDER OF THE BOARD



Cameron Jones
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at the offices of K & L Gates on Level 25, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000 on Tuesday 22 November 2022 at 11:00am (AEDT) and accessible online (pre-registration required):

https://us02web.zoom.us/webinar/register/WN_oLIWYN5jQ2y-dDtVHeo4YQ

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative 'a proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting in person or virtually or, if they are unable to attend, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending virtually and voting at the Meeting (in which case their proxy will be disregarded).

Personalised Proxy Forms will be available online at <https://investor.automic.com.au/#/home>.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes

A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at meetings in accordance with section 250D of the Corporations Act and provide satisfactory evidence of the appointment of its corporate representative to the Company prior to the Meeting.

To be valid, completed Proxy Forms or electronic voting instructions must be submitted to the Company's share registry, Automic, and received by 11:00am (AEDT) on Sunday 20 November 2022, being no later than 48 hours before the commencement of the Meeting.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must only vote on a poll;
- (c) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote as directed; and
- (d) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - i) if a record of attendance is made for the meeting - the proxy is not recorded as attending the meeting; or
 - ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Authorised representative of corporate shareholders

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act to be provided prior to the Meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

3. Annual Report

There is no requirement for Shareholders to approve the Annual Report. Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report which is available online at <https://adalta.com.au/investors/annual-financial-reports/>
- (b) ask questions or make comment online in connection with the management of the Company;
- (c) ask the auditor questions online about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions online at the Meeting, written questions may be submitted to the Chairman about the management of the Company, or to the Company's auditor about:

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

Written questions may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office or via email cameron.jones@bio101.com.

4. Resolution 1 - Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the adoption of the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of the Corporations Act provides that a vote on the adoption of the Remuneration Report (i.e. Resolution 1) is advisory only and does not bind the Directors or the Company.

While the vote on this Resolution 1 is advisory only, the outcome of the vote will be considered for the purposes of the "two strikes rule", where if a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders a "board spill resolution" at the second of those annual general meetings. If the board spill resolution is passed at the second of those annual general meetings, the Company is required to hold a further meeting of the Shareholders within 90 days at which all Directors (other than the managing director) who were in office at the date of approval of the Director's Report (voted upon at the second of those annual general meetings) must stand for re-election.

No strike was recorded at the Company's 2021 annual general meeting. On this basis, while the vote on the Remuneration Report at this Meeting may potentially be counted towards the two strikes in the future, no board spill can occur at this 2022 Annual General Meeting.

The Chairman will allow a reasonable opportunity for Shareholders to ask online about, or make comments on, the Remuneration Report.

Recommendation

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 1.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's stated intention, even though the resolution is connected with the remuneration of a member of the Key Management Personnel.

5. Resolution 2 – Re-election of Director – Dr Paul MacLeman

Listing Rule 14.4 and clause 13.3 of the Constitution require that a Director (excluding the managing Director) must not hold office (without re-election) past the third annual general meeting following the Director's appointment or three years, whichever is longer.

Under the Constitution, the following Director or Directors (excluding the Managing Director) must retire at each annual general meeting, as applicable:

- a) Any Director required to retire for holding office for a period in excess of 3 years or beyond the third annual general meeting following the Director's election;
- b) Any Director appointed by the Directors since the last annual general meeting; or
- c) If no person is standing for election or re-election under (a) or (b), then the Director who has been in office the longest since last being elected. Where 2 or more Directors were elected on the same date, the Director to retire will be decided by lot, unless the relevant Directors agree otherwise.

A Director who retires under clause 13.3 of the Constitution is eligible for re-election.

Dr Paul MacLeman, a director since 16 April 2015 and last re-elected on 25 November 2020, retires and seeks re-election. Dr Paul MacLeman's qualifications and experience are set out below and in the Annual Report.

Dr Paul MacLeman, MBA, BVSc, Grad Dip Tech, Grad Cert Eng, GAICD

Paul has over 25 years' experience across all phases of the life sciences sector. With a career-spanning veterinary practice, pharmaceutical development and manufacturing, biotechnology, diagnostics and finance, Paul has expertise in capital management, business development, technology commercialisation and sales & marketing globally. Paul has launched products using both in-house and outsourced sales staff in Australia and the US. He

has founded life sciences start-ups in the biologics area and worked in investment banking focusing on the analysis and financing of technology companies. Paul has previously served as Chairman, Director or Managing Director/CEO of several VC funded, ASX, NASDAQ, CSE and TSX listed companies and has driven a number of IPOs. Paul Chairs the Industry Review Committee for the Pharmaceutical Manufacturing National Training Package for the AISC. He is an expert advisor to PharmaVentures plc. (Oxford, UK) and Mind Medicine. Paul also serves on a number of other NFP and government advisory groups..

Recommendation

The Directors (with Dr MacLeman abstaining) recommend that the Shareholders vote in favour of Resolution 2. The Chair intends to vote all undirected proxies in favour of Resolution 2.

7. Resolutions 3 & 4 – Ratification of Prior Issue of Placement Shares issued under Listing Rules 7.1 and 7.1A

7.1 Background

On 21 December 2021, the Company issued 51,369,863 Shares at \$0.073 per share to raise \$3,750,000 under a placement to professional and sophisticated investors, as announced to ASX on 15 December 2021 (**Placement Shares**).

The Share issues described below were issued utilising the Company's existing capacity under Listing Rule 7.1 and Listing Rule 7.1A as described below. Accordingly, Shareholder approval is being sought to ratify the prior issue and allotments on 21 December 2021 of:

- a) 26,851,906 Placement Shares issued under Listing Rule 7.1 (Resolution 3);
- b) 24,517,957 Placement Shares issued under Listing Rule 7.1A (Resolution 4).

The Company issued the Shares (the subject of Resolution 3) within the 15% rolling 12 month limit set out in ASX Listing Rule 7.1 and the Shares (the subject of Resolution 4) within the 10% rolling 12 month limit set out in ASX Listing Rule 7.1A (described below). By issuing those Shares under the Placements, the Company's capacity to issue further Equity Securities without Shareholder approval within those limits was accordingly reduced.

Resolutions 3 & 4 seek Shareholder approval for the prior issue of a total of 51,369,863 Shares to the Placees noted above. Each Resolution is an ordinary resolution and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favour of the particular Resolution. Shareholders' attention is drawn to the voting exclusion statement in the Notice.

Entitlement Offer

The Company announced a non-renounceable entitlement offer on 15 December 2021. The non-renounceable entitlement offer provided eligible shareholders the opportunity to acquire one new share for every eight shares held at the same price as the Placement Shares. The entitlement offer raised \$1,253,411 from the issue of 17,169,940 shares on 7 February 2022. The entitlement offer does not require shareholder approval.

7.2 Listing Rules 7.1, 7.1A and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any rolling 12 month period other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period (**15% capacity**).

ASX Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid up to the number of quoted equity securities which

represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1A (**10% capacity**). The Company is an eligible entity and last sought and received Shareholder approval for its 10% capacity at its Annual General Meeting held on 29 November 2021.

Listing Rule 7.4 provides that where an entity in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with Shareholder approval under Listing Rule 7.1, thereby “refreshing” the Company’s capacity under Listing Rule 7.1. Listing Rule 7.4 can also be used to ratify a previous issue of securities made with approval pursuant to Listing Rule 7.1A.

By ratifying these previous issues, the Company will retain the flexibility to issue equity securities in the future within the limits of ASX Listing Rules 7.1 and 7.1A up to its 15% capacity and 10% capacity levels, respectively, without needing to seek further Shareholder approval. If either of Resolutions 3 & 4 are not passed, the Company’s ability to issue new securities without prior shareholder approval will not include the number of shares for which ratification is not obtained at this Meeting until the earlier of (i) the date that that previous issue is ratified at a subsequent meeting and (ii) 12 months from the date of issue the those Shares.

Accordingly, Resolutions 3 & 4 seek Shareholder approval to allow the Company to refresh its 15% capacity and 10% capacity, respectively.

7.3 Information required by ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires that the Meeting documents concerning a proposed resolution to ratify an issue of securities in accordance with ASX Listing Rule 7.4 must include the following information:

- a) The names of the allottees (or the basis on which the allottees were determined)
The Placement Shares were issued to sophisticated and professional investors introduced to the Company to subscribe for the Placement Shares by its brokers, Lodge Corporate Pty Ltd (“**Lodge Corporate**”), none of whom are related parties of the Company.
- b) The number and class of securities the entity issued
 - i. Resolution 3 - 26,851,906 fully paid ordinary shares (**Shares**) have been issued under the Company’s Listing Rule 7.1 15% capacity.
 - ii. Resolution 4 - 24,517,957 Shares issued under the Company’s Listing Rule 7.1A 10% capacity
- c) The Dates the Shares were issued
 - i. Resolution 3 - 26,851,906 Placement Shares issued on 21 December 2021.
 - ii. Resolution 4 - 24,517,957 Placement Shares issued on 21 December 2021.
- d) The issue price of, or consideration received for, the securities
All of the Placement Shares were issued at \$0.073 per Share. The Company received a total of \$3,750,000 from the issue of the Placement Shares.
- e) The terms of the securities
The Shares rank equally with all Shares currently on issue.
- f) The intended use of the funds raised
The current and intended use of funds raised is to continue implementing the strategic plan outlined in March 2021 (full details of which are available on the Company website). More specifically, the funds will

be applied to:

- Developing inhaled and improved intravenous formulations of the AD-214 asset for Phase 2 clinical trials in Idiopathic Pulmonary Fibrosis (IPF) and Interstitial Lung Disease (ILD) patients including conducting additional product development, preclinical and toxicology studies.
- Discovering i-bodies against three new targets including 1-2 wholly owned programs addressing G-protein coupled receptor targets and 1-2 programs addressing CAR-T targets agreed under AdAlta's collaboration with Carina Biotech.
- Advancing i-body platform capabilities to enable new external collaborations and continuing to address the most challenging drug targets in the biopharmaceutical industry.
- General corporate costs and working capital, including activities to secure additional i-body platform collaborations and to potentially out-license AD-214.

g) If the Shares were issued under any agreement, details of the Agreement(s)

The Placement Shares were not issued under an agreement with the Placees, but the Placement was managed by Lodge Corporate as lead manager and bookrunner. Fees payable to Lodge Corporate comprised (i) a 3% commission of the total gross proceeds of the Transaction (as a management fee) plus (ii) a 3% commission of the total gross proceeds of the Transaction raised from investors introduced by Lodge Corporate as well as any Rights Issue shortfall that was placed by Lodge Corporate within one month of completion of the Rights Issue.

The Board of Directors unanimously recommend that shareholders vote in favour of Resolutions 3 & 4.

8. Resolution 5 – Approval of 10% placement capacity

8.1 General

Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the annual general meeting (**10% Placement Capacity**). Approval under Listing Rule 7.1A is an increase in the Company's entitlement or capacity to issue a further 10% of its issued capital. There is no guarantee that the Company will issue any Shares under this additional 10% capacity.

The Company is an Eligible Entity.

If Shareholders approve Resolution 5, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out below).

The effect of Resolution 5 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting (refer to 10% Placement Capacity Period defined below), without prior Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1. If Resolution 5 is not passed, the Company will not be able to access the 10% Placement Capacity and will remain subject to the 15% limit on issuing equity securities without prior shareholder approval set out in Listing Rule 7.1.

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

8.2 Listing Rule 7.1A

Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those available to be issued under the Eligible Entity's Listing Rule

7.1 15% placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- a) is not included in the A&P/ASX 300 Index; and
- b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300m.

The Company is an Eligible Entity as it is not included in the A&P/ASX 300 Index and at the date of this Notice has a current market capitalisation of approximately \$16.3m based on a share price of \$0.052 as at 10 October 2022.

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities, being Shares (ASX Code: 1AD).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17,
 - plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the 12 month period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
 - plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the 12 month period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
 - plus the number of any other fully paid ordinary securities issued in the 12 month period with approval under Listing Rule 7.1 or Listing Rule 7.4,
 - plus the number of partly paid ordinary securities that became fully paid in the 12 month period,
 - less the number of fully paid ordinary securities cancelled in the 12 month period.
- Note that "A" has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period (described below) that have not been subsequently approved by Shareholders under Listing Rule 7.4.

8.3 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 5.

a) Applicable Period

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting approving this Resolution 5 and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting at which approval is obtained;

- (ii) The time and date of the entity's next annual general meeting, and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

(10% Placement Capacity Period).

Shareholder approval under Listing Rule 7.1A does not lapse if the Company's market capitalisation subsequently exceeds \$300 million or if it is included in the S&P/ASX 300 Index at some time during that period provided that the Company meets those criteria on the date of this Meeting.

b) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 ASX Trading Days of the date in paragraph (b)(i) above, the date on which the Equity Securities are issued.

c) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration purposes only. The Company intends to use any funds raised for expanding or accelerating the Company's existing business activities (including expenses associated with further development of the Company's existing assets and discovery of new assets), pursuing other acquisitions that have a strategic fit or will otherwise add value to shareholders (including expenses associated with such acquisitions) and general working capital. The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

d) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the economic and voting interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

Shareholders should note that there is a risk that:

- i) the market price for the Company's Equity Securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue of those Equity Securities,

which may also have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A(2), on the basis of the current market price of Shares and the number of Equity Securities the Company will have on issue as at the date of this Notice of Meeting.

The table also shows:

- i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company will have on issue at the date of the Meeting. 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

- ii) two examples of where the issue price of ordinary securities has altered, one by a decrease by 50% and the other by an increase by 50% as against the current market price. The voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Variable 'A' in Listing Rule 7.1A.2		50% decrease in Issue Price	Issue Price	50% increase in Issue Price
		\$0.026	\$0.052	\$0.0780
Current Variable A 314,184,746	10% Voting Dilution	31,418,475	31,418,475	31,418,475
		Shares	Shares	Shares
	Funds raised	\$ 816,880	\$1,633,761	\$2,450,641
50 % increase in current Variable A 471,277,119	10% Voting Dilution	47,127,712	47,127,712	47,127,712
		Shares	Shares	Shares
	Funds raised	\$1,225,321	\$ 2,450,641	\$ 3,675,962
100% increase in current Variable A 628,369,492	10% Voting Dilution	62,836,949	62,836,949	62,836,949
		Shares	Shares	Shares
	Funds raised	\$1,633,761	\$3,267,521	\$4,901,282

The table above uses the following assumptions:

1. The current shares on issue are the Shares on issue as at 10 October 2022.
2. The issue price set out above of \$0.052 is the closing price of the Shares on the ASX on 10 October 2022.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. No Options are exercised into Shares before the date of the issue of the Equity Securities;
5. 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%.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to by reason of placements under the 10% Placement Capacity. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to issues approved under Listing Rule 7.1.

e) Allocation under the 10% Placement Capacity

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including, but not limited to:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and

- (v) solvency of the Company; and
advice from corporate, financial and broking advisers (if applicable).

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined but may include current Shareholders or new investors (or both), none of whom will be related parties or associates of a related party of the Company.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 upon issue of any Equity Securities.

f) Previous approval and issues under Listing Rule 7.1A

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 29 November 2021.

The information set out at items (i) to (vi) below shows all Equity Securities issued in the 12 months preceding the date of this Meeting pursuant to Listing Rule 7.1A.2, totalling 24,517,957 Equity Securities, which represents approximately 9.99% of the total number of Equity Securities on issue at the commencement of that 12 month period (i.e. 245,179,578).

(i) Date of issue

21 December 2021

(ii) Number of Equity Securities

24,517,957

(iii) Class of Equity Securities and summary of terms

Ordinary shares issued under Placement to institutional and sophisticated investors.

(iv) Names of recipients or basis on which recipients determined

Institutional and sophisticated investors placed by Lodge Corporate.

(v) Issue price of Equity Securities and discount to Market Price on the trading day of the issue

Issue price \$0.073. Discount: 13.1% to closing price of \$0.084 on 21 December 2021 (The closing share price prior to entering into a Trading Halt for the announcement of the Placement and issuance of shares under ASX Listing Rule 7.1A was \$0.081 resulting in a 9.9% discount to issue price)

(vi) The total consideration received, how much has been spent and what it was spent on and the intended use of any remaining funds

Approximately \$1,789,810.85 was raised in December 2021.

The Company's cash balance on 22 November 2021 was approximately \$6.6million. Cash raised from issues since the 2021 Annual General Meeting totals approximately \$5.0million as outlined in the table below.

	Capital raised
Placement under 7.1	\$1,960,189
Placement under 7.1A	\$1,789,811
Entitlement Offer	\$1,253,411
TOTAL	\$5,003,411

The Company's cash balance as at the date of this Notice is approximately \$8.5million. Funds expended during the 12 months have been on further developing the Company's assets and

general working capital. The remaining funds are intended to be used by the Company to continue implementing the strategic plan and allocated to the following:

- Progressing the AD-214 asset towards Phase 2 clinical trials in patients with Idiopathic Pulmonary Fibrosis (IPF) and Interstitial Lung Disease (ILD) and/or kidney fibrosis including conducting additional product development, preclinical and toxicology studies.
- Continuing to expand the indications for AD-214 with preclinical studies and collaborations investigating eye fibrosis and cancer
- Discovering i-bodies against new targets including wholly owned programs addressing G-protein coupled receptor targets and programs addressing CAR-T targets agreed under AdAlta's collaboration with Carina Biotech.
- Advancing i-body platform capabilities to enable new external collaborations and continuing to address the most challenging drug targets in the biopharmaceutical industry.
- Business development activities to secure additional i-body platform collaborations, complimentary/enabling technologies and to explore out-licensing AD-214 in one or more indications.
- General corporate costs and working capital

Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 Therefore, no people will be excluded from voting on Resolution 5.

Recommendation

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 5.

The Chair intends to vote all undirected proxies in favour of Resolution 5.

6. Resolution 6 – Renewal of Omnibus Equity Plan (OEP)

7.1 General

A key component of remuneration provided to senior employees and executives is long-term incentives. Long-term incentives ensure employees have part of their remuneration aligned with Shareholder success.

One of the key foundations of the Company's equity incentive program is the Company's Executive Share Option Plan. The Executive Share Option Plan is designed to:

- (a) Align employee incentives with Shareholders' interests;
- (b) Assist employee attraction; and
- (c) Encourage share ownership by employees

The Plan was last approved at the 2019 Annual General Meeting on 26 November 2019

7.2 Shareholder Approval

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 ASX Listing Rule 7.2, Exception 13, an issue under an employee incentive plan will not count toward a company's 15% limit provided:

- (a) The holders of the entity's ordinary securities have approved the issue of Equity Securities under the

employee incentive plan as an exception to ASX Listing Rule 7.1.

(b) The notice of meeting for the shareholder approval includes:

- (i) A summary of the terms of the scheme
- (ii) The number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule
- (iii) The maximum number of Equity Securities proposed to be issued under the scheme following the approval; and
- (iv) A voting exclusion statement.

In the event approval under ASX Listing Rule 7.2 Exception 13 is not obtained, any issue of securities under the Company's Plan can only be made under the Company's Listing Rule 7.1 15% limit.

Approval is sought under ASX Listing Rule 7.2, Exception 13 and the following information is included for compliance with ASX Listing Rule 7.2, Exception 13.

A summary of the terms of the scheme:	Please refer to Annexure A for a summary of the Omnibus Equity Plan
The number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule:	The Plan was last approved at the 2019 Annual General Meeting. Since the Plan was last approved 9,905,000 Options have been issued, representing approximately 3.15% of total shares on issue as at the date of this Notice.
The maximum number of Equity Securities proposed to be issued under the scheme following the approval:	The maximum number of Options to be issued under the Omnibus Equity Plan for the three years following Shareholder approval is up to 5% of issued capital.
A voting exclusion statement:	A voting exclusion statement is contained in Resolution 6 and set out below in Section 7.4

7.4 Voting Exclusions and Director's recommendations

The Company will disregard any votes cast in favour of the resolution by or on behalf of a person who is eligible to participate in the Omnibus Equity Plan; or an associate of those persons

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

- (i) A person or 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
- (ii) 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
- (iii) A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way

The Directors recommend that Shareholders approve Resolution 6.

Resolution 6 of the Annual General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair of the Annual General Meeting intends to vote all available undirected proxies in favour of Resolution 6.

Schedule - Definitions and Interpretation

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

Annexure means an annexure to this Notice.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2022.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Melbourne.

Chair or **Chairman** means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party has the meaning given in section 9 of the Corporations Act which include the spouses, dependents and certain other close family members of a member of the Key Management Personnel and any company controlled by a member of the Key Management Personnel.

Company means AdAlta Ltd (ACN 120 332 925).

Constitution means the constitution of the Company as at the commencement of the Meeting.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Eligible Entity has the same meaning as in the Listing Rules.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel means 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) of the Company.

Listing Rules means the listing rules of ASX.

Meeting or **Annual General Meeting** means the 2022 annual general meeting of the Shareholders of the Company to be held on 22 November 2022 in accordance with this Notice.

Notice means this notice of the Meeting.

Omnibus Equity Plan means the employee incentive plan of the Company as approved by Shareholders on 26 November 2019.

Placement Shares means Shares issued under placements to professional and sophisticated investors as described further in Section 7.1 of this Explanatory Memorandum.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in the Notice.

Section means a section contained in this Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

AEDT means Australian Eastern Daylight Time, being the time in Melbourne on the dates specified in this Notice.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

Annexure A – Summary of terms of Omnibus Equity Plan (OEP)

Offer:	The Board has discretion to make awards of options, rights, performance rights, performance shares and shares. The Board has further discretion to determine vesting conditions including service conditions or other performance hurdles, exercise prices, minimum holding periods, forfeiture conditions or events and other conditions of awards. The Board has further discretion to vary or waive these terms and conditions (subject to Corporations Act limitations on shareholder approval for awards to Directors).
Eligibility	Participants under the OEP include permanent, full-time, or part-time employees, Non-Executive Directors, casual employees or contractors who work a pro-rata equivalent of 40% or more of a comparable full-time position and are Australian residents for tax purposes.
Shares	The total number of ordinary shares over which rights or securities may be awarded under the OEP is capped at 5% of the issued share capital of the Company. Consistent with ASIC Class Order 14/1000, this cap includes any securities awarded under all the Company's other employee incentive plans within the 3 years before any new award under the OEP but excludes any rights or securities that have expired or that were issued without the need for disclosure (such as to senior managers of the Company).
Vesting:	Rights and options will vest in accordance with applicable performance hurdles, service conditions and exercise conditions. Where a Participant ceases to be employed by the Company or a related body corporate of the Company as a result of death or serious injury which prohibits continued employment, retirement or retrenchment or such other eligible circumstance as determined by the Board ('Qualifying Event'), the Board may, in its absolute discretion, determine that unvested rights and/or options become Vested.
Change of Control:	Where there is a change in control of the Company, the Board may in its absolute discretion determine that any unvested rights and/or options become vested.
Exercise:	Once options and rights have vested, they are generally able to be exercised prior to the lapsing and forfeiture events. On exercise, the participant must pay the relevant exercise price for those options and/or rights.
Quotation:	Options and Rights will not be quoted on the ASX. The Company will apply for Official Quotation of the shares issued on exercise of options and/or rights, in accordance with the ASX Listing Rules.
Cessation of eligibility:	Where a Participant ceases to be employed by the Company or a related body corporate of the Company, other than as a result of a Qualifying Event, any options, rights and performance rights or shares will be immediately forfeited, whether or not those awards have vested.
Restrictions	Entitlements under the OEP are non-transferrable (subject to certain limited exceptions). Entitlements are also subject to the Company's share trading policies and the Corporations Law as it relates to share trading.
Amendments:	To the extent permitted by the ASX Listing Rules, the Board retains the discretion to vary the terms and conditions of the OEP.
ASX Listing Rules	To the extent (if any) that any of the OEP Terms And Conditions are inconsistent with or contrary to the ASX Listing Rules, the ASX Listing Rules provisions will prevail and these Option Terms And Conditions are deemed to incorporate the relevant ASX Listing Rules provisions as an amendment to these terms;

Share Plan Loan If the Board considers appropriate, the Board may invite some of the Eligible Participants to apply for a limited recourse loan under the Plan (**Loan**), which if granted by the Board, will be applied as the subscription price for the purchase of Shares to be issued under the Plan or the exercise price of Options or Rights issued under the Plan. The terms of any Loan granted will be determined by the Board from time to time.

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 **11.00am (AEDT) on Sunday, 20 November 2022** 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.



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