

13/02/2026

## Upcoming General Meeting of Shareholders

Dear Shareholder


Actinogen Medical Limited, ACN 086 778 476 (ASX: ACW or “the **Company**”), advises a General Meeting will be held in person at K&L Gates, Level 31, 1 O’Connell Street, Sydney, NSW 2000 on Wednesday, 18 March 2026 at 10.00am (AEDT) (**Meeting**).

### Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s InvestorHub at <https://investors.actinogen.com.au/general-meeting> or the Company’s ASX market announcements platform at <https://www.asx.com.au/> (ASX: ACW).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

### Voting by Proxy

<p><b>Online</b></p> <p>scan the QR code below using your smartphone</p> 	<p>Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions:</p> <ol style="list-style-type: none"> <li>1. Login to the Automic website using the holding details as shown on your holding statement.</li> <li>2. Click on ‘Meetings’ - ‘Vote’.</li> </ol> <p>To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.</p>
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For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au) or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas), between 8.30am and 7:00pm (AEDT), Monday to Friday.

### Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at [pwebse@governancecorp.com.au](mailto:pwebse@governancecorp.com.au).

Copies of all Meeting-related material, including the Notice of Meeting, are available to download from the Company’s InvestorHub: <https://investors.actinogen.com.au/general-meeting>, and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s InvestorHub.

Announcement authorised for ASX release by the Board of Actinogen Medical Limited

## About Actinogen Medical

Actinogen Medical (ACW) is an ASX-listed, biotechnology company developing a novel therapy for neurological and neuropsychiatric diseases associated with dysregulated brain cortisol. There is a strong association between cortisol and detrimental changes in the brain, affecting cognitive function, harm to brain cells and long-term cognitive health.

Cognitive function means how a person understands, remembers and thinks clearly. Cognitive functions include memory, attention, reasoning, awareness and decision-making.

Actinogen is currently developing its lead compound, Xanamem, as a promising new therapy for Alzheimer's Disease. It has also conducted a phase 2 trial in patients with cognitive impairment and depression and may study Fragile X Syndrome and other neurological and psychiatric diseases in the future. Reducing cortisol inside brain cells could have a positive impact in these and many other diseases. The cognitive dysfunction, behavioural abnormalities, and neuropsychological burden associated with these conditions is debilitating for patients, and there is a substantial unmet medical need for new and improved treatments.

## Clinical Trials

**The XanaMIA Phase 2b/3 Alzheimer's disease trial** is a double-blind, 36-week treatment, placebo-controlled, parallel group design trial in 220 patients with mild to moderate AD and progressive disease, determined by clinical criteria and confirmed by an elevated level of the pTau181 protein biomarker in blood. Patients receive Xanamem 10 mg or placebo, once daily, and its ability to slow progression of Alzheimer's disease is assessed with a variety of endpoints. The primary endpoint of the trial is the internationally-recognized CDR-SB (Clinical Dementia Rating scale – Sum of Boxes). The trial is being conducted in Australia and the US. On 30 January, 2026 the independent Data Monitoring Committee recommended the trial continue without amendment following an unblinded review of safety and efficacy futility data. The trial is now closed to recruitment, with final topline results in November 2026.

**The XanaMIA-OLE Alzheimer's disease open-label extension** is an open-label phase of up to 25 months treatment where all participants will receive active Xanamem 10 mg once daily. The trial will evaluate safety and a limited number of efficacy endpoints such as the CDR-SB. The trial will commence in Q1 2026 and be open to all former and current participants in the XanaMIA Phase 2b/3 trial.

**The XanaCIDD Phase 2a depression trial** was a double-blind, six-week proof-of-concept, placebo-controlled, parallel group design trial in 167 patients with moderate, treatment-resistant depression and a degree of baseline cognitive impairment. Participants were evenly randomized to receive Xanamem 10 mg once daily or placebo, in most cases in addition to their existing antidepressant therapy, and effects on cognition and depression were assessed. Trial results were reported in August 2024 and showed clinically and statistically significant benefits on depression symptoms with positive effects on the MADRS scale (a validated scale of depression symptom measurement) and the PGI-S (a valid patient reported assessment of depression severity). Cognition improved markedly and to a similar extent in both Xanamem and placebo groups.

## About Xanamem (emestedastat)

Xanamem's novel mechanism is to control elevated levels of cortisol (aka the "stress hormone") in the brain through the inhibition of the cortisol synthesis enzyme, 11 $\beta$ -HSD1, without affecting production of cortisol by the adrenal glands which is essential for the body's normal functioning. Xanamem is a first-in-class, once-a-day pill designed to deliver high levels of cortisol control in key areas of the brain related to Alzheimer's and other diseases such as the hippocampus and frontal cortex. To view Xanamem's two-minute Mechanism of Action animation, [click here](#).

Chronically elevated cortisol is associated with progression in Alzheimer's Disease and excess cortisol is known to be toxic to brain cells. Cortisol itself is also associated with depressive symptoms and when targeted via other mechanisms has shown some promise in prior clinical trials. The recent XanaCIDD trial demonstrated clinically and sometimes statistically significant benefits on depressive symptoms, further validating the cortisol control mechanism for the Xanamem 10 mg oral daily dose.

The Company has studied 11 $\beta$ -HSD1 inhibition by Xanamem in approximately 400 volunteers and patients in eight clinical trials. Xanamem has a promising safety profile and has demonstrated clinical activity in patients with depression, patients with biomarker-positive Alzheimer's disease and cognitively normal volunteers. High levels of target engagement in the brain with doses as low as 5 mg daily have been demonstrated in a human PET imaging study.

Xanamem is an investigational product and is not approved for use outside of a clinical trial by the FDA or by any global regulatory authority. Xanamem® is a trademark of Actinogen Medical.

#### **Disclaimer**

This announcement and attachments may contain certain "forward-looking statements" that are not historical facts; are based on subjective estimates, assumptions and qualifications; and relate to circumstances and events that have not taken place and may not take place. Such forward looking statements should be considered "at-risk statements" - not to be relied upon as they are subject to known and unknown risks, uncertainties and other factors (such as significant business, economic and competitive uncertainties / contingencies and regulatory and clinical development risks, future outcomes and uncertainties) that may lead to actual results being materially different from any forward looking statement or the performance expressed or implied by such forward looking statements. You are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof. Actinogen Medical does not undertake any obligation to revise such statements to reflect events or any change in circumstances arising after the date hereof, or to reflect the occurrence of or non-occurrence of any future events. Past performance is not a reliable indicator of future performance. Actinogen Medical does not make any guarantee, representation or warranty as to the likelihood of achievement or reasonableness of any forward-looking statements and there can be no assurance or guarantee that any forward-looking statements will be realised.

**ACTINOGEN MEDICAL ENCOURAGES ALL CURRENT INVESTORS TO GO PAPERLESS BY REGISTERING THEIR DETAILS WITH THE DESIGNATED REGISTRY SERVICE PROVIDER, AUTOMIC GROUP.**

# ACTINOGEN MEDICAL LIMITED

ACN 086 778 476  
(ASX code: ACW)

## NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date and Time of Meeting:

**Wednesday, 18 March 2026 at 10.00 am (AEDT)**

Place of Meeting:

K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW 2000

*The Meeting will be held as an in-person meeting, and not as a hybrid or virtual meeting.*

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

*In accordance with section 110D(1) of the Corporations Act 2001 the Company will not be sending hard copies of this Notice of Meeting to shareholders unless a shareholder has requested a hard copy of this Notice or made an election for the purposes of Section 110E of the Corporations Act to receive documents from the Company in physical form. This Notice can be viewed and downloaded from the Company's Investor Hub at <https://investors.actinogen.com.au/> or the ASX at [www2.asx.com.au](http://www2.asx.com.au)*

**This Notice of 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.**

# ACTINOGEN MEDICAL LIMITED

ACN 086 778 476

## Notice of General Meeting

Notice is given that a general meeting of the members of Actinogen Medical Limited ACN 086 778 476 (**Company**) to be held as an in person meeting at K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW 2000 on **Wednesday, 18 March 2026 at 10.00 am** (AEDT) for the purpose of considering and, if thought appropriate, passing the resolutions as outlined in this Notice of Meeting (**Notice**).

Shareholders wishing to vote, or their proxy or attorneys who vote in their place (or in the case of a Shareholder or proxy which is a corporation, their corporate representatives), must attend in person at the above physical address on Wednesday, 18 March 2026.

The Company will conduct a poll on the resolutions set out in the Notice incorporating the proxies filed prior to the Meeting.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice.

The Company is not sending hard copies of the Meeting materials to shareholders. Instead, a copy of the Meeting materials can be viewed and downloaded online at the following link: <https://investors.actinogen.com.au/general-meeting>.

## Agenda

### Resolution 1: Approval of issue of Placement Shares to Geoffrey Brooke

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the allotment and issuance of 1,357,857 Placement Shares at an issue price of \$0.042 per Share to Geoffrey Brooke (or his nominee) on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."*

#### **Voting exclusion:**

*The Company will disregard any votes cast in favour of this Resolution 1 by Geoffrey Brooke 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) 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.*

## Resolution 2: Approval of issue of Placement Shares to Steven Gourlay

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the allotment and issuance of 11,904,762 Placement Shares at an issue price of \$0.042 per Share to Steven Gourlay (or his nominee) on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."*

### **Voting exclusion:**

*The Company will disregard any votes cast in favour of this Resolution 2 by Steven Gourlay 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) 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.*

## Resolution 3: Approval of issue of Placement Shares to Malcolm McComas

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the allotment and issuance of 714,286 Placement Shares at an issue price of \$0.042 per Share to Malcolm McComas (or his nominee) on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."*

### **Voting exclusion:**

*The Company will disregard any votes cast in favour of this Resolution 3 by Malcolm McComas 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) 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.

#### **Resolution 4: Approval of issue of Placement Shares to George Morstyn**

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the allotment and issuance of 1,821,991 Placement Shares at an issue price of \$0.042 per Share to George Morstyn (or his nominee) on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."*

**Voting exclusion:**

*The Company will disregard any votes cast in favour of this Resolution 4 by Dr George Morstyn 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) 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.*

#### **Resolution 5: Approval of issue of Placement Shares to Nicki Vasquez**

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the allotment and issuance of 82,057 Placement Shares at an issue price of \$0.042 per Share to Nicki Vasquez (or her nominee) on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."*

**Voting exclusion:**

*The Company will disregard any votes cast in favour of this Resolution 5 by Nicki Vasquez 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) 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.

## **Resolution 6: Ratification of prior issue of Placement Shares issued to sophisticated and professional investors**

To consider and, if thought fit, pass 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 of an aggregate of 269,833,333 Placement Shares at an issue price of \$0.042 per Share to sophisticated and professional investors on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."*

### **Voting exclusion:**

*The Company will disregard any votes cast in favour of this Resolution 6 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.

**By order of the Board**

**Peter Webse**  
**Company Secretary**  
10 February 2026

## VOTING ENTITLEMENT NOTICE

### 1. Entitlement to vote

For the purposes of the Meeting, the Company has determined that in accordance with regulation 7.11.37 of the Corporations Regulations, shares will be taken to be held by the persons registered as holders at 7.00 pm (AEDT) on Monday, 16 March 2026. Accordingly, transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

### 2. Voting at the meeting

You may vote by attending the Meeting in person or by appointing an attorney or corporate representative to participate in the Meeting and vote for you. Alternatively, Shareholders who are entitled to vote at the Meeting may vote by appointing a proxy to participate and vote on their behalf, using the Proxy Form accompanying this notice.

Details on how to participate by attending the meeting are provided in section 2(b) below.

#### (a) Jointly held Shares

If more than one Shareholder votes in respect of jointly held Shares, only the vote of the Shareholder whose name appears first in the share register will be counted whether the vote is given personally, by attorney or proxy.

#### (b) Voting in person

As the Meeting is to be conducted as an in-person meeting, Shareholders wishing to vote, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must physically attend (or have their proxy or personal representative attend) the Meeting venue in person.

Shareholders, their attorneys or in the case of Shareholders or proxies which are corporations, corporate representatives, who plan to participate in the Meeting should attend personally 15 minutes prior to the time designated for the commencement of the Meeting, if possible, to register and to obtain a physical voting card.

#### (c) Voting by proxy

Shareholders wishing to appoint a proxy to vote on their behalf at the Meeting must either complete and sign or validly authenticate the personalised Proxy Form which accompanies this Notice of Meeting. A person appointed as a proxy may be an individual or a body corporate.

Proxies participating in the Meeting in person will need provide their name and present identification on the Meeting day (as part of their attendance registration process) prior to the Meeting commencing to obtain their proxy voting card for the Meeting.

Completed Proxy Forms must be delivered to the Share Registry by 10.00 am (AEDT) on Monday, 16 March 2026 in any of the following ways:

##### (i) By mail provided to the Share Registry:

Actinogen Medical Limited  
C/- Automic Registry Services  
GPO Box 5193  
Sydney NSW 2001

##### (ii) By email to the Share Registry at [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

##### (iii) Online if you wish to appoint your proxy online, you should do so by visiting <https://investor.automic.com.au> and by following the instructions on that website. Online appointments of proxies must be done by 10.00 am (AEDT) on Monday, 16 March 2026.

**(iv) By Hand:**

Automatic Registry Services, Level 5, 126, Philip Street, Sydney NSW 2000.

A proxy need not be a Shareholder.

If you appoint a proxy and subsequently wish to attend the meeting yourself, the proxy will retain your vote and you will be unable to vote yourself unless you notify the registrar of the revocation of your proxy appointment before the commencement of the Meeting. You may notify the registrar by calling 1300 288 664 (from within Australia) and +61 2 9698 5414 (from outside Australia).

If a proxy appointment is signed by a Shareholder but does not name the proxy or proxies in whose favour it is given, the Chair will act as proxy.

You are entitled to appoint up to two proxies to participate in the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy you must specify the names of each proxy and the percentage of votes or number of securities for each proxy on the Proxy Form. Replacement Proxy Forms can also be obtained from the Share Registry.

If you hold Shares jointly with one or more other persons, in order for your proxy appointment to be valid, each of you must sign the Proxy Form.

**(d) Undirected proxies**

If a Shareholder nominates the Chair of the Meeting as that Shareholder's proxy, the person acting as Chair of the Meeting must act as proxy under the appointment in respect of any or all items of business to be considered at the Meeting.

If a proxy appointment is signed or validly authenticated by that Shareholder but does not name the proxy or proxies in whose favour it is given, the Chair of the Meeting will act as proxy in respect of any or all items of business to be considered at the Meeting.

Proxy appointments in favour of the Chair of the Meeting, the Company Secretary or any Director which do not contain a direction as to how to vote will be voted in favour of the resolutions at the Meeting.

The Chair intends to vote undirected proxies of which the Chair is appointed as proxy in favour of the resolutions.

**(e) Voting by attorney**

If you wish to appoint an attorney to vote at the Meeting the original or a certified copy of the power of attorney under which the attorney has been appointed must be received by the Share Registry no later than 10.00 am (AEDT) on Monday, 16 March 2026 (or if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting).

Any power of attorney granted by a Shareholder will, as between the Company and that Shareholder, continue in force and may be acted on, unless express notice in writing of its revocation or the death of the relevant Shareholder is lodged with the Company.

Your appointment of an attorney does not preclude you from logging in online and participating and voting at the Meeting. The appointment of your attorney is not revoked merely by your participation and taking part in the Meeting, but if you vote on a resolution, the attorney is not entitled to vote, and must not vote, as your attorney on that resolution.

**(f) Voting by corporate representative**

To vote by corporate representative at the Meeting, a Shareholder or proxy who is a corporation should obtain a *Certificate of Appointment of Corporate Representative* from the Share Registry, complete and sign the form in accordance with the instructions on it. The completed appointment form should be lodged with the Share Registry before 10.00 am (AEDT) on Monday, 16 March 2026.

The appointment of a representative may set out restrictions on the representative's powers. The appointment must comply with section 250D of the Corporations Act.

The original *Certificate of Appointment of Corporate Representative*, a certified copy of the *Certificate of Appointment of Corporate Representative*, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed.

# ACTINOGEN MEDICAL LIMITED

ACN 086 778 476

## Explanatory Memorandum

Notice is given that a general meeting of the members of Actinogen Medical Limited ACN 086 778 476 (**Company**) is to be held as an in person meeting at K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW 2000 on Wednesday, 18 March 2026 at 10.00 am (AEDT) for the purpose of considering and, if thought appropriate, passing the resolutions as outlined in this Notice of Meeting (**Notice**).

Shareholders wishing to vote, or their proxy or attorneys who vote in their place (or in the case of a Shareholder or proxy which is a corporation, their corporate representatives), must attend in person at the above physical address on Wednesday, 18 March 2026. The Company will conduct a poll on the resolutions set out in the Notice incorporating the proxies filed prior to the Meeting.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice.

## Agenda

### 1. Resolutions 1, 2, 3, 4 and 5: Approval of issue of Placement Shares to Geoffrey Brooke, Steven Gourlay, Malcolm McComas, George Morstyn and Nicki Vasquez

#### 1.1 Background

The Company announced on 2 February 2026 that it had received commitments for a total of approximately \$12 million by the issue of an aggregate of approximately 285,714,286 Shares at \$0.042 per Share (**Placement Shares**) to sophisticated and professional investors (introduced by the Company's lead manager to the Placement, Canaccord Genuity (Australia) Limited) and subject to Shareholder approval, some of the Directors of the Company (**Placement**).

As a show of their confidence in the Company, the below Directors have agreed to subscribe, subject to shareholder approval, for an aggregate of 15,880,953 Placement Shares at the same price and on the same terms as the sophisticated and professional investors pursuant to the Placement, as follows:

- Geoffrey Brooke (or his nominee) – 1,357,857 Placement Shares
- Steven Gourlay (or his nominee) – 11,904,762 Placement Shares
- Malcolm McComas (or his nominee) – 714,286 Placement Shares
- George Morstyn (or his nominee) – 1,821,991 Placement Shares
- Nicki Vasquez (or her nominee) – 82,057 Placement Shares

The Placement Shares were issued to investors under the Placement on 9 February 2026 pursuant to the Company's existing ASX Listing Rule 7.1, except for those Placement Shares to be subscribed by the Directors of the Company, the subject of Resolutions 1 to 5.

The Company will use the funds raised under the Placement (together with funds raised under the SPP Offer as also announced by the Company on 2 February 2026) to complete the XanaMIA pivotal trial in Alzheimer's disease, implement the open label extension phase of the XanaMIA trial and for general corporate purposes.

## 1.2 Chapter 2E of the Corporations Act

Pursuant to the *Corporations Act 2001* (Cth), the provision of any financial benefit to a related party requires shareholder approval in accordance with the procedure set out in Part 2E.1 of that Act, unless a relevant exception applies. Part 2E.1 applies to the issuance of securities to a related party by the Company to a related party. A “related party” (as defined in the Act) includes the Directors of the Company and their controlled entities.

With respect to Resolutions 1, 2, 3, 4 and 5, the Board is of the view that the Placement Shares proposed to be issued to the Directors would be issued upon terms that would meet the “arm’s length terms” criteria of Section 210 of the Corporations Act (and would therefore be exempt from the need to seek shareholder approval pursuant to the Act).

In particular, the subscription price for the Placement Share payable by the Directors:

- were determined at the same time as, and are the same as, the Placement Shares issued to the non-related party, independent sophisticated and professional investors pursuant to the Placement, and
- are the same as the subscription price under the SPP Offer paid by eligible shareholders who subscribed under the SPP Offer.

## 1.3 Listing Rule 10.11

Each Director of the Company is a “related party” of the Company under the ASX Listing Rules. Therefore, shareholder approval is being sought for the proposed issues of Placement Shares to Directors under ASX Listing Rule 10.11, which provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party.

If Resolutions 1, 2, 3, 4 and 5 are passed, the Company will be able to issue the Placement Shares to the relevant Directors in relation to which Shareholder approval is received.

If any of Resolutions 1, 2, 3, 4 or 5 are not passed, the Company will not be able to issue the Placement Shares to the relevant Directors in relation to which Shareholder approval is not received and the Company will not receive the funds proposed to be subscribed by the relevant Directors.

## 1.4 Information required by Listing Rule 10.13

ASX Listing Rule 10.13 requires that the Meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 10.11 must include the following information:

- (a) *The name of the person and the category under ASX Listing Rules 10.11.1 - 10.11.5 applicable:*

Each of Geoffrey Brooke, Steven Gourlay, Malcolm McComas, George Morstyn and Nicki Vasquez are Directors of the Company and therefore Listing Rule 10.11.1 applies.

- (b) *The number and class of securities the entity issued:*

Geoffrey Brooke (or his nominee) – 1,357,857 Placement Shares for the subscription of \$0.042

Steven Gourlay (or his nominee) – 11,904,762 Placement Shares for the subscription of \$0.042

Malcolm McComas (or his nominee) – 714,286 Placement Shares for the subscription of \$0.042

George Morstyn (or his nominee) – 1,821,991 Placement Shares for the subscription of \$0.042

Nicki Vasquez (or her nominee) – 82,057 Placement Shares for the subscription of \$0.042

- (c) *If the securities are not fully paid shares, a summary of the material terms of the securities*

The Placement Shares are fully paid ordinary shares.

- (d) *Date which the securities are to be issued:*

Within one month from the date of Shareholder approval.

- (e) *The issue price or other consideration the Company will receive for the issue of the securities:*

\$0.042 per Placement Share, amounting to a total of \$667,000.03 to be received by the Company for the subscription of 15,880,953 Placement Shares by Directors (with the individual amounts for each director described in section (b) above).

- (f) *The purpose of the issue, including the intended use of the funds raised:*

The purpose of the issue is to raise further funds for the Company. The intended use of the funds, in conjunction with funds raised pursuant to the SPP Offer, is towards:

- completing the XanaMIA pivotal trial in Alzheimer's disease;
- implementing the open label extension phase of the XanaMIA trial;
- general working capital; and
- capital raising costs for the SPP Offer and Placement.

- (g) *If the issue is to a director and is intended to incentivise the person as a director, details of their remuneration package are to be provided:*

The issue of the Placement Shares is to be upon subscription by the Directors under the Placement and is not intended to remunerate or incentivise the Directors.

- (h) *If the securities are being issued under an agreement, a summary of the material terms of the agreement.*

The Placement Shares are not to be issued pursuant to an agreement.

- (i) *A voting exclusion statement*

Voting exclusion statements are set out in Resolutions 1, 2, 3, 4 and 5.

## **1.5 Recommendation**

The Directors (with Geoffrey Brooke abstaining) recommend that shareholders vote in favour of Resolution 1.

The Directors (with Steven Gourlay abstaining) recommend that shareholders vote in favour of Resolution 2.

The Directors (with Malcolm McComas abstaining) recommend that shareholders vote in favour of Resolution 3.

The Directors (with George Morstyn abstaining) recommend that shareholders vote in favour of Resolution 4.

The Directors (with Nicki Vasquez abstaining) recommend that shareholders vote in favour of Resolution 5.

## **2. Resolution 6: Ratification of prior issue of Placement Shares issued to sophisticated and professional investors**

### **2.1 Background**

As further described in section 2.1, the Company announced on 2 February 2026 that it had received commitments for a total of approximately \$12 million by the issue of an aggregate of approximately 285,714,286 Placement Shares at \$0.042 per Share, to sophisticated and professional investors introduced by the Company's lead manager to the Placement, Canaccord Genuity (Australia) Limited, and subject to Shareholder approval (under Resolutions 1 to 5), some of the Directors of the Company.

Excluding the Placement Shares to be subscribed by the Directors of the Company (the subject of Resolutions 1 to 5), 269,833,333 Placement Shares were issued to sophisticated and professional investors (**Placement Investors**) under the Placement.

The Placement Shares were issued to the Placement Investors on 9 February 2026 pursuant to the Company's existing ASX Listing Rules 7.1 capacity.

By issuing those Placement Shares, the Company's capacity to issue further equity securities without Shareholder approval within the limit of ASX Listing Rule 7.1 were correspondingly reduced. Accordingly, Shareholder approval is being sought to ratify the prior issue and allotment of the Placement Shares to Placement Investors. For clarity, approval under this Resolution 6 is to ratify a prior issue which has occurred prior to the date of the Meeting.

### **2.2 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**).

By ratifying this previous issue, the Company will retain the flexibility to issue equity securities in the future (equal to the number of securities for which this approval is being sought) within the limits of ASX Listing Rule 7.1 up to its 15% capacity, without needing to seek further Shareholder approval.

If Resolution 6 is not passed, the issue of the Placement Shares to Placement Investors is not affected, but Company's ability to issue further securities without 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 (if at all) and (ii) 12 months from the date of issue those Placement Shares.

Accordingly, Resolution 6 seeks Shareholder approval to allow the Company to refresh its placement capacity under ASX Listing Rule 7.1 with respect to the Placement Shares issued to Placement Investors.

## 2.3 Information required by 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 persons to whom the Company issued the securities (or the basis on which the persons were identified or selected):*

The Placement Shares were issued to sophisticated and professional investors introduced by the Company's lead manager to the Placement, Canaccord Genuity (Australia) Limited.

- (b) *The number and class of securities the entity issued:*

269,833,333 Placement Shares

- (c) *If the securities are not fully paid ordinary securities, a summary of the material terms of the securities:*

The Placement Shares are fully paid ordinary shares.

- (d) *Date which the securities were be issued:*

9 February 2026

- (e) *The issue price or other consideration the Company has received for the issue of the securities:*

\$0.042 per Placement Share, amounting to a total of approximately \$11.3 million received by the Company for the subscription of 269,833,333 Placement Shares by Placement Investors.

- (f) *The purpose of the issue, including the intended use of the funds raised:*

The purpose of the issue is to raise further funds for the Company. The intended use of the funds, in conjunction with funds raised pursuant to the SPP Offer, is towards:

- completing the XanaMIA pivotal trial in Alzheimer's disease;
- implementing the open label extension phase of the XanaMIA trial;
- general working capital; and
- capital raising costs for the SPP Offer and Placement.

- (g) *If the securities are being issued under an agreement, a summary of the material terms of the agreement.*

The Placement Shares were not issued pursuant to an agreement.

- (h) *A voting exclusion statement*

A voting exclusion statement is set out in Resolution 6.

## 2.4 Recommendation

The Board unanimously recommends that shareholders vote in favour of Resolution 6.

### **3. Further information**

The Directors are not aware of any other information which is relevant to the consideration by members of the proposed resolutions set out in this Notice of Meeting.

The Directors recommend members read this Explanatory Memorandum in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.

## Glossary

In addition to those terms defined within the Explanatory Memorandum in **bold**, the following defined terms are used in the Notice of Meeting and the Explanatory Memorandum:

**AEDT** means Australian Eastern Daylight Time.

**ASX** means ASX Limited ACN 008 624 691.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of the ASX as amended from time to time.

**Board** means the board of Directors of the Company.

**Company** means **Actinogen Medical Limited** ACN 086 778 476.

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

**Director** means a director of the Company.

**Explanatory Memorandum** means the explanatory memorandum attached to this Notice.

**General Meeting / EGM** means the general meeting of the Company to be held in person at K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW 2000 at 10.00 am (AEDT) on Wednesday, 18 March 2026 pursuant to this Notice of Meeting.

**Meeting** means the general meeting subject to this Notice.

**Notice of Meeting** or **Notice** means this notice of General Meeting.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolution** means the resolutions referred to in the Notice of Meeting.

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

**Share Registry** means Automic Group Pty Ltd.

**Shareholder** means a holder of a Share.

**SPP Offer** means the Company's share purchase plan offer to eligible shareholders, as announced to ASX on 2 February 2026.

Your proxy voting instruction must be received by **10:00am (AEDT) on Monday, 16 March 2026**, being **not less 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  
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Sydney NSW 2000

#### BY EMAIL:

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