

NOTICE OF ANNUAL GENERAL MEETING

Perth, Australia; 11 OCTOBER 2024 – Argenica Therapeutics Limited (ASX: AGN) (“Argenica” or the “Company”) advises of the following documents in relation to the upcoming Annual General Meeting:

- Shareholder Letter containing Important Information Regarding the Company’s Upcoming Annual General Meeting
- Notice of Annual General Meeting
- Sample Proxy Form

This announcement has been approved for release by the Company Secretary

For more information please contact: ewaldon@argenica.com.au

[ENDS]

11 October 2024

Dear Shareholder

Annual General Meeting – Notice of Meeting and Proxies

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Argenica Therapeutics Limited (ACN 637 578 753) (**Company**) will be held as follows:

Time and date: 2.00pm (Perth time) on Tuesday, 12 November 2024

Location: UWA Club, Hackett Entrance #1, Hackett Drive, Crawley WA 6009

Notice of Meeting

In accordance with the *Corporations Act 2001* (Cth) the Company will not be dispatching physical copies of the Notice of Meeting unless individual shareholders have made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at <https://investorhub.argenica.com.au/announcements#announcements>; and
- the ASX market announcements page under the Company's code "AGN".

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

Voting at the Meeting or by proxy

Shareholders are encouraged to vote by lodging a proxy form.

Proxy forms can be lodged:

- **Online:** www.linkmarketservices.com.au
- **By mail:** Argenica Therapeutics Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
- **In-person:** Deliver it to Link Market Services Limited*
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150
- **By fax:** +61 2 9287 0309
- **By mobile:** Scan the QR Code on your Proxy Form and follow the prompts

* during business hours Monday to Friday (9:00am – 5:00pm).

Your proxy voting instruction must be received by 2.00pm (Perth time) on Sunday, 10 November 2024 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 Meeting.

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Authorised for release by:

Emma Waldon
Company Secretary
Argenica Therapeutics Limited

ARGENICA THERAPEUTICS LIMITED

ABN 78 637 578 753

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2.00 pm (AWST)

DATE: Tuesday, 12 November 2024

PLACE: UWA Club
Hackett Entrance #1, Hackett Drive
Crawley WA 6009

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, using the contact details on page 14.

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YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out on page 4.

VOTING BY PROXY

Shareholders are strongly encouraged to complete a Proxy Form to appoint the Chair of the Meeting as their proxy and to provide specific instructions on how the Shareholder's vote is to be exercised on each item of business. The Chair must follow your instructions. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form.

APPOINTING A PROXY

A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on their behalf. A proxy does not need to be a Shareholder of the Company.

If a Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the percentage or number of votes each proxy can exercise. If the proxy form does not specify the percentage or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of the Shareholder's votes on a poll. Fractions will be disregarded.

To appoint a proxy online, visit www.linkmarketservices.com.au, select 'Investor Login' and in the "Single Holding" section enter Argenica Therapeutics Limited or the ASX code AGN in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on your proxy form), postcode and complete the security verification process and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

Alternatively, you can appoint a proxy by completing and signing the enclosed proxy form and sending the form to:

- (a) by post to Link Market Services Limited Locked Bag A14 SYDNEY SOUTH NSW 1235; or
- (b) by fax to Link Market Services Limited at +61 (2) 9287 0309 or
- (c) by hand to Link Market Services Limited Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150.

The deadline for receipt of proxy appointments is 4.00 pm (AWST) on Tuesday, 28 November 2023.

Proxy appointments received later than this time will be invalid.

POWER OF ATTORNEY

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already been provided to the Share Registry.

CORPORATE REPRESENTATIVES

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

An appointment of corporate representative form may be obtained from Link Market Services online at <http://www.linkmarketservices.com.au/corporate/resources/forms.html>

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM**) of Shareholders of Argenica Therapeutics Limited will be held at UWA Club, Hackett Entrance #1, Hackett Drive, Crawley WA 6009 at 2.00 pm (AWST) on Tuesday, 12 November 2024. Registration will open at 1.45 pm (AWST).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the AGM. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

The Directors have determined under Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 2.00 pm (AWST) on Sunday, 10 November 2024.

AGENDA

ADOPTION OF ANNUAL REPORT

To receive and consider the Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2024.

Note: there is no requirement for Shareholders to approve the Annual Report.

Shareholders will be asked to consider, and if thought fit, to pass, with or without amendment, the Resolution below, which will be proposed as a **Non-Binding Resolution**:

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

"To adopt the Argenica Therapeutics Limited's Remuneration Report for the year ended 30 June 2024."

Shareholders will be asked to consider, and if thought fit, to pass, with or without amendment, Resolutions 2, 3 and 4 below, which will be proposed as **Ordinary Resolutions**:

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DIANNE ANGUS

'That Dianne Angus, who retires in accordance with Article 7.6(c) of the Constitution having been appointed as an additional Director, Listing Rule 14.5 and for all other purposes, and, being eligible and offering herself for re-election, is re-elected as a Director on the terms and conditions set out in the Explanatory Statement accompanying the Notice.'

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MARK ETHERTON

'That Mark Etherton, who retires in accordance with Article 7.6(c) of the Constitution having been appointed as an additional Director, Listing Rule 14.5 and for all other purposes, and, being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions set out in the Explanatory Statement accompanying the Notice.'

RESOLUTION 4 – RE-ELECTION OF DIRECTOR – ROBERT BLACK

'That Robert Black, who retires in accordance with Article 7.6(c) of the Constitution having been appointed as an additional Director, Listing Rule 14.5 and for all other purposes, and, being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions set out in the Explanatory Statement accompanying the Notice.'

Shareholders will be asked to consider, and if thought fit, to pass, with or without amendment, the Resolution below, which will be proposed as a **Special Resolution**:

RESOLUTION 5 – APPROVAL OF 10% PLACEMENT FACILITY

“That for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totaling up to 10% of the issued capital, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement accompanying the Notice.”

DATED: 11 OCTOBER 2024

BY ORDER OF THE BOARD



**ARGENICA THERAPEUTICS LIMITED
EMMA WALDON
COMPANY SECRETARY**

Voting Prohibition and Voting Exclusion Statements

For the definitions of Key Management Personnel (**KMP**) and Closely Related Parties, please refer to the Glossary on page 15.

The Corporations Act restricts members of the KMP of the Company and their Closely Related Parties from voting in relation to remuneration related Resolutions (such as Resolution 1), voting prohibitions.

In addition, separate voting restrictions apply in respect of Resolutions 5 under the ASX Listing Rules, voting exclusions.

What this means for Shareholders: If you intend to appoint a member of the KMP (other than the Chairman of the Meeting) or a Closely Related Party of a member of the KMP as your proxy, please ensure that you direct them how to vote on Resolution 1. If you do not do so, your proxy will not be able to vote on your behalf on Resolution 1.

If you intend to appoint the Chairman of the Meeting as your proxy, you are encouraged to direct him how to vote by marking the boxes for Resolutions 1 and 5 (for example if you wish to vote for, or against, or to abstain from voting). If you appoint the Chairman as your proxy without directing him how to vote, the Proxy Form authorises him to vote as he decides on Resolutions 1 and 5 (even though those Resolutions are connected with the remuneration of KMP). The Chairman of the Meeting intends to vote in favour of all Resolutions (where permissible).

The Company will disregard votes cast on Resolutions 1 and 5 by the persons detailed in the below.

Resolution 1 – Adoption of Remuneration Report

Voting Prohibition Statement:

In accordance with the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the KMP, details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2024; and
- (b) Closely Related Parties of such a member.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman of the Meeting and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 5 – Approval of 10% Placement Capacity

Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 5 if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are 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 Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held on Tuesday, 12 November 2024 at 2.00 pm (AWST).

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. ANNUAL REPORT

The business of the Meeting will include receipt and consideration of the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2024, which are included in Argenica's Annual Report.

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Annual Report, and on the management of Argenica.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted 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 for the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report to the Company's auditor, please send your question to the Company Secretary at ewaldon@argenica.com.au. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, that is by Tuesday, 5 November 2024.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the Annual Report. The Remuneration Report details the Company's remuneration arrangements for the Directors and senior management of the Company.

S250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. Shareholders should note that the vote on Resolution 1 is advisory only and not binding on the Company or its Directors.

However, under the Corporations Act, if at least 25% of the votes cast on Resolution 1 are against the adoption of the Remuneration Report then:

- (a) if comments are made on the Remuneration Report at the Meeting, Argenica's 2023 Remuneration Report will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- (b) if, at next year's AGM, at least 25% of the votes cast on the resolution for adoption of the 2025 Remuneration Report are against it, Argenica will be required to put to Shareholders a resolution proposing that an Extraordinary General Meeting (**EGM**) be called to consider the removal of the whole Board (**Spill Resolution**). If the Spill Resolution is passed (i.e. more than 50% of the votes cast are in favour of it), all of the Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report will cease to hold office at the subsequent EGM, unless re-elected at that Meeting.

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Remuneration Report.

Board recommendation: *The Remuneration Report forms part of the Directors' Report, which was approved in accordance with a unanimous resolution of the Board. Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.*

3. RESOLUTIONS 2, 3 & 4 - RE-ELECTION OF DIRECTORS

Constitution

Retirement by rotation

Article 7.2(b) of the Constitution and Listing Rule 14.5 both provide that there must be an election of Directors at each annual general meeting.

Article 7.2(a) provides that a Director must not hold office without re-election past the third AGM following the Director's appointment or last election; or for more than 3 years, whichever is the longer. Article 7.2 does not apply to one Managing Director who is exempt from retirement and re-election.

Article 7.5 provides that a director who retires under article 7.2 is eligible for re-election.

Retirement as an additional director

Article 7.6(c) and Article 7.5 provide that a Director appointed under Article 7.6(b) to fill a casual vacancy or as an addition to the existing Directors, must retire at the next AGM, and is eligible for election at that meeting.

Dianne Angus

Dianne Angus retires pursuant to Resolution 2 having been appointed as an additional Director under Article 7.6(b) and seeks election in accordance with Article 7.6(c) of the Constitution.

If elected, Dianne Angus is considered by the Board (with Dianne Angus abstaining) to be an independent Director and is free from any business or other relationship that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of her judgement.

Dianne Angus has acknowledged to the Company that she will have sufficient time to fulfil her responsibilities as a Director.

Brief Curriculum Vitae of Dianne Angus

Non-Executive Director – Independent - appointed 1 December 2023

Experience and expertise

Ms Dianne Angus has extensive executive managerial and company director experience in the biotechnology, biopharmaceutical, agritech and healthcare industries. She has long been involved in path to market asset development and commercialisation in these industries, notably including the clinical validation of drug therapeutics to create asset valuation uplift. Ms Angus has held Director roles in a number of ASX and NASDAQ-listed companies and is currently a council member of Deakin University. She is a registered patent attorney and a member of Australian Institute of Company Directors (AICD).

Qualifications

B. Sc. (Hons), MBiotech, MAICD

Current directorships of other listed companies

Neuren Pharmaceuticals (ASX: NEU) and Cyclopharm (ASX: CYC)

Former directorships of other listed companies in the last three years

Imagion Biosystems (ASX: IBX)

Special responsibilities

Chair of the Board and Member of Audit & Risk Committee and Nomination & Remuneration Committee

Board recommendation: *The Directors (with Dianne Angus abstaining) unanimously recommend the re-election of Dianne Angus.*

Mark Etherton

Mark Etherton retires pursuant to Resolution 3 having been appointed as an additional Director under Article 7.6(b) and seeks election in accordance with Article 7.6(c) of the Constitution.

If elected, Mark Etherton is considered by the Board (with Mark Etherton abstaining) to be an independent Director and is free from any business or other relationship that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of his judgement.

Mark Etherton has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

Brief Curriculum Vitae of Mark Etherton

Non-Executive Director – Independent - appointed 17 September 2024

Experience and expertise

Dr Mark Etherton has held senior academic positions including Chief Resident at Massachusetts General and Brigham and Women's Hospital in Neurology, and Instructor and Assistant Professor in Neurology at Harvard Medical School. Notably he was appointed as Director, Acute Stroke Service and Associate Director, Comprehensive Stroke Center at the Massachusetts General Hospital in 2020. In 2022/2023 Dr Etherton was appointed Associate Medical Director at Biogen Inc. directing Phase 2 and Phase 3 trials in brain contusion and stroke respectively. Most recently, Dr Etherton was recruited by Takeda Pharmaceuticals, the world's 15th largest pharmaceutical company, as its Medical Director.

Qualifications

MD/PhD University of Texas Southwestern Medical Center, BS Biochemistry and Molecular Biology Penn State University and BS Nutritional Sciences Penn State University

Current directorships of other listed companies

None

Former directorships of other listed companies in the last three years

None

Special responsibilities

None

Board recommendation: *The Directors (with Mark Etherton abstaining) unanimously recommend the re-election of Mark Etherton.*

Robert Black

Robert Black retires pursuant to Resolution 4 having been appointed as an additional Director under Article 7.6(b) and seeks election in accordance with Article 7.6(c) of the Constitution.

If elected, Robert Black is considered by the Board (with Robert Black abstaining) to be an independent Director and is free from any business or other relationship that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of his judgement.

Robert Black has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

Brief Curriculum Vitae of Robert Black

Non-Executive Director – Independent - appointed 17 September 2024

Experience and expertise

Mr Rob Black has extensive experience in equity capital markets working in London, Sydney and Melbourne as a stockbroker before joining Euroz Securities in Perth in 2002, heading up Institutional Sales in 2008. In 2014 he was appointed Managing Director, driving stakeholder and investor engagement, and undertaking several substantial mergers and acquisitions to achieve business growth. In 2022, Mr Black became Head of Equity Capital Markets Syndication at Euroz Hartleys overseeing over \$2b in capital raisings.

Qualifications

B.Bus, AICD

Current directorships of other listed companies

Carnavon Energy Limited (ASX: CVN)

Former directorships of other listed companies in the last three years

None

Special responsibilities

None

Board recommendation: *The Directors (with Robert Black abstaining) unanimously recommend the re-election of Robert Black.*

4. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

ASX Listing Rule 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of the Notice, the Company has one quoted class of Equity Securities on issue on the ASX, being the Shares (ASX Code: EMV).

A voting exclusion applies to this item of business, as set out in the Notice of Meeting.

Shareholder approval and specific information required by Listing Rule 14.1A

Resolution 5 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Specific information required by ASX Listing Rule 7.3A

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

(a) Approval Period

The Equity Securities may be issued under the 10% Placement Facility commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next Annual General Meeting; and the date of approval by Shareholders of any transaction under ASX 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 after which date, an approval under Listing Rule 7.1A ceases to be valid),

(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 (i) above, the date on which the Equity Securities are issued.

(c) Purpose of Issue under 10% Placement Facility

The Company may seek to issue the Equity Securities under the 10% Placement Facility in order to fund the Company's ongoing product development, clinical trials, regulatory approvals, corporate administration and general working. The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 upon any issue of Equity Securities.

(d) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Facility will dilute the 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 Facility, the economic and voting dilution of existing Shares would be as shown in the table below. The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows 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.

Shares (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.3625 50% decrease in Current Market Price	\$0.7250 Current Market Price	\$1.0875 100% increase in Current Market Price
128,092,845 Shares	10% Voting Dilution	12,809,285 Shares	12,809,285 Shares	12,809,285 Shares
Variable A	Funds raised	\$4,643,366	\$9,286,731	\$13,930,097
192,139,268 Shares	10% Voting Dilution	19,213,927 Shares	19,213,927 Shares	19,213,927 Shares
50% increase in Variable A	Funds raised	\$6,965,048	\$13,930,097	\$20,895,145
256,185,690 Shares	10% Voting Dilution	25,618,569 Shares	25,618,569 Shares	25,618,569 Shares
100% increase in Variable A	Funds raised	\$9,286,731	\$18,573,463	\$27,860,194

The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue, a scrip issued under a takeover offer or the issue of Shares on the exercise of options which complied with ASX Listing Rules when issued) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above uses the following assumptions:

1. Variable "A" in the above table is calculated with reference to the total Shares on issue as at 10 October 2024.
2. The issue price set out above is the closing price of the Shares on the ASX on 10 October 2024.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Facility.
4. The issue of Equity Securities under the 10% Placement Capacity Facility only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
7. 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%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation under the 10% Placement Facility**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Facility will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Facility have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Facility, having regard to the following factors:

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

Further, if the Company is successful in acquiring new assets or investments, it is likely that the recipients under the 10% Placement Facility will be vendors of the new assets or investments.

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company previously obtained approval under ASX Listing Rule 7.1A at an Annual General Meeting on 30 November 2023.

During the 12 month period preceding the date of the Meeting, the Company has issued 9,974,082 Shares under ASX Listing Rule 7.1A, representing 8.9% of the total number of Equity Securities on issue at the commencement of that 12 month period.

On 12 April 2024, the Company announced that it had received binding commitments for a placement (**Placement**) to institutional and sophisticated investors at an issue price of \$0.52 per Share raising approximately \$12,000,000 (before costs) by the issue of 23,076,924 Shares (**Placement Shares**). The Placement Shares were issued without prior Shareholder approval using the Company's placement capacities under ASX Listing Rule 7.1 (13,102,842 Shares) and ASX Listing Rule 7.1A (9,974,082 Shares). Euroz Hartleys Limited and Petra Capital Pty Ltd acted as Joint Lead Managers to the Placement (**Joint Lead Managers** or **JLMs**).

Pursuant to and in accordance with ASX Listing Rule 7.3A.6, the information below is provided in relation to the Shares issued under ASX Listing Rule 7.1A:

- (i) The Placement Shares were issued to institutional, professional and sophisticated investors, none of whom are a related party or Material Investor of the Company. The Placement Shares were issued to existing shareholders; and professional and sophisticated investors who are clients of the JLMs. The recipients were identified through a bookbuild process, which involved the JLMs seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (ii) 9,974,082 Shares were issued under ASX Listing Rule 7.1A;
- (iii) issue price of \$0.52 per Share representing a 18.1% discount to the closing market price on the date of agreement to issue the Shares; and

- (iv) \$5,186,522 cash consideration received which is unspent and intended to be spent on ongoing product development, clinical trials, regulatory approvals, corporate administration and general working.

At the time of despatching the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

Board recommendation: *The Directors unanimously recommend that Shareholders vote in favour of the resolution.*

5. ENQUIRIES

Shareholders may contact the Company Secretary if they have any queries in respect of the matters set out in these documents.

Emma Waldon
Company Secretary
Argenica Therapeutics Limited
4 / 117 Broadway
Nedlands WA 6009
Australia
Tel: +61 417 800 529
Email: ewaldon@argenica.com.au

GLOSSARY

10% Placement Facility has the meaning given in Section 4.

Annual General Meeting, AGM or Meeting means the meeting convened by the Notice.

Article means an article of the Constitution.

ASX means ASX Limited (ABN 98 008 624 691).

ASX Listing Rules means the Listing Rules of ASX.

Board means the board of Directors of the Company as constituted from time to time.

Business Day has the meaning given to that term in ASX Listing Rule 19.12.

Closely Related Parties, in relation to a member of KMP, means the member's spouse, child or dependant (or a child or dependant of the member's spouse), anyone else in the member's family who may be expected to influence or be influenced by the member in the member's dealings with Argenica, any company the member controls, and a person prescribed by the Corporations Regulations 2001 (Cth).

Company or **Argenica** means Argenica Therapeutics Limited (ABN 78 637 578 753).

Constitution means the Constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

Documents means each of the Notice, Explanatory Statement and the Proxy Form and all other documents that accompany each other when sent to each Shareholder.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel or **KMP** has the same meaning given in the accounting standards. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Directors of the Company.

Material Investor means, in relation to the Company:

- (a) a related party;
- (b) Key Management Personnel;
- (c) a substantial Shareholder;
- (d) an advisor; or
- (e) an associate of the above,

who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.

Notice means the notice of Meeting that accompanies and forms part of the Documents.

Option means an option, if exercised in accordance with its terms, to acquire one Share in the Company.

Ordinary Resolution means a resolution passed by more than 50 per cent of the votes at a general meeting of Shareholders.

Proxy Form means the proxy form accompanying this Notice of Meeting.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

Share Registry means Link Market Services.

Special Resolution means a resolution passed by more than 75 per cent of the votes at a general meeting of Shareholders.

Spill Resolution has the meaning given in Section 2.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

Interpretation

In these Documents, unless the context requires otherwise:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) a reference to a gender includes any gender;
- (c) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) a term which refers to a natural person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture or a governmental agency;
- (e) headings are included for convenience only and do not affect interpretation;
- (f) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (g) a reference to a thing includes a part of that thing and includes but is not limited to a right;
- (h) the terms "included", "including" and similar expressions when introducing a list of items do not exclude a reference to other items of the same class or genus;
- (i) a reference to a statute or statutory provision includes but is not limited to:
 - (i) a statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
 - (ii) a statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
 - (iii) subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation, or instrument;
- (j) a reference to "\$", "A\$", "Australian Dollars" or "dollars" is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia; and
- (k) a reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

Argenica Therapeutics Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Argenica Therapeutics Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY



the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (AWST) on Tuesday, 12 November 2024 at UWA Club, Hackett Entrance #1, Hackett Drive, Crawley WA 6009** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 & 5: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 1 & 5, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

1 Adoption of the Remuneration Report

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Approval of 10% Placement Facility

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-Election of Director – Dianne Angus

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Re-Election of Director – Mark Etherton

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Re-Election of Director – Robert Black

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

AGN PRX2402C



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO 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 those 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 Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (AWST) on Sunday, 10 November 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Argenica Therapeutics Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

Deliver it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9:00am - 5:00pm)

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR PARTICIPATION.**