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Genetic Signatures

Transforming
Molecular
Diagnostics



FDA Clearance and Capital Raising Presentation

4 June 2024

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For Further Information



Proprietary 3base® technology underpinning an automated diagnostic workflow

- A differentiated approach to **molecular diagnostic** assays for infectious diseases
- Detects a wide range of clinically relevant targets, **in one test – Syndromic Testing**
- Uniform sample processing conditions regardless of sample type allowing for a **simplified workflow**
- Robust pipeline with **multiple products cleared for sale** in Australia and Europe
- Over **5 million patients** have been tested to date in multiple markets

FDA clearance received for **EasyScreen™ Gastrointestinal Parasite Detection**

- FDA clearance for **EasyScreen™ Gastrointestinal Parasite Detection Kit** has been received. This provides the broadest molecular syndromic test for 8 clinically relevant GI parasites
- Currently no stand-alone FDA cleared parasite molecular test which detects more than 4 parasites
- Potential to displace traditional testing which is manual, slow, labour intensive and unreliable

US product launch and market size

- Company to immediately begin commercialising in US – primary target to convert pre-qualified sites
- Existing reimbursement coding in place allowing potential for high gross margins
- Est. 5.5m first generation manual Enteric Parasite tests p.a. in the US – TAM of > \$A500M p.a¹
- Targeting to achieve 40% market share in US within 5 years

¹Assumes an indicative selling price of US\$60 per test displacing existing Ova & Parasite (O&P) testing estimated at over 5.5 million p.a. Assumptions of the number of tests are presented on slide 11.



New CEO announced adding to an experienced team commercialising molecular diagnostic tests

- Allison Rossiter to serve as CEO commencing September 2024
- Former MD of Roche Diagnostics Australia. Extensive experience in commercialisation of molecular diagnostics products globally, having held senior executive roles within Roche in the United Kingdom, the United States and Canada
- Supported by highly experienced sales and field services team in the United States
- Interim CEO Neil Gunn to return as Non-Executive Director of the Company

Significant news flow and catalysts expected in the near term

- Initial target to convert pre-qualified customer experience sites to initial customers - First US revenue anticipated early FY25
- Multiple contracts anticipated with large US diagnostic laboratories early FY25
- Updated Respiratory Kit authorised for supply by the TGA in April 2024 – significant positive impact on Australian sales expected
- Sales and channel partners in the UK and EMEA markets
- Further R&D initiatives for new products and technology improvements

Seeking to raise \$30m to support US launch and other R&D initiatives

- A\$30.0m capital raising comprising a A\$6.0m Placement and a fully underwritten 1 for 5.82 accelerated non-renounceable entitlement offer to raise A\$24.0m at A\$0.75 per share
- Funds raised to support extensive commercialisation in the US of EasyScreen and development of NextGen Instrument
- Post capital raising pro-forma cash balance of A\$50.3m¹ with all commercialisation, regulatory and R&D expenditure fully funded – including development of next generation instrument

¹ 31 March 2024 cash balance of A\$20.3m, excludes offer costs



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A highly experienced global molecular diagnostics executive to drive global commercialisation for Genetic Signatures

• Ms Rossiter has extensive global experience in the diagnostics industry. Since 2003 she has held several senior executive roles with largest diagnostics company in the world by revenue, Roche Diagnostics.

• Ms Rossiter was previously the Managing Director of Roche Diagnostics in Australia.

• Ms Rossiter has had direct executive responsibility for sales and marketing efforts in the United States, United Kingdom and Canada.

Allison Rossiter incoming CEO of Genetic Signatures said: *“It is an incredibly exciting time for GSS and I am honoured to take on this role at such a pivotal time for the company and the employees.”*



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US Commercial Rollout for Gastrointestinal Parasite Test





EasyScreen™ Gastrointestinal Parasite Detection Kit cleared for sale by the FDA

The product addresses an unmet need

- Broadest molecular syndromic test for 8 clinically relevant GI parasites
- No current stand-alone FDA cleared molecular test detects >4 parasites

Product leverages 3base™ advantages

- Enables simpler workflow for all targets than traditional PCR

>5.5 million 1st Generation tests conducted in the US / year

- Traditional tests are manual, slow, labour intensive & unreliable
- Current testing is not profitable for pathology laboratories

Molecular reimbursement code already in place

- Estimated TAM of > \$A500M¹ p.a
- Higher reimbursement rate than traditional microscopic tests
- Targeting to achieve 40% market share in US market within 5 years



EasyScreen™ Gastrointestinal Parasite Detection Kit

8 parasites detected



Giardia spp.



Cryptosporidium spp.



Entamoeba histolytica



Cyclospora cayetanensis



Dientamoeba fragilis



Blastocystis hominis



Enterocytozoon bienersi



Encephalitozoon intestinalis

¹Assumes an indicative selling price of US\$60 per test displacing existing Ova & Parasite (O&P) testing estimated at over 5.5 million p.a. Assumptions of the number of tests are presented on slide 11.

Benefits of the *Easyscreen*[™] Gastrointestinal Parasite Detection Kit

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Higher reliability

Testing is controlled and reproducible.



Improved sensitivity and specificity

Traditional testing have < 55% sensitivity



Increased pathogen coverage

Testing for 8 most clinically relevant pathogens



Reduced patient burden

Single sample required compared to multiple samples for microscopic testing



Reduced labour

Many automated steps reducing labour costs, handling, turnaround and training



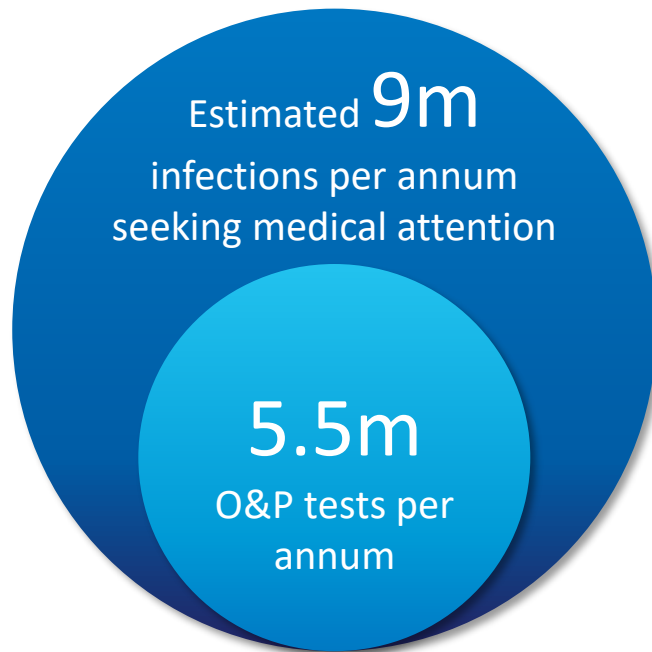
Time efficient

Reduction in time to results from days to a few hours enabling rapid treatment and improved patient outcomes



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- Estimated ~65m GI parasitic infections per annum in US
- An estimated 9m patients¹ with GI parasitic infections seek medical attention in the United States
- Of this there are approximately 5.5 million microscopy O&P tests performed²
- Targeting to displace 40% of O&P testing
- Reduced patient sample burden with molecular test may increase the addressable market over time

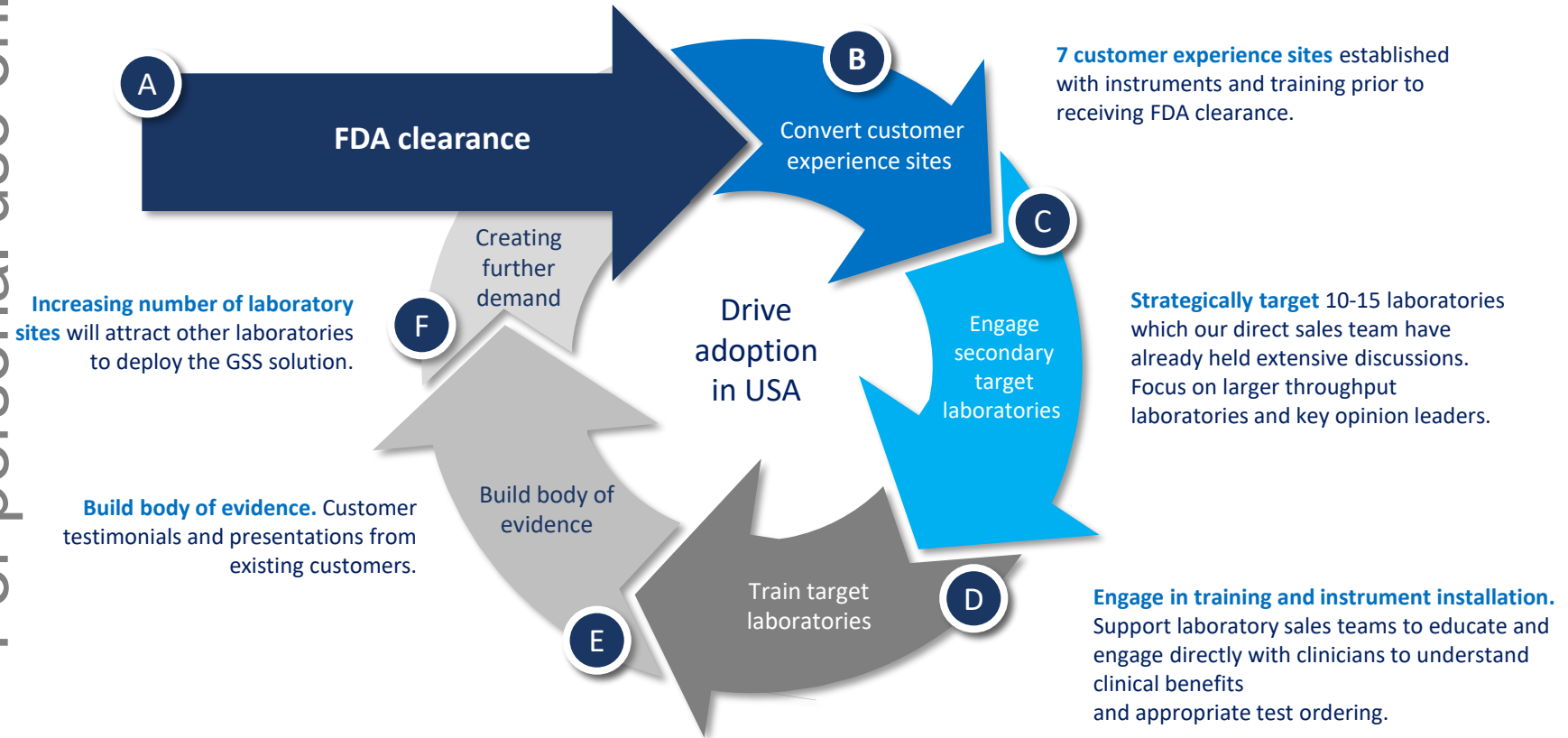


¹Estimated GI infections per year in the United States associated with parasites. Schmidt MA, Groom HC, Rawlings AM, Mattison CP, Salas SB, Burke RM, et al. Incidence, Etiology, and Healthcare Utilization for Acute Gastroenteritis in the Community, United States. Emerg Infect Dis. 2022;28(11):2234-2242.

²Based on GSS analysis and external data sources detailed on slide 11.



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Four distinct customer segments – all targets



*EP005 = EasyScreen™ Gastrointestinal Parasite Detection Kit

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Target segments	GI parasite testing requirements	Potential TAM = 5.5 m tests	Share of targeted 2.2m EP005* tests by segment	Potential customers
Large commercial reference labs	High volume LabCorp / Quest = >1500 tests / day Others ~100-300 tests / day	1.65 million 30% of TAM	 50%	<ul style="list-style-type: none"> • LabCorp • Quest • Sonic Health • BioReference Laboratories • Clinical Reference Laboratory
DNV/ core labs (large hospitals)	Low to medium volume, Some sites high volume Average ~50-100 tests / day	3.03 million 55% of TAM	 32%	<ul style="list-style-type: none"> • Kaiser Permanente • Baylor Scott and White • Northwell Health • Cleveland Health Clinic • Sutter Health
Specialty reference labs	Medium to high volume Average ~40-100 tests / day	0.28 million 5% of TAM	 12%	<ul style="list-style-type: none"> • ARUP Laboratories • Mayo Clinic • Wadsworth Center • University of Nebraska • Emory Medical Laboratory
Independent hospitals	Low to medium volume, Average ~20-40 tests / day	0.55 million 10% of TAM	 6%	<ul style="list-style-type: none"> • Scripps Laboratories • Sharp Laboratories • John Hopkins • Tampa General • Henry Beaumont

Target size and TAM modelled from various data sources listed here

- Morningstar Credit Ratings, LLC 16th October 2018. Credit Comparison: LabCorp (BBB+, stable) vs. Quest (BBB+, stable). [Link](#)
- Laboratory Economics, Volume 18, No. 3. March 2023. Jondavid Klipp. [Link](#)
- Genetic Signatures Market Survey Insights. March 2023
- DeciBio ID DX-Book 2022
- Definitive Healthcare, Healthcare Insights, How many IDNs are in the U.S.?, 21/4/23. [Link](#)
- American Hospital Association, Fast Facts. U.S. Health Systems. 2023. [Link](#)
- Lab Florida. Types of Labs in U.S. Medical Diagnostics. Accessed on 13/9/23. [Link](#)
- Australian Medicare Benefits Schedule Book (MBS). [Link](#)



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Conventional process

Highly manual and complex workflow, slow time to result, high labour and time costs with lower reimbursement will drive adoption of cleared IVD molecular tests.

There are high costs to maintain IVD accreditation for an individual lab, and the increased regulation of Lab Developed tests will encourage adoption of cleared IVD tests.

5.5 Million tests per year

O&P Microscopy testing

Lab Developed Tests

Genetic Signatures solution FDA cleared

FDA Cleared In Vitro Diagnostic tests

Genetic Signatures solution provides the highest number of clinical targets compared to other FDA cleared tests providing ~90%¹ coverage of the most common GI parasite pathogens in the United States

“With the recent FDA enforcement of LDTs, more and more laboratories will be looking for FDA cleared solutions for every day laboratory challenges. Gastrointestinal protozoa testing continues to be one of the biggest challenges in large microbiology laboratories. The 510(k) clearance of the Genetic Signatures EasyScreen™ Gastrointestinal Parasite Detection Kit is significant in that it provides a solution for protozoal testing while obviating the need for laboratories to manage and maintain an LDT within the future framework of the FDA.” Prof. Marc Couturier, Ph.D., D(ABMM) Medical Director of Parasitology/Fecal Testing, Infectious Disease Antigen Testing, Medical Director over Emerging Public Health Crises. ARUP Laboratories



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Genetic Signatures has invested prior to launch in the United States to accelerate commercialisation post FDA clearance.



Scale & prepare for launch

- Executive team
- Direct sales team
- Field Services team



Product availability

- Manufacturing in Australia
- US warehousing and distribution agreements in place
- Product available to be shipped
- Packaging and labelling agreed with FDA



Regulatory

- FDA Clearance received
- MDSAP
- ISO13485



Reimbursement

- Reimbursement coding in place
- Customers have existing relationships with payers under the available code
- Reimbursement available for private and public providers



Sales & Marketing

- Launch materials
- KOL strategy
- Brand positioning
- Agencies engaged for offline and online marketing



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Nick Samaras Non Executive Chairman

- Significant experience leading international sales teams
- Former Managing Director of Applied Biosystems (now part of Thermo Fisher)
- Senior executive roles at Perkin Elmer and AMRAD Corporation (now part of CSL)

Michael Aicher Executive Director

- Currently based in the US with significant experience driving US sales
- Founder of National Genetics Institute
- Led Lab-Corp's esoteric business – generated US\$1bn revenue p.a.

Allison Rossiter Incoming CEO

- Former MD of Roche Diagnostics Australia
- Extensive experience in global commercialisation of molecular diagnostics technologies
- Previous executive roles based in the US, UK and Canada

Tony Radford Non Executive Director

- Co-Founder and CEO of Cellestis — acquired by Qiagen for c.US\$400m
- Significant diagnostic sales experience
- Proven track record of executing a sales strategy for medical devices into Europe

Neil Gunn Non Executive Director

- Currently acting as Interim CEO
- Former President of Roche Sequencing Solution & VP Roche's Molecular Diagnostic business unit
- Responsible for over 120 diagnostic product launches for Roche

Caroline Waldron Non Executive Director

- ASX governance experience in businesses that intersect heavily with regulation
- C-level leadership of legal, HR, risk and marketing in blue chip businesses
- Cross-border commercial and M&A transaction experience

Stephane Chatonsky Non Executive Director

- Corporate finance, investment and commercial strategy experience
- Has held executive roles with global organisation such as Lazard, McKinsey & Co and Macquarie Bank

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**Other growth
initiatives and
catalysts**





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Highly experienced direct sales and support team in place

- Located in the United Kingdom and Germany
- Market transitioning to broader syndromic testing

Channel partnerships in place in select European markets, and recent contracts executed in Israel and the Middle East

- Carefully selected channel partners are deeply experienced and highly connected in their respective markets
- Operating in markets where language and culture requires local representation or where it isn't economic to operate a direct sales force

Distributor Channel Manager in place to support global expansion

- Dedicated resource to provide channel partner training and support to build regional brand equity and sales growth





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US *EasyScreen*™ Gastrointestinal Parasite Detection Kit

- 510(k) clearance now received
- First revenue anticipated early FY25
- Targeting to convert pre-qualified customer experience sites to initial customers, post clearance
- Additional US clinical laboratories targeted for mid FY25
- Regular commercialisation updates

Australian sales of the Respiratory Pathogen Detection Kit to major customers expected to return their full volume

- Material revenue uplift following supply authorisation from TGA for updated respiratory kit received in April 2024

Increase sales and presence in UK and EMEA markets

- Dedicated distribution manager and new distributors to accelerate expansion

R&D initiatives for new products

- New *EasyScreen*™ detection kits
- Technology and workflow improvements
- Development of Next Generation Instrument prototype



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Offer Details





Genetic Signatures is conducting a capital raising of up to approximately A\$30.0 million comprising an institutional placement and a fully underwritten pro rata accelerated non-renounceable entitlement offer (together, the 'Offer')

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<p>Offer Structure</p>	<ul style="list-style-type: none"> ▪ A capital raising of approximately A\$30.0 million which comprises: <ul style="list-style-type: none"> – a fully underwritten 1 for 5.82 pro-rata accelerated non-renounceable entitlement offer to eligible shareholders of Genetic Signatures to raise approximately \$24.0 million ('Entitlement Offer'), comprising an Institutional Entitlement Offer to raise approximately \$15.5 million and a Retail Entitlement Offer to raise approximately \$8.5 million; and – an institutional placement of approximately \$6.0 million ('Placement') ▪ The Entitlement Offer is non-renounceable & entitlements will not be tradeable or otherwise transferable ▪ Approximately 40.0 million new fully paid ordinary shares in GSS ('New Shares') to be issued under the Offer, representing approximately 21.5% of existing ordinary shares on issue in Genetic Signatures ('Shares')
<p>Offer Price</p>	<ul style="list-style-type: none"> ▪ The Offer will be conducted at a fixed price of A\$0.75 per New Share (Offer Price) which represents: <ul style="list-style-type: none"> – A premium of 2.7% to the last close of A\$0.73 on 30 May 2024 – A premium of 11.6% to the 5-day VWAP of A\$0.67 up to and including 30 May 2024 – A premium of 2.2% to the TERP¹
<p>Institutional Offer</p>	<ul style="list-style-type: none"> ▪ The institutional component of the Entitlement Offer and the Placement will be conducted on 4 June 2024 ▪ Entitlements not taken up and those of shareholders who are ineligible to participate in the Placement and the Institutional Entitlement Offer will be sold at the Offer Price
<p>Retail Entitlement Offer</p>	<ul style="list-style-type: none"> ▪ The retail component of the Entitlement Offer will open on Wednesday, 12 June 2024 and will close at 5.00pm on Monday, 1 July 2024 ('Retail Entitlement Offer') ▪ Only eligible shareholders of Genetic Signatures with an address on the Genetic Signatures share register in Australia or New Zealand may participate in the Retail Entitlement Offer
<p>Record Date</p>	<ul style="list-style-type: none"> ▪ 7.00pm (Sydney, Australia time) on Thursday, 6 June 2024
<p>Ranking</p>	<ul style="list-style-type: none"> ▪ New Shares issued under the Entitlement Offer and Placement will rank pari passu with existing Shares from their date of issue
<p>Underwriters and Joint Lead Managers</p>	<ul style="list-style-type: none"> ▪ Bell Potter Securities Ltd and Taylor Collison Ltd

¹TERP is the theoretical price at which Shares should trade after the ex-date for the Entitlement Offer. TERP is calculated by reference to the closing Share price on Thursday, 30 May 2024 of \$0.73 per share, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Shares trade immediately after the ex-date of the Entitlement Offer will depend on many factors and may not be equal to TERP. TERP includes New Shares to be issued under the Placement.



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Funds raised to increase global revenue through instrument and product development

		\$30m raised
Support US Commercialisation	<ul style="list-style-type: none"> Additional sales, field services and marketing resources to support new commercialisation activities in the United States 	\$7.5m
Expansion of manufacturing to the US	<ul style="list-style-type: none"> New site in the United States to dispense product for the US Market 	\$2.0m
Funding for new customer installations	<ul style="list-style-type: none"> Customer evaluations, FOC Kits, support Instrumentation held at US customer sites. High expected ROI – will recoup a multiple of initial outlay via long-term consumable revenue 	\$4.5m
Next Generation Instrument development and new product development	<ul style="list-style-type: none"> Next Generation Instrument development – future proof GSS in global MDx market New product development - increase pipeline of new products to expand the portfolio 	\$8.5m
	<ul style="list-style-type: none"> Working capital and capital raising costs 	\$7.5m
	Total	\$30m



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Key events	Sydney, Australia time
Back-to-back trading halt	Friday, 31 May 2024
Announcement of the Offer	Tuesday, 4 June 2024
Institutional Entitlement Offer Opens	Tuesday, 4 June 2024
Announcement of results of Institutional Entitlement Offer and Placement	Thursday, 6 June 2024
Trading halt lifted	Thursday, 6 June 2024
Record Date for Entitlement Offer	7:00pm AEST, Thursday, 6 June 2024
Settlement of Placement and Institutional Entitlement Offer	Wednesday, 12 June 2024
Retail Entitlement Offer opens and Retail Offer Booklet despatched	Wednesday, 12 June 2024
Issue of New Shares under the Placement and Institutional Entitlement Offer	Thursday, 13 June 2024
Retail Entitlement Offer closes	5:00pm AEST, Monday, 1 July 2024
Results of the Retail Entitlement Offer announced	Thursday, 4 July 2024
Settlement of Retail Entitlement Offer	Friday, 5 July 2024
Allotment of Retail Entitlement Offer Securities	Monday, 8 July 2024
Commencement of trading of New Shares issued under the Retail Entitlement Offer	Tuesday, 9 July 2024

1. Dates / times are indicative and subject to change.

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Appendix





Financial information

Share price (30-May-24) A\$0.73

Shares on issue 186.5m

Market capitalisation A\$136.1m

Cash (31-Mar-24) A\$20.4m

Debt (31-Mar-24) Nil

Enterprise value A\$115.7m

Top shareholders %

Asia Union
(Chris Abbott private investment) 23.5%

Perennial Value Management 12.4%

Fidelity International 9.7%

Directors & management 2.1%





Genetic Signatures develops and markets differentiated molecular diagnostic testing kits for syndromic testing for infectious diseases used by clinical laboratories

Infectious diseases are a leading cause of death

- This is often preventable through more accurate diagnosis and timely treatment

Molecular PCR diagnostic tests target unique genetic signatures (DNA)

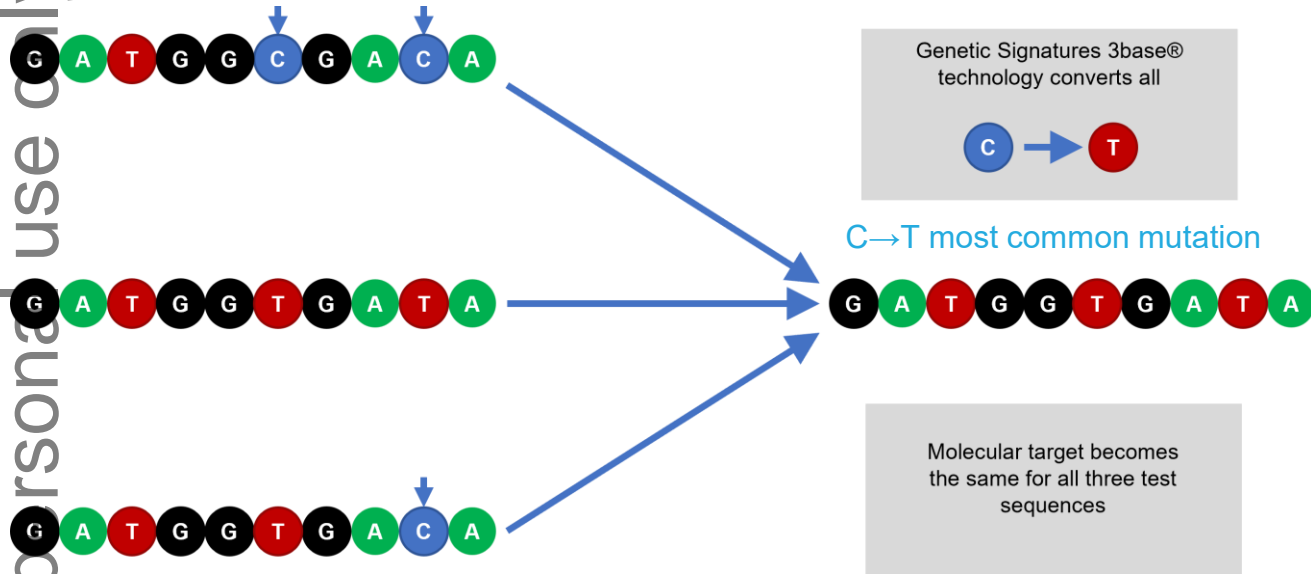
- These DNA sequences are screened in patient samples and flagged if a pathogen is detected
- Simultaneous screening for all pathogens that can cause the same symptoms is known as “syndromic testing”
- This method is highly accurate and can test for a wide range of infectious diseases including respiratory, enteric (intestinal illness) and sexual health

Genetic Signatures' unique 3base[®] technology simplifies syndromic testing for infectious diseases

- **Standardised workflow** – Multiple sample types and organisms treated with same workflow
 - Single test to screen for multiple infections which supports faster diagnosis and treatment
 - Less time evaluating samples and more testing results per patient specimen



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3base[®] converts the original 4-base microbial genome to 3-base simplifying the overall genetic sequence

By simplifying the sequence **3base[®]** allows laboratories to test a wider array of patient infections and can detect multiple pathogen strains within a single test

* Human Papilloma virus sequences

Able to detect pathogen variants (i.e. strains or subtypes) – more tolerant of mutations
3base[®] conversion does not impact sensitivity or specificity and does not require any extra user steps



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1. KEY RISKS

Investors should be aware that an investment in Genetic Signatures involves risks. The key risks identified by Genetic Signatures are set out in the "Key Risks" section of the Investor Presentation (below), but these are not an exhaustive list of the risks associated with an investment in the Shares. You should consider these risks carefully in light of your personal circumstances, including financial and taxation issues, before making an investment decision in connection with the Entitlement Offer. Genetic Signatures' financial position and performance, its dividends and the market price of Genetic Signatures' shares may be adversely affected, sometimes materially, by a number of risk factors. Holders of Genetic Signatures shares ("Genetic Signatures Shareholders") should accordingly be aware that an investment in Genetic Signatures carries a number of risks, some of which are specific to Genetic Signatures and some of which are general risks that relate to the industries in which Genetic Signatures operates or to listed securities generally. These risks mean that the price and value of Genetic Signatures shares may rise or fall over any given period. Some of these risks are beyond Genetic Signatures' control.

Genetic Signatures Shareholders should be aware of the following risks (which are some, but not necessarily all of the risks) which may affect the future operating and financial performance of Genetic Signatures and the value of Genetic Signatures shares. Additional risk and uncertainties that Genetic Signatures is unaware of, or that it currently considers to be immaterial, may also become important factors that adversely affect Genetic Signatures' operating and financial performance. Before investing in Genetic Signatures shares, you should consider whether this investment is suitable for you. Potential investors should also consider publicly available information on Genetic Signatures (such as that available on the website of Genetic Signatures and ASX) and carefully consider their personal circumstances and consult their stockbroker, solicitor, accountant or other professional advisor to ensure they understand fully the terms of the Entitlement Offer and the inherent risk before making an investment decision.

REGULATORY AND LITIGATION RISK

Genetic Signatures is subject to regulatory and licensing requirements, and its business is sensitive to regulatory changes. Obtaining and maintaining approvals from regulatory bodies or other third parties can involve significant time and expense, and delays in obtaining approvals or changes to laws and regulations may adversely impact Genetic Signatures' operations. Genetic Signatures may also be subject to litigation in the future and there can be no assurance that the outcome of legal proceedings from time to time will not have an adverse effect on Genetic Signatures' businesses, financial performance, financial condition or prospects.

INFRINGEMENT OF THIRD PARTY INTELLECTUAL PROPERTY RIGHTS

If a third party accuses Genetic Signatures of infringing its intellectual property rights or if a third party commences litigation against Genetic Signatures for the infringement of patents or other intellectual property rights, Genetic Signatures may incur significant costs in defending such action, whether or not it ultimately prevails. Typically, intellectual property litigation is expensive. Costs that Genetic Signatures incurs in defending third party infringement actions would also include diversion of management's and technical personnel's time. In addition, parties making claims against Genetic Signatures may be able to obtain injunctive or other equitable relief that could prevent Genetic Signatures from further developing discoveries or commercialising its products. In the event of a successful claim of infringement against Genetic Signatures, it may be required to pay damages and obtain one or more licenses from the prevailing third party. If it is not able to obtain these licenses at a reasonable cost, if at all, it could encounter delays in product introductions and loss of substantial resources while it attempts to develop alternative products.

RESTRAINTS ON INNOVATION

The emergence of technical developments providing an alternative to Genetic Signatures' product offerings could result in the acquisition by competitors to Genetic Signatures of intellectual property rights (e.g. patents) which may prevent Genetic Signatures from developing or commercialising its own discoveries in countries in which the third party has those intellectual property rights. Such third-party intellectual property rights could impact the market share that Genetic Signatures is able to acquire in the affected countries.



COUNTRY/REGION SPECIFIC RISKS IN NEW AND/OR UNFAMILIAR MARKETS

Genetic Signatures has operations in a number of overseas jurisdictions and is exposed to a range of different legal and regulatory regimes, including in new jurisdictions in which Genetic Signatures is expanding its operations. As Genetic Signatures expands its presence in new international jurisdictions, Genetic Signatures is subject to the risks associated with doing business in regions that may have political, legal and economic instability or less sophisticated legal and regulatory systems and frameworks including, (i) unexpected changes in, or inconsistent application or enforcement of applicable foreign laws and regulatory requirements;

(ii) less sophisticated technology standards;

(iii) difficulties engaging local resources; and

(iv) potential for political upheaval or civil unrest.

As Genetic Signatures enters newer and less familiar regions, there is a risk that it fails to understand the law, regulations and business customs of these regions. This gives rise to risks relating to labour practices, foreign ownership restrictions, tax regulation, difficulty in enforcing contracts, changes to or uncertainty in the relevant legal and regulatory regimes and other issues in foreign jurisdictions in which Genetic Signatures may operate. This could interrupt or adversely affect parts of Genetic Signatures' business and may have an adverse effect on Genetic Signatures' business operations and financial performance.

OPERATIONAL RISK

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people or systems (including information security systems), or from external events. Genetic Signatures is exposed to a variety of risks including those arising from process error, fraud, technology failure, security and physical protection, staff skills, workplace safety, compliance, business continuity and crisis management.

EARLY-STAGE RISK

Genetic Signatures is subject to risks common to early-stage companies, including increasing market share and brand recognition, developing its product pipeline, competition risk and satisfying regulatory requirements imposed on Genetic Signatures and its products. An investment in Genetic Signatures is speculative, and risks associated with investments in early-stage companies, such as Genetic Signatures, are generally considered high. If Genetic Signatures is not successful in addressing such risks, the Company's business prospects and financial performance may be materially and adversely affected and the Company may never become profitable.

UNCERTAINTY OF FUTURE REVENUE AND PROFITABILITY

Future sales of products and Genetic Signatures' future profitability are contingent on, amongst other things, Genetic Signatures' ability secure contracts with customers by their direct sales force, enter into appropriate distribution and partner arrangements, being able to maintain anticipated prices for products being acquired as well as certainty of supply, being able to set favourable prices for products being sold, market demand for products being sold, general economic conditions, the results of further research and clinical trials in relation to molecular diagnostics products. Consequently, Genetic Signatures cannot provide any guarantee that future sales estimates will be achieved. Even if future sales estimates are achieved, they may not result in Genetic Signatures being profitable.



LOSS OF ADOPTION BY CUSTOMERS

Genetic Signatures is reliant on pathology laboratories purchasing its products. Healthcare practitioners play a significant role in influencing the types of tests and products used by patients. To achieve commercial success, Genetic Signatures is reliant on pathology laboratories accepting the scientific validity and usefulness of its current and planned testing products. Pathology laboratories may be slow to adopt and recommend Genetic Signatures products to their patients for a number of reasons. While Genetic Signatures has strong relationships with various laboratories, this does not guarantee sufficient adoption of Genetic Signatures' products domestically and in international markets necessary to achieve profitability.

LOSS OF KEY MANAGEMENT PERSONNEL

The successful operation of Genetic Signatures in part relies on Genetic Signatures' ability to attract and retain experienced and high performing key management personnel, in particular those with relevant scientific expertise. The loss of any key members of management or other personnel, or the inability to attract additional skilled individuals to key management roles, may adversely affect Genetic Signatures' ability to develop and implement its business strategies.

OWNERSHIP AND PROTECTION OF INTELLECTUAL PROPERTY

The business of Genetic Signatures depends on its ability to commercially exploit its intellectual property. Genetic Signatures relies on laws relating to patents, trade secret, copyright and trade marks to assist in protecting its proprietary rights. There is a risk that unauthorised use or copying of the secure documentation (electronic laboratory books), business data or intellectual property will occur. There is a risk that Genetic Signatures may be unable to detect the unauthorised use of its intellectual property rights in all instances. Any breaches of Genetic Signatures' intellectual property may result in the need to commence legal action, which could be costly and time-consuming. A failure or inability to protect Genetic Signatures' intellectual property rights could have an adverse impact on operating and financial performance.

FAILURE TO REALISE BENEFITS FROM PRODUCT RESEARCH AND DEVELOPMENT

The development and commercialisation of the Company's products is expensive and often involves an extended period of time to achieve return on investment. An important aspect of Genetic Signatures' business is to continually invest in innovation and product development opportunities. Genetic Signatures may not realise benefits from these investments for several years, or may not realise benefits at all in some cases. Genetic Signatures makes assumptions about the expected future benefits generated by investment in product research and development and the expected timeframe in which the benefits will be realised. These assumptions are subject to change and involve both known risks and risks that are beyond Genetic Signatures' control. Any change to the assumptions Genetic Signatures has made about certain product development may have an adverse impact on Genetic Signatures' ability to realise benefit from investment in the development of the products.

MARKET ACCEPTANCE AND COMPETITOR RISK

Market acceptance depends on numerous factors, including convincing potential consumers and agents of the attractiveness of Genetic Signatures' products and the ability to manufacture those products to a sufficient quality and quantity to meet commercial demand at an acceptable cost. There is a risk that Genetic Signatures' products may not gain widespread market acceptance, and this may adversely affect the financial performance of Genetic Signatures. There is also a risk that Genetic Signatures may not be able to effectively compete with other participants in this market.

For more information, please contact us at [contact details]



GENERAL REGULATORY RISKS

The Company operates and intends to operate in regulated industries (including but not limited to medical devices, diagnostics and therapeutics) in Australia and internationally. Given Genetic Signatures' international expansion plans, securing and maintaining the necessary regulatory approvals for its products and services in all markets in which they are sold and offered respectively will be critical to the performance of Genetic Signatures. There is a risk that regulatory approvals for Genetic Signatures' products and services will fail to be obtained or maintained in some or all of the markets in which they are sold and offered respectively. This may have an impact on the financial performance of Genetic Signatures and expose it to potential liabilities or third-party claims. Further, the failure by Genetic Signatures to comply with the laws and regulations in the jurisdictions in which it operates could result in the loss of access to those and other markets. In addition, compliance with government regulations may also subject Genetic Signatures to additional fees and costs. Further, changes to these laws and regulations (including interpretation and enforcement), or the failure by Genetic Signatures to remain current with those changes, could adversely affect Genetic Signatures' business and financial performance.

SUFFICIENCY OF FUNDING AND ADDITIONAL REQUIREMENTS FOR CAPITAL

Genetic Signatures has provided an indication of how it intends to apply its existing funds, including funds raised under the Offer. There is a risk that the costs of operations may be higher than anticipated or increase as a result of unforeseen circumstances (which may include circumstances related to other key risk factors). Genetic Signatures may also be required to raise additional equity or debt capital in the future. There is no assurance that Genetic Signatures will be able to raise that capital when it is required or that it will be able to raise that capital on such terms satisfactory or favourable to the Company. If Genetic Signatures is unsuccessful in obtaining funds when required, it may need to delay or cease its research and development, commercialisation, manufacturing activities, or other components of its business. In the event of insufficient capital, Genetic Signatures may also have to license or sell its technologies on unfavourable terms, or scale down or cease operations. No assurance can be given that future funding will be available to the Company, on any particular terms, or at all.

UNDERWRITING RISK

The Company has entered into the Underwriting Agreement with Bell Potter Securities Limited and Taylor Collison Limited (**Underwriters**). Pursuant to the Underwriting Agreement, the Company appointed the Underwriters to fully underwrite the Entitlement Offer. The material terms of the Underwriting Agreement are set out in this presentation. If certain conditions are not satisfied or certain events occur, the Underwriters may terminate the Underwriting Agreement. There is always a risk the Underwriting Agreement is terminated before settlement of the Retail Entitlement Offer. If the Underwriting Agreement is terminated and the Offer does not proceed or does not raise the funds required for the Company to meet its stated objectives the Company would be required to find alternative financing or curtail its activities. In those circumstances, there is no guarantee that alternative funding could be sourced in the time required or at all or that the Company would be able to successfully negotiate the terms of any debt or equity funding arrangements in those circumstances.

FAILURE OF RISK MANAGEMENT STRATEGIES

Genetic Signatures has implemented risk management strategies and internal controls involving processes and procedures intended to manage business risks as they arise. However, there are inherent limitations with any risk management framework as risks may arise that Genetic Signatures has not anticipated or identified. Additionally, if any of Genetic Signatures' risk management processes and procedures prove ineffective or inadequate or are otherwise not appropriately implemented, Genetic Signatures could suffer unexpected losses and reputational damage which could adversely impact Genetic Signatures' financial performance, financial position and prospects.

CHANGES TO ACCOUNTING POLICIES AND/OR METHODS IN WHICH THEY ARE APPLIED MAY ADVERSELY AFFECT GENETIC SIGNATURES' BUSINESS, OPERATIONS AND FINANCIAL CONDITION

The accounting policies and methods that Genetic Signatures applies are fundamental to how it records and reports its financial position and results of operations. Genetic Signatures must exercise judgment in selecting and applying many of these accounting policies and methods as well as estimates and assumptions applied so that they not only comply with generally accepted accounting principles, but they also reflect the most appropriate manner in which to record and report on the financial position and results of operations. In recording and reporting its financial position there is a risk that these accounting policies may be applied inaccurately, and/or incorrect assumptions or judgments made, resulting in a misstatement of financial position and results of operations. This may lead to an adverse impact on Genetic Signatures' financial performance, financial position and prospects.



INSURANCE RISK

Genetic Signatures maintains a level of insurance coverage. If Genetic Signatures' third-party providers fail to perform their obligations and/or its third-party insurance cover is insufficient for a particular matter or group or related matters, or there is an adverse event in respect of the third-party insurer or Underwriters, the net loss to Genetic Signatures could adversely impact Genetic Signatures' financial performance, financial position and prospects. Future changes to insurance market conditions may also result in material or significant increases in the cost of obtaining insurance, and/or impact the ability for Genetic Signatures to obtain insurance coverage:

- (i) in respect of certain risks;
- (ii) to the extent to which it had previously obtained; or
- (iii) to a level it considers prudent for the scope and scale of its activities.

STRATEGIC RISK

A failure to execute Genetic Signatures' strategic objectives may result in a failure to achieve anticipated benefits and ultimately adversely impact Genetic Signatures' operations, financial performance, financial position and prospects.

RELIANCE ON EXTERNAL PARTIES

Genetic Signatures' operations depend on performance by a number of external parties under contractual arrangements with Genetic Signatures. Non-performance of contractual obligations and poor operational performance of external parties may have an adverse effect on Genetic Signatures' business and financial performance.

REPUTATION RISK

The reputation and brand of Genetic Signatures and its individual products are important in attracting potential customers. Any reputational damage or negative publicity around Genetic Signatures or its products could adversely impact on Genetic Signatures' business.

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2. OFFER AND GENERAL RISKS

MARKET PRICE OF ORDINARY SHARES WILL FLUCTUATE

Ordinary shares trade on ASX. The market price of ordinary shares on ASX may fluctuate due to various factors, including:

- Australian and international general economic conditions (including inflation rates, the level of economic activity, interest rates and currency exchange rates), changes in government policy, changes in regulatory policy, the expressed views of regulators, investor sentiment and general market movements, which may or may not have an impact on Genetic Signatures' actual operating performance;
- operating results that vary from expectations of securities analysts and investors;
- changes in expectations as to Genetic Signatures' future financial performance, including financial estimates by securities analysts and investors;
- changes in market valuations of competitors;
- changes in dividends paid to shareholders, Genetic Signatures' dividend payout policy or Genetic Signatures' ability to frank dividends;
- announcement of the results of tenders, entry into or cessation of contracts, acquisitions, strategic partnerships, joint ventures or capital commitments by Genetic Signatures or its competitors;
- changes in the market price of ordinary shares and / or other securities issued by Genetic Signatures or by other issuers, or changes in the supply of equity securities or capital securities issued by Genetic Signatures or by other issuers;
- changes in institutional or shareholder (including director) portfolio management or shareholding strategies;
- changes in laws, regulations and regulatory policy;
- Genetic Signatures' failure to comply with law, regulations or regulatory policy; and
- other major Australian and international events such as hostilities and tensions, and acts of terrorism.

It is possible that the price of ordinary shares will trade at a market price below the Entitlement Offer price as a result of these and other factors. It is also possible that new risks might emerge as a result of Australian or global markets experiencing extreme stress or existing risks may manifest themselves in ways that are not currently foreseeable. There have been in recent months, and may be in the future, significant fluctuations and volatility in the prices of shares.

DILUTION

If Genetic Signatures Shareholders do not participate in the Entitlement Offer, then their percentage shareholding in Genetic Signatures will be diluted and they will not be exposed to future increases or decreases in Genetic Signatures' share price in respect of those New Shares that would have been issued to them had they participated in the Placement (if eligible) or the Entitlement Offer. Similarly, Genetic Signatures Shareholders who are ineligible, unable to, or do not participate in the Placement or Entitlement Offer will have their percentage security holding in Genetic Signatures diluted.

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LIQUIDITY RISK

Genetic Signatures Shareholders who wish to sell their ordinary shares may be unable to do so at an acceptable price, or at all, if insufficient liquidity exists in the market for ordinary shares. Genetic Signatures does not guarantee the market price or liquidity of ordinary shares and there is a risk that you may lose some of the money you invested.

DIVIDENDS MAY FLUCTUATE OR MAY NOT BE PAID

Dividends are discretionary and do not accrue. The rate of dividends may fluctuate or Genetic Signatures may not pay dividends at all. There is a risk that dividends may become less attractive compared to returns on comparable securities or investments. None of Genetic Signatures, Genetic Signatures' directors or any other person guarantees any particular rate of return on ordinary shares.

TAXATION

Any change to the current rate of company income tax or tax law in jurisdictions where Genetic Signatures operates may impact on Genetic Signatures Shareholder returns. Any changes to the current rates of income tax or tax law applying to Genetic Signatures Shareholders, whether they are individuals, trusts or companies may similarly impact on Genetic Signatures Shareholder returns. Current income tax laws may result in changes both beneficial and adverse to Genetic Signatures Shareholder returns to tax attributes (including but not limited to future deductions, tax losses, and available tax credits and offsets).

SHAREHOLDERS ARE SUBORDINATED AND UNSECURED INVESTORS

In a winding up of Genetic Signatures, Genetic Signatures Shareholders' claims will rank after the claims of creditors preferred by law, secured creditors and general creditors. Genetic Signatures Shareholders' claims will rank equally with claims of holders of all other ordinary shares. If Genetic Signatures were to be wound up and, after the claims of creditors preferred by law, secured creditors, general creditors and holders of subordinated instruments (if any) are satisfied, there are insufficient assets remaining, you may lose some or all of the money you invested in ordinary shares.

FUTURE ISSUES OF DEBT OR OTHER SECURITIES BY GENETIC SIGNATURES

Genetic Signatures may, at its absolute discretion, issue additional securities in the future that may rank ahead of, equally with or behind ordinary shares, whether or not secured. Any issue or conversion of securities may dilute the relative value of existing ordinary shares and affect your ability to recover any value in a winding up. An investment in ordinary shares confers no right to restrict Genetic Signatures from raising more debt or issuing other securities (subject to restrictions imposed under the ASX Listing Rules), to require Genetic Signatures to refrain from certain business changes, or to require Genetic Signatures to operate within potential certain ratio limits.

An investment in ordinary shares carries no right to participate in any future issue of securities (whether equity, hybrid, debt or otherwise), other than future pro rata issues if the Genetic Signatures Shareholder is eligible to participate in the pro rata issue under relevant laws. No prediction can be made as to the effect, if any, such future issues of debt or other issues of securities may have on the market price or liquidity of ordinary shares.

OTHER EXTERNAL EVENTS

Acts of terrorism, an outbreak of international hostilities, labour strikes, civil wars or fires, floods, earthquakes, cyclones and other natural disasters (including where the frequency and severity of such events increase as a result of the effects of climate change), and outbreaks of disease and biosecurity threats such as COVID-19 may cause an adverse change in investor sentiment with respect to Genetic Signatures specifically or the share market more generally, which could have a negative impact on the value of an investment in ordinary shares.



International Offer Restrictions

This Presentation does not constitute an offer of new ordinary shares ('New Shares') of the Company in any jurisdiction in which it would be unlawful. In particular, this Presentation may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

New Zealand

This Presentation has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the 'FMC Act').

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

Other than in the Entitlement Offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Hong Kong

WARNING: This Presentation has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this Presentation may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance). No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities. The contents of this Presentation have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this Presentation, you should obtain independent professional advice.

Singapore

This Presentation and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Presentation and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA. This Presentation has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this Presentation immediately. You may not forward or circulate this Presentation to any other person in Singapore. Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United States

This Presentation has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This Presentation does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this Presentation have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Summary of Underwriting Arrangements



The Company has entered into an underwriting agreement ('Underwriting Agreement') with Bell Potter Securities Limited and Taylor Collison Limited (each a 'Joint Lead Manager', and together the 'Joint Lead Managers') pursuant to which the Joint Lead Managers have agreed to act as the joint lead managers to the Offer and underwriters of the Entitlement Offer in accordance with the terms and conditions of the Underwriting Agreement.

Key terms of the Underwriting Agreement

The following fees are payable to the Joint Lead Managers under the Underwriting Agreement:

- a management fee of 3% and a selling fee of 3% of the gross proceeds of the Placement; and
- a management fee of 3% and an underwriting fee of 3% of the gross proceeds of the Entitlement Offer, (together, the 'Fees'). The Fees are payable 50% to each Joint Lead Manager.

Each Joint Lead Manager's obligations under the Underwriting Agreement, including to underwrite and manage the Entitlement Offer, are conditional on certain matters, including (but not limited to) certain Offer Materials (defined below) being released within the required timeframes and certain other diligence-related deliverables being provided within the required timeframes. A reference to 'Group' in this summary of the Underwriting Agreement means the Company and each of its subsidiaries.

The Company has provided customary representations and warranties relating to the Offer and the Company's operations, and various undertakings in relation to the Company and conduct of the Offer, in favour of the Joint Lead Managers. The Company has indemnified the Joint Lead Managers and their affiliates from any losses incurred from the performance of the Joint Lead Managers' obligations under the Underwriting Agreement, on customary terms.

If certain conditions are not satisfied or certain events occur, the Joint Lead Managers may terminate the Underwriting Agreement. Termination of the Underwriting Agreement by the Joint Lead Managers may have a material adverse impact on the total amount of proceeds that could be raised under the Offer, which in turn would have a material adverse impact on the Company's financial position.

The events which may trigger termination of the Underwriting Agreement include (but are not limited to) the following:

- **(Misleading disclosure)** a statement contained in the ASX announcement, cleansing statements, retail offer booklet, confirmation Letters, all correspondence delivered to securityholders or excluded securityholders in respect of the Offer and any public information (**Offer Materials**) is or becomes misleading or deceptive or likely to mislead or deceive or a matter required to be included is omitted from the Offer Materials;
- **(Information)** the Due Diligence Committee Report or any information supplied by or on behalf of the Company to the Joint Lead Managers for the purposes of the due diligence investigations, the Offer Materials, or the Offer, is false, misleading or deceptive or likely to mislead or deceive (including by omission);
- **(Entitlement Offer Cleansing Statement)** a notice given to ASX by the Company under section 708AA(2)(f) of the Corporations Act in respect of the Entitlement Offer (**Entitlement Offer Cleansing Statement**) is defective, or a notice is given to the ASX under section 708AA(10) of the Corporations Act to correct an Entitlement Offer Cleansing Statement (other than as a result of a new circumstance arising);
- **(Placement Cleansing Statement)** a notice given to ASX by the Company under section 708A(5)(e) of the Corporations Act in respect of the Placement (**Placement Cleansing Statement**) is defective, or a notice is given to the ASX under section 708A(9) of the Corporations Act to correct an Entitlement Offer Cleansing Statement (other than as a result of a new circumstance arising);
- **(New circumstance)** an obligation arises on the Company to give ASX a notice in accordance with section 708AA(12) of the Corporations Act or a new circumstance arises or becomes known which, if known at the time of issue of any Offer Materials would have been required to be included in those Offer Materials;
- **(Material adverse change)** any adverse change, or development (including but not limited to any regulatory change) or event involving a change, in the condition, financial or otherwise, or in the assets, liabilities, earnings, business, operations, management, profits, losses or prospects of the Company, or the Group other than as disclosed by the Company to the ASX before the date of the Underwriting Agreement or in the Offer Materials;
- **(Market fall)** at any time the S&P/ASX 200 Index closes at a level that is 10% below the level of the S&P/ASX 200 Index as at the close of trading on the business day prior to the date of the Underwriting Agreement;
- **(Change of law)** there is introduced or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State authority, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of this document), any of which does or in the reasonable opinion of the Joint Lead Managers is likely to prohibit or adversely affect or regulate the Offer, capital issues or stock markets or the Joint Lead Managers' ability to promote or market the Offer or enforce contracts to issue or allot the New Shares under the Offer, or adversely affect the taxation treatment of the New Shares;



Key terms of the Underwriting Agreement (continued)

- **(Future matters)** any estimate or expression of opinion, belief, expectation or intention, or statement relating to future matters (including any forecast or prospective financial statements, information or data or the assumptions or sensitivity in relation thereto) in the Offer Materials or any Public Information is not truly and honestly held or there are no reasonable grounds for making any such statement or any other announced forecast or expectation becomes incapable of being met;
- **(Unable to proceed)** the Company is or will be prevented from conducting or completing the Offer (including granting the Entitlements or issuing New Shares) by or in accordance with the Listing Rules, ASIC, ASX, any applicable laws or an order of a court of competent jurisdiction, or otherwise are or will become unable or unwilling to do any of these things or a third party applies to a court of competent jurisdiction seeking orders to prevent, or which will have the effect of preventing any of these things;
- **(Force majeure)** there is an event or occurrence, including any statute, order, rule, regulation, directive or request (including one compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any Government Agency which makes it illegal for the Joint Lead Managers to satisfy an obligation under the Underwriting Agreement or to market, promote or settle the Offer;
- **(Listing):**
 - the Company ceases to be admitted to the official list of ASX or its securities (or interests in them) cease trading or are suspended from official quotation or cease to be quoted on the ASX; or
 - ASX makes any official statement to any person, or indicates to the Company or the Joint Lead Managers that it will not grant permission for the official quotation of the New Shares, or permission is granted before the date of issue of the New Shares, but the approval is subsequently withdrawn, qualified or withheld;
- **(Applications)** an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Offer Materials or the Offer or ASIC commences, or gives notice of an intention to hold, any investigation or hearing in relation to the Offer or any of the Offer Materials or prosecutes or commences proceedings against or gives notice of an intention to prosecute or commence proceedings against the Company;
- **(No misleading or deceptive conduct)** the Company engages in conduct that is misleading or deceptive or which is likely to mislead or deceive in connection with the making of the Offer, in each case in any material respect;
- **(Withdrawal)** the Company withdraws or indicates that it does not intend to proceed with the Offer or any part of the Offer or withdraws a document forming part of the Offer Materials;
- *** (Market disruption)** either of the following occurs:
 - a general moratorium on commercial banking activities in Australia, the United States of America, Singapore, Hong Kong or the United Kingdom is declared by the relevant central banking authority in any of those countries; or
 - trading in all securities quoted or listed on ASX, the London Stock Exchange, the Hong Kong Stock Exchange or the New York Stock Exchange is suspended or limited in a material respect for more than one day on which that exchange is open for trading;
- *** (Hostilities)** any of the following occurs:
 - there is an outbreak of hostilities not presently existing or a major escalation in existing hostilities occurs (in each case, whether or not a war or a national emergency has been declared);
 - a declaration is made of a national emergency or war, excluding any war or hostilities presently existing as at the date of this document; or
 - a major terrorist act is perpetrated;
- involving any one or more of Australia, New Zealand, the United States of America, the United Kingdom, any member state of the European Union, any member state of the North Atlantic Treaty Organization, the People's Republic of China, Hong Kong, South Korea, Japan, Singapore, Russia, Ukraine, Israel, Palestine or Iran; or
- a pandemic, epidemic or large-scale outbreak of a disease (including without limitation SARS, swine or avian flu, H5N1, H7N9, COVID-19 or a related or mutated form of these) not presently existing occurs or in respect of which there is a major escalation, including an escalation resulting in a material shut-down of business around the world;
- *** (Representations and warranties)** a representation and warranty contained in the Underwriting Agreement on the part of the Company is untrue or incorrect when given or taken to be given or becomes untrue or incorrect;
- *** (Certificate)** any Certificate which is required to be furnished by the Company under the Underwriting Agreement is untrue, incorrect or misleading;
- **(Certificate not furnished)** any Certificate which is required to be furnished by the Company under the Underwriting Agreement is not furnished when required;
- **(Delay)** an event specified in the timetable contained in the Underwriting Agreement is delayed by the Company other than with the consent of the Joint Lead Managers;

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Summary of Underwriting Arrangements



Key terms of the Underwriting Agreement (continued)

- **(Political or economic conditions)** the occurrence of any adverse change or disruption to financial, political or economic conditions, currency exchange rates or controls or financial markets in Australia, New Zealand, the United States of America, the United Kingdom, the People's Republic of China, Hong Kong or Singapore that does not already exist or has not already been announced as at the date of the Underwriting Agreement;
- **(Unauthorised change)** the Company or a member of the Group:
 - disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property other than as contemplated in the Offer Materials;
 - ceases or threatens to cease to carry on business; or
 - alters its capital structure, other than as contemplated in the Offer Materials;
- **(Constitution)** the Company or a member of the Group amends its constitution or other constituent document of a member of the Group or announces a proposal to amend its constitution other than an amendment disclosed to the Joint Lead Managers prior to the date of this document;
- **(Breach)** the Company is in breach of any terms and conditions of this agreement (including for the avoidance of doubt, undertakings) or fails to perform or observe any of its obligations under the Underwriting Agreement;
- **(Compliance):**
 - a contravention by the Company or any member of the Group of the Corporations Act, the Constitution (or equivalent applicable documents), the Listing Rules, any applicable laws, or a requirement, order or request made by or on behalf of the ASIC, ASX or any other Government Agency or any agreement entered into by it; or
 - any Offer Materials or any aspect of the Offer does not comply with the Corporations Act, the Listing Rules, the ASX Waivers or any other applicable law or regulation;
- **(Change in directors or management)** a change to the chief executive officer, chief financial officer, chief operating officer or the board of directors of the Company occurs, or any such changes are announced, other than as contemplated in the Offer Materials;
- **(Legal proceedings and offence by Directors)** any of the following occurs:
 - legal proceedings are commenced against the Company or any member of the Group;
 - the Company, a director or senior member of management of the Company engages in any fraudulent conduct or activity, or is charged with an indictable offence, whether or not in connection with the Offer;
 - any Government Agency commences any public proceedings against the Company or any director in their capacity as a director of the Company, or announces that it intends to take such action; or
 - any director of the Company is disqualified from managing a corporation under Part 2D.6 of the Corporations Act;
- **(Public statements):** a statement in any of the Public Information is or becomes misleading or deceptive or likely to mislead or deceive;
- **(Encumbrance)** other than in the ordinary course of business a person Encumbers or agrees to Encumber, the whole or a substantial part of the business or property of the Company or the Group;
- **(ASX Waivers or ASIC Modifications)** ASX withdraws, revokes or amends any ASX Waivers or ASIC Modifications;
- **(Trading Halt)** the Trading Halt ends before the expiry of the relevant period referred to in the timetable without the prior written consent of the Joint Lead Managers;
- **(Insolvency)** an Insolvency Event occurs in relation to a Group member or there is an act which has occurred or any omission made which would result in an Insolvency Event occurring in respect of any Group member; and
- **(Prescribed occurrence)** an event specified in sections 652C(1) or (2) of the Corporations Act occurs, in relation to the Company or any other Group member.

A Joint Lead Manager may, by notice given to the Issuer and the other Joint Lead Manager, and without cost or liability to that Joint Lead Manager, immediately terminate the Underwriting Agreement if any one or more of the termination events occurs and:

- (Unqualified) that termination event is not marked with an “**”; or
- (Qualified) that termination event is marked with an “**” and, in the reasonable opinion of the Joint Lead Managers:
 - the event has had or is likely to have a material adverse effect on the financial condition, financial position or financial prospects of the Company, the Group, or the market price of the New Shares; or
 - the event has had or is likely to have a material adverse effect on the success or outcome of the Offer; or
 - the Joint Lead Managers will or are likely to contravene, be involved in a contravention of, or incur a liability under the Corporations Act or any other applicable law as a result of the event.



Genetic Signatures

Transforming Molecular Diagnostics

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