

# CLINUVEL

## 2024 Annual General Meeting

13 September 2024

### Dear Shareholder,

On behalf of your Board of Directors, I am pleased to invite you to the 2024 Annual General Meeting (AGM) of CLINUVEL Pharmaceuticals Limited (CUV or Company), to be held on Wednesday 16 October 2024 at 9:30am (AEDT). The meeting will be held in-person at The Events Centre at Collins Square, Tower 2, Level 5, 727 Collins Street, Melbourne, VIC 3008. It may be viewed only online as a webcast at <https://loghic.eventsair.com/884119/995354/Site/Register>

We are pleased to meet members in person. However, be assured that you will have the option to view the meeting online via live stream. Whether you attend the meeting in person or view it online, we encourage you to submit a directed proxy vote as early as possible. If you wish to appoint a proxy, please lodge your proxy online at [www.investorvote.com.au](http://www.investorvote.com.au) by 9:30am (AEDT) on Monday, 14 October 2024. Voting on the day will be in person attendance only.

If attending physically, questions may be asked verbally in real time during the AGM. As always, we invite Shareholders to submit questions in advance of the meeting by completing the online Shareholder question form at [www.investorvote.com.au](http://www.investorvote.com.au). The Notice of Meeting (which includes the following Agenda, information for Shareholders and Explanatory Notes) details the formal business to be dealt with at the AGM. The Notice of Meeting is available on the Company's website at <http://www.clinuvel.com>.

### Business of the AGM

Briefly, the formal business of the meeting will be to:

1. adopt the 2024 Remuneration Report as part of the Financial Year ended 30 June 2024;
2. elect Mr Matthew Pringle, as a Non-Executive Director of the Company;
3. elect Mr Guy van Dievoet, as a Non-Executive Director of the Company;
4. elect Dr Pearl Grimes, as a Non-Executive Director of the Company;
5. re-elect Mrs Susan Smith, as a Non-Executive Director of the Company;
6. re-elect Dr Karen Agersborg, as a Non-Executive Director of the Company;
7. approve an increase in the Non-Executive Directors' remuneration pool; and
8. consider, if necessary, a conditional spill resolution.

Last year, the Company received a 'first strike' under the Corporations Act as more than 25% of votes were cast against the 2023 Remuneration Report.

The Board acknowledges the continued scrutiny on the Company's remuneration structures and outcomes. It has worked diligently to engage Shareholders and address concerns that led to the 'first strike'. The Company has made material changes to its disclosures in the 2024 Remuneration Report to improve transparency, and to explain its approach to executive remuneration and provide appropriate peer comparisons.

In addition, the Company has undertaken a comprehensive process of board renewal, pursuant to which we have welcomed three new directors. The Board is pleased with the calibre and skillset of the Board following these appointments – Mr Matthew Pringle brings extensive corporate finance and audit experience as a Partner at Pitcher Partners for over 25 years, Mr Guy van Dievoet is a highly respected director with extensive experience in investment banking, with Dr Pearl Grimes providing a wealth of expertise to the Board as a globally recognised expert in dermatology.

The Board's view is that our three new appointments will complement the existing directors as part of the Company's strategy to retain non-executive directors of the highest international calibre.

Consequently, due to the extension of the Board, the Board is proposing a change to the remuneration pool for its non-executive directors. This resolution is explained in further detail in this Notice.

### Remuneration Report

In the event the Company receives a 'second strike' against the 2024 Remuneration Report, it is required to put a 'spill resolution' to Shareholders at the meeting, asking if Shareholders wish to hold an extraordinary meeting, referred to as a 'spill meeting'. The details in relation to this process are further explained in this Notice. Given the extensive renewal process undertaken by the Board, each Director who is permitted to do so recommends that shareholders vote IN FAVOUR of the Remuneration Report.

**Each Director who is permitted to do so recommends that shareholders vote in "FAVOUR" of Resolutions 1 to 7, and to vote "AGAINST" Resolution 8 in the event of a "second strike".**

### How to submit your vote in advance of the meeting

Proxy votes must be received by 9:30am (AEDT) on Monday 14 October 2024 to be valid for the meeting. Instructions on how to appoint a proxy are on the online voting website, [www.investorvote.com.au](http://www.investorvote.com.au) and on page 9 of the Notice of Meeting under 'Proxy lodgement'.

For other Company documents and how to update your communication preference please refer to the CLINUVEL website at <http://www.clinuvel.com>:

- under Investors tab, a link to the Share Information page of our share registry to register your email address in order to receive all Shareholder information electronically and to obtain standard Shareholder forms, including a direct dividend advice, a change of address advice and a request to consolidate holdings;
- under the ASX Lodgements and Annual Report tabs, the CLINUVEL Annual Report 2024, the CLINUVEL Corporate Governance Statement and Notice of Meeting 2024; and
- on the Home page, copies of news releases and financial presentations. Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the meeting.

We look forward to engaging with Shareholders at the AGM, and I hope that you will participate in the meeting.

Yours sincerely,



Professor Jeffrey Rosenfeld

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### About CLINUVEL PHARMACEUTICALS LIMITED

CLINUVEL (ASX: CUV; ADR LEVEL 1: CLVLY; Börse Frankfurt: UR9) is a global specialty pharmaceutical group focused on developing and commercialising treatments for patients with genetic, metabolic, systemic, and life-threatening, acute disorders, as well as healthcare solutions for specialised populations. As pioneers in photomedicine and the family of melanocortin peptides, CLINUVEL's research and development has led to innovative treatments for patient populations with a clinical need for systemic photoprotection, assisted DNA repair, repigmentation and acute or life-threatening conditions who lack alternatives.

CLINUVEL's lead therapy, SCENESSE® (afamelanotide 16mg), is approved for commercial distribution in Europe, the USA, Israel, and Australia as the world's first systemic photoprotective drug for the prevention of phototoxicity (anaphylactoid reactions and burns) in adult patients with erythropoietic protoporphyria (EPP). Headquartered in Melbourne, Australia, CLINUVEL has operations in Europe, Singapore, and the USA. For more information, please go to <https://www.clinuvel.com>.

## Head of Investor Relations

Mr Malcolm Bull, CLINUVEL PHARMACEUTICALS LTD

## Investor Enquiries

<https://www.clinuvel.com/investors/contact-us>

## Forward-Looking Statements

This release contains forward-looking statements, which reflect the current beliefs and expectations of CLINUVEL's management. Statements may involve a number of known and unknown risks that could cause our future results, performance, or achievements to differ significantly from those expressed or implied by such forward-looking statements. Important factors that could cause or contribute to such differences include risks relating to: our ability to develop and commercialise pharmaceutical products; the COVID-19 pandemic and/or other world, regional or national events affecting the supply chain for a protracted period of time, including our ability to develop, manufacture, market and sell biopharmaceutical products; competition for our products, especially SCENESSE® (afamelanotide 16mg), PRÉNUMBRA® or NEURACTHEL®; our ability to achieve expected safety and efficacy results in a timely manner through our innovative R&D efforts; the effectiveness of our patents and other protections for innovative products, particularly in view of national and regional variations in patent laws; our potential exposure to product liability claims to the extent not covered by insurance; increased government scrutiny in either Australia, the U.S., Europe, Israel, China and Japan of our agreements with third parties and suppliers; our exposure to currency fluctuations and restrictions as well as credit risks; the effects of reforms in healthcare regulation and pharmaceutical pricing and reimbursement; that the Company may incur unexpected delays in the outsourced manufacturing of SCENESSE®, PRÉNUMBRA® or NEURACTHEL® which may lead to it being unable to supply its commercial markets and/or clinical trial programs; any failures to comply with any government payment system (i.e. Medicare) reporting and payment obligations; uncertainties surrounding the legislative and regulatory pathways for the registration and approval of biotechnology and consumer based products; decisions by regulatory authorities regarding approval of our products as well as their decisions regarding label claims; our ability to retain or attract key personnel and managerial talent; the impact of broader change within the pharmaceutical industry and related industries; potential changes to tax liabilities or legislation; environmental risks; and other factors that have been discussed in our 2024 Annual Report. Forward-looking statements speak only as of the date on which they are made, and the Company undertakes no obligation, outside of those required under applicable laws or relevant listing rules of the Australian Securities Exchange, to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. More information on preliminary and uncertain forecasts and estimates is available on request, whereby it is stated that past performance is not an indicator of future performance.

## Contact:

Tel: +61 3 9660 4900

Fax: +61 3 9660 4909

Email: [mail@clinuvel.com](mailto:mail@clinuvel.com)

Australia (Head Office), Level 22, 535 Bourke Street, Melbourne, Victoria, 3000, Australia



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THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR ATTENTION

If you are in doubt as to how to deal with it, please consult your financial or other professional adviser

# CLINUVEL PHARMACEUTICALS LIMITED

ACN 089 644 119

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NOTICE OF  
**ANNUAL GENERAL MEETING**  
AND EXPLANATORY MEMORANDUM 2024

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**DATE:**

**WEDNESDAY**, 16 OCTOBER 2024

**TIME:**

9:30am (AEDT)

**PLACE:**

The Events Centre at Collins Square,  
Tower 2, Level 5, 727 Collins Street,  
Melbourne, VIC 3008, Australia

# CLINUVEL

# Notice of Annual General Meeting

## CLINUVEL PHARMACEUTICALS LIMITED ACN 089 644 119

Notice is given that the Annual General Meeting of CLINUVEL PHARMACEUTICALS LIMITED ACN 089 644 119 (Company) will be held at:

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<b>Location</b>	The Events Centre at Collins Square, Tower 2, Level 5, 727 Collins Street, Melbourne, VIC 3008, Australia
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<b>Date</b>	Wednesday, 16 October 2024
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<b>Time</b>	09:30am Melbourne (AEDT)
	12:30am Paris (CEST)
	06:30pm New York (EDT)

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

Terms used in this Notice will, unless the context requires otherwise, have the same meaning given to them in the glossary contained in the Explanatory Memorandum.

## ORDINARY BUSINESS

### Receipt of the Financial Statements and Reports

To receive and consider the Financial Statements of the Company for the year ended 30 June 2024, together with the Directors' Report and the Independent Auditor's Report as set out in the Annual Report.

### Resolution 1 – Adoption of Remuneration Report

To consider, and if in "FAVOUR", to pass the following resolution as an Ordinary Resolution:

'That, in accordance with Section 250R of the Corporations Act, the Remuneration Report as set out in the Directors' Report for the year ended 30 June 2024 be adopted.'

### Resolution 2 – Election of Mr Matthew Pringle

To consider, and if in "FAVOUR", to pass the following resolution as an Ordinary Resolution:

'That Mr Matthew Pringle, having been appointed as a Director during the year and vacating office in accordance with clause 55 of the Constitution of the Company and ASX Listing Rule 14.4, being eligible and having offered himself for election, be elected as a Director.'

### Resolution 3 – Election of Mr Guy van Dievoet

To consider, and if in "FAVOUR", to pass the following resolution as an Ordinary Resolution:

'That Mr Guy van Dievoet, having been appointed as a Director during the year and vacating office in accordance with clause 55 of the Constitution of the Company and ASX Listing Rule 14.4, being eligible and having offered himself for election, be elected as a Director.'

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#### Resolution 4 – Election of Dr Pearl Grimes

To consider, and if in “FAVOUR”, to pass the following resolution as an Ordinary Resolution:

‘That Dr Pearl Grimes, having been appointed as a Director during the year and vacating office in accordance with clause 55 of the Constitution of the Company and ASX Listing Rule 14.4, being eligible and having offered herself for election, be elected as a Director.’

#### Resolution 5 – Re-election of Mrs Susan Smith

To consider, and if in “FAVOUR”, to pass the following resolution as an Ordinary Resolution:

‘That Mrs Susan Smith, a Director retiring by rotation in accordance with clause 57 of the Constitution of the Company and the ASX Listing Rules, being eligible and having offered herself for re-election, be re-elected as a Director.’

#### Resolution 6 – Re-election of Dr Karen Agersborg

To consider, and if in “FAVOUR”, to pass the following resolution as an Ordinary Resolution:

‘That Dr Karen Agersborg, a Director retiring by rotation in accordance with clause 57 of the Constitution of the Company and the ASX Listing Rules, being eligible and having offered herself for re-election, be re-elected as a Director.’

#### Resolution 7 – Increase in Non-executive Director Remuneration Pool

To consider, and if in “FAVOUR”, to pass the following resolution as an Ordinary Resolution:

‘That for the purpose of ASX Listing Rule 10.17 and clause 60.1 of the Company’s Constitution, the aggregate amount of remuneration that may be paid in any financial year commencing on or after 1 July 2024 to the Company’s non-executive Directors be increased by \$500,000 from \$700,000 to \$1,200,000.

The following resolution is **NOT SUPPORTED** by the Board:

#### Resolution 8 – Spill resolution (conditional item)

This resolution will only be put to the Meeting if 25% or more of the votes validly cast on Resolution 1 (Adoption of the 2024 Remuneration Report) are “AGAINST” that resolution.

If you do not want a “spill meeting” to take place, you should vote ‘**AGAINST**’ Resolution 8.

If you do want a “spill meeting” to take place, you should vote ‘**FOR**’ Resolution 8.

To consider and if thought fit, to pass as an Ordinary Resolution:

‘That subject to and conditional on at least 25% of the votes cast on Resolution 1 being cast against the Remuneration Report

- a) an extraordinary general meeting of the Company (the ‘spill meeting’) be held within 90 days after the passing of this resolution;
- b) all of the directors who were directors of the Company when the resolution to make the Directors’ Report for the year ended 30 June 2024 was passed (other than the chief executive officer), and who remained in office at the time of the spill meeting, will immediately cease to hold office before the end of the “spill meeting”; and
- c) resolutions to appoint persons to offices that will be vacated immediately before the end of the “spill meeting”, be put to the vote at the “spill meeting”.’

A voting exclusion applies to this resolution – see pages 7-8 for details.

#### **DIRECTORS’ RECOMMENDATION**

**The Board unanimously recommends that Shareholders VOTE AGAINST this resolution to convene a Spill Meeting if Resolution 8 is put to the meeting. The Chair of the meeting intends to vote all available proxies AGAINST Resolution 8.**

# Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on the respective resolutions by the following persons:

Resolution	Voting Exclusion Statement
<b>1 – Adoption of Remuneration Report &amp; 8 – Spill resolution (conditional item)</b>	<p>The Company will disregard any votes cast on Resolutions 1 &amp; 8 by or on behalf of any member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of such person (<b>Restricted Voter</b>).</p> <p>In accordance with section 250BD of the Corporations Act, a vote on Resolutions 1 &amp; 8 must not be cast by or on behalf of a person appointed as a proxy, where that person is a Restricted Voter.</p> <p>However, the Company need not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"><li>• a person appointed as proxy or attorney for a Shareholder entitled to vote, in accordance with a direction given to the proxy or attorney in writing that specifies how the proxy is to vote on the proposed resolution (i.e. a directed proxy); or</li><li>• the Chair, as a proxy or attorney for a Shareholder entitled to vote, by an appointment in writing that does not specify how the Chair is to vote on the proposed resolution (i.e. undirected proxy) where that appointment as proxy expressly authorises the Chair to exercise the proxy and vote as the Chair decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; or</li><li>• by a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:<ul style="list-style-type: none"><li>– the beneficiary provides written confirmation to the Shareholder that they are not excluded from voting and are not an Associate of a person excluded from voting, on the resolution; and</li><li>– the Shareholder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li></ul></li></ul>
<b>2. Election of Mr Matthew Pringle</b>	<ul style="list-style-type: none"><li>• No voting restrictions are applicable to this Resolution 2 (however, Mr Matthew Pringle will abstain from voting).</li></ul>
<b>3. Election of Mr Guy van Dievoet</b>	<ul style="list-style-type: none"><li>• No voting restrictions are applicable to this Resolution 3 (however, Mr Guy van Dievoet will abstain from voting).</li></ul>
<b>4. Election of Dr Pearl Grimes</b>	<ul style="list-style-type: none"><li>• No voting restrictions are applicable to this Resolution 4 (however, Dr Pearl Grimes will abstain from voting).</li></ul>
<b>5 – Re-election of Mrs Susan Smith</b>	<ul style="list-style-type: none"><li>• No voting restrictions are applicable to this Resolution 5 (however, Mrs Smith will abstain from voting).</li></ul>
<b>6 – Re-election of Dr Karen Agersborg</b>	<ul style="list-style-type: none"><li>• No voting restrictions are applicable to this Resolution 6 (however, Dr Agersborg will abstain from voting).</li></ul>
<b>7 – Increase in Non-executive Director Remuneration Pool</b>	<p>The Company will disregard any votes on resolution 7:</p> <ul style="list-style-type: none"><li>• cast in favour of the resolution by or on behalf of a Director of the Company or any of their Associates, regardless of the capacity in which the vote is cast; or</li></ul>

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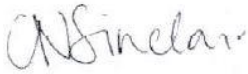
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- cast as proxy by a person who is a member of the KMP on the date of the AGM or their closely related parties,

unless the vote is cast on resolution 7:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
  - by the Chair as proxy for a person entitled to vote on the resolution, in accordance with an express authorisation to exercise undirected proxies as the Chair decides; or
  - by a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
    - the beneficiary provides written confirmation to the Shareholder that they are not excluded from voting and are not an Associate of a person excluded from voting, on the resolution; and
    - the Shareholder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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Dated 13 September 2024

By order of the Board



Claire Newstead-Sinclair  
**Company Secretary**



# Explanatory Notes

## Appointing a Proxy and voting online before the Meeting

A Shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy. The proxy need not be a Shareholder.

If you wish to appoint a proxy and are entitled to do so, then complete and return the attached Proxy Form to Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Victoria 3001 Australia or alternatively by fax to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) by **9:30am (AEDT) on Monday, 14 October 2024**, being no later than 48 hours before the commencement of the Meeting.

Online voting prior to the Meeting will be available at [www.investorvote.com.au](http://www.investorvote.com.au). You will require your SRN/HIN and the control number (printed on your proxy form).

For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If you appoint a proxy, it is recommended to direct your proxy how to vote on each item by marking the appropriate boxes on the proxy form. If you do not specify a proxy in your completed proxy vote or if the person you appoint does not participate in the Meeting, the Chair of the Meeting will be taken to be your proxy by default. Any directed proxies that are not voted as directed on a poll at the meeting will automatically default to the Chair of the Meeting, who is required to vote proxies as directed.

If the Chair of the Meeting is appointed as your proxy or becomes your proxy by default, the Chair of the Meeting intends to vote all available undirected proxies in FAVOUR of Resolutions 1-7 and AGAINST Resolution 8 (where permissible).

If you appoint the Chair of the Meeting as your proxy, and you do not direct your proxy how to vote on the resolutions set out in Resolution 1 on the proxy form, then by completing and submitting the proxy form, you will be expressly authorising the Chair of the Meeting to exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If:

- you appoint someone other than the Chair of the Meeting as your proxy and direct them how to vote on the proposed resolutions; and
- your nominated proxy does not participate in the Meeting, or does not vote on your behalf on the proposed resolutions,

then the Chair of the Meeting will become your proxy by default and will cast your votes on a poll as directed (where permissible).

If you appoint a Director (other than the Chair of the Meeting) or another member of the Key Management Personnel (or a Closely Related Party of a member of the Key Management Personnel) as your proxy, you should direct them how to vote on the resolutions set out in Resolutions 1, 7 and 8 by marking the appropriate boxes. If you do not do so, your proxy will not be permitted to vote on your behalf on the resolutions set out in Resolutions 1, 7 and 8.

## Corporate Representative

A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with the Company or its share registry, Computershare Investor Services Pty Limited, in advance of the Meeting or handed in at the Meeting when registering as a Corporate Representative.

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## Eligibility to Vote and Attend the Meeting

The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the Meeting or adjourned meeting, Shares are taken to be held by those persons recorded in the Company's register of Shareholders as at 7:00pm (AEDT) on Monday, 14 October 2024.

## Poll

The Chair of the Meeting intends to call a poll on each of the Resolutions set out in this Notice. The results of the voting on resolutions requiring a shareholder vote at the Meeting will be announced to the ASX promptly after the Meeting.

The Meeting is a private meeting for shareholders. Only members of the Company and/or their proxies can participate in the Meeting.

If you have any queries on how to cast your votes call Claire Newstead-Sinclair on (03) 9660 4900 during business hours.

## Questions and Comments by Shareholders at the Annual General Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders to ask questions about or make comments on the management of the Company at the AGM. Similarly, a reasonable opportunity will be given to Shareholders to ask the Company's external Auditor, Grant Thornton Audit Pty Ltd, questions relevant to:

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

Please submit any written questions addressed to the Company or its external Auditors to CLINUVEL PHARMACEUTICALS LIMITED, Level 22, 535 Bourke Street, Melbourne, VIC, 3000, or on [mail@clinuvel.com](mailto:mail@clinuvel.com) no later than 5.00pm (AEDT) on 9 October 2024.

The Company or its external Auditor will either answer the questions at the AGM or table written answers to them at the AGM. If written answers are tabled at the AGM, they will be made available to Shareholders as soon as practicable after the AGM.

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# Explanatory Memorandum

## CLINUVEL PHARMACEUTICALS LIMITED ACN 089 644 119 (Company)

This Explanatory Memorandum has been prepared for the Shareholders of the CLINUVEL PHARMACEUTICALS LIMITED ACN 089 644 119 in connection with the business to be conducted at the Annual General Meeting of Shareholders of the Company which will be held at:

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<b>Location</b>	The Events Centre at Collins Square, Tower 2, Level 5, 727 Collins Street, Melbourne, VIC 3008, Australia
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<b>Date</b>	Wednesday 16 October 2024
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<b>Time</b>	9:30am (AEDT)
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This Explanatory Memorandum should be read in conjunction with, and form part of, the accompanying Notice.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum will, unless the context requires otherwise, have the same meaning given to them in the glossary as contained in this Explanatory Memorandum.

## ORDINARY BUSINESS

### RECEIPT OF THE FINANCIAL STATEMENTS AND REPORTS

Pursuant to section 317 of the Corporations Act, the Company is required to lay before the meeting the Financial Report and the Reports of the Directors and the Auditor to give Shareholders a reasonable opportunity to ask questions or make comment. There is no requirement for Shareholders to approve these reports (other than the non-binding vote on the Remuneration Report forming part of the Directors' Report – see Resolution 1).

#### Resolution 1 - Adoption of the remuneration report

The Remuneration Report is set out in the Directors' Report of the Company's Annual Report for the year ended 30 June 2024. The Remuneration Report sets out the policy for the remuneration of the Directors and executives.

The Corporations Act requires the Remuneration Report be put to a non-binding vote of the Shareholders. The vote is advisory only and does not bind the Directors or the Company. However, the Directors will consider the outcome of the vote on the Remuneration Report when reviewing the Company's remuneration policies.

If 25% or more of the votes cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of the AGMs on a "spill resolution" that another meeting be held within 90 days at which all the Company's Directors (other than the Managing Director) must be presented for re-election. This is the "two-strikes" rule.

Due to the "two strikes rule", this year, votes against Resolution 1 may lead to a further meeting to elect Directors. The Company received a 'first strike' at the 2023 AGM against its Remuneration Report for the year ended 30 June 2023. As a result, if at least 25% of the votes validly cast on the resolution to adopt the Remuneration Report for the year ended 30 June 2024 are cast "AGAINST" that Report's adoption, the Company would receive a "second strike" for the purposes of the Corporations Act and section 250V(1) of that Act would apply.

In these circumstances, the Company would be required to put the conditional "spill resolution" in Resolution 8 to the vote of Shareholders at the Meeting. For details of the effect of the "spill resolution", please read the Explanatory Notes for Resolution 8.

**Recommendation on Resolution 1:**

The Directors unanimously recommend Shareholders vote in “FAVOUR” of Resolution 1.

**Resolution 2 - Election of Mr Matthew Pringle**

In accordance with ASX Listing Rule 14.4 and clause 55 of the Constitution of the Company, Mr Matthew Pringle, having been appointed to the Board since the previous AGM will retire at the AGM and being eligible, offers himself for election.

**Biographical Details**

Mr Pringle has extensive experience in corporate finance, audit and assurance, governance and strategy, including over 25 years’ experience as a Partner at Pitcher Partners. His roles with Pitcher Partners included leading the corporate finance practice group, senior audit partner and leading the corporate governance and board advisory practice area. He is a director of Navalo Financial Services Group Limited, Hypersonix Launch Systems Limited, and the not-for-profit Anglicare Victoria.

The Board is not aware of any interest, position or relationship that might influence, or might reasonably be perceived to influence, Mr Pringle’s capacity to bring independent judgement to bear on issues before the Board or otherwise act in the best interests of the Company as a whole.

**Recommendation on Resolution 2:**

The Directors, other than Mr Matthew Pringle, recommend Shareholders vote in “FAVOUR” of Resolution 2.

**Resolution 3 - Election of Mr Guy van Dievoet**

In accordance with ASX Listing Rule 14.4 and clause 55 of the Constitution of the Company, Mr Guy van Dievoet, having been appointed to the Board since the previous AGM will retire at the AGM and being eligible, offers himself for election.

**Biographical Details**

Mr van Dievoet has significant experience in investment banking, specialising in M&A. In this capacity he has worked for leading financial institutions, including the Merchant bank of IndoSuez in Belgium, ABN-AMRO, Bank BNP Group, and as executive-director for Mees Pierson. Over the years he has provided strategic support on corporate growth, structuring and buy-build approaches, and assisted companies listing on the Brussels and Amsterdam Stock Exchanges (EuroNext).

The Board is not aware of any interest, position or relationship that might influence, or might reasonably be perceived to influence, Mr Guy van Dievoet’s capacity to bring independent judgement to bear on issues before the Board or otherwise act in the best interests of the Company as a whole.

**Recommendation on Resolution 3:**

The Directors, other than Mr Guy van Dievoet, recommend Shareholders vote in “FAVOUR” of Resolution 3.

**Resolution 4 - Election of Dr Pearl Grimes**

In accordance with ASX Listing Rule 14.4 and clause 55 of the Constitution of the Company, Dr Pearl Grimes, having been appointed to the Board since the previous AGM will retire at the AGM and being eligible, offers herself for election.

**Biographical Details**

Pearl E. Grimes, MD, FAAD is a globally recognised dermatologist and a leading international authority on vitiligo and pigmentation disorders. She is the Founder and Director of the Vitiligo and Pigmentation Institute of Southern California where she treats patients from all over the world. Dr Grimes is also the director of the Grimes Institute for

Medical and Aesthetic Dermatology, where she expertly treats a wide range of dermatologic health and aesthetic concerns in patients of all ethnicities and skin types. Dr Grimes also serves as a Clinical Professor of Dermatology at the David Geffen School of Medicine at UCLA and Chief Dermatologist for Versicolor Technologies.

The Board is not aware of any interest, position or relationship that might influence, or might reasonably be perceived to influence, Dr Pearl Grimes' capacity to bring independent judgement to bear on issues before the Board or otherwise act in the best interests of the Company as a whole.

#### **Recommendation on Resolution 4:**

The Directors, other than Dr Pearl Grimes, recommend Shareholders vote in "FAVOUR" of Resolution 4.

#### **Resolution 5 - Re-election of Mrs Susan Smith**

Under clause 57 of the Constitution, at each Annual General Meeting, one third of the Directors (or, if their number is not a multiple of three, then the number nearest to but not exceeding one third) must retire from office.

The Directors retire by rotation, with the Directors who have been the longest in office since being elected or re-elected being the Directors who must resign in any year. The Constitution ensures that no Director is able to remain in office for longer than three years without facing re-election. Directors appointed on the same day may agree amongst themselves or determine by lot which of them must retire, Under the Constitution and the ASX Listing Rules, the Managing Director is exempt from the requirement to retire by rotation (i.e., Dr Wolgen).

To comply with the requirements of clause 57 of the Constitution, Mrs Susan Smith must retire at the Meeting. Mrs Smith wishes to continue as a Director and is entitled under the Constitution to seek re-election as a Director at the Meeting which coincides with her retirement, and accordingly offers herself for re-election as a Director.

#### **Biographical Details**

Mrs Smith manages an established consultancy business, providing advisory services to a range of healthcare organisations, investors, and boards of directors.

Mrs Smith has led a distinguished career, serving for 14 years as Chief Executive Officer of The Princess Grace Hospital, London, and 11 years as the Chief Executive Officer of The Portland Hospital for Women and Children, London. Mrs Smith's specific expertise is in the implementation of operational strategies within complex and acute care environments, and in the interaction with healthcare authorities and UK regulators. Her most recent role was as the Chief Executive Officer of the Independent Doctors Federation, a membership organisation representing practicing physicians within the UK independent healthcare sector.

Her executive experience is now successfully translated across a portfolio of non-executive director appointments. She is Board Chair of the Ewell (Harley St) Ltd, a fully integrated centre of medical excellence dedicated to caring for, and protecting, all aspects of fertility and gynaecological health. She is also an advisor to Pharmacierge, providing the delivery of private prescriptions to patients received directly from their clinicians. Mrs Smith is a Director of HCA Hope Fund UK, a charity providing financial aid and resources to its healthcare worker members to help them start rebuilding after an extended illness, injury, disaster or other difficult situations. In the face of the ever-changing healthcare market, Mrs. Smith fosters first-class relationships with a wide range of healthcare stakeholders to build first class services for patients.

Chair of the Remuneration Committee and a member of the Nomination Committee, Mrs Smith brings a wealth of operational expertise to the Board, providing value through her expertise in implementing commercially focussed strategies within heavily regulated environments.

The Board is not aware of any interest, position or relationship that might influence, or might reasonably be perceived to influence, Mrs Smith's capacity to bring independent judgement to bear on issues before the Board or otherwise act in the best interests of the Company as a whole.

**Recommendation on Resolution 5:**

The Directors, other than Mrs Susan Smith, recommend Shareholders vote in “FAVOUR” of Resolution 5.

**Resolution 6 – Re-election of Dr Karen Agersborg**

Under clause 57 of the Constitution, at each annual general meeting, one third of the Directors (or, if their number is not a multiple of three, then the number nearest to but not exceeding one third) must retire from office.

The Directors retire by rotation, with the Directors who have been the longest in office since being elected or re-elected being the Directors who must resign in any year. The Constitution ensures that no Director is able to remain in office for longer than three years without facing re-election. Directors appointed on the same day may agree amongst themselves or determine by lot which of them must retire, Under the Constitution and the ASX Listing Rules, the Managing Director is exempt from the requirement to retire by rotation (i.e., Dr Wolgen).

To comply with the requirements of clause 57 of the Constitution, Dr Karen Agersborg must retire at the Meeting. Dr Karen Agersborg wishes to continue as a Director and is entitled under the Constitution to seek re-election as a Director at the Meeting which coincides with her retirement, and accordingly offers herself for re-election as a Director.

**Biographical Details**

Dr. Agersborg is a Clinical Endocrinologist with diverse and extensive practice experience in Pennsylvania and New Jersey, USA. She is Board Certified in both Internal Medicine and Endocrinology, Diabetes & Metabolism. Her career includes inpatient, outpatient and hospitalist positions across prominent medical institutions. She is an Associate Professor of Medicine, teaching medical students and residents. Previously, Dr. Agersborg had an extensive career in managing commercial sales and distribution at Wyeth Pharmaceuticals (formerly Ayerst Laboratories).

Dr Agersborg is a Fellow of the American Association of Clinical Endocrinology and a Fellow of the American College of Osteopathic Internists.

Dr Agersborg has played an integral role in setting and overseeing the CLINUVEL Group’s US commercial strategy, resulting in the US FDA’s approval of SCENESE® in October 2019 and the subsequent launch in 2020.

A member of the Remuneration Committee and the Nomination Committee, her knowledge on hormonal therapies and melanocortins add a unique skillset to the Board.

The Board is not aware of any interest, position or relationship that might influence, or might reasonably be perceived to influence, Dr Agersborg’s capacity to bring independent judgement to bear on issues before the Board or otherwise act in the best interests of the Company as a whole.

**Recommendation on Resolution 6:**

The Directors, other than Dr Karen Agersborg, recommends Shareholders vote in “FAVOUR” of Resolution 6.

**Resolution 7 – Increase in Non-executive Director Remuneration Pool**

Resolution 7 seeks Shareholder approval, pursuant to Listing Rule 10.17 and clause 60 of the Constitution of the Company, to increase the Non-executive Directors’ aggregate remuneration by \$500,000, from \$700,000 to \$1,200,000 per annum (inclusive of superannuation).

In the financial year ended 30 June 2024, the total fees paid to the Non-executive Directors (NED) was \$437,084. At the existing NED fee structure, the current NED fee pool limit of \$700,000 may not be sufficient to allow the Company to appoint additional NEDs without exceeding the limit. However, increasing the maximum aggregate amount payable to the NEDs to \$1,200,000 per annum allows the Company to not only attract, appoint and retain additional NEDs of the highest international calibre to join the Board but also provide further flexibility, if required, to allow room to increase annual NED fees.

The Board does not currently intend to fully utilize the increased allocation in the near future. Details of the Directors' remuneration are contained in the 2024 Remuneration Report. The proposed increase in the maximum aggregate amount payable to the NEDs does not impact on the remuneration arrangements of the Chief Executive Officer.

There have been NIL securities issued to the NEDs of the Company with the approval of Shareholders under Listing Rules 10.11 or 10.14, within the preceding 3 years.

### Recommendation on Resolution 7

Each non-executive Director declines to make a recommendation to Shareholders in relation to Resolution 7 so as to avoid any perceived conflict of interest.

Dr Philippe Wolgen, being the only Director who is not a non-executive Director, considers the increase in the non-executive Director remuneration pool in these circumstances to be appropriate and reasonable and recommends that all Shareholders entitled to vote, vote in "FAVOUR" of Resolution 7.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

### Resolution 8 - Conditional Spill Resolution

Resolution 8 is a conditional item of business.

In accordance with the Corporations Act, the resolution set out in Resolution 8 (called a "spill resolution") will **only** be put to the AGM if the Company receives a 'second strike' on its Remuneration Report 2024 with 25% or more of the votes validly cast on Resolution 1 "AGAINST" the adoption of the 2024 Remuneration Report.

However, if less than 25% of the votes validly cast on the Resolution 1 are "AGAINST", the "spill resolution" will **not** be put to the AGM.

If the "spill resolution" is put to the vote and passed at the AGM, it will have the effect outlined below.

- the Company would be required to hold another meeting of shareholders (called a 'spill meeting') within 90 days after the spill resolution is passed, to consider the composition of the board. If a "spill meeting" is required, details of the meeting would be notified to shareholders in due course.
- If a "spill meeting" is held, the following non-executive directors would automatically cease to hold office at the end of the spill meeting unless they are willing to stand for re-election and are re-elected, at that meeting:
  - Prof. Jeffrey Rosenfeld;
  - Dr. Karen Agersborg\*; and
  - Mrs. Susan Smith\*;

\* this assumes Dr Agersborg and Mrs Smith are elected at the AGM under Resolutions 5 and 6.

The three directors listed above are those who held office on 29 August 2024 when the Directors' Report (including the Remuneration Report) for the year ended 30 June 2024 was approved, other than Mrs Brenda Shanahan who upon the conclusion of the AGM will retire as a Director, further to the Company's update to the market dated 6 September 2024. Each of the listed non-executive Directors would be eligible to seek re-election at any spill meeting. However, there is no assurance that any or all of them would do so.

In accordance with the Corporations Act, the current CEO, Dr Philippe Wolgen, would not be required to stand for election as a director at any spill meeting, and would be permitted to hold office after the spill meeting regardless of the outcome of the spill meeting.

In the event, Dr. Karen Agersborg and Mrs. Susan Smith are elected at the AGM 2024, they will still need to be re-elected at any "spill meeting" to remain in office after that time. If any additional directors were to be appointed before the spill meeting, they would not need to stand for election at the spill meeting to remain in office.

Resolutions to appoint individuals to the offices, which would be immediately vacated before the end of the “spill meeting” would be put to the vote at that meeting. Eligibility for election as a Director at any spill meeting would be determined in accordance with the Company’s Constitution (including clause 58 ‘Nomination of Director’).

For the “spill resolution” to be passed at the meeting, more than 50% of the votes validly cast on the resolution must be in “FAVOUR” of it. In deciding how to vote on this Resolution, the Board suggests that shareholders take the following factors into consideration:

- The Board is undertaking a comprehensive process of renewal, which is referred to in the Chair’s covering letter to this Notice, with the appointments of three new Non-Executive Directors with effect from 6 September 2024 (being, Mr Matthew Pringle, Mr Guy van Dievoet, and Dr Pearl Grimes). These appointments followed an extensive search process.
- The Company recently announced for FY2024 an increase of 15% in total revenues and 16% in NPAT (net profit after income tax) compared to the previous year. This was the eighth consecutive year of profitability, driven by robust annual revenues growth (CAGR 38%) and disciplined expense management (CAGR 20%). The Balance Sheet of the Company strengthened further, largely due to 17% growth in cash reserves, with no debt. FY2024 also marked the seventh consecutive annual dividend.
- The Board has the necessary skills and experience required to provide effective oversight of the Company and discharge its duties to Shareholders.
- There is no assurance that any or all of the Directors would stand for re-election at the “spill meeting”.
- In responding to the first strike, the Company consulted with shareholders and advisors. Based on the feedback received, the Company provided in the FY2024 Annual Report (refer to the Letter from the Chair of the Remuneration Committee) considerable detail on its approach to executive remuneration, its practices and remuneration structure, comparison of remuneration to comparable peers, and details of the short-term and long-term incentives awarded. In addition, the Managing Director’s remuneration structure was simplified during the year with the cessation of an LTI. Following the expiration of the MD’s last LTI in November 2023, the MD will no longer be eligible to receive a LTI for the remainder of his Employment Agreement to 30 June 2026.
- Convening a “spill meeting” would cause significant disruption, uncertainty and cost to the Company, which the Board does not consider to be in the best interests of the Company or its shareholders.

If you do not want a spill meeting to take place, you should vote **AGAINST** Item 8. If you do want a spill meeting to take place, you should vote **FOR** Item 8.

If you intend to appoint a proxy to vote on your behalf on any “spill resolution” put to the Meeting, please read the information on page 9 under the heading ‘Appointing a Proxy and voting online before the Meeting’.

#### **Recommendation on Resolution 8:**

The Directors unanimously recommend Shareholders vote “AGAINST” Resolution 8 if put to the vote at the AGM 2024.

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# Glossary

## 1. Definitions

“**Annual Report**” means the annual report of the Company for the year ended 30 June 2024.

“**Associate**” has the meaning given to that term in the ASX Listing Rules.

“**ASX**” means ASX Limited.

“**ASX Listing Rules**” means the official listing rules and requirements from time to time of the ASX.

“**Board**” means the Board of Directors of the Company as constituted from time to time.

“**Chair**” means the person appointed to chair the Meeting convened by the Notice.

“**Closely Related Party**” has the meaning given in section 9 of the Corporations Act.

“**Company**” or “**CLINUVEL**” means CLINUVEL PHARMACEUTICALS LIMITED ACN 089 644 119.

“**Constitution**” means the constitution of the Company.

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

“**Directors**” means the directors of the Company from time to time.

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice.

“**Key Management Personnel**” means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

“**Meeting**” means the Annual General Meeting of Shareholders of the Company convened by the Notice, to be held at 9:30am (AEDT) on 16 October 2024 at The Events Centre at Collins Square, Tower 2, Level 5, 727 Collins Street, Melbourne, VIC 3008, Australia.

“**Notice**” means this notice of meeting which comprises of the notice, Explanatory Memorandum and Proxy Form

“**Ordinary Resolution**” means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the Meeting.

“**Proxy Form**” means the proxy form attached to the Notice.

“**Resolution**” means a resolution contained in this Notice.

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

“**Shareholder**” or “**Member**” means a registered holder of a Share.

“**Special Resolution**” means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the Meeting.

## 2. Interpretation


The singular includes the plural and vice versa and words denoting any gender include all genders;


A reference to “\$”, “A\$” or “dollar” is a reference to Australian currency; and

A reference to a time is a reference to Australian Eastern Standard Time or Australian Eastern Daylight Time, whichever is appropriate.

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## Need assistance?

 **Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

CUV  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



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## Clinuvel Pharmaceuticals Limited Annual General Meeting

The Clinuvel Pharmaceuticals Limited Annual General Meeting will be held on Wednesday, 16 October 2024 at 9:30am (AEDT). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 9:30am (AEDT) on Monday, 14 October 2024.



### WEBCAST

If you cannot attend the AGM in-person, we encourage you to watch the AGM via a live webcast by visiting <https://loghic.eventsair.com/884119/995354/Site/Register> on your smartphone, tablet or computer.

Please note that you will not be able to vote, ask questions or make comments, so we encourage you to submit any questions that you have in advance of the meeting and appoint a proxy to vote on your behalf.



### ATTENDING THE MEETING IN PERSON

The meeting will be held at:  
The Events Centre at Collins Square, Tower 2, Level 5, 727 Collins Street, Melbourne, VIC 3008

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



**CLINUVEL**  
CLINUVEL PHARMACEUTICALS LTD  
ABN 88 089 644 119

CUV

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30am (AEDT) on Monday, 14 October 2024.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Clinuvel Pharmaceuticals Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Clinuvel Pharmaceuticals Limited to be held at The Events Centre at Collins Square, Tower 2, Level 5, 727 Collins Street, Melbourne, VIC 3008 and as a virtual meeting on Wednesday, 16 October 2024 at 9:30am (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 7 and 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 7 and 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Resolution 8 where the Chairman of the Meeting intends to vote against.**

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 7 and 8 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Director - Mr Matthew Pringle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director - Mr Guy van Dievoet	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Election of Director - Dr Pearl Grimes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election - Mrs Susan Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Re-election - Dr Karen Agersborg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Increase in Non-Executive Director Remuneration Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Spill Resolution (Conditional Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Resolution 8 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

Mobile Number  Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

CUV

3 1 1 2 7 8 A



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