

ASX RELEASE

Annual General Meeting of Trajan Group Holdings Limited to be held on Tuesday, 29 October 2024 at 10.00am (AEDT)

26 September 2024 – Global analytical science and device company Trajan Group Holdings Limited (**ASX:TRJ**) (**Trajan** or **the Company**) advises, in accordance with Listing Rule 3.17, a copy of the following documents are attached:

1. Notice of Annual General Meeting;
2. Sample Proxy Form; and
3. Letter to Shareholders regarding arrangements for the 2024 Annual General Meeting that will be dispatched to the Shareholders in lieu of the Notice of Meeting.

Authorised for ASX release by the Board of Trajan Group Holdings Limited.

END

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About Trajan

Trajan is a global developer and manufacturer of analytical and life sciences products and devices founded to enable science that benefits people by enriching personal health through scientific tools and solutions. These products and solutions are used in the analysis of biological, food, and environmental samples. Trajan has a portfolio and pipeline of new technologies which support the move towards decentralised, personalised data-based healthcare.

Trajan is a global organisation of more than 600 people, with seven manufacturing sites across the US, Australia, Europe and Malaysia, and operations in Australia, the US, Asia, and Europe.

TRAJAN GROUP HOLDINGS LIMITED
ACN 152 617 706

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

Date of Meeting

Tuesday, 29 October 2024

Time of Meeting

10:00am (AEDT)

Place of Meeting

Online at:

<http://meetnow.global/M9A5TCD>

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THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY. PLEASE READ IT CAREFULLY

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Shareholders of Trajan Group Holdings Limited (the “**Company**”) will be held virtually via an online platform at <http://meetnow.global/M9A5TCD> on Tuesday, 29 October 2024 commencing at 10:00am (AEDT) (the “**Meeting**”).

The Meeting will be held as a fully virtual meeting, whereby Shareholders can attend virtually via the online platform at <http://meetnow.global/M9A5TCD>. By accessing the online platform, Shareholders will be able to participate, ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

If you are unable to attend the Annual General Meeting, please complete the Proxy Form and return it in accordance with the instructions set out on that form. If you are in any doubt as to how to vote, you should contact your professional adviser as soon as possible. Should you wish to discuss a matter in the Notice of Meeting please do not hesitate to contact the Company at companysecretary@trajanscimed.com.

All Resolutions to be considered at the Meeting will be decided by a poll.

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

Should circumstances further change between the date of this Notice and the proposed time of the Meeting, information will be lodged with the ASX at www.asx.com.au (ASX code: TRJ) and posted on our website at <https://investor.trajanscimed.com/>.

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ORDINARY BUSINESS:**Financial Statements and Reports**

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

Note: No vote is required on this item.

Resolution 1 - Adoption of Remuneration Report

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

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Directors' Report for the year ended 30 June 2024, be adopted."

Note: The 2024 Remuneration Report is set out in the Company's 2024 Annual Report. The vote on this resolution is *advisory only* and does not bind the Directors of the Company.

Voting exclusion

A vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member. However, the Company need not disregard a vote on this Resolution if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote on this Resolution 1, in accordance with the directions given to the proxy to vote on Resolution 1 in that way;
- (b) it is cast by the Chair as proxy for a person who is entitled to vote in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; or
- (c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Any undirected proxies held by Key Management Personnel or their closely related parties for the purposes of this Resolution (excluding the Chair) will not be voted on this Resolution. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chair as your proxy, you can direct the

Chair to vote by marking the box for this Resolution. By marking the Chair's box on the Proxy Form, you acknowledge that the Chair will vote in favour of this item of business as your proxy.

Chair appointed as proxy

The Chair intends to vote all undirected proxies in **FAVOUR** of Resolution 1.

Resolution 2 - Re-election of Mr Robert Lyon as a Director

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

"That, Robert Lyon, who retires in accordance with clause 12.5 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Chair appointed as proxy

The Chair intends to vote all undirected proxies in **FAVOUR** of Resolution 2.

Resolution 3 – Renewal of Long Term Incentive Plan

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

*"That, for the purposes of ASX Listing Rule 7.2, exception 13(b) and for all other purposes, Shareholders approve the Company's Long Term Incentive Plan (**Plan**) and approve the granting of equity securities under the Plan on the terms which are described in the Explanatory Memorandum, during the three years following the date of the 2024 AGM."*

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is eligible to participate in the Plan or an associate of that person or those persons.

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

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

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key

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Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

Chair appointed as proxy

The Chair intends to vote all undirected proxies in **FAVOUR** of Resolution 3.

Resolution 4 – Grant of Options to Director – Mr John Eales

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

“That, subject to the passing of Resolution 3, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 79,533 Options to Mr John Eales (or his nominee), under the Plan on the basis set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of John Eales (or his nominee) or an associate of that person (or those persons) and a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme.

However, this does not apply to a vote cast in favour of Resolution 4 by:

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

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a vote on Resolution 4 must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

Chair appointed as proxy

The Chair intends to vote all undirected proxies in **FAVOUR** of Resolution 4.

Resolution 5 – Grant of Options to Director – Dr Rohit Khanna

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

“That, subject to the passing of Resolution 3, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 53,022 Options to Dr Rohit Khanna (or his nominee), under the Plan on the basis set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Rohit Khanna (or his nominee) or an associate of that person (or those persons) and a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme.

However, this does not apply to a vote cast in favour of Resolution 5 by:

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

- (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a vote on Resolution 5 must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

Chair appointed as proxy

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

Resolution 6 – Grant of Options to Director – Ms Tiffany Lewin

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

“That, subject to the passing of Resolution 3, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 53,022 Options to Ms Tiffany Lewin (or her nominee), under the Plan on the basis set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Tiffany Lewin (or her nominee) or an associate of that person (or those persons) and a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
- (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a vote on Resolution 6 must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (d) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (e) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

Chair appointed as proxy

The Chair intends to vote all undirected proxies in **FAVOUR** of Resolution 6.

Resolution 7 – Grant of Options to Director – Ms Sara Watts

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

“That, subject to the passing of Resolution 3, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 53,022 Options to Ms Sara Watts (or her nominee), under the Plan on the basis set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Sara Watts (or her nominee) or an associate of that person (or those persons) and a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or

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

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a vote on Resolution 7 must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

Chair appointed as proxy

The Chair intends to vote all undirected proxies in **FAVOUR** of Resolution 7.

Resolution 8 – Renewal of Proportional Takeover Bid Provision in the Constitution

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

“That, the Proportional Takeover Bid Provision in clause 22 of the Company’s Constitution requiring prior Shareholder approval for a proportional takeover of the Company be renewed for a further period of three years from the date of the 2024 AGM in accordance with Sections 136(2) and 648G of the Corporations Act as described in the Explanatory Memorandum.”

Chair appointed as proxy

The Chair intends to vote all undirected proxies in **FAVOUR** of Resolution 8.

OTHER BUSINESS

To consider any other business which may properly be brought before the Meeting in accordance

with the Constitution and the Corporations Act.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Mark Licciardo', with a long horizontal stroke extending to the right.

Mark Licciardo
Joint Company Secretary
26 September 2024

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Online Platform details

The Company has decided to hold a fully virtual Meeting whereby Shareholders can participate via the online platform at <http://meetnow.global/M9A5TCD>. Shareholders can join the online Meeting by following the instructions set out below.

We recommend logging into the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below.

Enter <http://meetnow.global/M9A5TCD> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Proxy Form; and
- Appointed Proxies must contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day. The online platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time.

For more information regarding participation in the AGM online, including browser requirements, please see the Online User Guide available at www.computershare.com.au/virtualmeetingguide. Shareholders will also be given a reasonable opportunity to ask questions related to the business of the Meeting, the Company's operations or of the auditor at the end of the Meeting. Please submit your questions by emailing the Company Secretary at companysecretary@trajanscimed.com. If you would like to ask a question during the Meeting, please register as a Shareholder or Proxyholder and provide your valid HIN or SRN number when registering.

All Resolutions to be considered at the Meeting will be decided by poll based on proxy votes received prior to the commencement of the Meeting and votes cast at the Meeting via the online platform. Shareholders are encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on in this Notice to ensure that their votes are counted.

Defined Terms

Capitalised terms used in this Notice will, unless the context requires otherwise, have the meaning given to them in the Glossary in the Explanatory Memorandum attached to this Notice.

Voting and required majority - Corporations Act

1. In accordance with section 249HA of the Corporations Act, for all resolutions to be effective, not less than 28 days written notice specifying the intention to propose the Resolution has been given.
2. For all Resolutions to be effective, the Resolution must be passed by more than 50% of all the votes cast by Shareholders entitled to vote on the Resolution (whether in person or by proxy, attorney or representative).

All Resolutions will be determined by a poll based on proxy votes received prior to the commencement of the Meeting and votes cast during the Meeting. On a poll, every Shareholder has one vote for each Ordinary Share held.

Entire Notice

The details of the Resolutions contained in the Explanatory Memorandum accompanying this Notice should be read together with, and form part of, this Notice.

Entitlement to vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Meeting all Shares will be taken to be held by the persons who held them as registered Shareholders at 7:00pm (AEDT) on Sunday, 27 October 2024. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Casting Voting during the meeting

Enter <http://meetnow.global/M9A5TCD> into a web browser on your computer or online device.

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Proxy Form; and
- Appointed Proxies must contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

Casting a vote by proxy

If you wish to cast a vote by proxy prior to the Meeting, you must complete the Proxy Form by providing voting directions for each resolution by marking “For”, “Against” or “Abstain”. Votes will only be valid for Resolutions marked. Unless you have appointed the Chair as your proxy, no vote will be counted for Resolutions left blank. If you appoint the Chair of the Meeting as your proxy and do not provide voting directions for each Resolution, the Chair intends to vote for all the Resolutions.

You can return your completed proxies via:

- mailing to Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Victoria 3001 Australia; or
- send by fax to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Alternatively, proxy instructions can be submitted electronically to the Company’s share registrar by visiting www.investorvote.com.au and using the 6-digit control number on the proxy form and entering your SRN/HIN and post code and Intermediary Online subscribers only (custodians) should visit intermediaryonline.com.

In order for a proxy appointment to be valid, the Company must receive, at least 48 hours before the AGM (being no later than 10:00am (AEDT) on Sunday, 27 October 2024).

Proxies and Representatives

1. All Shareholders who are entitled to attend at the Meeting may appoint a proxy for that purpose.
2. A proxy need not be a Shareholder of the Company.
3. Each Shareholder who is entitled to cast two or more votes at the Meeting, may appoint up to two proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes each proxy may exercise, each proxy will be entitled to exercise half of the votes. An additional Proxy Form will be supplied by the Company on request.
4. If a proxy is given by a body corporate, a Proxy Form must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney.
5. If a proxy is given by a natural person, a Proxy Form must be executed under the hand of that person or that person's attorney.
6. To be effective, the Proxy Form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding the Meeting or any adjourned Meeting.
7. Any Proxy Form received after this deadline will be treated as invalid.
8. If a Shareholder appoints the Chair as the Shareholder's proxy and does not specify how the Chair is to vote, the Chair will vote, as proxy for that Shareholder, in favour of or against each Resolution as set out in the Explanatory Memorandum.
9. A Shareholder that is a body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the Meeting. The appointment may be a standing one.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Shareholders with information to assist their assessment of the merits of the Resolutions contained in the accompanying Notice for the Annual General Meeting of the Company to be held virtually via the online platform at <http://meetnow.global/M9A5TCD> on Tuesday, 29 October 2024 commencing at 10:00am (AEDT).

Shareholders should read this Explanatory Memorandum and the Notice in full before deciding how to vote on the Resolutions set out in the Notice.

Capitalised terms used in this memorandum and the Notice are defined in Section 7.

1 Financial Statements and Reports

The Corporations Act requires that the Financial Report and the reports of the Directors and Auditor be laid before the Meeting. There is no requirement for Shareholders to vote on these reports. Shareholders will be given a reasonable opportunity to raise questions and make comments on these reports and on the management of the Company at the Meeting.

Representatives of the Company's Auditor will be present for discussion purposes on matters of relevance to the audit.

2 Resolution 1 - Adoption of Remuneration Report (Non-binding Resolution)

The Remuneration Report includes information on:

- (a) the remuneration policy adopted by the Board;
- (b) the relationship between that policy and the Company's performance;
- (c) the principles used to determine the nature and amount of remuneration;
- (d) the remuneration details of each Director and key management personnel; and
- (e) the performance conditions that must be met prior to an executive deriving any value from the "at risk" components of their remuneration.

As required by section 300A of the Corporations Act, the Remuneration Report is included in the Company's Annual Report, which is available on the Investor section of the Company's website at <https://investor.trajanscimed.com/>.

At the Meeting, the Chair will give Shareholders a reasonable opportunity to ask questions about or comment on the Remuneration Report.

The vote on this resolution is **advisory only** and will not bind the Directors or the Company. The vote will, however, be taken into consideration in determining future remuneration policy for Directors and executives.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this Meeting when reviewing the Company's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Directors other than the Managing Director must be offered up for election.

Key Management Personnel and their closely related parties must not cast a vote on the Remuneration Report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

The Board recommends that Shareholders vote in FAVOUR of Resolution 1.

The Chair intends to vote undirected proxies in FAVOUR of Resolution 1.

3 Resolution 2 – Re-election of Mr Robert Lyon as a Director

Background

Clause 12.5 of the Company's Constitution provides that an election of Directors, other than a Managing Director, must be held each year, and if no person is standing for election or re-election under clauses 12.4 or 12.13, the Director who has been in office the longest since last being elected is required to stand for re-election.

In accordance with Clause 12.5 of the Company's Constitution, Robert Lyon will retire at this Meeting, and being eligible for re-election, has submitted himself for re-election at this Meeting.

Mr Lyon was appointed a Director of the Company on 3 September 2014. He has global responsibility for the strategic growth of the Company's business through mergers and acquisitions, licensing arrangements, and commercial relationships with Trajan's industry, academic, government and research partners in the scientific and medical sectors globally.

As Trajan's General Counsel he also has responsibility for the negotiation and execution of Trajan's investments and transactions, as well as for its broader legal requirements.

Prior to joining Trajan, Mr Lyon had a 15-year career in law including as a partner at Page Seager Lawyers before spending six years with KPMG Corporate Finance.

The Board (with Mr Lyon abstaining) recommends that Shareholders vote in FAVOUR of Resolution 2. The Chair intends to vote undirected proxies in FAVOUR of Resolution 2.

4 Resolution 3 – Renewal of Long Term Incentive Plan

Background

The Company operates an employee incentive plan called the Trajan Long Term Incentive Plan (**Plan**) that was announced to the ASX on 7 June 2021.

Resolution 3 seeks Shareholder approval, pursuant to Listing Rule 7.2, Exception 13(b), to renew the Plan and to enable Performance Rights, Options, and Shares upon exercise or conversion of those Performance Rights and Options to be issued under the Plan to eligible Directors, employees and contractors (**Incentive Securities**) to be exempted from Listing Rule 7.1 for a period of 3 years from the date on which Resolution 3 is passed.

The Plan is intended to assist the Company to attract and retain key staff, whether Directors, employees or contractors. The Board believes that grants made to eligible participants under the Plan will provide a powerful tool to underpin the Company's employment and engagement strategy, and that the Plan will:

- (a) enable the Company to incentivise and retain existing key management personnel and other eligible employees and contractors needed to achieve the Company's business objectives;

- (b) enable the Company to recruit, incentivise and retain additional key management personnel, and other eligible employees and contractors, needed to achieve the Company's business objectives;
- (c) link the reward of key staff with the achievement of strategic goals and the long-term performance of the Company;
- (d) align the financial interest of participants of the Plan with those of Shareholders; and
- (e) provide incentives to participants under the Plan to focus on superior performance that creates Shareholder value.

Listing Rule 7.1 and Listing Rule 7.2, Exception 13

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to convert to equity (such as an Option or performance right), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.2, Exception 13 provides an exception to Listing Rule 7.1. The effect of Shareholder approval under Listing Rule 7.2, Exception 13 is that any issues of securities under the Plan are treated as having been made with the approval of shareholders for the purposes of Listing Rule 7.1. Approval under Listing Rule 7.2, Exception 13 lasts for a period of three years.

If Resolution 3 is passed, the Company will be able to issue securities to eligible Directors, employees and contractors under the Plan without using any of the Company's 15% limit on issuing equity securities without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company may still issue securities to eligible Directors, employees and contractors under the Plan but any issue will reduce, to that extent, the Company's capacity to issue equity securities under Listing Rule 7.1 for 12 months following the issue.

Specific information required by Listing Rule 7.2

In accordance with Listing Rule 7.2 exception 13, information is provided as follows:

- (a) The material terms of the Plan are summarised in Annexure A.
- (b) The Plan was adopted before the Company was admitted to the Official List of the ASX. Accordingly, this is the first approval sought under Listing Rule 7.2, exception 13 with respect to the Plan. The Company has issued 2,288,806 securities under the Plan.
- (c) The maximum number of Incentive Securities proposed to be issued under the Plan following Shareholder approval of Resolution 3 is 7,613,014 Incentive Securities.
- (d) A voting exclusion statement is included in the notice of meeting for Resolution 3.

The Board recommends that Shareholders vote in FAVOUR of Resolution 3.

The Chair intends to vote undirected proxies in FAVOUR of Resolution 3.

Background

Subject to the passing of Resolution 3, Resolutions 4 to 7 seek Shareholder approval in accordance with Listing Rule 10.14 for the grant of Options to the following non-executive Directors (together, the **Non-Executive Directors**) under the Plan as detailed below:

Director	Number of securities	Type of security under the Plan
John Eales (Resolution 4)	79,533	Options
Rohit Khanna (Resolution 5)	53,022	Options
Tiffany Lewin (Resolution 6)	53,022	Options
Sara Watts (Resolution 7)	53,022	Options

The Board considers that the grant of Options, as listed above, is a cost effective and efficient reward for the Company to make to appropriately incentivise the Non-Executive Directors' continued performance, and is consistent with the strategic goals and targets of the Company. The financial quantum of the grants is directly aligned with the benchmarked fees at the time of the IPO and, with the cash components of Director's salaries, fits within the Fee Pool Cap.

Refer to Appendix A for a summary of the terms and conditions of the Plan and to Appendix B for key terms of the options.

Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The Non-Executive Directors, as directors of the Company, are each a related party of the Company.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the grant of the Options as the exception in section 211 of the Corporations Act applies. The grant of the Options is considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act.

Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 a director of the company;
- 10.14.2 an associate of a director of the company; or;
- 10.14.3 a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Options to the Non-Executive Directors falls within 10.14.1 above and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

If Resolutions 4 to 7 are passed, the Company will be able to proceed with the issue of the Options to each of the Non-Executive Directors. Approval pursuant to Listing Rule 7.1 will not be required as approval is being obtained under Listing Rule 10.14 (Exception 14 under Listing Rule 7.2). Accordingly, the issue of the Options will not be included in the Company's 15% limit on issuing equity securities without Shareholder approval under Listing Rule 7.1.

If Resolutions 4 to 7 are not passed, the Company will not be able to proceed with the issue of the Options to the Non-Executive Directors and the Company may have a reduced ability to appropriately incentivise the Non-Executive Directors' continued performance, or to attract and retain directors with appropriate skills and expertise. Further, the Company, within the bounds of the Fee Pool Cap, would substitute cash in lieu of the Options that have not been approved by the Shareholders.

Specific information required by Listing Rule 10.15

Information must be provided to Shareholders for the purposes of obtaining Shareholder approval as follows:

- (a) The Options will be granted to the Non-Executive Directors (and/or their nominees).
- (b) Each of the Non-Executive Directors falls within Listing Rule 10.14.1 as they are each a Director.
- (c) The maximum number of Options to be issued to the Non-Executive Directors (and/or their nominees) is as follows:
 - (i) John Eales, 79,533 Options;
 - (ii) Rohit Khanna, 53,022 Options;
 - (iii) Tiffany Lewin, 53,022 Options; and
 - (iv) Sara Watts, 53,022 Options.
- (d) Details of the current total remuneration of the Non-Executive Directors is as follows:

Current Remuneration Package				
Director	Salary and Fees	Share based payments	Super-annuation	Total
John Eales	\$63,063	\$24,658	\$6,937	\$94,658
Rohit Khanna	\$40,000	\$16,438	\$-	\$56,438
Tiffany Lewin	\$36,036	\$16,438	\$3,964	\$56,438
Sara Watts	\$54,054	\$16,438	\$5,946	\$76,438

- (e) Details of the number of Incentive Securities that have been previously issued to the Non-Executive Directors under the Plan is as follows:

Director	Number of Incentive Securities
John Eales	191,178
Rohit Khanna	88,235
Tiffany Lewin	88,235
Sara Watts	88,235

The Incentive Securities above were issued at nil acquisition price.

- (f) A summary of the material terms of the Options are detailed in Appendix B. The Board considers that the grant of Options to the Non-Executive Directors would be a cost effective and efficient reward for the Company to make to appropriately incentivise their continued performance
- (g) The indicative fair value of the Options to be granted to the Non-Executive Directors (or their nominees) is \$0.943 per security at the date of this notice (valued using a Black & Scholes option pricing model). The fair value of the Options has been calculated with the following assumptions:
- (i) underlying share price on the valuation date (1 July 2024) of \$ \$1.020;
 - (ii) expected life of 5 years (to 1 July 2029);
 - (iii) a volatility of 60%;
 - (iv) a risk free rate of 4.12%;
 - (v) for the purposes of the valuation, no future dividend payments have been forecast.
- (h) The Company intends to issue the Options by 30 November 2024 and no later than 3 years after the date of the Meeting or such longer period of time as ASX allows.
- (i) The Options will be granted for nil consideration and will have a nil exercise price. Accordingly, no funds will be raised by the grant of the Options.
- (j) A summary of the material terms of the Plan is detailed in Annexure A.
- (k) No loans will be provided to the Non-Executive Directors in relation to the acquisition of the Options under the Plan.
- (l) Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in a grant of securities under the Plan after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.
- (m) A voting exclusion statement is included in the Notice for each of Resolutions 4 to 7.

The Board (with each of Mr Eales, Dr Khanna, Ms Lewin and Ms Watts abstaining in relation to their Resolution) recommends that Shareholders vote in FAVOUR of Resolutions 4, 5, 6 and 7.

The Chair intends to vote undirected proxies in FAVOUR of Resolutions 4, 5, 6 and 7.

6 Resolution 8 – Renewal of Proportional Takeover Bid Provision in the Constitution

Background

Clause 22 of the Company's Constitution contains provisions dealing with Shareholder approval requirements if there was to be any proportional bids (**Proportional Bid**) for the Company's securities (**Takeover Approval Provisions**). A copy of the Constitution is available on the Company's website at [trajan/announcements and reports/2021/constitution](https://www.trajan.com.au/announcements-and-reports/2021/constitution) .

A proportional bid means an off-market bid for a specified proportion of the company's securities held by each Shareholder in a class for which a takeover bid has been made. It is not a bid for all securities held by all Shareholders of that class, only part of the securities each holds.

Part 6.5 Subdivision C of the Corporations Act provides that these proportional takeover provisions cease to apply at the end of 3 years from their adoption (or last renewal), but that they may be renewed by special resolution of the Shareholders. The Board believes it is appropriate that the Takeover Approval Provisions of the Company's Constitution (clause 22.8) be renewed.

In seeking Shareholder approval for the renewal of the Takeover Approval Provisions, the Corporations Act requires the below information to be provided to Shareholders.

Effect of provisions proposed to be renewed

Clause 22 of the Constitution provides that the Company is prohibited from registering any transfer of shares giving effect to a contract of sale pursuant to a proportional takeover bid (that is, an offer for some but not all of the Shareholders' shares in the Company) unless and until after the proposed transfer has been approved by Shareholders at a General Meeting of the Company (**Approving Resolution**). The bidder making the offer for the securities (and their associates) cannot vote on the Approving Resolution and the Approving Resolution requires the approval of more than 50% of Shareholders who are entitled to vote at that meeting.

If the Approving Resolution is rejected by the Shareholders, then the Proportional Bid will be deemed to be withdrawn and registration of any transfer of securities resulting from the Proportional Bid will be prohibited. Acceptances will be returned, and any contracts formed by acceptances will be rescinded.

If the Approving Resolution is approved, transfers of securities to the bidder will be registered provided they comply with the other provisions of the Constitution.

If no resolution is voted on at least 15 days before the close of the bid, then a resolution to approve the proportional takeover bid will be deemed to have been passed.

Reason for the resolution

Clause 22 of the Constitution is required to be renewed as more than 3 years have passed since the date of its adoption. Section 648(G)(1) of the Corporations Act provides that proportional takeover provisions such as provided in clause 22 cease to apply at the end of

3 years from their adoption (or their last renewal). Section 648(G)(4) enables shareholders to approve a renewal of proportional takeover provisions.

The Directors believe that Shareholders should continue to have the choice of considering whether to accept a bid for what might become control of the Company without Shareholders having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a Proportional Bid). To preserve this choice, clause 22.8 needs to be renewed. If clause 22 is renewed and any Proportional Bid (if any) is subsequently approved by Shareholders, each Shareholder will still have the right to make a separate decision whether that Shareholder wishes to accept the Proportional Bid for their own securities.

Awareness of current acquisition proposals

As at the date of this Explanatory Memorandum, none of the Directors are aware of any proposal for any person to acquire (or increase the extent of) a substantial interest in the Company from its current level.

Potential advantages and disadvantages

Potential advantages to Shareholders of the inclusion of proportional takeover provisions in the Company's Constitution are set out below:

- (a) The Takeover Approval Provisions may enable Shareholders to act together and so avoid the coercion of Shareholders that might otherwise arise where they believe a partial offer is inadequate, but nevertheless accept through concern that a significant number of other Shareholders will accept.
- (b) The Takeover Approval Provisions may provide Shareholders with protection against being coerced into accepting a partial bid at a high premium where the bidder indicates its intention to mount a subsequent bid for the remaining shares at a much reduced price. This puts pressure on Shareholders to accept the initial bid in order to maximise their returns.
- (c) If a partial bid is made, the Takeover Approval Provisions may make it more probable that a bidder will set its offer price at a level that will be attractive to at least a majority of Shareholders.
- (d) The body of Shareholders may more effectively advise and guide the Directors' response to a partial bid, and knowing the view of the majority of Shareholders may assist individual Shareholders to assess the likely outcome of the Proportional Bid and decide whether or not to accept an offer under the bid.
- (e) The Takeover Approval Provisions may make it more probable that any proportional takeover bid will be a full bid for the whole shareholding of each Shareholder, so that Shareholders may have the opportunity of disposing of all their Shares rather than only a proportion.

Potential disadvantages to Shareholders of the inclusion of proportional takeover provisions in the Company's Constitution are set out below:

- (a) By placing obstacles in the way of partial offers, the proposal may tend to discourage partial offers, thus reducing the opportunity for Shareholders to sell a portion of their holding.

- (b) It is possible that the existence of the Takeover Approval Provisions might have an adverse effect on the market value of the Company's Shares by making a partial offer less likely thus reducing any takeover speculation element in the Share price.
- (c) An individual Shareholder who wishes to accept a proportional takeover bid will be unable to sell to the bidder unless a majority of Shareholders favour the proportional takeover bid (which may be viewed as an additional restriction on the ability of individual Shareholders to deal freely in their Shares).
- (d) If a proportional takeover bid is made, the Company will incur the cost of calling a meeting of Shareholders.

Advantages and disadvantages of the Takeover Approval Provisions for the Directors

Potential advantages and disadvantages to the Directors of the inclusion of Takeover Approval Provisions in the Company's Constitution are set out below:

- (a) If the Directors consider that a proportional takeover bid should be opposed they will be assisted in preventing the bidder from securing control of the Company as the bidder will need a majority of votes to be cast in its favour by the independent Shareholders before the bidder can succeed.
- (b) On the other hand, under the proportional takeover provisions, if a proportional takeover bid is received, the Directors must call a meeting to seek the Shareholders' views. They must do so even if the Directors believe that the offer should be accepted.
- (c) At present, it is only the Directors who express any formal view on the adequacy or otherwise of a proportional takeover bid, on behalf of the Company. Under the proportional takeover provisions the most effective view on a proportional takeover bid will become the view expressed by the vote of the Shareholders themselves, at the meeting.
- (d) The proportional takeover provisions may make it easier for the Directors to discharge their fiduciary and statutory duties as directors in the event of a proportional takeover bid.

The Board recommends that Shareholders vote in FAVOUR of Resolution 8.

The Chair intends to vote undirected proxies in FAVOUR of Resolution 8.

Annual Report means the 2024 Annual Report, a copy of which may be obtained from the Company's website at <https://investor.trajanscimed.com/>.

AGM or Meeting means the Annual General Meeting of the Company to be held virtually via the online platform at <http://meetnow.global/M9A5TCD> on 29 October 2024 commencing at 10:00am (AEDT).

Approving Resolution has the meaning given in section 6 of the Explanatory Memorandum.

ASIC means Australian Securities and Investments Commission.

Associate has the meaning given to that term in the Corporations Act.

ASX means ASX Limited ABN 98 008 624 691 or the market operated by it, as the context requires.

Auditor's Report means the report of the Auditor regarding its audit of the Company, and its controlled entities, which accompanies the Financial Report.

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

Chair means the person who chairs the AGM.

Closely Related Party means a spouse or child of the member or has the meaning given in section 9 of the Corporations Act.

Company or Trajan means Trajan Group Holdings Limited ACN 152 617 706.

Constitution means the constitution of the Company.

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

Director means each of the directors of the Company, as appointed from time to time.

Directors' Report means the report of the Directors, which accompanies the Financial Report.

Explanatory Memorandum means this document.

Financial Report means the consolidated annual financial report of Trajan Group Holdings Limited for the year ended on 30 June 2024 that accompanies the Notice.

Group means the Company and its controlled entities.

Incentive Securities has the meaning given in section 4 of the Explanatory Memorandum.

Key Management Personnel has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director, whether executive or otherwise, of the Company).

Listing Rules means the official rules of the ASX.

Managing Director means a Director appointed to that office under clause 16 of the Company's Constitution.

Non-Executive Directors has the meaning given in section 5 of the Explanatory Memorandum.

Notice means the notice for the Meeting accompanying this Explanatory Memorandum.

Option means an option to acquire a Share, subject to conditions specified by the Board, under the terms of the Plan.

Performance Right means a right to acquire a Share, subject to conditions specified by the Board, under the terms of the Plan.

Plan means the Company's Long Term Incentive Plan, of which a summary of key terms are set out in Annexure A.

Proportional Bid has the meaning given in section 6 of the Explanatory Memorandum.

Proxy Form means the proxy form enclosed with this Explanatory Memorandum in relation to the Resolutions.

Related Body Corporate has the meaning given to that term in the Corporations Act.

Remuneration Report means the remuneration report of the Company that forms part of the Directors' Report.

Resolution means each of the resolutions set out in the Notice.

Securities has the meaning given to that term in Chapter 19 of the Listing Rules.

Share means a fully paid ordinary share in the Company.

Shareholder means a registered holder of a Share.

Takeover Approval Provisions has the meaning given in section 6 of the Explanatory Memorandum.

Summary of the material terms of the Plan

Eligibility	<p>The Board has the discretion to determine which employees are eligible to participate in the Plan, and the number and type of Plan Securities that they will be offered (Plan Eligible Employee).</p> <p>The definition of employee under the Plan rules includes any full-time or part-time employee, casual employee, officer, director, contractor, consultant or prospective employee of the Trajan Group.</p>
Plan Securities	<p>The Board has the discretion to set the terms and conditions on which it will offer Plan Securities under the Plan.</p> <p>The Board may determine that the Plan Securities will be subject to conditions which must be satisfied or waived before the Plan Securities will be issued (Grant Conditions).</p> <p>In addition, the Board may determine that the Plan Securities will be subject to performance, service, or other conditions which must be satisfied or waived before the Plan Security vests and exercised (Vesting Conditions) and, if so, will specify those Vesting Conditions in the invitation to each Plan Eligible Employee.</p> <p>The Board may, at its discretion, vary, reduce or waive any Grant Conditions and/or Vesting Conditions attaching to Plan Securities at any time, subject to applicable law.</p>
Acquisition price	<p>The grant of Plan Securities under the Plan may be subject to the payment of an acquisition price by the participant as determined by the Board, or otherwise Plan Securities may be granted at no cost to the participant.</p>
Exercise price	<p>The exercise of Plan Securities in the form of Options or Rights may be subject to payment of an exercise price by the participant as determined by the Board.</p>
Shares as a Plan Security or on vesting of Plan Securities	<p>Shares issued or transferred on the exercise of Plan Securities will rank equally in all respects, and carry the same rights and entitlements, as other issued Shares, including dividend and voting rights.</p> <p>Depending on the terms of a Plan Security, Shares may be subject to disposal restrictions, which means that they may not be disposed of or dealt with for a period of time.</p>
Vesting and exercise of Plan Securities	<p>Plan Securities which have not lapsed under the Plan will vest if and when any applicable Vesting Conditions have been satisfied or waived by the Board. However, vested options or rights will not become exercisable until any applicable exercise conditions have been satisfied or waived by the Board.</p> <p>Following the valid exercise of a Plan Security, the Company will issue or arrange the transfer of such number of Shares to the participant that relate to the option or right being exercised.</p> <p>Alternatively, the Board may determine to make a cash payment in lieu of the issue or transfer of Shares.</p>
Expiry of options and rights	<p>Options or Rights which have not been exercised by the date 15 years from the date of grant of the options or rights, or such other date determined by the Board and specified in the offer (Expiry Date), will lapse unless the Board determines otherwise.</p>
Forfeiture/lapse of Plan Securities	<p>Unless otherwise determined by the Board, a Plan Security will lapse in certain circumstances including:</p>

	<ul style="list-style-type: none"> • where the Board determines that any Vesting Condition applicable to the Plan Securities cannot be satisfied; • the applicable Expiry Date; • in certain circumstances if the participant's employment is terminated (see 'Cessation of employment' below); • if the Board determines that the Plan Security is liable to clawback (see 'Clawback' below); • if the Board determines that the Plan Security will be forfeited or lapse in the event of a change of control in respect of the Company; and • where the participant has dealt with a Plan Security in breach of any rule of the Plan.
Dividend and voting entitlements	Plan Securities do not entitle their holders to dividend or voting rights.
Participation rights of Plan Securities	<p>Plan Securities do not confer the right to participate in new issues of Shares or other securities in the Company.</p> <p>However, subject to the ASX Listing Rules, the Plan provides for adjustments to be made to the number of Shares to which a participant would be entitled on the exercise of an Plan Security or the exercise price (if any) of the Plan Security in the event of a bonus issue or pro-rata issue to existing holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) or a reorganisation of capital.</p>
Restrictions	<p>Plan Securities may not be sold, transferred, mortgaged, pledged, charged, granted as security or otherwise disposed of, without the prior approval of the Board, or unless required by law.</p> <p>Participants must not enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to any unvested Plan Securities.</p>
Quotation	Plan Securities will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Plan, in accordance with the ASX Listing Rules.
Cessation of employment	The Board has discretion to determine, subject to compliance with applicable law, the treatment of a Plan Security if a participant ceases to be employed by a Group Company prior to the vesting or exercise of a Plan Security, or a Plan Security ceasing to be subject to any disposal restrictions as a term of the invitation or at the time of cessation.
Clawback	The Plan provides the Board with broad clawback powers. If, for example, the Board becomes aware that a participant has committed an act of fraud, negligence or gross misconduct or failed to comply in a material respect with any restrictive covenant or that some other event has occurred which, as a result, means that a participant's Plan Security should be reduced or extinguished, or should not vest, then the Board may clawback or adjust any such Plan Security at its discretion to ensure no unfair benefit is derived by the participant.
Change of control	If a change of control event occurs with respect to the Company, the Board may determine, in its discretion, the manner in which all unvested Plan Securities will be dealt with.


Resolutions 4, 5, 6 and 7 – Grant of Options to Directors


Key terms of the Options

Grant price	No amount is payable to acquire Options granted under the resolutions.
Grant date	1 July 2024
What does an Option entitle the holder	A vested and subsequently exercised Option will entitle the holder to one Share, subject to the LTIP and the ASX Listing Rules.
Vesting Date	The Options will vest on 1 July 2025.
Exercise of Options	Vesting of any Options does not automatically result in any Shares being allocated to the holder. Prior to any Shares being allocated to the holder, the vested Options must be exercised by the holder during the Exercise Period in accordance with the LTIP.
Exercise Price	The Options have a nil exercise price.
Exercise Period	The Options can only be exercised within five years from the Grant Date (Exercise Period). Any vested Options that are not exercised by the holder pursuant to a validly completed and accepted Notice of Exercise within the Exercise Period will lapse.
Exercise	Options granted under the Director Option Offers may be exercised from the date on which they vest until the Expiry Date, being the date which is five years after the date on which such Options are granted.
Restrictions on dealing	<p>Each Option granted under the Director Option Offers and which vests on the Listing Date will be subject to a condition that any Share issued on exercise of that Option will be subject to a disposal restriction preventing the holder from disposing of the Share on or before the date falling six months after the Listing Date.</p> <p>Participants will otherwise be free to deal with the Shares issued to them on the exercise of vested Options that are the subject of the Director Option Offers, subject to the requirements of the Company's Securities Trading Policy.</p>
Quotation	Options granted under the Director Option Offers will not be quoted.
Cessation of engagement as a director	<p>Where a Non-Executive Director's engagement with the Company ceases:</p> <ul style="list-style-type: none"> • all Options which have not vested at the date their engagement ceases will lapse. The Director will not be entitled to any pro-rata vesting; and • all vested Options must be exercised on or before the date falling 90 days from the date the Director's engagement ceases. Any vested Options not exercised within this period will lapse.

For personal use only

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 5000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Sunday, 27 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 and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at 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: 183977

SRN/HIN:

For Intermediary Online subscribers (custodians) go to 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.

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.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Trajan Group Holdings 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 Trajan Group Holdings Limited to be held as a virtual meeting on Tuesday, 29 October 2024 at 10:00am (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 and 3 to 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 3 to 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

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 and 3 to 7 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 Re-election of Mr Robert Lyon as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Renewal of Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Grant of Options to Director – Mr John Eales	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Grant of Options to Director – Dr Rohit Khanna	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Grant of Options to Director – Ms Tiffany Lewin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Grant of Options to Director – Ms Sara Watts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Renewal of Proportional Takeover Bid Provision in the Constitution	<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. 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

For personal use only



Trajan Group Holdings Limited
ACN 152 617 706

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 5000 (outside Australia)



Online:

www.investorcentre.com/contact



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Trajan Group Holdings Limited Annual General Meeting

The Trajan Group Holdings Limited Annual General Meeting will be held on Tuesday, 29 October 2024 at 10:00am (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 and use the below information:



Control Number: 183977

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00am (AEDT) on Sunday, 27 October 2024.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/M9A5TCD>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

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.