

3 October 2024

**ANNUAL GENERAL MEETING
NOTICE AND PROXY FORM**

Dear Shareholder

The Annual General Meeting (**Meeting**) of shareholders of Botanix Pharmaceuticals Limited (ABN 70 009 109 755) (**Company**) will be held on Monday, 4 November 2024 at 9.00am (AWST) at the offices of BDO, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth, Western Australia.

In accordance with section 110D(1) of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting (**Notice**) to shareholders unless a shareholder has made a valid election to receive such documents in hard copy. The Notice can be viewed and downloaded from the Company's website <https://botanixpharma.com/invest/> or from ASX's website at <https://www.asx.com.au/> (ASX code – BOT).

The Company strongly encourages shareholders to lodge a directed Proxy Form prior to the Meeting. You can submit your proxy appointment online at <https://investor.automic.com.au/#/loginsah> or by scanning the QR code on the enclosed personalised Proxy Form or by returning your completed personalised Proxy Form by:

- Post to: Automic, GPO Box 5193, Sydney NSW 2001
- Email to: meetings@automicgroup.com.au
- In person: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
- Fax to: +61 2 8583 3040

Shareholders are also encouraged to provide an email address in order to receive electronic communication from the Company in the future.

Your proxy form must be received by 9.00am (AWST) on Saturday, 2 November 2024 being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, please contact the Company's share registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Yours sincerely



Vince Ippolito
Chair

Your proxy voting instruction must be received by **09.00am (AWST) on Saturday, 02 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au/>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:
 I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Botanix Pharmaceuticals Limited, to be held at **09.00am (AWST) on Monday, 04 November 2024 at BDO, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth WA 6000** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
 Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
 Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4, 5, 6, 7, 8, 9, 10, 13, 14, 15, 16 and 17 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4, 5, 6, 7, 8, 9, 10, 13, 14, 15, 16 and 17 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Non-Binding Resolution to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Grant of Incentive Performance Rights to Mr Danny Sharp or his nominee(s)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Dr William Bosch as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of issue of Placement Shares to institutional and sophisticated investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Renewal of proportional takeover provisions in Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Increase in Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Approval of potential termination benefits to Mr Vince Ippolito in relation to Incentive Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Amended Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Approval of potential termination benefits to Mr Matthew Callahan in relation to Incentive Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Grant of Incentive Performance Rights to Mr Vince Ippolito or his nominee(s)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Approval of potential termination benefits to Dr Stewart Washer in relation to Incentive Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Grant of Incentive Performance Rights to Mr Matthew Callahan or his nominee(s)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 Approval of potential termination benefits to Dr William Bosch in relation to Incentive Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Grant of Incentive Performance Rights to Dr Stewart Washer or his nominee(s)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 Approval of potential termination benefits to Mr Danny Sharp in relation to Incentive Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Grant of Incentive Performance Rights to Dr William Bosch or his nominee(s)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
<input style="width: 100%; height: 20px;" type="text"/>		
Email Address:		
<input style="width: 100%; height: 20px;" type="text"/>		
Contact Daytime Telephone	Date (DD/MM/YY)	
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 30%; height: 20px;" type="text"/> / <input style="width: 30%; height: 20px;" type="text"/> / <input style="width: 30%; height: 20px;" type="text"/>	

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

For personal use only