



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a meeting of members of SomnoMed Limited (the “Company”) will be at Level 1, 111 Harrington Street, Sydney, NSW 2000 on Wednesday 27th November 2024 at 11am AEDT for the purpose of transacting the business set out in this Notice.

BUSINESS

Item 1 – Financial Statements

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

Item 2 – Remuneration Report

To adopt the Remuneration Report for the year ended 30th June 2024.

Voting exclusion statement

The Corporations Act prohibits any votes being cast on Item 2 by or on behalf of a person who is a member of the key management personnel (KMP) of the Company (including the Directors and the Chairman) or a closely related party of that KMP as a proxy, or if that KMP is named in the Remuneration Report in any capacity. However, such a person may cast a vote on Item 2 as a proxy for a person who is permitted to vote if:

- (a) the appointment of the proxy specifies the way in which the proxy is to vote on the resolution; or
- (b) such a person is the Chairman of the meeting and the appointment of the proxy expressly authorises the Chairman of the meeting to exercise the undirected proxies even if the resolution is connected with the remuneration of a member of the KMP.

Item 3 – Election of Director (Mr Benjamin Gisz)

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

“That Benjamin Gisz, having been appointed as a Director of the Company on 8th October 2024 and being required to retire in accordance with the Constitution of the Company, be elected as a Director of the Company.”

Item 4 – Re-election of Director (Mr Guy Russo)

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

“That Guy Russo, being a Director who retires by rotation in accordance with the Constitution of the Company and being eligible for re-election, be re-elected as a Director of the Company.”

Item 5 – Issue of Options (Mr Michael Gordon)

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of 500,000 Options to Mr Michael Gordon under the Non-Executive Share Option Plan 2021 on the terms described in the Explanatory Notes to this Notice of AGM is approved”.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on the resolution.

For personal use only

Voting exclusion statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Mr Michael Gordon and his nominee(s), and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the Non-Executive Share Option Plan 2021; or
- (b) an associate of 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 the directions given to the proxy or attorney to vote on the resolution in 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.

Item 6 – Issue of Options (Mr Guy Russo)

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of 700,000 Options to Mr Guy Russo or his nominee under the Non-Executive Share Option Plan 2021 on the terms described in the Explanatory Notes to this Notice of AGM is approved.”

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on the resolution.

Voting exclusion statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Mr Guy Russo and his nominee(s), and other persons referred to in Listing Rule 10.14.1, 10.14.2, or 10.14.3 who are eligible to participate in the Non-Executive Share Option Plan 2021; or
- (b) an associate of 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 the directions given to the proxy or attorney to vote on the Resolution in 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.

Item 7 – Issue of Options (Mr Benjamin Gisz)

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of 300,000 Options to Mr Benjamin Gisz under the Non-Executive Share Option Plan 2021 on the terms described in the Explanatory Notes to this Notice of AGM is approved.”

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on the resolution.

Voting exclusion statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Mr Benjamin Gisz and his nominee(s), and other persons referred to in Listing Rule 10.14.1, 10.14.2, or 10.14.3 who are eligible to participate in the Non-Executive Share Option Plan 2021; or
- (b) an associate of 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 the directions given to the proxy or attorney to vote on the Resolution in 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.

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Item 8 - Refresh the Non-Executive Share Option Plan

To consider and, if thought fit, pass, with or without amendment, as an ordinary resolution:

“That, for the purpose of ASX Listing Rule 7.2 (Exception 13 (b)) and for all other purposes, Shareholders approve any issue of securities under the Non-Executive Share Option Plan 2021, a summary of the rules of which is set out in Annexure B of the Explanatory Memorandum, as an exception to Listing Rule 7.1.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf:

- (a) any person who is eligible to participate in the Non-Executive Share Option Plan 2021; or
- (b) an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with the directions given to the proxy or attorney to vote on this resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the chair to vote on this resolution as the chair decides; or
- (c) the 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 this resolution; and
 - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

Further, in accordance with the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if the proxy is either:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or
- (b) the voter is the chair and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on this resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Item 9 - Refresh the Employee Share Option Plan

To consider and, if thought fit, pass, with or without amendment, as an ordinary resolution:

“That, for the purpose of ASX Listing Rule 7.2 (Exception 13 (b)) and for all other purposes, Shareholders approve any issue of securities under the Employee Share Option Plan 2021 (the “Plan”), a summary of the rules of which are set out in Annexure C of the Explanatory Memorandum, as an exception to Listing Rule 7.1.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf:

- (a) any person who is eligible to participate in the Employee Share Option Plan 2021; or
- (b) an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with the directions given to the proxy or attorney to vote on this resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the chair to vote on this resolution as the chair decides; or
- (c) the 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 this resolution; and
 - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

Further, in accordance with the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if the proxy is either:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or
- (b) the voter is the chair and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on this resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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Appointment of Proxy

- (a) A member who is unable to attend and vote at the meeting may appoint a proxy by completing and returning the attached proxy form in the manner provided below. The proxy need not be a member of the Company.
- (b) If a member wishes to appoint a proxy, and is entitled to cast 2 or more votes, then the member may appoint 2 proxies, and may specify the proportion or number of votes each proxy may cast.
- (c) A proxy form (and the power of attorney (if any) under which it is signed) must be received at the registered office of the Company not less than 48 hours before the time of the holding of the meeting:
 - By hand: Boardroom Pty Limited – Level 8, 210 George Street, Sydney NSW 2000
 - By mail: Boardroom Pty Limited – GPO Box 3993, Sydney NSW, 2001
 - By facsimile: (02) 9290 9655

Corporate Representatives

Corporate members must either:

- appoint a proxy as set out above; or
- appoint a body corporate representative in accordance with the Corporations Act.

The appointment of a body corporate representative must be produced at the meeting.

Entitlement to Vote

For the purpose of the meeting, those members holding shares at 7pm AEDT on Monday, 25th November 2024 will be voting members at the meeting.

Further Information

This Notice should be read in conjunction with the Explanatory Notes.

By the Order of the Board of Directors.



T. A. Flitcroft
Company Secretary
Dated: 17th October 2024

EXPLANATORY NOTES ON ITEMS OF BUSINESS

Item 1: Financial Statements

As required by section 317 of the Corporations Act 2001 (Cth) (the "Act"), the Financial Report, the Directors' Report and the Auditor's Report of the Company for the most recent financial year will be laid before the meeting. Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company, however there will be no formal resolution put to the meeting.

Shareholders will also be provided with the opportunity to ask the representative of the Company's auditor questions about the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

Item 2: Remuneration Report

The Directors' Report for the year ended 30 June 2024 contains a Remuneration Report, which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for Directors and certain senior executives.

The Act requires that the agenda for this Annual General Meeting include a resolution for the adoption of the Remuneration Report. The vote on the resolution is advisory only and is not binding on the Directors or the Company.

Shareholders will be provided with a reasonable opportunity to ask questions about and make comments on the Remuneration Report.

Voting exclusion statement

The Corporations Act prohibits any votes being cast on Item 2 by or on behalf of a person who is a member of the key management personnel (KMP) of the Company (including the Directors and the Chairman) or a closely related party of that KMP as a proxy, or if that KMP is named in the Remuneration Report in any capacity. However, such a person may cast a vote on Item 2 as a proxy for a person who is permitted to vote if:

- a) the appointment of the proxy specifies the way in which the proxy is to vote on the resolution; or
- b) such a person is the Chairman of the meeting and the appointment of the proxy expressly authorises the Chairman of the meeting to exercise the undirected proxies even if the resolution is connected with the remuneration of a member of the KMP.

Item 3: Election of Director

Pursuant to the Company's Constitution, Mr Benjamin Gisz, being a director who was appointed since the last general meeting of the Company, in accordance with the Company's Constitution and being eligible, is up for election as a Director of the Company.

Ben is a Director and member of the investment team at TDM Growth Partners, a Sydney based global investment firm. Ben has extensive financial markets experience, including prior roles in private equity investing and investment banking with Investec Group and Credit Suisse.

Ben is a current Non-Executive Director at Australian pet supplies ecommerce business Pet Circle, and previously served as a Non-Executive Director on the board of ASX listed dental group Pacific Smiles Limited.

Ben holds a Bachelor of Commerce (Finance and Accounting) from the University of Sydney.

If elected, Mr Benjamin Gisz will continue as a Director and be subject to retirement by rotation in accordance with the Company's Constitution.

The Board, with exception of Mr Benjamin Gisz, unanimously recommends that Shareholders vote in favour of the election of Mr Benjamin Gisz.

Item 4: Election of Director

Pursuant to the Company's Constitution, Mr Guy Russo will retire as a Director at the Annual General Meeting and offer himself for re-election.

Guy Russo is an accomplished business leader with a strong commercial and customer-focused background working in Australia and internationally. In addition to being the Chairman of SomnoMed, he is Chairman of Guzman y Gomez (ASX: GYG), Australia's fastest growing restaurant business. He is a non-executive Director of Scentre Group (ASX: SCG), which owns and operates Westfield Living Centres in Australia and New Zealand, and Chairman of OneSky, an international charity for children living in poverty in Asia.

Previously, Guy has served as CEO, Wesfarmers Department Store Division (Kmart & Target); Managing Director, Kmart Australia & NZ; President, McDonald's Greater China; CEO McDonald's Australia Ltd and Chairman of Ronald McDonald House Children's Charities.

Guy is most well known in Australia for his leadership in turning Kmart into the largest and most profitable retail department store in the country. He has been a member of YPO since 2006, served as a member of the Business Council of Australia, and won industry awards for leadership in diversity in employment.

If elected, Mr Guy Russo will continue as a Director and be subject to retirement by rotation in accordance with the Company's Constitution.

The Board, with exception of Mr Guy Russo, unanimously recommends that Shareholders vote in favour of the re-election of Mr Guy Russo.

Items 5, 6 and 7: Issue of Options

Background

A. Proposed issue

The Company proposes, subject to obtaining Shareholder approval, to issue:

- (a) 500,000 Options to Mr Michael Gordon (or his nominee) under the Non-Executive Share Option Plan 2021 and on the terms and conditions set out below;
- (b) 700,000 Options to Mr Guy Russo (or his nominee) under the Non-Executive Share Option Plan 2021 and on the terms and conditions set out below; and
- (c) 300,000 Options to Mr Benjamin Gisz (or his nominee) under the Non-Executive Share Option Plan 2021 and on the terms and conditions set out below.

If approved, the offers of Options will be made under section 708 and Division 1A of Part 7.12 of the *Corporations Act 2001* (Cth) (**Corporations Act**).

B. Related party considerations

According to section 208 of the Corporations Act, the giving of a financial benefit to a related party of a public company must be approved by the public company's members, unless the giving of the benefit falls within a relevant exception.

Under section 211 of the Corporations Act, member approval is not required if the benefit is given to an officer of the Company, and to give the remuneration would be reasonable, given the circumstances of the Company and the officer (including the responsibilities involved in their office).

The Board has considered whether the reasonable remuneration exception under section 211 of the Corporations Act will apply to the giving of a financial benefit to Messrs Gordon, Russo and Gisz under the Non-Executive Share Option Plan 2021 (because of their participation in the plan and the grant of the Options to them) and has determined that shareholder approval under section 208 of the Corporations Act is not required, as the issue of Options forms part of the remuneration packages for Messrs Gordon, Russo and Gisz and is considered reasonable remuneration for each of them for the purposes of section 211 of the Corporations Act.

Resolutions 5, 6 and 7

Shareholder approval by ordinary resolution is sought for the issue of the Options to Messrs Gordon, Russo and Gisz in compliance with the following laws and rules:

C. Exception under ASX Listing Rule 7.1

ASX Listing Rule 7.1 requires shareholder approval by ordinary resolution for an issue of equity securities if, over a 12 month period, the amount of equity securities issued is more than 15% of the number of ordinary shares on issue at the start of that 12 month period.

ASX Listing Rule 7.2 Exception 14 provides that an issue of securities made with the approval of the holders of the entity's ordinary securities under rule 10.14 is an exception to the restriction in rule 7.1.

D. Approval under ASX Listing Rule 10.14

ASX Listing Rule 10.11 provides that unless a relevant exception in rule 10.12 applies, an entity must not issue or agree to issue equity securities to a related party without the approval of the holders of its ordinary shares.

As directors of SomnoMed, Messrs Gordon, Russo and Gisz are related parties of SomnoMed, and therefore, absent any available exception, any issue or agreement to issue them the Options under the Non-Executive Share Option Plan 2021 will require approval of SomnoMed's ordinary shareholders.

ASX Listing Rule 10.12 Exception 8 provides that an issue of equity securities under an employee incentive scheme made, or taken to have been made, with the approval of the holders of the entity's ordinary securities under rule 10.14 is an exception to the requirement in rule 10.11.

Shareholder approval is sought under ASX Listing Rule 10.14. If shareholder approval is not given then Messrs Gordon, Russo and Gisz will not receive the Options and the Company may need to consider alternative ways to incentivise each of them.

E. ASX Listing Rule 10.15 requirements

ASX Listing Rule 10.15 contains requirements for the content of a notice of meeting sent to Shareholders for the purposes of ASX Listing Rule 10.14 and the following information is set out for that purpose.

(a) Mr Michael Gordon

Listing Rule	Information required
10.15.1 – The name of the person.	Mr Michael Gordon or his nominee.
10.15.2 – Which category in rules 10.14.1 to 1.04.3 the person falls within and why.	Mr Michael Gordon is a Director and is therefore a related party under 10.14.1.
10.15.3 – The number and class of securities proposed to be issued to the person.	The maximum number of Options to be issued to Mr Michael Gordon is 500,000.
10.15.4 – Details of the director's current total remuneration package.	Mr Michael Gordon's total base remuneration is \$50,000 per annum (inclusive of superannuation).
10.15.5 – The number of securities previously issued to the person under the scheme and the average acquisition price (if any) paid for those securities.	An entity associated with Mr Michael Gordon has also been issued with 185,000 Options, issued under the Non-Executive Share Option Plan 2021. These previous Options were issued for \$0.154 per Option, with an exercise price of \$2.00 per Option. None of these Options has vested.

Listing Rule	Information required														
<p>10.15.6 – A summary of the material terms of the securities, an explanation of why that type of security is being used and the value the entity attributes to that security and its basis.</p>	<p>Refer to the Annexure A of these Explanatory Notes for a summary of the material terms of the Options.</p> <p>The grant of the Options represents a cost effective and efficient means for the Company to provide an incentive to the participants.</p> <p>The indicative average valuation of \$0.145 per Option is a theoretical valuation of each Option using the Black-Scholes Model.</p> <p>The Company's internal management have valued the Options proposed to be granted to Mr Michael Gordon using the Black-Scholes Model. The value of an option or right calculated by the Black-Scholes Model is a function of a number of variables. The valuation of the Options has been prepared using the following assumptions:</p> <table border="1" data-bbox="555 853 1189 1261"> <thead> <tr> <th data-bbox="560 860 869 920">Variable</th> <th data-bbox="869 860 1184 920">Inputs</th> </tr> </thead> <tbody> <tr> <td data-bbox="560 920 869 981">Share price</td> <td data-bbox="869 920 1184 981">\$0.38</td> </tr> <tr> <td data-bbox="560 981 869 1041">Exercise price</td> <td data-bbox="869 981 1184 1041">\$0.60</td> </tr> <tr> <td data-bbox="560 1041 869 1102">Risk free interest rate</td> <td data-bbox="869 1041 1184 1102">4.35 %</td> </tr> <tr> <td data-bbox="560 1102 869 1162">Volatility</td> <td data-bbox="869 1102 1184 1162">61 %</td> </tr> <tr> <td data-bbox="560 1162 869 1223">Time (years to expiry)</td> <td data-bbox="869 1162 1184 1223">4.0</td> </tr> <tr> <td data-bbox="560 1223 869 1261">Vesting date</td> <td data-bbox="869 1223 1184 1261">28 August 2025</td> </tr> </tbody> </table> <p>Any change in the variables applied in the Black Scholes Method calculation between the date of the valuation and the date the Options are granted would have an impact on their value. The input values used in the above table are accurate as at 28 August 2024 but the actual amounts may vary.</p>	Variable	Inputs	Share price	\$0.38	Exercise price	\$0.60	Risk free interest rate	4.35 %	Volatility	61 %	Time (years to expiry)	4.0	Vesting date	28 August 2025
Variable	Inputs														
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Vesting date	28 August 2025														
<p>10.15.7 – The date or dates on or by which the entity will issue the securities to the person under the scheme.</p>	<p>It is expected the Options will be issued to Mr Michael Gordon within 1 month of shareholder approval being received to make the grant, which is expected to be in December 2024 subject to shareholders approving the issue of Options.</p>														
<p>10.15.8 – The price at which the entity will issue the securities to the person under the scheme.</p>	<p>Each Option will be issued to Mr Michael Gordon for a nil grant price.</p> <p>Each Option has a \$0.60 exercise price.</p>														
<p>10.15.9 – A summary of the material terms of the scheme.</p>	<p>Refer to the Annexure B of these Explanatory Notes for a summary of the material terms of the Non-Executive Share Option Plan 2021.</p>														
<p>10.15.10 – A summary of the material terms of any loan that will be made to the person in relation to the acquisition.</p>	<p>N/A</p>														

Listing Rule	Information required
10.15.11 – Statement.	<p>Details of any Options issued under the Non-Executive Share Option Plan 2021 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.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Options under the Non-Executive Share Option Plan 2021 after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.</p>
10.15.12 – Voting exclusion statement.	Voting exclusion statements apply to Resolution 5 as set out in the Notice of Meeting.

Board Recommendation

The Board (other than Mr Michael Gordon) recommends that Shareholders vote in favour of this resolution.

The Chairman of the meeting intends to vote undirected proxies in FAVOUR of resolution 5.

(b) Mr Guy Russo

Listing Rule	Information required
10.15.1 – The name of the person.	Mr Guy Russo or his nominee.
10.15.2 – Which category in rules 10.14.1 to 1.04.3 the person falls within and why.	Mr Guy Russo is a Director and is therefore a related party under 10.14.1.
10.15.3 – The number and class of securities proposed to be issued to the person.	The maximum number of Options to be issued to Mr Guy Russo is 700,000.
10.15.4 – Details of the director's current total remuneration package.	Mr Guy Russo's total base remuneration is \$50,000 per annum (inclusive of superannuation). Mr Guy Russo has elected not to receive any cash compensation for FY25.
10.15.5 – The number of securities previously issued to the person under the scheme and the average acquisition price (if any) paid for those securities.	An entity associated with Mr Guy Russo has also been issued with 370,000 Options, issued under the Non-Executive Share Option Plan 2021. These Options were issued for \$0.154 per Option, with an exercise price of \$2.00 per Option. None of these Options has vested.

Listing Rule	Information required														
<p>10.15.6 – A summary of the material terms of the securities, an explanation of why that type of security is being used and the value the entity attributes to that security and its basis.</p>	<p>Refer to the Annexure A of these Explanatory Notes for a summary of the material terms of the Options.</p> <p>The grant of the Options represents a cost effective and efficient means for the Company to provide an incentive to the participants.</p> <p>The indicative average valuation of \$0.145 per Option is a theoretical valuation of each Option using the Black-Scholes Model.</p> <p>The Company's internal management have valued the Options proposed to be granted to Mr Guy Russo using the Black-Scholes Model. The value of an option or right calculated by the Black-Scholes Model is a function of a number of variables. The valuation of the Options has been prepared using the following assumptions:</p> <table border="1" data-bbox="555 831 1190 1240"> <thead> <tr> <th data-bbox="560 837 874 902">Variable</th> <th data-bbox="874 837 1185 902">Inputs</th> </tr> </thead> <tbody> <tr> <td data-bbox="560 902 874 958">Share price</td> <td data-bbox="874 902 1185 958">\$0.38</td> </tr> <tr> <td data-bbox="560 958 874 1014">Exercise price</td> <td data-bbox="874 958 1185 1014">\$0.60</td> </tr> <tr> <td data-bbox="560 1014 874 1070">Risk free interest rate</td> <td data-bbox="874 1014 1185 1070">4.35 %</td> </tr> <tr> <td data-bbox="560 1070 874 1126">Volatility</td> <td data-bbox="874 1070 1185 1126">61 %</td> </tr> <tr> <td data-bbox="560 1126 874 1182">Time (years to expiry)</td> <td data-bbox="874 1126 1185 1182">4.0</td> </tr> <tr> <td data-bbox="560 1182 874 1238">Vesting date</td> <td data-bbox="874 1182 1185 1238">28 August 2025</td> </tr> </tbody> </table> <p>Any change in the variables applied in the Black Scholes Method calculation between the date of the valuation and the date the Options are granted would have an impact on their value. The input values used in the above table are accurate as at 28 August 2024 but the actual amounts may vary.</p>	Variable	Inputs	Share price	\$0.38	Exercise price	\$0.60	Risk free interest rate	4.35 %	Volatility	61 %	Time (years to expiry)	4.0	Vesting date	28 August 2025
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Vesting date	28 August 2025														
<p>10.15.7 – The date or dates on or by which the entity will issue the securities to the person under the scheme.</p>	<p>It is expected the Options will be issued to Mr Guy Russo within 1 month of shareholder approval being received to make the grant, which is expected to be in December 2024 subject to shareholders approving the issue of Options.</p>														
<p>10.15.8 – The price at which the entity will issue the securities to the person under the scheme.</p>	<p>Each Option will be issued to Mr Guy Russo for a nil grant price.</p> <p>Each Option has a \$0.60 exercise price.</p>														
<p>10.15.9 – A summary of the material terms of the scheme.</p>	<p>Refer to the Annexure B of these Explanatory Notes for a summary of the material terms of the Non-Executive Share Option Plan 2021.</p>														
<p>10.15.10 – A summary of the material terms of any loan that will be made to the person in relation to the acquisition.</p>	<p>N/A</p>														

Listing Rule	Information required
10.15.11 – Statement.	<p>Details of any Options issued under the Non-Executive Share Option Plan 2021 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.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Options under the Non-Executive Share Option Plan 2021 after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.</p>
10.15.12 – Voting exclusion statement.	Voting exclusion statements apply to Resolution 6 as set out in the Notice of Meeting.

Board Recommendation

The Board (other than Mr Guy Russo) recommends that Shareholders vote in favour of this resolution.

The Chairman of the meeting intends to vote undirected proxies in FAVOUR of resolution 6.

(c) Mr Benjamin Gisz

This resolution will only be put to the meeting if Mr Gisz is elected as a Director in Resolution 3 above. Mr Hamish Corlett was granted, but not issued 300,000 options on 28 August 2024, as they are subject to shareholder approval. With the approval of the Board of SomnoMed Limited, Mr Corlett subsequently assigned this grant to Mr Gisz to reflect the change in Directorship. The assignment of the grant is the subject of this resolution so the Options can be issued to Mr Gisz.

Listing Rule	Information required
10.15.1 – The name of the person.	Mr Benjamin Gisz or his nominee.
10.15.2 – Which category in rules 10.14.1 to 1.04.3 the person falls within and why.	Mr Benjamin Gisz is a Director and is therefore a related party under 10.14.1.
10.15.3 – The number and class of securities proposed to be issued to the person.	The maximum number of Options to be issued to Mr Benjamin Gisz is 300,000.
10.15.4 – Details of the director's current total remuneration package.	Mr Benjamin Gisz's total base remuneration is \$50,000 per annum (inclusive of superannuation).
10.15.5 – The number of securities previously issued to the person under the scheme and the average acquisition price (if any) paid for those securities.	Mr Benjamin Gisz has not been issued any securities under the in the Non-Executive Share Option Plan 2021.

Listing Rule	Information required														
<p>10.15.6 – A summary of the material terms of the securities, an explanation of why that type of security is being used and the value the entity attributes to that security and its basis.</p>	<p>Refer to the Annexure A of these Explanatory Notes for a summary of the material terms of the Options.</p> <p>The grant of the Options represents a cost effective and efficient means for the Company to provide an incentive to the participants.</p> <p>The indicative average valuation of \$.0145 per Option is a theoretical valuation of each Option using the Black-Scholes Model.</p> <p>The Company's internal management have valued the Options proposed to be granted to Mr Benjamin Gisz using the Black-Scholes Model. The value of an option or right calculated by the Black-Scholes Model is a function of a number of variables. The valuation of the Options has been prepared using the following assumptions:</p> <table border="1" data-bbox="560 835 1190 1240"> <thead> <tr> <th data-bbox="560 835 871 902">Variable</th> <th data-bbox="871 835 1190 902">Inputs</th> </tr> </thead> <tbody> <tr> <td data-bbox="560 902 871 958">Share price</td> <td data-bbox="871 902 1190 958">\$0.38</td> </tr> <tr> <td data-bbox="560 958 871 1014">Exercise price</td> <td data-bbox="871 958 1190 1014">\$0.60</td> </tr> <tr> <td data-bbox="560 1014 871 1070">Risk free interest rate</td> <td data-bbox="871 1014 1190 1070">4.35 %</td> </tr> <tr> <td data-bbox="560 1070 871 1126">Volatility</td> <td data-bbox="871 1070 1190 1126">61 %</td> </tr> <tr> <td data-bbox="560 1126 871 1182">Time (years to expiry)</td> <td data-bbox="871 1126 1190 1182">4.0</td> </tr> <tr> <td data-bbox="560 1182 871 1240">Vesting date</td> <td data-bbox="871 1182 1190 1240">28 August 2025</td> </tr> </tbody> </table> <p>Any change in the variables applied in the Black Scholes Method calculation between the date of the valuation and the date the Options are granted would have an impact on their value. The input values used in the above table are accurate as at 28 August 2024 but the actual amounts may vary.</p>	Variable	Inputs	Share price	\$0.38	Exercise price	\$0.60	Risk free interest rate	4.35 %	Volatility	61 %	Time (years to expiry)	4.0	Vesting date	28 August 2025
Variable	Inputs														
Share price	\$0.38														
Exercise price	\$0.60														
Risk free interest rate	4.35 %														
Volatility	61 %														
Time (years to expiry)	4.0														
Vesting date	28 August 2025														
<p>10.15.7 – The date or dates on or by which the entity will issue the securities to the person under the scheme.</p>	<p>It is expected the Options will be issued to Mr Benjamin Gisz within 1 month of shareholder approval being received to make the grant, which is expected to be in December 2024 subject to shareholders approving the issue of Options.</p>														
<p>10.15.8 – The price at which the entity will issue the securities to the person under the scheme.</p>	<p>Each Option will be issued to Mr Benjamin Gisz for a nil grant price.</p> <p>Each Option has a \$0.60 exercise price.</p>														
<p>10.15.9 – A summary of the material terms of the scheme.</p>	<p>Refer to the Annexure B of these Explanatory Notes for a summary of the material terms of the Non-Executive Share Option Plan 2021.</p>														
<p>10.15.10 – A summary of the material terms of any loan that will be made to the person in relation to the acquisition.</p>	<p>N/A</p>														

Listing Rule	Information required
10.15.11 – Statement.	<p>Details of any Options issued under the Non-Executive Share Option Plan 2021 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.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Options under the Non-Executive Share Option Plan 2021 after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.</p>
10.15.12 – Voting exclusion statement.	Voting exclusion statements apply to Resolution 7 as set out in the Notice of Meeting.

Board Recommendation

The Board (other than Mr Benjamin Gisz) recommends that Shareholders vote in favour of this resolution.

The Chairman of the meeting intends to vote undirected proxies in FAVOUR of resolution 7.

Item 8: Refresh the Non-Executive Share Option Plan

Overview

The Non-Executive Share Option Plan 2021 was adopted by the Company at the General Meeting on 3 June 2021. The Directors considered that it was desirable to establish the Non-Executive Share Option Plan 2021 under which eligible participants may be offered the opportunity to subscribe for options in order to increase the range of potential incentives available to them and to strengthen links with the Company and its Shareholders. A summary of the Non-Executive Share Option Plan 2021 is attached at Annexure B.

Shareholder approval by ordinary resolution is sought for the refreshing of the Non-Executive Share Option Plan 2021 in compliance with the following laws and regulations.

- (a) Exception for financial assistance: Section 260C(4) of the Corporations Act requires shareholder approval by ordinary resolution in order to access the special Exception from the prohibition on a company financially assisting the acquisition of shares in itself under section 260A of the Corporations Act. In this case, the possible loan(s) to participants under the Non-Executive Share Option Plan 2021 constitutes financial assistance, which is exempt from the prohibition where the assistance is given under an employee share scheme that has been approved at a general meeting of the company.
- (b) Exception for security over own shares: Section 259B(2) of the Corporations Act requires shareholder approval by ordinary resolution in order to access the Exception from the prohibition on a company taking security over shares in itself under section 259B(1) of the Corporations Act. In this case, the possible loan(s) under the Non-Executive Share Option Plan 2021 constitutes such a security, which is exempt from the prohibition where the security is taken under an employee share scheme that has been approved at a general meeting of the company.

- (c) Exception under ASX Listing Rule 7.1 and 7.1A: ASX Listing Rule 7.1 requires shareholder approval by ordinary resolution for an issue of equity securities if, over a 12 month period, the amount of equity securities issued is more than 15% of the number of ordinary shares on issue at the start of that 12 month period. ASX Listing Rule 7.1A allows an eligible entity an additional 10% capacity to issue shares if approved by special resolution passed at an annual general meeting. Under Listing Rule 7.2 (Exception 13), for issues under an employee incentive scheme not to count towards the 15% capacity to issue share capital in a 12 month period without Shareholder approval, Shareholder approval of the employee incentive scheme is required:
- every three years; or
 - if there is a material change to the terms of an approved employee incentive scheme.

The Non-Executive Share Option Plan 2021 was approved by Shareholders at its General Meeting on 3 June 2021 and Shareholder approval needs to be refreshed. In accordance with the requirements of Listing Rule 7.2 (Exception 13(b)), the following information is provided:

- i) A summary of the key terms and conditions of the Non-Executive Share Option Plan 2021 is set out in Annexure B. In addition, a copy of the Non-Executive Share Option Plan 2021 is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Non-Executive Share Option Plan 2021 will also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.
- ii) Shareholders should note that the Company has issued 1,295,000 options under the Non-Executive Share Option Plan 2021 since its adoption in June 2021. Of the 1,295,000 Options issued, 185,000 were forfeited and nil were cancelled leaving 1,110,000 on issue as of the date of this notice.
- iii) The maximum number of Options to be issued under the Non-Executive Share Option Plan 2021 in the 3 years following shareholder approval to refresh the Non-Executive Share Option Plan 2021 under Listing Rule 7.2 exception 13(b) is 3,000,000.
- iv) The maximum number of options that are issuable under Non-Executive Share Option Plan 2021 to persons not otherwise exempt under Division 1A of Part 7.12 of the Corporations Act, when combined with the number of options issued or that may be issued as a result of offers made at any time during the previous 3 years pursuant to the Plans, but disregarding any offer made, or Shares issued by way of or as a result of:
 - a. an offer to a person situated at the time of receipt of the offer outside Australia; or
 - b. an offer that did not need disclosure to investors because of section 708 of the Corporations Act (which includes offers to directors); or
 - c. an offer made under a disclosure document during the previous five years pursuant to the Plans or any other employee incentive scheme of the Company; but disregarding any offer made, or share rights acquired or Ordinary Shares issued by way of or as a result of:
 - (i) an offer to a person situated at the time of receipt of the offer outside Australia; or
 - (ii) an offer that did not need disclosure to investors because of section 708 of the Corporations Act; or
 - (iii) an offer made under a disclosure document,
must not exceed 5% of the total number of issued shares in the Company at the time of the offer of options.

As at the date of this Notice, the Company has on issue nil options as a result of offers made during the previous 3 years pursuant to the Non-Executive Share Option Plan 2021 or any other incentive, which were not otherwise exempt under Division 1A of Part 7.12 of the Corporations Act.

This means that the maximum number of Securities that can be issued under both the Employee Share Option Plan 2021 and the Non-Executive Share Option Plan 2021 over three years from the date of this Meeting (assuming shareholder approval is obtained) to persons to which an Exception under Division 1A of Part 7.12 of the Corporations Act does not apply is 11,058,863 options (being approximately 5% of the Company's fully diluted Share capital as at the date of this Notice).

Shareholders should be aware that the maximum number of options proposed to be issued under the Non-Executive Share Option Plan 2021 stated above is not intended to be a prediction of the actual number of options to be issued under the Non-Executive Share Option Plan 2021 but is specified for the purposes of setting a ceiling on the number of securities approved to be issued for the purposes of Listing Rule 7.2 (Exception 13(b)).

It is not envisaged that the maximum number of options for which approval is sought will be issued immediately following approval.

Any future issues of securities under the Non-Executive Share Option Plan 2021 to a related party or a person whose relation with the company or the related party is, in ASX's opinion, such that shareholder approval should be obtained, will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

If Resolution 8 is passed or not passed

If Resolution 8 is passed, the Company will be able to issue options under the Non-Executive Share Option Plan 2021 to eligible participants over a period of 3 years. The issue of any options to eligible participants under the Non-Executive Share Option Plan 2021 (up to the maximum number of 3,000,000 Options) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Non-Executive Share Option Plan 2021 to a related party or a person whose relationship with the company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 8 is not passed, the Company will be able to proceed with the issue options under the Non-Executive Share Option Plan 2021 to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the options unless the issue is otherwise excluded for the purposes of ASX Listing Rule 7.1.

Board Recommendation

Noting that Directors may have a personal interest in the outcome of this Resolution 8 by virtue of them being eligible to participate in the Non-Executive Share Option Plan 2021, the Board recommends that Shareholders vote in favour of this resolution.

The Chairman of the meeting intends to vote undirected proxies in FAVOUR of Resolution 8.

Item 9: Refresh the Executive Share Option Plan

Overview

The Executive Share Option Plan 2021 was adopted by the Company at the General Meeting on 3 June 2021. The Directors considered that it was desirable to establish the Executive Share Option Plan 2021 under which eligible participants may be offered the opportunity to subscribe for options in order to increase the range of potential incentives available to them and to strengthen links with the Company and its Shareholders. A summary of the Executive Share Option Plan 2021 is attached at Annexure C.

Shareholder approval by ordinary resolution is sought for the refreshing of the Executive Share Option Plan 2021 in compliance with the following laws and regulations.

- (a) Exception for financial assistance: Section 260C(4) of the Corporations Act requires shareholder approval by ordinary resolution in order to access the special Exception from the prohibition on a company financially assisting the acquisition of shares in itself under section 260A of the Corporations Act. In this case, the possible loan(s) to participants under the Executive Share Option Plan 2021 constitutes financial assistance, which is exempt from the prohibition where the assistance is given under an employee share scheme that has been approved at a general meeting of the company.
- (b) Exception for security over own shares: Section 259B(2) of the Corporations Act requires shareholder approval by ordinary resolution in order to access the Exception from the prohibition on a company taking security over shares in itself under section 259B(1) of the Corporations Act. In this case, the possible loan(s) under the Executive Share Option Plan 2021 constitutes such a security, which is exempt from the prohibition where the security is taken under an employee share scheme that has been approved at a general meeting of the company.
- (c) Exception under ASX Listing Rule 7.1 and 7.1A: ASX Listing Rule 7.1 requires shareholder approval by ordinary resolution for an issue of equity securities if, over a 12 month period, the amount of equity securities issued is more than 15% of the number of ordinary shares on issue at the start of that 12 month period. ASX Listing Rule 7.1A allows an eligible entity an additional 10% capacity to issue shares if approved by special resolution passed at an annual general meeting. Under Listing Rule 7.2 (Exception 13), for issues under an employee incentive scheme not to count towards the 15% capacity to issue share capital in a 12 month period without Shareholder approval, Shareholder approval of the employee incentive scheme is required:
- every three years; or
 - if there is a material change to the terms of an approved employee incentive scheme.

The Executive Share Option Plan 2021 was approved by Shareholders at its General Meeting on 3 June 2021 and Shareholder approval needs to be refreshed. In accordance with the requirements of Listing Rule 7.2 (Exception 13(b)), the following information is provided:

- v) A summary of the key terms and conditions of the Executive Share Option Plan 2021 is set out in Annexure C. In addition, a copy of the Executive Share Option Plan 2021 is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Executive Share Option Plan 2021 will also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.
- vi) Shareholders should note that the Company has issued 5,952,000 options under the Employee Share Option Plan 2021 since its adoption in June 2021. Of the 5,952,000 options issued, 1,993,000 were forfeited and nil were cancelled leaving 3,959,000 on issue as of the date of this notice.
- vii) The maximum number of Options to be issued under the Executive Share Option Plan 2021 in the 3 years following shareholder approval to refresh the Executive Share Option Plan 2021 under Listing Rule 7.2 exception 13(b) is 14,000,000.

- viii) The maximum number of options that are issuable under Executive Share Option Plan 2021 to persons not otherwise exempt under Division 1A of Part 7.12 of the Corporations Act, when combined with the number of options issued or that may be issued as a result of offers made at any time during the previous 3 years pursuant to the Plans, but disregarding any offer made, or Shares issued by way of or as a result of:
- a. an offer to a person situated at the time of receipt of the offer outside Australia; or
 - b. an offer that did not need disclosure to investors because of section 708 of the Corporations Act (which includes offers to directors); or
 - c. an offer made under a disclosure document during the previous five years pursuant to the Plans or any other employee incentive scheme of the Company; but disregarding any offer made, or share rights acquired or Ordinary Shares issued by way of or as a result of:
 - (i) an offer to a person situated at the time of receipt of the offer outside Australia; or
 - (ii) an offer that did not need disclosure to investors because of section 708 of the Corporations Act; or
 - (iii) an offer made under a disclosure document,
must not exceed 5% of the total number of issued shares in the Company at the time of the offer of options.

As at the date of this Notice, the Company has on issue nil options as a result of offers made during the previous 3 years pursuant to the Executive Share Option Plan 2021 or any other incentive, which were not otherwise exempt under Division 1A of Part 7.12 of the Corporations Act.

This means that the maximum number of Securities that can be issued under both the Employee Share Option Plan 2021 and the Non-Executive Share Option Plan 2021 over three years from the date of this Meeting (assuming shareholder approval is obtained) to persons to which an Exception under Division 1A of Part 7.12 of the Corporations Act does not apply is 11,058,863 options (being approximately 5% of the Company's fully diluted Share capital as at the date of this Notice).

Shareholders should be aware that the maximum number of options proposed to be issued under the Executive Share Option Plan 2021 stated above is not intended to be a prediction of the actual number of options to be issued under the Executive Share Option Plan 2021 but is specified for the purposes of setting a ceiling on the number of securities approved to be issued for the purposes of Listing Rule 7.2 (Exception 13(b)).

It is not envisaged that the maximum number of options for which approval is sought will be issued immediately following approval.

Any future issues of securities under the Executive Share Option Plan 2021 to a related party or a person whose relation with the company or the related party is, in ASX's opinion, such that shareholder approval should be obtained, will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

If Resolution 9 is passed or not passed

If Resolution 9 is passed, the Company will be able to issue options under the Executive Share Option Plan 2021 to eligible participants over a period of 3 years. The issue of any options to eligible participants under the Executive Share Option Plan 2021 (up to the maximum number of 14,000,000 Options) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Executive Share Option Plan 2021 to a related party or a person whose relationship with the company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 9 is not passed, the Company will be able to proceed with the issue options under the Executive Share Option Plan 2021 to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the options unless the issue is otherwise excluded for the purposes of ASX Listing Rule 7.1.

Board Recommendation

Noting that Directors may have a personal interest in the outcome of this Resolution 9 by virtue of them being eligible to participate in the Executive Share Option Plan 2021, the Board recommends that Shareholders vote in favour of this resolution.

The Chairman of the meeting intends to vote undirected proxies in FAVOUR of Resolution 9.

Annexure A

A summary of the key Terms of the Options

Listing Rule	Information required
Issue Date	The issue date of the Options will be the date recorded in the register of Optionholders of the Company.
Issue Price	The Options have an issue price of \$nil per Option, being equal to the tax value of the Options.
Exercise Price	The exercise price for an Option is \$0.60 per option.
Vesting	100% of the Options will vest on the first anniversary of the grant date of 28 August 2024 (Grant Date).
Change of Control	Subject to the Board determining otherwise, if there is a Change of Control of the Company, all unvested Options will vest.
Expiry Date	The Expiry Date is set as the date that is 4 years following the Grant Date.
Exercise Period	Options will be exercisable at any time from the Vesting Date until the Expiry Date.
Leaver	Subject to a Default Event occurring, if the Participant becomes a Leaver then: <ul style="list-style-type: none">• Vested Options will remain exercisable for 90 days (or a longer period approved by the Board), after which they will lapse; and• unless becoming a Leaver is due to death, Permanent Incapacity or Retirement, or the Board approves otherwise, all Unvested Options will immediately lapse.
Transfer restriction	No Participant may transfer any Options except with the prior written consent of the Board.

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Annexure B

Summary of key terms of the Non-Executive Share Option Plan 2021

Term	
Eligibility	The Board may, in its discretion, determine the non-executive directors, consultants or contractors of the Company or its subsidiaries that will be eligible to participate in the Non-Executive Share Option Plan.
Offer	The Board may make an Offer to eligible participants on such terms and conditions as the Board decides from time to time.
Loans	The Board may offer a loan to an eligible participant to fund payment of: any amount payable on acquisition of the Options; and/or any amount payable on exercise of the Options.
Vesting Conditions	Any Vesting Conditions applicable to the Options will be specified in the Offer.
Vesting	<p>Each Option, once vested, will give the relevant participant the right to exercise the Option and to receive an Ordinary Share in the Company. In certain circumstances, the Board may decide to waive any of the vesting conditions applicable to the Options, including:</p> <ul style="list-style-type: none">• where the participant becomes a Leaver (ie ceases their employment, engagement or appointment with the Company or a subsidiary of the Company) as a result of the participant's death, Permanent Incapacity or Retirement;• in any other circumstances determined by the Board in its absolute discretion; or• on a Change of Control occurring, provided that any specific conditions set by an Offer are met.
Exercise	Vested Options may be exercised by paying the exercise price (if any) for the Option. As an alternative to paying the exercise price, the Board may permit a participant to exercise their Options through a cashless exercise mechanism, which sets off the exercise price against Options of equivalent value held by the participant.
Lapse of an Option	<p>Options will lapse on the earlier of:</p> <ul style="list-style-type: none">• the participant becoming a Leaver in certain circumstances;• following satisfaction of any Forfeiture Conditions specified in a participant's Offer, or on a Default Event (which includes a participant resigning, committing fraud or breaching their duties, among other acts), if the Board determines that the Options will lapse;• if any Vesting Conditions are not achieved by the relevant time;• if the Board determines that Vesting Conditions have not been met and cannot reasonably be met before the Expiry Date; and the Expiry Date as specified in an Offer.

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Annexure B (continued)

Summary of key terms of the Non-Executive Share Option Plan 2021

Term	
Shares	Shares issued on exercise of Options will rank in all respects <i>pari passu</i> with ordinary shares in the Company.
Participation Rights / Reorganisation	<p>Options do not confer a right for a participant to participate in new issues of shares or other securities in the Company, including by way of bonus issues, rights issues or otherwise.</p> <p>If the issued capital of the Company is reorganised, the number of shares to be delivered in respect of each Option or the amount payable, if any, by a participant in respect of shares to be delivered to a participant will be reorganised in accordance with the ASX Listing Rules as applicable to the Options at the time of the reorganisation.</p>

Annexure C

Summary of key terms of the Employee Share Option Plan 2021

Term	
Eligibility	The Board may, in its discretion, determine the employees or executive directors of the Company or its subsidiaries that will be eligible to participate in the Employee Share Option Plan.
Offer	The Board may make an Offer to eligible participants on such terms and conditions as the Board decides from time to time.
Loans	The Board may offer a loan to an eligible participant to fund payment of: any amount payable on acquisition of the Options; and/or any amount payable on exercise of the Options.
Vesting Conditions	Any Vesting Conditions applicable to the Options will be specified in the Offer.
Vesting	<p>Each Option, once vested, will give the relevant participant the right to exercise the Option and to receive an Ordinary Share in the Company. In certain circumstances, the Board may decide to waive any of the vesting conditions applicable to the Options, including:</p> <ul style="list-style-type: none">• where the participant becomes a Leaver (ie ceases their employment, engagement or appointment with the Company or a subsidiary of the Company) as a result of the participant's death, Permanent Incapacity or Retirement;• in any other circumstances determined by the Board in its absolute discretion; or• on a Change of Control occurring, provided that any specific conditions set by an Offer are met.

Annexure C (continued)

Summary of key terms of the Employee Share Option Plan 2021

Term	
Exercise	Vested Options may be exercised by paying the exercise price (if any) for the Option. As an alternative to paying the exercise price, the Board may permit a participant to exercise their Options through a cashless exercise mechanism, which sets off the exercise price against Options of equivalent value held by the participant.
Lapse of an Option	Options will lapse on the earlier of: <ul style="list-style-type: none">• the participant becoming a Leaver in certain circumstances;• following satisfaction of any Forfeiture Conditions specified in a participant's Offer, or on a Default Event (which includes a participant resigning, committing fraud or breaching their duties, among other acts), if the Board determines that the Options will lapse;• if any Vesting Conditions are not achieved by the relevant time;• if the Board determines that Vesting Conditions have not been met and cannot reasonably be met before the Expiry Date; and the Expiry Date as specified in an Offer.
Shares	Shares issued on exercise of Options will rank in all respects <i>pari passu</i> with ordinary shares in the Company.
Participation Rights / Reorganisation	<p>Options do not confer a right for a participant to participate in new issues of shares or other securities in the Company, including by way of bonus issues, rights issues or otherwise.</p> <p>If the issued capital of the Company is reorganised, the number of shares to be delivered in respect of each Option or the amount payable, if any, by a participant in respect of shares to be delivered to a participant will be reorganised in accordance with the ASX Listing Rules as applicable to the Options at the time of the reorganisation.</p>

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