

CLINUVEL

2025 Annual General Meeting

15 September 2025

Dear Shareholder,

On behalf of your Board of Directors, I am pleased to invite you to the 2025 Annual General Meeting (AGM) of CLINUVEL PHARMACEUTICALS LIMITED (CUV or Company), to be held on Friday 17 October 2025 at 10:00am (AEDT). The meeting will be held in-person at the Offices of Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne, VIC, 3000.

We are pleased to meet in person and we encourage you to submit a directed proxy vote as early as possible so that your vote will be counted, if for any reason you cannot vote on the day. If you wish to appoint a proxy, please lodge your proxy online at www.investorvote.com.au by 10:00am (AEDT) on Wednesday, 15 October 2025. Voting on the day will be in person attendance only.

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

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

1. adopt the 2025 Remuneration Report as part of the Financial Year ended 30 June 2025;
2. re-elect Professor Jeffrey Rosenfeld as a Non-Executive Director of the Company; and
3. re-elect Mr Matthew Pringle as a Non-Executive Director of the Company.

The Directors recommend that shareholders vote **in favour** of all resolutions.

Responding to Strikes on the 2023 and 2024 Remuneration Reports

At the 2023 AGM, the Company's 2023 Remuneration Report received a first strike with 39.7% of the votes cast against the Report – equal to 16.3% of issued capital. At the 2024 AGM, the Company's 2024 Remuneration Report received a second strike with 52.2% of the votes cast against the Report – equal to 20.2% of issued capital. Due to the second strike, as required by the Corporations Act, a spill resolution was put to the 2024 AGM. This was not passed with only 10.2% of votes cast in favour of a spill – equal to 4% of issued capital. Shareholders recognised and wished to avoid the disruption and distraction that such a process would cause for this successful and high performing company, its staff, shareholders and stakeholders.

Our response following each strike has been to consult with shareholders and advisors. Based on feedback received, the Company has provided additional detail on its approach to executive remuneration, its practices and remuneration structure, comparison of remuneration to comparable peers and improved the disclosure of the short-term incentives (STIs) and long-term incentives (LTIs) awarded, as outlined in the Remuneration Report (pages 86-111 of the Company's 2025 Annual Report).

Remuneration Approach FY2025

CLINUVEL benchmarks executive remuneration with a comparable group of peers: companies of similar complexity and innovative focus, scope and scale, technical and specialised skills, market capitalisation, achievements, and risk profile. Given the extent of CLINUVEL's international operations and the sparsity of

comparable companies in Australia, such a peer group cannot be exclusively based on Australian companies. For FY2025, the comparable peer group comprises of 40 companies of which 28 are U.S. listed and 12 are Australian listed. We believe our remuneration of executives, including the Managing Director, is at appropriate levels with these peers.

We assess executive remuneration in relation to a range of performance indicators. The trend in the share price is balanced with the strong performance of the Company and the achievement of strategic milestones. We are building the business for the future and competitive executive remuneration packages are essential. Downward adjustment of remuneration packages due to a declining trend in the share price, which is disconnected from the value being added year on year, will not attract future talent nor retain current professionals.

How to submit your vote in advance of the meeting

Proxy votes must be received by 10.00am (AEDT) on Wednesday 15 October 2025 to be valid for the meeting. Instructions on how to appoint a proxy are on the online voting website, www.investorvote.com.au and on page 7 of the Notice of Meeting under 'Proxy lodgement'.

Other Company documents and how to update your communication preference Please refer to the CLINUVEL website at <http://www.clinuvel.com> for the following documents:

- under Investors tab, a link to the Share Information page of our share registry to register your email address in order to receive all shareholder information electronically and to obtain standard shareholder forms, including a direct dividend advice, a change of address advice and a request to consolidate holdings;
- under the ASX Lodgements and Annual Report tabs, the CUV Annual Report 2025, the CLINUVEL Corporate Governance Statement and Notice of Meeting 2025; and
- on the Home page, copies of news releases and financial presentations. Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the meeting.

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

Yours sincerely,



Professor Jeffrey Rosenfeld

– End –

About CLINUVEL PHARMACEUTICALS LIMITED

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

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

Authorised for ASX release by the Board of Directors of CLINUVEL PHARMACEUTICALS LTD.

Head of Investor Relations

Mr Malcolm Bull, CLINUVEL PHARMACEUTICALS LTD

Investor Enquiries

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

Forward-Looking Statements

This release contains forward-looking statements, which reflect the current beliefs and expectations of CLINUVEL's management. All statements other than statements of historical or current facts made in this document are forward-looking. We identify forward-looking statements in this document by using words or phrases such as "anticipate," "believe," "consider," "continue," "could," "estimate," "expect," "foresee," "intend," "likely," "may," "objective," "potential," "plan," "predict," "project," "seek," "should," "will" and similar words or phrases and their negatives. Forward-looking statements reflect our current expectations and are inherently uncertain. Actual outcomes or results could differ materially for a variety of reasons. Statements may involve a number of known and unknown risks that could cause our future results, performance, or achievements to differ significantly from those expressed or implied by such forward-looking statements. Important factors that could cause or contribute to such differences include risks relating to: our ability to develop and commercialise pharmaceutical products; the COVID-19 pandemic and/or other world, regional or national events affecting the supply chain for a protracted period of time, including our ability to develop, manufacture, market and sell biopharmaceutical and PhotoCosmetic products; competition for our products, especially SCENESSE® (afamelanotide 16mg), CYACELLE, PRÉNUMBRA®, NEURACTHEL® or products developed and characterised by us as PhotoCosmetics; our ability to achieve expected safety and efficacy results in a timely manner through our innovative R&D efforts; the effectiveness of our patents and other protections for innovative products, particularly in view of national and regional variations in patent laws; our potential exposure to product liability claims to the extent not covered by insurance; increased government scrutiny in either Australia, the U.S., Europe, the UK, Israel, China, Japan, and/or LATAM regions of our agreements with third parties and suppliers; our exposure to currency fluctuations and restrictions as well as credit risks; the effects of reforms in healthcare regulation and pharmaceutical pricing and reimbursement; that the Company may incur unexpected delays in the outsourced manufacturing of SCENESSE®, CYACELLE, PRÉNUMBRA®, NEURACTHEL® or products developed as PhotoCosmetics which may lead to the Company being unable to launch, supply or serve its commercial markets, special access programs and/or clinical trial programs; any failures to comply with any government payment system (i.e. Medicare, Medicaid, and U.S. Department of Veteran's Affairs) reporting and payment obligations; uncertainties surrounding the legislative and regulatory pathways for the registration and approval of biotechnology, cosmetic and consumer based products; decisions by regulatory authorities regarding approval of our products as well as their decisions regarding label claims; our ability to retain or attract key personnel and managerial talent; the impact of broader change within the pharmaceutical industry, cosmetic industry and related industries; potential changes to tax liabilities or legislation; environmental risks; and other factors that have been discussed in our 2025 Annual Report. Forward-looking statements speak only as of the date on which they are made, and the Company undertakes no obligation, outside of those required under applicable laws or relevant listing rules of the Australian Securities Exchange, to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. More information on preliminary and uncertain forecasts and estimates is available on request, whereby it is stated that past performance is not an indicator of future performance.

Contact:

Tel: +61 3 9660 4900

Fax: +61 3 9660 4909

Email: mail@clinuvel.com

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



THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR ATTENTION

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

CLINUVEL PHARMACEUTICALS LIMITED

ACN 089 644 119

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM 2025

DATE:

FRIDAY, 17 OCTOBER 2025

TIME:

10.00am (AEDT)

PLACE:

The Offices of Arnold Bloch Leibler,
Level 21, 333 Collins Street,
Melbourne, VIC 3000, Australia

CLINUVEL

Notice of Annual General Meeting

CLINUVEL PHARMACEUTICALS LIMITED ACN 089 644 119

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

Location

The Offices of Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne, VIC 3000, Australia

Date

Friday, 17 October 2025

Time

10.00am Melbourne (AEDT)

01.00am Paris (CET)

07.00pm New York (EST)

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

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

ORDINARY BUSINESS

Receipt of the Financial Statements and Reports

To receive and consider the Financial Statements of the Company for the year ended 30 June 2025, together with the Directors' Report and the Independent Auditor's Report as set out in the Annual Report.

Resolution 1 – Adoption of Remuneration Report (non-binding resolution)

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

'That, in accordance with Section 250R of the Corporations Act, the Remuneration Report as set out in the Directors' Report for the year ended 30 June 2025, be adopted.'

Resolution 2 – Re-election of Professor Jeffrey Rosenfeld

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

'That Professor Jeffrey Rosenfeld, a Director retiring by rotation in accordance with clause 57 of the Constitution of the Company and the ASX Listing Rules, being eligible and having offered himself for re-election, be re-elected as a Director.'

Resolution 3 – Re-election of Mr Matthew Pringle

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

'That Mr Matthew Pringle, a Director retiring by rotation in accordance with clause 57 of the Constitution of the Company and the ASX Listing Rules, being eligible and having offered himself for re-election, be re-elected as a Director.'

The proposed items of business should be read in conjunction with the Explanatory Notes (pages 7-8) and Explanatory Memorandum (pages 9-11) which form part of this Notice of Meeting of AGM 2025.

Voting Exclusion Statement

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

Resolution	Voting Exclusion Statement
1 – Adoption of Remuneration Report	<p>The Company will disregard any votes cast on Resolution 1 by or on behalf of any member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of such person (Restricted Voter).</p> <p>However, the Company need not disregard a vote if it is cast by:</p> <ul style="list-style-type: none">• a Restricted Voter (who may include the Chair), as a proxy for a Shareholder entitled to vote, appointed in writing that specifies how the proxy is to vote on the proposed resolution (i.e. a directed proxy); or• the Chair, as a proxy for a Shareholder entitled to vote, appointed in writing, that does not specify how the proxy is to vote on the proposed resolution (i.e. undirected proxy) where that appointment as proxy expressly authorises the Chair to exercise the proxy; and• it is not cast on behalf of a Restricted Voter.
2 – Re-election of Professor Jeffrey Rosenfeld	<ul style="list-style-type: none">• No voting restrictions are applicable to this Resolution 2 (however, Professor Rosenfeld will abstain from voting).
3 – Re-election of Mr Matthew Pringle	<ul style="list-style-type: none">• No voting restrictions are applicable to this Resolution 3 (however, Mr Pringle will abstain from voting).

Dated 15 September 2025
By order of the Board

Claire Newstead-Sinclair
Company Secretary

Explanatory Notes

Appointing a Proxy and voting online before the Meeting

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

If you wish to appoint a proxy and are entitled to do so, then complete and return the attached Proxy Form to Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Victoria 3001 Australia or alternatively by fax to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) by **10:00am (AEDT) on Wednesday, 15 October 2025**, being no later than 48 hours before the commencement of the Meeting.

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

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

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

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

If the Chair of the Meeting is appointed as your proxy or becomes your proxy by default, the Chair of the Meeting intends to vote all available undirected proxies in FAVOUR of each item of business (where permissible).

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

If:

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

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

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

Corporate Representative

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

Eligibility to Vote and Attend the Meeting

The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that for the purpose of voting at the Meeting or adjourned meeting, Shares are taken to be held by those persons recorded in the Company's register of Shareholders as at 7:00pm (AEDT) on Wednesday, 15 October 2025.

Poll

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

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

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

Questions and Comments by Shareholders at the Annual General Meeting

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

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

Please submit any written questions addressed to the Company or its external Auditors to CLINUVEL PHARMACEUTICALS LIMITED, Level 22, 535 Bourke Street, Melbourne, VIC, 3000, or on mail@clinuvel.com no later than 5.00pm (AEDT) on 10 October 2025.

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

Explanatory Memorandum

CLINUVEL PHARMACEUTICALS LIMITED ACN 089 644 119 (Company)

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

Location	The Offices of Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne, VIC 3000, Australia
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Date	Friday 17 October 2025
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Time	10.00am (AEDT)
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This Explanatory Memorandum should be read in conjunction with, and form part of, the accompanying Notice.

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

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

ORDINARY BUSINESS

Receipt Of The Financial Statements and Reports

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

Resolution 1 - Adoption of the remuneration report

The Remuneration Report is set out in the Directors' Report of the Company's Annual Report for the year ended 30 June 2025. The Remuneration Report sets out the policy for the remuneration of the Directors and executives.

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

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

The Directors will consider the outcome of the vote on the Remuneration Report when reviewing the Company's remuneration policies.

Recommendation on Resolution 1:

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

Resolution 2 - Re-election of Professor Jeffrey Rosenfeld

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

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

To comply with the requirements of clause 57 of the Constitution, Professor Jeffrey Rosenfeld must retire at the Meeting. Prof Rosenfeld wishes to continue as a Director and is entitled under the Constitution to seek re-election as a Director at the Meeting which coincides with his retirement and accordingly offers himself for re-election as a Director.

Biographical Details

Prof Rosenfeld is an internationally recognised neurosurgeon with extensive experience in senior healthcare and medical research executive roles and a distinguished and decorated career in the Australian Army. He is a retired Major General and a former Surgeon General, Australian Defence Force Reserves. He has served on eight deployments to Rwanda, Iraq, Solomon Islands, Bougainville and East Timor. He was the Founding Director of Monash University Institute of Medical Engineering (MIME)-Melbourne and was medical lead in the development a bionic vision device to restore vision in people without eyesight. He is also a leader in brain injury research.

Prof Rosenfeld was Director of Neurosurgery at the Alfred Hospital for fifteen years, concurrently holding Professor and Head of the Department of Surgery at Monash University for nine years. Prof Rosenfeld is active in many community organisations and champions various charitable causes. Prof Rosenfeld has been an active volunteer for the Australian-Aid funded Pacific Islands Project which transfers clinical skills and knowledge to healthcare professionals in Papua New Guinea, Fiji and the Solomon Islands.

His other current board positions are Chair of the Board, New Medical Education Australia Pty Ltd; Board Director, 'Connectivity', Traumatic Brain Injury Australia; and Board Director, Spirit of Australia Foundation.

In 2018, Prof Rosenfeld was awarded the Companion of the Order of Australia, which is Australia's highest civilian honour, the Meritorious Service Medal of the United States of America in 2017 and Officer in the Order of the British Empire in 2013. Prof Rosenfeld became an Emeritus Professor at Monash University in January 2021.

He is The Chair of the Clinuvel Board, Chair of the Nomination Committee and a member of both the Audit & Risk Committee and Remuneration Committee, Professor Rosenfeld brings a wealth of expertise to the Board.

Recommendation on Resolution 2:

The Directors, other than Professor Rosenfeld, recommend Shareholders vote in "FAVOUR" of Resolution 2.

Resolution 3 – Re-election of Mr Matthew Pringle

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

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

To comply with the requirements of clause 57 of the Constitution, Mr Matthew Pringle must retire at the Meeting. Mr Pringle wishes to continue as a Director and is entitled under the Constitution to seek re-election as a Director at the Meeting which coincides with his retirement and accordingly offers himself for re-election as a Director.

Biographical Details

Mr Pringle brings over three decades of expertise in corporate finance, audit and assurance, governance, and strategic advisory. He served as a Partner at Pitcher Partners for more than 25 years, where he held key leadership roles including Head of the Corporate Finance Practice, Senior Audit Partner, and Lead of the Corporate Governance and Board Advisory Practice. His extensive experience spans advising boards and executive teams across a broad range of industries, with a focus on enhancing financial performance, governance frameworks, and strategic direction.

Mr Pringle currently serves as a non-executive director on a number of unlisted public, private and for purpose Boards, contributing his deep financial and governance acumen to both commercial and community-focused organisations.

The Chair of the Audit & Risk Committee and a member of the Commercial Committee, Mr Pringle brings his extensive experience in corporate finance, audit, governance and strategy to the Board.

Recommendation on Resolution 3:

The Directors, other than Mr Pringle, recommends Shareholders vote in “FAVOUR” of Resolution 3.

Glossary

1. Definitions

“**Annual Report**” means the annual report of the Company for the year ended 30 June 2025.

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

“**ASX**” means ASX Limited.

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

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

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

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

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

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

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

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

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

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

“**Meeting**” means the Annual General Meeting of Shareholders of the Company convened by the Notice, to be held at 10:00am (AEDT) on 17 October 2025 at The Offices of Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne, VIC 3000, Australia.

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

“**Performance Condition**” means any condition which must be satisfied or circumstances which must exist before:

- (a) a Performance Right vests; and
- (b) a holder of the Performance Right, if they so determine, exercises the Performance Right, as determined by the Board.

“**Performance Right**” means a right entitling a person who holds the performance right, subject to and only on satisfaction (or waiver) of any attaching Performance Conditions and upon vesting, to require the Company to allocate or provide (whether by way of issue or transfer) one Share to him or her, pursuant to a binding contract made by the Company and the person in the manner set out in the Performance Rights Plan.

“**Performance Rights Plan**” means the performance rights plan adopted by the Company.

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

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

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

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

2. Interpretation

The singular includes the plural and vice versa and words denoting any gender include all genders; A reference to “\$”, “A\$” or “dollar” is a reference to Australian currency; and

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



CUV

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



For personal use only

CLINUVEL Pharmaceuticals Limited Annual General Meeting

The CLINUVEL Pharmaceuticals Limited Annual General Meeting will be held on Friday, 17 October 2025 at 10:00 am (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: 999999
SRN/HIN: I9999999999
PIN: 99999

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 Wednesday, 15 October 2025.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
The Offices of Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne, VIC 3000, Australia

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

CLINUVEL

CLINUVEL Pharmaceuticals Limited
ABN 88 089 644 119

CUV

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

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Wednesday, 15 October 2025.**

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:

XX

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: 999999
SRN/HIN: I999999999
PIN: 99999

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.

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

☐

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



I 9999999999

I ND

■ **Proxy Form**

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of CLINUVEL Pharmaceuticals Limited hereby appoint

☐

the Chairman
of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of CLINUVEL Pharmaceuticals Limited to be held at the Offices of Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne, VIC 3000, Australia on Friday, 17 October 2025 at 10:00 am (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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 Resolution 1 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 (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Professor Jeffrey Rosenfeld	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Matthew Pringle	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

