

# MICRO-X

## Notice of Extraordinary General Meeting & Explanatory Statement

Micro-X Limited ACN 153 273 735

Held virtually at: [investor.automic.com.au](https://investor.automic.com.au)

Held on: 24 March 2026

Commencing: 2.00pm (ACDT) / 2.30pm (AEDT)

Please note that the Micro-X share register changed to Automic on 16 February and you will need to establish an account with Automic in order to cast your proxy vote and to attend the Meeting, unless you already have an account with Automic.

This Notice of Extraordinary General Meeting and Explanatory Statement should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

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## Letter from the Chair

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Dear Shareholders,

We are pleased to invite you to the Extraordinary General Meeting of Micro-X Limited (**Company** or **Micro-X**). The Extraordinary General Meeting will be held at 2.00pm (ACDT) / 2.30pm (AEDT) on 24 March 2026 virtually at investor.automic.com.au. Further information on how to attend the meeting virtually and vote is set out at Part B of this Notice of Extraordinary General Meeting.

The business to be considered at the Extraordinary General Meeting is provided in Part A of this Notice of Extraordinary General Meeting and an Explanatory Statement in relation to each of the proposed Resolutions is provided in Part D of this Notice of Extraordinary General Meeting.

As announced on 18 December 2025, the Company undertook a \$6.18M capital raising with existing and new professional and sophisticated investors, for the issue of new fully paid ordinary shares (**Placement Shares**) at 8.0 cents per new Share (**Placement**).

The Resolutions being put to Shareholders at this Extraordinary General meeting are to ratify the issue of the Tranche 1 Placement Shares, to approve the issue of the Tranche 2 Placement Shares to Billion Prima and the issue of Placement Shares to me, Patrick O'Brien (a related party of the Company) under the Placement.

This capital raising comes at a key time for Micro-X as we lay the platform for our growth in 2026. These funds enable us to accelerate our commercial activities in medical imaging, where we have seen growing commercial momentum following our recent \$3.3M order of Rovers and our Supply Agreement with a major U.S. hospital group. We will also scale up our manufacturing of Micro-X X-ray tubes and high-powered generators and will also start to productise the Head CT scanner, ahead of its commercial launch following regulatory submission and then clearance.

In line with our expanding partnership strategy, the Placement also included investment of \$3.0M from our security development partner, Billion Prima Sdn Bhd (**Billion Prima**). This investment is structured in two tranches with the first tranche of 18,750,000 Placement Shares now completed. The second tranche of 18,750,000 Placement Shares is proposed to be issued to Billion Prima before 31 March 2026, who will then hold 8.6% of the Company with the right to nominate a director to the board. I also committed \$0.2M (2,500,000 Shares) to the Placement, subject to Shareholder approval.

Even if you plan to attend the meeting, you are encouraged to submit a directed proxy before the Extraordinary General Meeting so that your vote can still be counted if the meeting arrangements change or there is a technical difficulty. Shareholders can vote by proxy by completing the enclosed Proxy Form and returning it in the envelope provided. Instructions on how to appoint a proxy are detailed on the Proxy Form. Proxies must be received no later than 2.00pm (ACDT) / 2.30pm (AEDT) on 22 March 2026 to be valid for the Extraordinary General Meeting.

Please read the whole of this booklet carefully as it provides important information on the Extraordinary General Meeting, items of business and the Resolutions that you, as a Shareholder, are being asked to vote on.

Should you wish to discuss the matters in this Notice of Extraordinary General Meeting please do not hesitate to contact the Company Secretary on +61 8 7099 3966.

Yours sincerely



Patrick O'Brien  
Chair, Micro-X Limited

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## Part A – Notice of Extraordinary General Meeting

### Time and place

Notice is hereby given that the Extraordinary General Meeting of the Company will be held as follows:  
Held wholly online at investor.automic.com.au.  
Commencing at: 2.00pm (ACDT) / 2.30pm (AEDT) on 24 March 2026.

### Explanatory Statement

The Explanatory Statement which accompanies and forms part of this Notice of Extraordinary General Meeting describes the matters to be considered at the Extraordinary General Meeting.

### Defined terms

Defined terms used in this Notice of Extraordinary General Meeting have the meanings given to them in the Glossary accompanying this Notice of Extraordinary General Meeting at Part C.

## ORDINARY BUSINESS

### 1. Agenda Item 1 - Resolutions

#### **Resolution 1: Ratification of the issue of the Tranche 1 Placement Shares under the Placement**

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

*"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of the Tranche 1 Placement Shares, comprising 56,000,000 Placement Shares under the Placement, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Extraordinary General Meeting."*

#### **Voting exclusion:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Placement Participants, and any associate of the Placement Participants. However, the Company need not disregard a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 2: Approval of the issue of the Tranche 2 Placement Shares to Billion Prima**

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

*"That for the purposes of ASX Listing Rule 7.1 and all other purposes, Shareholders approve the issue of the Tranche 2 Placement Shares, comprising 18,750,000 Placement Shares to Billion Prima under the Placement, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Extraordinary General Meeting."*

#### **Voting exclusion:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Billion Prima or any of their affiliates or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary

securities) or an associate of that person (or those persons). However, the Company need not disregard a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Resolution 3: Approval of the issue of Placement Shares to Mr Patrick O'Brien (or his nominee)**

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

*"That pursuant to and in accordance with ASX Listing Rule 10.11 and for all other purposes Shareholders approve the issue of up to 2,500,000 Placement Shares to Mr Patrick O'Brien (or his nominee), under the Placement and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Extraordinary General Meeting."*

**Voting exclusion:**

The Company will disregard votes cast in favour of the Resolution by or on behalf of Mr Patrick O'Brien or any of his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company). However, the Company need not disregard a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Part B – How to vote

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If you are entitled to vote at the Extraordinary General Meeting, you may vote by attending the meeting in person or virtually or by attorney, proxy or, in the case of corporate shareholders, corporate representative.

### 1. How to vote

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You may vote in one of the following ways:

- attending the meeting and voting virtually (if a corporate shareholder, by representative); and
- voting by proxy (see below on how to vote by proxy).

### 2. Your vote is important

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The business of the Extraordinary General Meeting affects your shareholding and your vote is important.

### 3. Corporations

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To vote at the Extraordinary General Meeting, a Shareholder that is a corporation must appoint an individual to act as its representative. The appointment must comply with section 250D of the Corporations Act. Evidence of the appointment of a corporate representative must be lodged with the Company before the Extraordinary General Meeting.

Alternatively, a corporation may appoint a proxy.

### 4. No voting in person

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Shareholders will not be able to vote in person.

### 5. Virtual participation

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The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

An account can be created via the following link [investor.automic.com.au](https://investor.automic.com.au) and then clicking on “register” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to [investor.automic.com.au](https://investor.automic.com.au)
2. Login with your username and password or click “**register**” if you haven’t already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to join the meeting.
4. Click on “**Join Meeting**” and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see the “Voting virtually at the Meeting” section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Company Secretary Richard Willson at [rwillson@micro-x.com](mailto:rwillson@micro-x.com) at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

#### Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so by logging into the Automic shareholder portal.

1. Open your internet browser and go to [investor.automic.com.au](http://investor.automic.com.au)
2. Login using your username and password. If you do not already have an account, click “**Register**” and follow the prompts. Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click “**Register**”. Alternatively, select Meetings from the left-hand menu.
4. Click on “**Join Meeting**” and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the “**Voting**” dropdown menu on the right-hand side of your screen.
6. Select either the “**Full**” or “**Allocate**” option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click “**Submit votes**”. For allocated votes, the number of votes submitted must not exceed your remaining available units. **Important: Votes cannot be amended once submitted.**

Shareholders who elect to participate at the Extraordinary General Meeting using the online platform will:

- be counted as being present at the meeting for any purpose, including the purpose of determining whether there is a quorum;
- be able to ask questions or make comments; and
- be able to vote on resolutions they are entitled to vote on.

For further information on the live voting process please see the Registration and Voting Guide at <https://www.automicgroup.com.au/virtual-agms/>

***It is recommended that Shareholders wishing to attend the Meeting log in from 15 to 30 minutes prior to the scheduled start time.***

## **6. Voting by proxy**

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To vote by proxy, please follow the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder; and
- 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 the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed. Further details are set out below.

**Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

**Transfer of non-chair proxy to chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

**7. Eligibility to vote**

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The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those that are registered Shareholders at 7.00pm (ACDT) / 7.30pm (AEDT) on 22 March 2026. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

**8. Voting procedure**

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Each resolution put to this Extraordinary General Meeting will be decided by a poll. Every person entitled to vote who is present in person or virtually, or by proxy, representative or attorney will have one vote for each voting Share held by that person.

**9. Enquiries**

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For all enquiries, please contact the Company Secretary on +61 8 7099 3966.

## Part C – Glossary

<b>\$</b>	Australian dollars.
<b>ACDT / AEDT</b>	Australian Central Daylight Savings Time in Adelaide, South Australia, and Australian Eastern Daylight Savings Time in Sydney, New South Wales.
<b>ASX</b>	The Australian Securities Exchange operated by ASX Limited.
<b>ASX Listing Rules or Listing Rules</b>	The listing rules of the ASX.
<b>Billion Prima</b>	Strategic shareholder and investor, Billion Prima Sdn Bhd.
<b>Board</b>	The board of directors of the Company.
<b>Chair</b>	The chair of the Company, Mr Patrick O'Brien, who will also act as the chair of the Extraordinary General Meeting.
<b>Closely Related Party</b>	Has the meaning given to that term in section 9 of the Corporations Act.
<b>Company</b>	Micro-X Limited, ACN 153 273 735.
<b>Constitution</b>	The constitution of the Company.
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth) for the time being in force together with the regulations of that act.
<b>Director Securities</b>	Has the meaning given to that term in section 4.1 of the Explanatory Statement.
<b>Directors</b>	The directors of the Company at the date of the Extraordinary General Meeting.
<b>Equity Securities</b>	Has the meaning given to that term in the ASX Listing Rules.
<b>Explanatory Statement</b>	The explanatory statement accompanying the Notice of Extraordinary General Meeting and contained in Part D of this booklet.
<b>Extraordinary General Meeting</b>	The Extraordinary General Meeting of Shareholders to be held on 24 March 2026.
<b>Glossary</b>	The glossary contained in Part C of this booklet.
<b>Notice of Extraordinary General Meeting</b>	The notice of the Extraordinary General Meeting accompanying the Explanatory Statement for the Extraordinary General Meeting and contained in Part A of this booklet.
<b>Placement</b>	Has the meaning given to that term in section 1.1 of the Explanatory Statement.
<b>Placement Participants</b>	Has the meaning given to that term in section 1.1 of the Explanatory Statement.
<b>Placement Shares</b>	77.25M Shares in aggregate, including the Tranche 1 Placement Shares and the Tranche 2 Placement Shares.
<b>Proxy Form</b>	The proxy form accompanying this booklet.
<b>Resolution(s)</b>	The resolution(s) contained in the Notice of Extraordinary General Meeting.
<b>Shareholders</b>	The holders of Shares and <b>Shareholder</b> means any one of them.
<b>Shares</b>	Fully paid ordinary shares on issue in the share capital of the Company and <b>Share</b> means any one of them.
<b>Tranche 1 Placement Shares</b>	56M Shares, including 18.75M to Billion Prima.
<b>Tranche 2 Placement Shares</b>	18.75M Shares to be issued to Billion Prima on or before 31 March 2026.

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## Part D – Explanatory Statement

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This Explanatory Statement forms part of the Notice of Extraordinary General Meeting convening the Extraordinary General Meeting of Shareholders of the Company to be held wholly online at investor.automic.com.au commencing at 2.00pm (ACDT) / 2.30pm (AEDT) on 24 March 2026.

This Explanatory Statement is to be read in conjunction with the Notice of Extraordinary General Meeting.

### Purpose

The purpose of this Explanatory Statement is to provide information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions to be put forward in the Extraordinary General Meeting.

The Directors recommend Shareholders read the Notice of Extraordinary General Meeting and this Explanatory Statement in full before making any decisions relating to the Resolutions contained in the Notice of Extraordinary General Meeting.

### Defined terms

Defined terms used in this Explanatory Statement have the meanings given to them in the Glossary accompanying this Explanatory Statement at Part C.

### Further information

If you have any queries in respect to any of the matters set out in this booklet, please contact the Company Secretary on +61 8 7099 3966.

## 1. Background to Resolutions

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### 1.1 Placement

As announced to ASX on 18 December 2025, the Company launched a \$6.18M capital raising by way of placement of Shares at 8.0 cents per Share to existing and new institutional and sophisticated investors, including Billion Prima (**Placement Participants**) (**Placement**).

The Placement is comprised of 77,250,000 Shares in aggregate (**Placement Shares**) with the Tranche 1 Placement Shares, comprising 56,000,000 Shares issued utilising the Company's 15% Placement Capacity in December 2025, and the Tranche 2 Placement Shares (18,750,000 Shares) to be issued to Billion Prima no later than 31 March 2026. In addition, Director and Chair, Mr Patrick O'Brien (and/or his nominee) proposes to participate in the Placement in the amount of \$0.2M, subject to Shareholder approval, being sought under Resolution 3. The Company is seeking Shareholder approval to permit Mr Patrick O'Brien (and/or his nominee) to participate in the Placement, up to 2,500,000 Placement Shares, under Resolution 3.

Further details of the Placement are contained in the Company's announcements to the ASX on 18 December 2025.

### 1.2 Use of Funds

The Company intends to apply the proceeds of the Placement towards medical imaging, manufacturing and scale up activities including Head CT productisation and working capital for key strategies. Further details of the use of funds are contained in the Company's announcements to the ASX on 18 December 2025.

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## **2. Resolution 1– Ratification of the issue of the Tranche 1 Placement Shares**

### **2.1 Purpose of Resolutions**

The Company is seeking Shareholder ratification of the issue of the Tranche 1 Placement Shares (56M Shares) to the Placement Participants for the purposes of ASX Listing Rules 7.4.

Resolution 1 is proposed as an ordinary resolution.

### **2.2 Overview of regulatory approval requirements**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (**15% Placement Capacity**) without Shareholder approval.

The Tranche 1 Placement Shares were issued without Shareholder approval under the Company's 15% Placement Capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.4 provides that an issue of, or agreement to issue, securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue or agreement did not breach ASX Listing Rule 7.1 and Shareholders subsequently approve it.

Approval under ASX Listing Rule 7.4 is being sought so that the issue of the Tranche 1 Placement Shares, once ratified pursuant to Resolution 1, does not use up the Company's 15% Placement Capacity.

If Resolution 1 is passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue over any 12 month period without the approval of Shareholders.

If Resolution 1 is not passed, the Tranche 1 Placement Shares will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue over any 12 month period without the approval of Shareholders.

### **2.3 Specific information**

ASX Listing Rule 7.5 requires certain information to accompany a Notice of Extraordinary General Meeting in relation to approval sought under ASX Listing Rule 7.4. This information is set out below:

<b>ASX Listing Rule 7.5 requirement</b>	<b>Information – Tranche 1 Placement Shares</b>
Names of the allottees or basis on which they were identified or selected:	The Tranche 1 Placement Shares were offered to existing and new investors in Australia who qualified as professional or sophisticated investors under the requirements of the Corporations Act and existing and new investors in select jurisdictions outside of Australia in accordance with applicable laws. Billion Prima was also issued with 18,750,000 Shares under the Placement.  The Placement was jointly managed by Morgans Financial Limited and Hawkesbury Partners Pty Limited.
Number and class of securities issued or agreed to be issued:	56,000,000 Shares
The date on which the securities were or will be issued:	24 & 30 December 2025

ASX Listing Rule 7.5 requirement	Information – Tranche 1 Placement Shares
The issue price of the securities:	8.0 cents per Share.
The purpose of the issue, including the use or intended use of funds raised:	Refer to section 1.2 of the Explanatory Statement.
If the securities will be issued under an agreement, summary of any other material terms of the agreement:	No other material terms.
Voting exclusion statement:	A voting exclusion statement in respect of Resolution 1 is contained in the Notice of Extraordinary General Meeting.

#### 2.4 Directors' recommendations and interests

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

Each Director who is also a Shareholder and who is not otherwise restricted from voting intends to vote in favour of Resolution 1.

The Chair of the Extraordinary General Meeting intends to vote all available undirected proxies in favour of Resolution 1.

### 3. Resolution 2 – Approval of the issue of the Tranche 2 Placement Shares to Billion Prima

#### 3.1 Purpose of resolution

Resolution 2 seeks Shareholder approval for the proposed issue of the Tranche 2 Placement Shares to Billion Prima, under and for the purposes of ASX Listing Rule 7.1.

Resolution 2 is proposed as an ordinary resolution.

#### 3.2 Overview of regulatory approval requirements

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period without Shareholder approval.

If Resolution 2 is passed:

- (a) the Company will be able to proceed with the issue of the Tranche 2 Placement Shares to Billion Prima; and
- (a) the Tranche 2 Placement Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 2 is not passed, and the Company has available capacity under ASX Listing Rule 7.1, the Company intends to proceed with the issue of the Tranche 2 Placement Shares to Billion Prima, thereby reducing its available capacity under ASX Listing Rule 7.1.

#### 3.3 Specific information

ASX Listing Rule 7.3 requires certain information to accompany a Notice of Extraordinary General Meeting in relation to approval sought under ASX Listing Rule 7.1. This information is set out below:

ASX Listing Rule 7.3 requirement	Information - Tranche 2 Placement Shares
Names of the allottees or basis on which they will be identified or selected:	The Tranche 2 Placement Shares will be issued to Billion Prima – refer to section 1.1 of the Explanatory Statement and the Company's ASX announcements dated 18 December 2025 for further information.
Number and class of securities to be issued:	Up to 18,750,000 Shares.
Material terms of the securities:	The Tranche 2 Placement Shares will, from their time of issue, rank equally in all respects with the Company's existing Shares.
The issue date:	The Tranche 2 Placement Shares will be issued shortly after the Extraordinary General Meeting and in any event, no later than 31 March 2026 or such later time as required by the ASX Listing Rules.
Price:	8.0 cents per Share.
The purpose of the issue, including intended use of funds raised:	Refer to section 1.2 of the Explanatory Statement.
Voting exclusion statement:	A voting exclusion statement in respect of Resolution 2 is contained in the Notice of Extraordinary General Meeting.

### 3.4 Directors' recommendations and interests

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

Each Director who is also a Shareholder and who is not otherwise restricted from voting intends to vote in favour of Resolution 2.

The Chair of the Extraordinary General Meeting intends to vote all available undirected proxies in favour of Resolution 2.

## 4. Resolution 3 Approval of the issue of Placement Shares to Mr Patrick O'Brien

### 4.1 Purpose of Resolution

The Company is seeking Shareholder approval under Listing Rule 10.11 to permit Mr Patrick O'Brien, Director and Chair of the Company, to participate in the Placement for up to 2,500,000 Placement Shares under Resolution 3 (**Director Securities**).

Resolution 3 is proposed as an ordinary resolution.

### 4.2 Overview of regulatory approval requirements

#### (a) ASX Listing Rules requirements – ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where a company issues, or agrees to issue, securities to a related party of the company, an associate of that related party or other persons caught by ASX Listing Rule 10.11. A related party of the company includes a director of that company.

As such, Shareholder approval is sought under ASX Listing Rule 10.11 for the issue of the Director Securities to Mr Patrick O'Brien, Director and Chair of the Company.

ASX Listing Rule 7.2 (Exception 14) provides that, if an issue of securities is approved for the purposes of ASX Listing Rule 10.11, ASX Listing Rule 7.1 does not apply. Accordingly, the Company is not required to seek approval of the issue of the Director Securities under ASX Listing Rule 7.1.

If Resolution 3 is passed and Mr Patrick O'Brien applies for the Director Securities under the Placement, the Company will be able to proceed with the issue of the Director Securities and the Company's cash reserves will increase by approximately \$0.2M (before costs).

The impact of passing Resolution 3 on the voting power of Mr Patrick O'Brien in the Company, assuming he is issued the Director Securities, and assuming completion of the issue of the Placement Shares (including the Tranche 2 Placement Shares) as referred to above, is set out in the following table.

Director	Number of Shares	Percentage voting power in the Company on an undiluted basis	Number of Options	Percentage voting power in the Company on a fully diluted basis
Mr Patrick O'Brien	12,787,591	1.6%	526,316	1.7%

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Director Securities to Mr Patrick O'Brien (or his nominee).

If approval is given for the grant of the Director Securities under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

(b) **Corporations Act requirements – Chapter 2E**

Chapter 2E of the Corporations Act requires that for a public company to give a financial benefit to a related party of the public company, the public company must:

- (i) obtain the approval of the public company's members in the matter set out in sections 217 and 227 of the Corporations Act; and
- (ii) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Director Securities constitutes giving a financial benefit and Mr Patrick O'Brien is a related party of the Company as he is a Director of the Company.

Shareholder approval is not being sought for the purposes of section 208 of the Corporations Act on the basis that the Directors (other than Mr Patrick O'Brien in respect of Resolution 3 as he has a material personal interest in Resolution 3), consider that the exception in section 210 of the Corporations Act applies. Section 210 of the Corporations Act provides that Shareholder approval is not required for the purposes of section 208 of the Corporations Act in circumstances where the Company and the related party are dealing at arm's length. The Director Securities being issued to Mr Patrick O'Brien will be issued on the same terms as non-related participants in the Placement and as such, the giving of the financial benefit to Mr Patrick O'Brien will be on arm's length terms.

**4.3 Specific information**

ASX Listing Rule 10.13 requires certain information to accompany a Notice of Extraordinary General Meeting in relation to approval sought under ASX Listing Rule 10.11. This information is set out below:

<b>ASX Listing Rule 10.13 Requirement</b>	<b>Information – Director Securities</b>
Name of the person:	Mr Patrick O'Brien
Category in ASX Listing Rules 10.11.1 – 10.11.5 the person falls into:	Mr Patrick O'Brien is a related party of the Company as he is a Director.
Number and class of securities proposed to be issued to the person:	Up to 2,500,000 Shares
Material terms of the securities:	The Director Securities will, from their time of issue, rank equally in all respects with the Company's existing Shares.
The date or dates by which the Company will issue the securities:	The Company will issue the Director Securities no later than one month after the date of the Extraordinary General Meeting.
The price or other consideration the Company will receive for the issue:	The Director Securities will have an issue price of 8.0 cents per Share.
The purpose of the issue:	Refer to section 1.2 of the Explanatory Statement.
Voting exclusion statement:	A voting exclusion statement in respect of Resolution 3 is contained in the Notice of Extraordinary General Meeting.

**4.4 Director's recommendations and interests**

Other than as expressly stated below, the Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

Mr Patrick O'Brien has an interest in the outcome of Resolution 3 so abstains from providing a recommendation on Resolution 3.

Each Director who is also a Shareholder and who is not otherwise restricted from voting intends to vote in favour of Resolution 3.

Your proxy voting instruction must be received by **2:00pm (ACDT)/2:30pm (AEDT) on Sunday, 22 March 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 - APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online

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

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au>

##### PHONE:

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

