ASX: ADO

AnteoTech

2026 NOTICE OF ANNUAL GENERAL MEETING

BRISBANE, AUSTRALIA, 7 October 2026: AnteoTech Ltd (ASX: ADO) ('**AnteoTech**' or 'the **Company**') has today released its 2026 Notice of Annual General Meeting (**AGM**).

AnteoTech's 2026 AGM will be held in-person on Tuesday, 10 November 2026 at 10am Brisbane time (11am Sydney/Melbourne time) at Rydge's South Bank, Rooftop South, Level Twelve, 9 Glenelg Street, South Bank, in Brisbane. Shareholders will be able to view a live broadcast of the meeting at www.conferenceonline.com.au/anteotechagm2026 but will not be able to participate online.

Attached are copies of the following documents relating to the 2026 AGM:

- Chair's letter to shareholders.
- Notice of Annual General Meeting and Explanatory Statement.
- Sample proxy form.

This announcement has been authorised for release by the Board of AnteoTech Ltd.

- ENDS –

Media and investor enquiries: on +61 7 3219 0085 or investors@anteotech.com

Company and Partnering enquiries: Merrill Gray, CEO/MD, on + 61 7 3219 0085

For further information, please check our website **www.anteotech.com**

About AnteoTech – (ASX: ADO)

AnteoTech is a supplier of advanced chemical and material solutions to the battery materials and life sciences markets. We leverage our market leading binding chemical platform technology to develop and commercialise solutions for our global customer base. From our patented high silicon anode cross linker product Anteo X™ to our ceramic coated separator product Anteo S™ and our Collector foil primer coating performance additive Anteo C through to our next-generation high silicon anode formulations Ultranode™ 70, 95 and X our Advanced Battery Technology business is applying its world-leading engineering expertise to address the growing demand for high performance, low cost, sustainable chemicals and materials within the global Lithium ion Battery market. Our Life Sciences business supplies advanced activation materials to leading developers and manufacturers of vaccines and diagnostic tests, through our AnteoBind™ suite of products. Our products deliver more sensitive and reproducible results and on incorporation in 'point of care' and other immunoassay diagnostic tests such as Chemiluminescence immunoassays (CLIA) and Enzyme-Linked Immunosorbent Assay (ELISA) plates, AnteoBind™ NXT enables faster, more reliable and more accurate test results wherever they are needed.

For personal use only

For personal use only

AnteoTech – Social Media Policy

AnteoTech is committed to communicating with the investment community through all available channels. Whilst ASX remains the prime channel for market sensitive news, investors and other interested parties are encouraged to follow AnteoTech on LinkedIn. Subscribe to AnteoTech Latest News emails – visit our website at www.anteotech.com and subscribe to receive our email alert service.

Forward Looking Statements

This Announcement may contain forward-looking statements, including estimates, projections and other forward-looking information (Estimates and Projections). Forward-looking statements can generally be identified by the use of forward-looking words such as "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "target", "outlook", "guidance" and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, indications of, or guidance or outlook on, future earnings or financial position or performance of AnteoTech. The Estimates and Projections are based on information available to AnteoTech as at the date of the Announcement, are based upon management's current expectations, estimates, projections, assumptions and beliefs in regard to future events in respect to AnteoTech's business and the industry in which it operates which may in time prove to be false, inaccurate or incorrect. The Estimates and Projections are provided as a general guide and should not be relied upon as an indication or guarantee of future performance. The bases for these statements are subject to risks and uncertainties that might be out of control of AnteoTech and may cause actual results to differ from the Announcement. No representation, warranty, or guarantee, whether express or implied, is made or given by AnteoTech in relation to any Estimates and Projections, the accuracy, reliability, or reasonableness of the assumptions on which the Estimates and Projections are based, or the process of formulating any Estimates and Projections, including that any Estimates and Projections contained in this Announcement will be achieved. AnteoTech takes no responsibility to make changes to these statements to reflect change of events or circumstances after the release.

AnteoTech

7 October 2026

Dear Shareholder

We are pleased to invite you to the 2026 **Annual General Meeting** (the **AGM**) of AnteoTech Ltd (**AnteoTech**) on Tuesday, 10 November 2026 at 10am Brisbane time (11am Sydney/Melbourne time). The AGM will be held at Rydges South Bank, Rooftop South, Level Twelve, 9 Glenelg St in South Brisbane.

A live broadcast of the AGM will be available at: www.conferenceonline.com.au/anteotechagm2026. Shareholders will be able to view the meeting live by watching the webcast, but will not be able to ask questions, make comments or vote through the webcast facilities.

The Notice of Meeting details the formal business to be dealt with at the AGM. You can access the Notice of Meeting and accompanying material online at the Company's website: www.anteotech.com. A printed copy of the Notice of Meeting and accompanying material will not be sent to you unless you contact us at investors@anteotech.com.

Shareholders are invited to lodge questions in advance of the meetings by emailing questions to investors@anteotech.com by 5.00pm (Brisbane time) on Tuesday 3 November 2026. Questions received from shareholders will be addressed during the meeting and also covered in the Chairman's address. The Chairman's address will be lodged with ASX shortly before commencement of the meeting.

For shareholders attending the meeting, there will be an opportunity to ask questions at the meeting as each resolution is being considered. For proxy appointments to be valid for the AGM they must be received no later than 10am (Brisbane time), on Sunday, 8 November 2026.

Thank you for your continued support of AnteoTech and I look forward to seeing you at the AGM.

Yours sincerely

Glenda McLoughlin
Chair

For personal use only

ANTEOTECH LTD ACN 070 028 625

Unit 4, 26 Brandl St
Brisbane Technology Park
Eight Mile Plains QLD 4113 Australia

+61 7 3219 0085
contact@anteotech.com
anteotech.com

AnteoTech

For personal use only

Notice of Annual General Meeting and Explanatory Statement

Date of Meeting:	Tuesday, 10 November 2026
Time of Meeting:	10.00am (Brisbane time)
Place of Meeting:	Rydges South Bank Rooftop South, Level Twelve 9 Glenelg Street South Brisbane QLD 4101

Notice of Annual General Meeting

The Annual General Meeting of Shareholders of AnteoTech Ltd (**AnteoTech** or **Company**) for 2026 will be held at Rydges South Bank, Rooftop South, Level Twelve, 9 Glenelg Street, South Brisbane 4101, on Tuesday 10 November 2026 at 10.00am (Brisbane time). A live broadcast of the Annual General Meeting will be available at: https://conferenceonline.com.au/anteotechagm2026/

Shareholders will be able to view the Meeting live by watching the webcast, but will not be able to ask questions, make comments or vote through the webcast facilities. Voting on the day of the Meeting will only be permissible by securityholders who are physically present at the Meeting. There will be no online voting on the day of the Meeting. For those not in attendance, voting should take place by appointed proxy within the prescribed timeframes.

The Explanatory Statement accompanying this Notice of Annual General Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and Proxy form part of this Notice.

The Directors have determined that pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company as at 10.00am (Brisbane time) on Sunday 8 November 2026.

Terms and abbreviations used in this Notice are defined in the Glossary in Annexure A to the Explanatory Statement.

For personal use only

BUSINESS

Financial and other matters

To receive and consider the financial reports of the Company and its controlled entities for the year ended 30 June 2026 and the related Directors' Report, Directors' Declaration and Auditors' Report.

NOTE: THERE IS NO REQUIREMENT FOR SHAREHOLDERS TO APPROVE THESE REPORTS.

Resolution 1

Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding resolution:

To adopt the Remuneration Report for the financial year ended 30 June 2026.

NOTE: THIS RESOLUTION IS ADVISORY ONLY AND DOES NOT BIND THE COMPANY OR DIRECTORS.

A voting exclusion statement applies to this resolution – see VOTING EXCLUSION STATEMENTS below.

Resolution 2

Re-election of Non-Executive Director

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

That Dr Geoff Cumming be re-elected as a Director of the Company in accordance with the Company's Constitution.

Resolution 3

Grant of Long-Term Incentive Options to Directors

To consider and, if thought fit, to pass each of the following resolutions as **separate ordinary resolutions**:

a) *That approval is given for the grant of 8,220,000 options to Merrill Gray or her nominee as set out in the Explanatory Statement to the Notice of Annual General Meeting*

b) *That approval is given for the grant of 2,050,000 options to Glenda McLoughlin or her nominee as set out in the Explanatory Statement to the Notice of Annual General Meeting*

c) *That approval is given for the grant of 1,396,000 options to Geoff Cumming or his nominee as set out in the Explanatory Statement to the Notice of Annual General Meeting*

A voting exclusion statement applies to each of these resolutions – see VOTING EXCLUSION STATEMENTS below.

For personal use only

Resolution 4

Issue of Short-Term Incentive shares to the Managing Director & Chief Executive Officer

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

That approval is given for the issue of 2,292,854 Short-Term Incentive shares to the Managing Director and Chief Executive Officer, Merrill Gray, or her associated entities (in furtherance of her Executive Service Agreement) on the terms outlined in the Explanatory Statement to the Notice of Annual General Meeting.

A voting exclusion statement applies to this resolution. Please see VOTING EXCLUSION STATEMENTS below.

Resolution 5

Ratification of prior issue of Placement Options under Listing Rule 7.1

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

That the prior issue of 276,412,460 Options by the Company in connection with the Placement, as detailed in the Explanatory Statement accompanying the Notice of Annual General Meeting, is approved and ratified.

A voting exclusion statement applies to this resolution. Please see VOTING EXCLUSION STATEMENTS below.

Resolution 6

Ratification of prior issue of Placement Shares under Listing Rule 7.1A

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

That the prior issue of 245,699,993 Shares by the Company under the Placement, as detailed in the Explanatory Statement accompanying the Notice of Annual General Meeting, is approved and ratified.

A voting exclusion statement applies to this resolution. Please see VOTING EXCLUSION STATEMENTS below.

Resolution 7

Approval of 10% Placement Facility

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

That approval is given for the issue of equity securities up to 10% of the issued capital of the Company calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement accompanying the Notice of Annual General Meeting.

A voting exclusion statement applies to this resolution. Please see VOTING EXCLUSION STATEMENTS below.

By order of the Board

Scott Waddell
Company Secretary
7 October 2026

AN EXPLANATORY STATEMENT ACCOMPANIES AND FORMS PART OF THIS NOTICE OF MEETING.

SHAREHOLDERS SHOULD READ THESE DOCUMENTS IN FULL.

For personal use only

VOTING EXCLUSION STATEMENTS

In accordance with Listing Rule 14.11, the Company will disregard any vote cast in favour of the resolution set out below by or on behalf of the following persons:

Resolution 1 **Adoption of Directors' Remuneration Report**	A member of the Key Management Personnel (**KMP**) (being persons who are identified in the Remuneration Report) or their Closely Related Parties as well as any undirected votes given to a KMP as proxyholder.
Resolutions 3 (a), (b) and (c) **Grant of Long-Term Incentive Options to Directors**	In respect of each of the resolutions 3(a), 3(b) and 3(c) – the person who is to receive the Options (and their nominee, if applicable), or any associate of that person, and any other person who may obtain a material benefit as a result of the granting of the Options (except a benefit solely by reason of being a holder of Shares).
Resolution 4 **Issue of Short-Term Incentive shares to the Managing Director & Chief Executive Officer**	Ms Merrill Gray, any of her associates, and any other person who may obtain a material benefit as a result of the granting of the Shares (except for any benefit solely by reason of being a holder of ordinary securities in the Company).
Resolution 5 **Ratification of prior issue of Placement Options under Listing Rule 7.1**	Any person who participated in the issue of the Options under the Placement and any of their associates.
Resolution 6 **Ratification of prior issue of Placement Shares under Listing Rule 7.1A**	Any person who participated in the issue of the Shares under the Placement and any of their associates.
Resolution 7 **Approval of 10% Placement Facility**	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 in the entity) or an associate of the aforementioned persons.

The above voting exclusions do not apply to a vote cast in favour of the relevant resolution by:

a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions on the Proxy Form or given to the attorney to vote in that way;

b) the person chairing 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:

- 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.

For personal use only

NOTES

The Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement.

Proxy votes

A Shareholder entitled to attend, and vote is entitled to appoint not more than two (2) proxies to attend and vote in their place. Where more than one (1) proxy is appointed, the appointment may specify the proportion or number of votes that the proxy may exercise, otherwise each may exercise half of the votes.

A proxy need not be a Shareholder. A form of proxy must be signed by the Shareholder or the Shareholder's attorney.

Proxies must reach the Company at least forty-eight (48) hours before the meeting at which the person named in the Proxy Form proposes to vote i.e. not later than 10.00am (Brisbane time) on Sunday 8 November 2026.

The address for lodgement of proxies is:

Delivery Address	Postal Address	Fax Number	Online
MUFG Corporate Markets* Parramatta Square Level 22, Tower 6 10 Darcy Street, Parramatta, NSW 2150 *during business hours (Monday to Friday; 9:00am - 5:00pm)	AnteoTech Ltd C/- MUFG Corporate Markets Locked Bag A14 Sydney South NSW 1235	+61 2 9287 0309	au.investorcentre.mpms.mufg.com

Power of Attorney

If a proxy is signed by a Shareholder's attorney, the Shareholder's attorney confirms that they have received no revocation of authority under which the proxy is executed and the authorities under which the appointment was signed or a certified copy thereof must also be received at least forty-eight (48) hours before the meeting.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The documentation evidencing such appointment should be produced prior to admission to the Meeting.

Questions for the Board

Shareholders are invited to lodge questions in advance of the meeting by emailing questions to investors@anteotech.com by 5.00pm (Brisbane time) on Tuesday 3 November 2026. Common questions received from shareholders prior to the meeting will be addressed during the meeting and may also be covered in the Chair's address. The Chair's address will be lodged with ASX shortly before commencement of the meeting.

Shareholders not in attendance and viewing the meeting via the webcast will not be able to ask questions, make comments or vote through the webcast facilities. For shareholders attending the meeting, there will be an opportunity to ask questions at the meeting as each resolution is being considered.

Questions for the Auditor

Under section 250PA of the Corporations Act, Shareholders may submit written questions for the auditor up to five business days before the date of the Meeting. Shareholders wishing to do so may send their questions to the Company at Unit 4, 26 Brandl Street, Eight Mile Plains, QLD 4113 or email at investors@anteotech.com, and the Company will pass them on to the auditor.

For personal use only

2026 Annual Report

Copies of the Company's 2026 Annual Report for the financial year ending 30 June 2026 comprising the Annual Financial Reports, Directors' Report and Auditor's Report of the Company and the Company's controlled entities will be distributed to those Shareholders requesting a physical copy of these documents. The Annual Report is able to be viewed at the Company's website at www.anteotech.com

Conduct of the Meeting

We are committed to ensuring that our shareholder meetings are conducted in a manner that provides those shareholders or their proxy holders who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion.

To assist with this and to achieve the objectives of the meeting, we ask that shareholders be courteous and respectful to all shareholders and others attending the meeting by asking concise questions about the matters which are relevant to the business of the meeting.

The Chair of the meeting will exercise her powers to ensure that the meeting is conducted in an orderly and timely fashion in the interests of all attending shareholders.

For personal use only

Explanatory Statement

INTRODUCTION

This Explanatory Statement has been prepared to assist Shareholders in considering the Resolutions set out in the Company's Notice of Meeting. This Explanatory Statement forms part of, and should be read in conjunction with, the Company's Notice of Meeting to be held on Tuesday 10 November 2026 at 10.00am (Brisbane time).

Terms used in this Explanatory Statement are defined in the Glossary in Annexure A to this Explanatory Statement.

FINANCIAL STATEMENTS

The Corporations Act requires that the Financial Report (including the Directors' Report, Financial Statements and the Audit Report) be laid before the Meeting. Although not requiring a vote of Members, an opportunity will be provided for Members to ask questions on the reports, including of the Company's auditor, relating to the Audit Report.

Shareholders may submit written questions for the auditor up to five business days before the date of the Meeting. Shareholders wishing to do so may send their questions to the Company at Unit 4, 26 Brandl Street, Eight Mile Plains, QLD 4113 or email at investors@anteotech.com, and the Company will pass them on to the auditor.

RESOLUTION 1

Remuneration Report

General

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Annual Report is available to download on the Company's website, www.anteotech.com.

Under Section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company.

In summary the Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Key Management Personnel;
- details and explains any performance conditions applicable to the remuneration of Key Management Personnel; and
- The Corporations Act states that a vote on the Remuneration Report is advisory only and will not bind the Directors or the Company.

Voting restrictions on Key Management Personnel and their proxies and Closely Related Parties

A voting exclusion statement in respect of Resolution 1 is set out in the Notice of Meeting.

Directors' Recommendation

Noting that each director has a personal interest in their own remuneration from the Company (as described in the Remuneration Report), each Director recommends that Shareholders vote in favour of adopting the Remuneration Report.

For personal use only

RESOLUTION 2

Re-election of Dr Geoff Cumming as a Director

General

Dr Geoff Cumming retires in accordance with the Constitution and, being eligible, offers himself for re-election as a director. Dr Cumming was Chief Executive Officer of the Company since 2009 and transitioned to a Non-Executive Director in 2016. He is a member of the Nomination and Remuneration Committee and Chair of the Audit and Risk Committee.

Dr Cumming has over 25 years' experience in the healthcare and biotechnology market. His roles have progressed from pure research to sales and marketing roles through to Managing Director level and Board seats.
He is also a Non-Executive Director of Inoviq Ltd (ASX:IIQ).

He has previously served as:

- Managing Director of Roche Diagnostic Systems – Oceania Regional Centre, where he transformed a loss-making business to one achieving over 30% compound annual growth over a four-year period and the highest profitability levels in Roche's global organisation; and
- Managing Director and CEO of Biosceptre Ltd, an Australian-based biotechnology company commercialising a range of products in cancer diagnosis and treatment. During his tenure he was responsible for taking research from Sydney University through to product registration. This involved capital raising, managing Intellectual Property, investor relations and forging links with relevant international partners.

Directors' Recommendation

The Directors (other than Dr Cumming) unanimously recommend that Shareholders vote in favour of the re-election of Dr Cumming.

RESOLUTIONS 3 (a), (b) and (c)

Grant of long-term incentive options to Directors

General

Shareholders are asked to approve the grant of long-term incentive Options to Directors (or their associated entities).

Listing Rule 10.11

Under Listing Rule 10.11, the issue of equity securities to certain persons (including Directors or their associated entities) requires the approval of the holders of ordinary securities, unless an exception under Listing Rule 10.12 applies. Exception 11 to Listing Rule 10.12 permits an agreement to issue securities that is conditional on shareholder approval under Listing Rule 10.11 before the issue is made. Assuming approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 10.11 for the grant of the Options, as well as Listing Rule 7.2, Exception 14, such that approval will not be required under Listing Rule 7.1.

Ms McLoughlin, Ms Gray and Dr Cumming are Directors and therefore related parties of the Company under Listing Rule 10.11.1.

If Resolutions 3(a), (b) and (c) are passed, the Company will proceed to grant the relevant number of Options to each of the Directors.

If any of Resolutions 3(a), (b) and (c) are not passed, the Company will not grant Options in respect of the resolution or resolutions that were not passed.

For personal use only

Details of proposed Options and Directors

Director Name	Number of long-term incentive Options to be granted	Value of the Options [3]	Current total remuneration package (including superannuation)	Number of Options previously issued	Average acquisition price (if applicable)	Date(s) on or by which the Company will grant the Options
Merrill Gray	8,220,000	$121,978	$487,860	30,000,000 [1]	Nil	Not later than one month after the date of the meeting.
Glenda McLoughlin	2,050,000	$30,420	$121,700	9,468,750 [2]	Nil	
Geoff Cumming	1,396,000	$20,715	$83,000	6,968,750 [2]	Nil	

Notes:

1 – Options issued following the November 2025 AGM

2 – Options issued following the November 2024 and November 2025 AGMs

3 – Based on Monte Carlo option model

Key Terms of Options

Each Option will be granted on the following key terms:

- *Consideration:* No consideration is payable for issue of the Options.
- *Exercise Price:* the higher of:
  - (A) $0.0375 (3.75 cents); and
  - (B) 50% above the ASX closing price of Shares on the date that the Options are granted, which will be the date of the AGM.
- *Expiry Date:* the earlier of 10 November 2030 or 6 months after the date that the relevant Director ceases to be a Director of the Company.
- *Exercise Period:* any time after vesting and prior to the expiry date.
- *Vesting Conditions:* the Options vest in 2 tranches subject to satisfaction of share price hurdle and continuity of employment conditions as follows (**Vesting Conditions**):

		Vesting Conditions	
Tranche	**No. of options**	**Share Price Hurdle** (being the 60-trading day VWAP of Shares – to be achieved on or before the date the options expire)	**Service Period Condition** (during which the recipients must remain as Directors of the Company) Note commencement date = Issue Date
Tranche 1	50% of total	At least $0.0375	12 months from commencement date
Tranche 2	50% of total	At least $0.0500	24 months from commencement date

- *Issue of Shares:* Each Option on exercise (and payment of the exercise price) entitles the holder to one fully paid ordinary share in the capital of the Company.

For personal use only

Other Terms of Options

Directors may nominate that their Options be granted to an immediate family member, a family trust, a family company, or a self-managed superfund of which they are a beneficiary.

The Options will not be granted under the Equity Incentive Plan. However, various provisions of the Equity Incentive Plan will be taken to apply in respect of the Options (relating to capital re-organisations, good and bad leaver provisions, change of control events, misconduct, and clawbacks).

Purpose of the grant of Options

The Company proposes to grant the Options to the Directors for the following reasons:

- the Board's remuneration policy is to remunerate Directors at market rates for comparable companies for time, commitment and responsibilities. The Nomination and Remuneration Committee of the Company determines payments to the Directors and reviews their remuneration annually, based on market practice, duties, and accountability. Independent external advice is sought when required;
- Director's fees payable to Directors are not linked to performance of the Company. However, to align Directors' interests with Shareholder interests, they are encouraged to hold Shares and will receive periodic grants of options (subject to Shareholder approval). These grants of options serve as both remuneration for the Directors, as well as to incentivise the relevant Directors to improve performance of the Company;
- the grant of Options to those Directors is part of the Board's strategy to retain talent, promote continuity and stability by providing longer term incentives to the Directors;
- the Options are unquoted; therefore, the grant of the Options has no immediate impact of dilution on the Shareholders;
- exercise of an Option requires payment of the exercise price which will be used to support ongoing working capital requirements of the Company;
- the deferred taxation benefit which is available to the respective Director in respect of a grant of Options is also beneficial to the Company as it means the respective option holders are not required to immediately sell the Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares), and they will instead continue to hold an interest in the Company (through their respective nominee if applicable); and
- it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing Options on the terms proposed.

Value of Options and basis for valuation

Shares (if any) attained by Directors, executives and employees through the granting of Options, are valued as the difference between market price of those Shares and the amount paid by the recipients.

The Options have been valued using the Monte Carlo option model and based on the assumptions set out below the Options were ascribed the following values:

Grant date	10 November 2026
Expiry date	10 November 2030 (4 years from Grant date)
Share price at assumed grant date	$0.0210
Exercise price	$0.0375
Risk-free rate	4.75%

For personal use only

Volatility	117%		
VWAP Hurdle	Tranche 1	Tranche 2	
	$0.0375	$0.0500	
Assumed vesting date	10 November 2027	10 November 2028	
Fair value per option	$0.01486	$0.01482	
Recipient	Merrill Gray	Glenda McLoughlin	Geoff Cumming
Number of Options – Tranche 1	4,110,000	1,025,000	698,000
Number of Options – Tranche 2	4,110,000	1,025,000	698,000
Fair value of Options	$121,978	$30,420	$20,715
Aggregate fair value of Options	**$173,113**		

Directors' Recommendation

- The Directors (excluding Merrill Gray) unanimously recommend that Shareholders vote in favour of Resolution 3(a).
- The Directors (excluding Glenda McLoughlin) unanimously recommend that Shareholders vote in favour of Resolution 3(b).
- The Directors (excluding Geoff Cumming) unanimously recommend that Shareholders vote in favour of Resolution 3(c).

RESOLUTION 4

Issue of Short-Term Incentive Shares to the Managing Director & Chief Executive Officer

General

Shareholders are asked to approve the grant of 2,292,854 ordinary shares (STI **Shares**) to Merrill Gray, under the Company's Equity Incentive Plan, in respect of her role as Managing Director and Chief Executive Officer of the Company, as part of a short term incentive to reward Ms Gray for the achievement of specified KPIs during the financial year to 30 June 2026 that contribute to the short term performance of the Company.

If the STI Share issue is approved and subject to the conditions set out below, Ms Gray will be issued 2,292,854 Shares in the Company.

Listing Rule 10.14

Under Listing Rule 10.14, the issue of equity securities to certain persons (including Directors) requires the approval of the holders of ordinary securities. Assuming approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12, Exception 8, as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.

Shareholder approval is required for the issue of the Shares because Ms Gray is Managing Director and Chief Executive Officer of the Company.

For personal use only

If Resolution 4 is passed, the Company will proceed to issue the Shares to Ms Gray. If Resolution 4 is not passed, the Company will not issue the Shares, and the Company may need to consider an alternative strategy to incentivise and reward Ms Gray for short to medium term performance.

Technical Information required by Listing Rule 10.15

a) Details of Ms Merrill Gray and the proposed Share issue

- The Company intends to issue 2,292,854 Shares to Ms Gray not later than 1 month after the date of the Meeting.
- Her total remuneration package is $487,860 (inclusive of superannuation, and excluding performance incentives).
- 30,000,000 Options have previously been granted to Ms Gray under the Equity Incentive Plan in 2025 (with no consideration payable for their grant); and, if approved under Resolution 3(a) in this Notice of Meeting, 8,220,000 Options.
- In line with the Company's practice in prior years, the ADO share 5-day VWAP as at 30 June 2026 has been used as the reference price to calculate the quantity of Shares to be issued to settle award under the short-term incentive.
- Individual executive KPIs are set by the Board at the commencement of each financial year and are specific to each executive's role and responsibilities. They encompass commercial, operational and leadership objectives aligned with the Company's strategic priorities. Achievement is assessed by the Board based on measurable outcomes against each objective, with the overall Individual KPI achievement representing the weighted result across all individual objectives. The specific targets are not disclosed as the Board considers them commercially sensitive; however, the methodology and assessment process are consistent with the balanced scorecard approach applied to Company KPIs.

b) Other terms of Short-Term Incentive Shares

The rules of the Equity Incentive Plan otherwise apply in respect of the Share issue, with the key terms set out at Annexure B to this Explanatory Statement.

c) Reasons for grant of Short-Term Incentive Shares

The Company has agreed to grant the Shares to Ms Gray, subject to Shareholder approval, for the following reasons:

- to incentivise her with short term KPIs so as to contribute to the overall performance of the Company;
- the issue of the Shares is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Ms Gray;
- the Company has completed its annual executive and staff performance review process for FY2026. The Board resolved that 70.9% of Key Performance Indicators (KPIs) were met for the Company by the Executive Leadership Team, with KPI's also met across the workforce, based on the commercialisation shift for the Company as set out in the Strategic Review released on 10 June 2025. It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing Shares on the terms proposed.

Details to be published

The details of any Shares granted under the Equity Incentive Plan to Ms Gray were published in the annual report of the Company relating to the period in which they are issued (30 June 2026), along with a statement that approval for the issue was subject to obtaining shareholder approval at the AGM (under Listing Rule 10.14).

For personal use only

Any additional persons who are covered by Listing Rule 10.14 who become entitled to participate in the issue of securities under the Equity Incentive Plan after this Resolution is approved and who were not named in this Notice of Meeting, will not participate until approval is obtained under that Listing Rule.

Directors' Recommendation

The Directors (other than Ms Gray) unanimously recommend that Shareholders vote in favour of Resolution 4.

RESOLUTIONS 5 AND 6

Ratification of prior issue of Placement Options and Placement Shares under listing rule 7.1 and 7.1A

General

On 27 January 2026, the Company announced a placement to institutional and sophisticated investors to raise $3,808,350 (**Placement**) through the issue of 245,699,993 Shares at issue price of $0.0155 (1.55 cents) per Share (**Placement Shares**), together with:

- One (1) free attaching unlisted Option and one (1) free attaching listed Option for every two (2) Placement Shares subscribed for and issued, being 245,699,993 Options; and
- 15,356,233 free unlisted Options and 15,356,234 listed Options that were issued to cover broker fees, being 30,712,467 Options;

(**Placement Options**) (together, the **Placement Securities**).

On 4 February 2026, the Company issued:

- the Placement Shares raising $3,808,350 (before costs) pursuant to the Company's additional 10% capacity under Listing Rule 7.1A; and
- the Placement Options under its annual 15% capacity under Listing Rule 7.1.

Resolutions 5 and 6 are as follows:

- Resolution 5 – that the Shareholders approve and ratify the prior issue of Placement Options pursuant to Listing Rule 7.4; and
- Resolution 6 – that the Shareholders approve and ratify the prior issue of the Placement Shares pursuant to Listing Rule 7.4.

ASX Listing Rule 7.1, 7.1A, and 7.4.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period (**15% Capacity**).

Further, under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase the 15% Capacity by an extra 10% to 25%. The Company obtained approval to increase its limit to 25% at the annual general meeting held on 26 November 2025.

For personal use only

The issue of the:

- Placement Options did not meet any of the available exceptions to Listing Rule 7.1 (being the subject of Resolution 5); and
- Placement Shares did not meet any of the available exceptions to Listing Rule 7.1A (being the subject of Resolution 6),

as set out in Listing Rule 7.2. As the issue of each of the Placement Shares and Placement Options were issued without approval of Shareholders, the Company has used up part of the combined 25% limit in Listing Rules 7.1 and 7.1A. This reduces the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12-month period following the respective date of issue of each of the Placement Shares and the Placement Options.

Listing Rule 7.4

Listing rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 or Listing Rule 7.1A (as applicable) and does not reduce the company's capacity to issue further equity securities without shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional securities in the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 in respect of the Placement Options and the Placement Shares.

Technical information required by Listing Rule 14.1A

If either or both of Resolution 5 and Resolution 6 are passed, the Placement Options and/or the Placement Shares (as applicable) will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, increasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the respective date of issue of the Placement Shares and the Placement Options.

If either or both of Resolution 5 and Resolution 6 are not passed, the Placement Options and/or the Placement Shares (as applicable) will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the respective date of issue of the Placement Shares and the Placement Options.

Technical information required by Listing Rule 7.4 and 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 5 and 6:

- the Placement Securities were issued to professional and sophisticated investors. The recipients were identified by the Joint Lead Managers of the Placement, MST Financial Services Pty Ltd (ACN 617 475 180) and Alpine Capital Pty Ltd (ACN 155 409 653);
- under the Placement:
    - 245,699,993 Placement Shares were issued on 4 February 2026; and
    - 138,206,230 unlisted Placement Options were issued on 4 February 2026; and
    - 138,206,230 listed Placement Options were issued on 4 February 2026;
- all of the Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- the issue price for the Placement Shares was $0.0155 (1.55 cents) per Share;
- the Company received a total of $3,808,350 as consideration for the Placement Shares;

For personal use only

- the unlisted Placement Options were granted on the following terms:
    - Consideration: nil;
    - Exercise Price: $0.035 (3.5 cents). Should all holders of the unlisted Placement Options choose to exercise the Placement Options in line with their terms and conditions, then the Company will receive up to $4,837,218 for the exercise of those securities;
    - Expiry: 31 January 2028, being approximately two years after the date of issue on 4 February 2026;
    - Vesting Conditions: nil;
    - Ratio: unlisted Placement Options were offered at a ratio of one free attaching Placement Option for every two Placement Shares subscribed for under the Placement;
    - Quotation: unlisted Placement Options are not listed; and
    - Participation: only investors who participated in the Placement were entitled to subscribe for unlisted Placement Options (along with so much of those options to cover broker's fees).
- the listed Placement Options were granted on the following terms:
    - Consideration: nil;
    - Exercise Price: $0.035 (3.5 cents). Should the holders of the listed Placement Options choose to exercise the Placement Options in line with their terms and conditions, then the Company will receive up to $4,837,218 for the exercise of those securities;
    - Expiry: 31 May 2026, being approximately four months after the date of issue on 4 February 2026;
    - Vesting Conditions: nil;
    - Ratio: listed Placement Options were offered at a ratio of one free attaching listed Placement Option for every two Placement Shares subscribed for under the Placement;
    - Quotation: listed Placement Options were listed; and
    - Participation: only investors who participated in the Placement were entitled to subscribe for listed Placement Options.
- The Placement Securities were issued for the purpose of raising funds to be applied towards:
    - Accelerate commercialisation of Life Sciences (LS) and Advanced Battery Technology (ABT) products and technologies globally.
    - Conversion of current ABT and LS potential customer trials to initial commercial supply agreements, including for new product, Anteo S.
    - Trialling and initial commercial supply into the US market of the joint SiMRAX product developed with Black Diamond Structures (BDS) (ASX announcement 25 Sept 2025).
    - Progression of strategic partnership discussions in the drone, wearable and EV battery segments.
    - New LS customer conversions in India and new diagnostic product development and 'go to market' commercial agreements.
    - Working capital; and
    - Costs of the capital raising.
- The Placement Securities were not issued under an agreement.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of each of Resolution 5 and Resolution 6.

For personal use only

RESOLUTION 7

Approval of 10% placement facility

General

Listing Rule 7.1A permits an "eligible entity" which has obtained shareholder approval by special resolution passed at an annual general meeting to issue "equity securities" (as defined in the Listing Rules and which includes shares and options to acquire shares) up to 10% of its issued share capital through placements over a maximum 12-month period after the relevant annual general meeting (the **10% Placement Facility**).

The issue of equity securities under the 10% Placement Facility would be in addition to the Company's ability to issue equity securities without Shareholder approval under Listing Rule 7.1. Broadly, Listing Rule 7.1 permits the Company to issue up to 15% of its issued equity capital without Shareholder approval over a 12-month period.

An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that, as at the date of the relevant special resolution under that Rule, is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. If the special resolution were voted on at the date of the Notice of Meeting, the Company would satisfy the eligible entity requirements, and the Directors believe that the Company will continue to satisfy those requirements on the date of the Meeting. If the Company was to not meet this requirement as at the date of the Meeting, then this Resolution 7 would be withdrawn.

Whilst the Company has no current intention to raise capital via this 10% Placement Facility, the Directors consider that it is prudent to have such a facility in place to provide flexibility on capital raising alternatives and corporate transactions should they be required in the coming 12 months.

The effect of Resolution 7 will be to allow the Directors to issue equity securities under Listing Rule 7.1A during a maximum period of 12 months after the Meeting without subsequent Shareholder approval and in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 7 is a special resolution, which requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

Information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 7 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities, without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% capacity limit in Listing Rule 7.1.

Additional Information required by Listing Rule 7.3A

a) Equity Securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company, being ordinary shares.

b) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- the date that is 12 months after the date of the annual general meeting;
- the time and date of the Company’s next annual general meeting; and
- the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

For personal use only

c) Minimum Issue Price

The issue price of Shares issued under Listing Rule 7.1A must be not less than 75% of the VWAP (volume weighted average price) of Shares calculated over the 15 ASX trading days on which trades in Shares were recorded immediately before:

- the date on which the price at which the Shares are to be issued is agreed; or
- if the Shares are not issued within 10 ASX trading days of the date in above dot point, the date on which the Shares are issued.

d) Use of funds raised

The Company may seek to issue equity securities under the 10% Placement Facility for cash consideration only (under Listing Rule 7.1A), in which case the Company intends to use such funds raised for:

- to further progress the Company's corporate and commercialisation goals; and/or
- general working capital.

e) Risk of dilution

Any issue of Shares under the 10% Placement Facility will dilute the interests of Shareholders who do not receive any Shares under the issue.

There is a risk that:

- the market price for the relevant equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
- the equity securities may be issued at a price that is at a discount to the market price for the relevant equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The table below shows the potential dilution of existing Shareholders based on an issue price of $0.017 per Share (being the market price of Shares as at 29 September 2026 and the current value for the variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of the Notice of Meeting. The table also shows:

- two examples where variable "A" (being the number of Shares on issue) has increased, namely by 25% and by 100%. Variable "A" could increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the assumed issue price of $0.017 per Share has changed: one, where it has decreased by 50% and two, where it has increased by 100%.

For personal use only

		50% decrease in Issue Price ($0.0085)	Issue Price ($0.017)	100% increase in Issue Price ($0.034)
Current Variable "A" (3,265,153,870 Shares)	**10 % voting dilution**	326,515,387	326,515,387	326,515,387
	Funds raised	$2,775,381	$5,550,762	$11,101,523
25% increase in current Variable "A" (4,081,442,338 Shares)	**10 % voting dilution**	408,144,234	408,144,234	408,144,234
	Funds raised	$3,469,226	$6,938,452	4$13,876,904
100% increase in current Variable "A" (6,530,307,740 Shares)	**10 % voting dilution**	653,030,774	653,030,774	653,030,774
	Funds raised	$5,550,761	$11,101,523	$22,203,046

The table has been prepared on the following assumptions:

- There are currently 3,265,153,870 Shares on issue as at 29 September 2026.
- The issue price is $0.017 being the closing price of the Shares on ASX on 29 September 2026.
- The Company issues the maximum number of equity securities available under the 10% Placement Facility.
- No options are exercised into Shares before the date of the issue of the equity securities.
- The 10% dilution reflects the aggregate percentage voting dilution against the issued share capital at the time of issue. This is why the dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of equity securities under the 10% Placement Facility consists only of Shares. If the issue of equity securities includes options, it is assumed that those options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

f) Allocation policy

The Company's allocation policy for the issue of equity securities under the 10% Placement Facility is dependent on the prevailing market conditions at the time of any proposed issue. The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the purpose of the issue;
- alternative methods of raising funds that are available to the Company, including a rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the equity securities on the control of the Company;

For personal use only

- the circumstances of the Company, including, but not limited to, the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees of any equity securities that may be issued under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources, assets or investments.

Previous issue under Listing Rule 7.1A

In the 12 months preceding the date of this Meeting, Placement Share (being 245,699,993 Shares) were issued to professional and sophisticated investors at issue price of $0.0155 (1.55 cents) per Share under ASX Listing Rule 7.1A under the Placement referred to at the explanation concerning Resolutions 5 and 6 above – raising $3,808,350 (before costs). The Placement Shares represented 9% of the total equity securities on issue at the commencement of that 12-month period. The issue price of the Placement Shares represented a premium of 19% to the closing market price of Shares on the date Placement Shares were issued.

Voting Exclusion Statement

At the date of the Notice, the Company is not proposing to make an issue of equity securities under LR 7.1A, and the Company has not approached, nor does it intend to approach, any particular existing Shareholder or security holder or an identifiable class of existing security holders to participate in the issue of any equity securities. The Company has not formed an intention in relation to how it will decide which parties it might approach to participate in any issue of equity securities that might be made under the 10% Placement Facility. Assuming that remains the case at the time of the Meeting (which the Directors currently believe will be the case), no Shareholder's votes will be excluded under the voting exclusion in the Notice.

Listing Rules 7.1 and 7.1A

The ability of an entity to issue equity securities under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The actual number of equity securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

For personal use only

ANNEXURE A – GLOSSARY

Annual General Meeting or **Meeting** means the meeting convened by this Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Auditor's Report means the auditor's report in the Financial Report.

Board means the board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

a) a spouse or child of the member;

b) a child of the member's spouse;

c) a dependent of the member or the member's spouse;

d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;

e) a company the member controls;

f) a person prescribed by the *Corporations Regulations* 2001 (Cth) for the purposes of the definition closely related party in the Corporations Act.

Company or **Anteo** means AnteoTech Ltd (ABN 75 070 028 625).

Constitution means the Company's constitution.

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

Directors mean the directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Incentive Plan means the Company's equity incentive plan, the material terms of which are summarised at Annexure B.

Explanatory Statement means the explanatory Statement accompanying the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated entity.

Notice means the Notice of Meeting accompanying this Explanatory Statement.

Option means an option to be issued a Share.

Performance Right means a right giving the holder the right, but not an obligation, to acquire a Share at a specified time in the future, subject to the satisfaction (or where permitted, waiver) of certain conditions.

Proxy Form means the proxy form for the General Meeting accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Shareholders means a shareholder of the Company.

VWAP means volume weighted average price.

For personal use only

ANNEXURE B – MATERIAL TERMS OF EQUITY INCENTIVE PLAN

1. Eligibility

The Equity Incentive Plan is open to directors, employees and contractors of the Company that have satisfied the criteria of the Board from time to time are eligible, at the invitation and discretion of the Board to be issued equity incentives under the Plan (**Eligible Person**).

The Board may allow an Eligible Person's nominee (i.e. an immediate family member, a corporate trustee of a superannuation fund of which Eligible Person is a director, or a company of which the Eligible Person or their immediate family members are shareholders or trustee of a trust) to be issued the equity incentives.

2. Offers

In determining whether to make offers, the Board may have regard to the persons length of service, their contribution to the AnteoTech group or other matter the Board considers relevant.

Equity incentives comprise shares, options or performance rights. An offer of these incentives may be made by the Board to an Eligible Person at any time and in any form, and may provide conditions, such as exercise price, vesting conditions and option period.

3. Restrictions

The Board must not issue Equity Incentives if the aggregate number of Equity Incentives issued to an Eligible Person under the Equity Incentive Plan (in reliance of the relevant class order or its replacement) together with all other holdings of securities of all other Eligible Persons and shares issued under any other employee plan of the Company, during the previous three-year period, would exceed 5% of the issued share capital of the Company.

4. Board's discretion and powers

The Board will administer the Equity Incentive Plan in accordance with the rules of the Plan (**Rules**) (and any other terms prescribed by the Board for the operation of the Plan which are consistent with the Rules). The Board has absolute and unfettered discretion to:

a) act or refrain from acting pursuant to the Rules;

b) exercise any power or discretion under the Equity Incentive Plan, including, determining which employees, Directors, executives or contractors are to be offered options under the Plan;

c) forfeit unvested shares, or lapse options or performance rights, in instances such as where an Eligible Person has been summarily dismissed, is in material breach of their duties of brings any company in the Anteo group into disrepute.

d) delegate its discretions and powers under the Plan;

e) amend, add or waive any provision of the Rules.

5. New Issues

Participants who hold options or performance rights are not eligible to participate in any new issue of securities to Shareholders unless they are entitled to exercise their options or performance rights and have done so before the relevant record date for the issue of securities.

Where a bonus issue of Shares occurs, the number of underlying Shares over which the option or performance right is exercisable will be increased as if the option or performance right been exercised before the record date for the bonus issue.

Where the Company undertakes a pro-rata Share issue or re-organises its capital, the exercise price of options of performance rights will be reduced or, the number of options or performance rights will be changed, as applicable, in accordance with the Listing Rules.

For personal use only

6. Good leaver and bad leavers

For any director, executive or employee who is a 'good leaver', any vested but unexercised options or performance rights can be exercised within 3 months of their leaving the Company. For Eligible Persons who are 'bad leavers' (i.e. are dismissed for cause or bad performance, or other circumstances determined by the Board to constitute a bad leaver) any vested but unexercised options or performance rights lapse. In each instance (good leaver or bad leaver) any unvested shares, options or performance rights lapse or are otherwise forfeited.

The Board also has discretion as to whether the relevant participant/nominee is to be considered a 'good leaver' or a 'bad leaver', if the Board determines that the relevant circumstances warrant such treatment.

7. Change of Control Event

If a change of control event occurs (which includes an unconditional takeover bid, a merger resulting in shareholders holding less than 50% of the Company, or a sale of a majority in value of the assets of the AnteoTech group), then subject to the Listing Rules, all unvested shares, unvested options and unvested performance rights held by participants will automatically vest and become immediately exercisable, in accordance with the Equity Incentive Plan.

8. Amendment of Rules

Subject to the ASX Listing Rules, the Rules of the Equity Incentive Plan can be revoked, varied or amended by the Board from time to time.

For personal use only

AnteoTech

ABN 75 070 028 625

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
AnteoTech Ltd
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

For personal use only

SAMPLE

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (Brisbane time) on Sunday, 8 November 2026,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE
https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

X99999999999

PROXY FORM

I/We being a member(s) of AnteoTech Ltd and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐ the Chairman of the Meeting *(mark box)*

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the **10:00am (Brisbane time) on Tuesday, 10 November 2026 at Rydges South Bank, Room Rooftop South, Level Twelve, 9 Glenelg Street, South Brisbane 4101** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 3a, 3b, 3c & 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 3a, 3b, 3c & 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

		For	Against	Abstain*
1	Remuneration Report	☐	☐	☐
2	Re-election of Non-Executive Director - Dr Geoff Cumming	☐	☐	☐
3a	Grant of Long-Term Incentive Options to Directors - Merrill Gray	☐	☐	☐
3b	Grant of Long-Term Incentive Options to Directors - Glenda McLoughlin	☐	☐	☐
3c	Grant of Long-Term Incentive Options to Directors - Geoff Cumming	☐	☐	☐
4	Issue of Short-Term Incentive shares to the Managing Director & Chief Executive Officer	☐	☐	☐
5	Ratification of prior issue of Placement Options under Listing Rule 7.1	☐	☐	☐
6	Ratification of prior issue of Placement Shares under Listing Rule 7.1A	☐	☐	☐
7	Approval of 10% Placement Facility	☐	☐	☐

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

For personal use only

SAMPLE