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14 October 2026

Dear Shareholder,

**ARTRYA LIMITED ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM**

Artrya Limited's (**Artrya** or **the Company**) 2026 Annual General Meeting is scheduled to be held at Artrya Limited, 1257 Hay Street, West Perth, Western Australia 6005 on **Friday, 13 November 2025 at 11:30am** (AWST) (**Meeting**).

In accordance with the *Corporations Amendments (Meetings and Documents) Act 2022* (Cth)), the Company will not be sending physical copies of the Notice of Meeting and accompanying Explanatory Memorandum (**Meeting Materials**), to shareholders unless they have made a valid election to receive documents in physical copy.

Instead, a copy of the Meeting Materials will be available electronically under the "ASX announcements" section of the Company's website at www.artrya.com/asx-announcements/ or on ASX at www.asx.com.au.

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience.

Accordingly, the Directors **strongly encourage all Shareholders to lodge their directed proxy votes prior to the Meeting and appoint the Chair as their proxy** in accordance with the instructions set out in the proxy form.

To be effective, proxies must be received by **11:30am (AWST) on Wednesday, 11 November 2026**. Proxies received after this time will be invalid. All voting at the Meeting will be conducted by poll.

If Shareholders do not attend the Meeting in person, they will be able to participate by lodging questions in advance of the Meeting by emailing questions to the Chief Executive Officer at investors@artrya.com by no later than Monday, 2 November 2026 at 11:30am AWST.

If you have any difficulties obtaining a copy of the Meeting Materials, please email: investors@artrya.com.

Artrya shareholders who wish to update their details to be able to receive communications and notices electronically can do so by visiting the Company's share registry website at: https://investor.automic.com.au/#/home

Yours sincerely,

Mark Pitts
Company Secretary

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# ARTRYA LIMITED
# ACN 624 005 741
# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

| | |
|---|---|
| **TIME**: | 11:30am (WST) |
| **DATE**: | 13 November 2026 |
| **PLACE**: | 1257 Hay Street, West Perth WA 6005 |

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

***This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00 pm (WST) on Wednesday, 11 November 2026.***

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## BUSINESS OF THE MEETING

### AGENDA

**1. FINANCIAL STATEMENTS AND REPORTS**

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

**2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

> *"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2026."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**3. RESOLUTION 2 – ELECTION OF DR JEFFREY LE BENGER**

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

> *"That, for the purpose of rule 9.1(b) of the Constitution, Listing Rule 14.4 and for all other purposes, Dr Jeffrey Le Benger, a Director who was appointed as an additional Director on 19 Februrary 2026, retires, and being eligible, is elected as a Director."*

**4. RESOLUTION 3 – ELECTION OF HELEN KURINCIC**

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

> *"That, for the purpose of rule 9.1(b) of the Constitution, Listing Rule 14.4 and for all other purposes, Helen Kurincic, a Director who was appointed as an additional Director on 20 August 2026, retires, and being eligible, is elected as a Director."*

**5. RESOLUTION 4 – RE-ELECTION OF BERNARD RIDGEWAY**

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

> *"That, for the purpose of rule 9.1(d) of the Constitution, Listing Rule 14.4 and for all other purposes, Bernard Ridgeway, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

**6. RESOLUTION 5 – APPROVAL TO ISSUE SECURITIES UNDER AN EMPLOYEE INCENTIVE SECURITIES PLAN**

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

> *"That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to maximum of 16,343,361 Securities under the employee incentive scheme titled "Equity Incentive Securities Plan", on the terms and conditions set out in the Explanatory Statement."*

**7. RESOLUTION 6 – INCREASE IN TOTAL AGGREGATE REMUNERATION FOR NON-EXECUTIVE DIRECTORS**

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

*"That, for the purposes of rule 9.3(a) of the Constitution, Listing Rule 10.17 and for all other purposes, Shareholders approve an increase of the total aggregate amount of fees payable to non-executive Directors from $500,000 per annum to $750,000 per annum in accordance with the terms and conditions set out in the Explanatory Statement."*

## 8. RESOLUTION 7 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

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

*"That, for the purposes of sections 136(2) and 648G of the Corporations Act and for all other purposes, approval is given for the Company to modify its existing Constitution by renewing rule 7 for a period of three years from the date of approval of this Resolution."*

## 9. RESOLUTION 8 – AMENDMENT TO CONSTITUTION

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

*"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to amend its Constitution in the manner set out in the Explanatory Statement, with effect from the passing of the Resolution."*

**Dated: 14 October 2026**

**By order of the Board**

**Mark Pitts**
**Company Secretary**

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## Voting Prohibition Statements

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|---|---|
| **Resolution 1 – Adoption of Remuneration Report** | In accordance with sections 250(BD)(2) and 250R, a vote on this Resolution must not be cast:<br>(a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or<br>(b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties.<br>However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:<br>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or<br>(b) the voter is the Chair and the appointment of the Chair as proxy:<br>(i) does not specify the way the proxy is to vote on this Resolution; and<br>(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. |
| **Resolution 5 – Approval to Issue Securities under an Employee Incentive Securities Plan** | A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:<br>(a) the proxy is either:<br>(i) a member of the Key Management Personnel; or<br>(ii) a Closely Related Party of such a member; and<br>(b) the appointment does not specify the way the proxy is to vote on this Resolution.<br>However, the above prohibition does not apply if:<br>(c) the proxy is the Chair; and<br>(d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel. |
| **Resolution 6 – Increase in Total Aggregate Remuneration for Non-Executive Directors** | A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:<br>(a) the proxy is either:<br>(i) a member of the Key Management Personnel; or<br>(ii) a Closely Related Party of such a member; and<br>(b) the appointment does not specify the way the proxy is to vote on this Resolution.<br>However, the above prohibition does not apply if:<br>(a) the proxy is the Chair; and<br>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel. |

## Voting Exclusion Statements

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

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| **Resolution 5 – Approval to Issue Securities under an Employee Incentive Securities Plan** | A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons. |
| **Resolution 6 – Increase in Total Aggregate Remuneration for Non-Executive Directors** | A Director or an associate of that person or those persons. |

However, this does not apply to a vote cast in favour of the 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 given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with 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 of the Company; 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 member'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.

## Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6478 7816.***

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## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

## 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.artrya.com.

## 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

### 2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

### 2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

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## 3. RESOLUTION 2 – ELECTION OF DR JEFFREY LE BENGER

### 3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Dr Jeffrey Le Benger, having been appointed by other Directors on 19 February 2026 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Dr Benger is set out below.

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| **Qualifications, experience and other material directorships** | Dr Benger is a senior healthcare executive and physician with more than two decades of leadership experience across medical groups and value-based care delivery. He served as CEO of Summit Medical Group from 1999 and as CEO of Summit Health from 2019, following the merger with CityMD, which created a multi-state organisation with more than 2,000 providers across 680 locations, offering primary, speciality and urgent care. He became Executive Chairman of Summit Health in 2021, supporting execution of their long-term strategic plan.<br><br>During his tenure, Dr Le Benger oversaw the rapid growth and transformation of Summit Health into a leading multidiscipline healthcare provider. Summit Health was acquired for US$8.9B in November 2022 by VillageMD, part of the Walgreens Boots Alliance (NASDAQ:WBA), creating one of the largest independent healthcare groups. The Walgreens Boots Alliance was acquired for US$10.0B in August 2025, by private equity firm Sycamore Partners.<br><br>Dr Le Benger is board certified in facial plastic and reconstructive surgery, otolaryngology, and head and neck surgery. He is a fellow of the American College of Surgery, American Rhinologic Society, and the American Society of Head and Neck Surgery. He earned his medical degree from New York Medical College and completed two residencies at Mount Sinai Medical Centre. Throughout his career, Dr Jeffrey Le Benger has been an advocate for simplified and integrated care models, digital transformation, and the expansion of outpatient services. |
| **Term of office** | Dr Jeffrey Le Benger has served as a Director since 19 Februray 2026. |
| **Independence** | If re-elected, the Board considers that Dr Jeffrey Le Benger will be an independent Director. |
| **Other material information** | The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The normal due diligence processes were undertaken in relation to the appointment of Dr Jeffrey Le Benger. |
| **Board recommendation** | Having received an acknowledgement from Dr Jeffrey Le Benger that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Dr |

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| | Jeffrey Le Benger since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Dr Jeffrey Le Benger) recommend that Shareholders vote in favour of this Resolution. |

### 3.2 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Dr Jeffrey Le Benger will be elected to the Board as an independent Director.

If Resolution 2 is not passed, Dr Jeffrey Le Benger will not continue in his role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

## 4. RESOLUTION 3 – ELECTION OF HELEN KURINCIC

### 4.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Helen Kurincic, having been appointed by other Directors on 20 August 2026 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Helen Kurincic is set out below.

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| **Qualifications, experience and other material directorships** | Helen Kurincic is an experienced director and senior executive with over three decades of leadership across radiology, healthcare, specialist medicine and financial services. She began her career as a clinical nurse at the Royal Melbourne Hospital before moving into community health and aged care leadership and was appointed CEO of aged care provider Benetas in 2000, where she led a financial turnaround and delivered 134% service growth across 18 sites. She was also CEO of Heart Care Victoria establishing the first large cardiology practice group in Victoria.<br><br>Ms Kurincic was Director and Chief Operating Officer of GenesisCare from 2008 to 2014, its earliest inception, growing Australia's first and largest national cardiology and radiation oncology provider. During her tenure she was responsible for all aspects of the operations and the business grew to 115 locations and over 1,100 staff, with an enterprise value exceeding $1 billion.<br><br>Ms Kurincic has since built an extensive non-executive career across ASX-listed and private company boards. She is currently Chair of McMillan Shakespeare (ASX: MMS), and a Non-Executive Director of Ramsay Health Care (ASX: RHC). Ms Kurincic also served as Chair for nine years of leading radiology and imaging provider, Integral Diagnostics (ASX: IDX) through its ASX IPO, followed by multiple acquisitions across Australia and New Zealand, a successful takeover defence, and introduction of AI into workflows. Ms Kurincic has previously served as a director of Estia Health (ASX: EHE), Sirtex Medical (ASX: SRX), imaging provider DCA Group (ASX:DCA) and HBF Health. |

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| | In addition to her operational expertise, Ms Kurincic brings deep experience in ASX compliance, audit and risk oversight, and remuneration practices, including membership of remuneration committees at Integral Diagnostics and McMillan Shakespeare. She holds a Master of Business Administration from Victoria University and is a Fellow of both the Australian Institute of Company Directors and the Governance Institute of Australia. |
| **Term of office** | Helen Kurincic has served as a Director since 20 August 2026. |
| **Independence** | If re-elected, the Board considers that Helen Kurincic will be an independent Director. |
| **Other material information** | The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The normal due diligence processes were undertaken in relation to the appointment of Helen Kurincic. |
| **Board recommendation** | Having received an acknowledgement from Helen Kurincic that she will have sufficient time to fulfil her responsibilities as a Director and having reviewed the performance of Helen Kurincic since her appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Helen Kurincic) recommend that Shareholders vote in favour of this Resolution. |

### 4.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, Helen Kurincic will be elected to the Board as an independent Director.

If Resolution 3 is not passed, Helen Kurincic will not continue in her role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

## 5. RESOLUTION 4 – RE-ELECTION OF BERNARD RIDGEWAY

### 5.1 General

Listing Rule 14.4 and rule 9.1(d) of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Bernard Ridgeway having held office without re-election since 30 November 2023 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Bernard Ridgeway is set out below.

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| **Qualifications, experience and other material directorships** | Bernard Ridgeway brings a wealth of corporate experience to the Company, including approximately 40 years in private and ASX listed companies, spending most of that time in the role of Managing Director.<br><br>Mr Ridgeway was Managing Director of the ASX listed top 200 company Imdex Limited (Imdex) for 20 years, retiring in July 2020. During that time, Imdex's revenue grew from approximately $20m per annum in Australia to more than of $270m per annum, generated from sales from more than 100 countries. In that period, the market capitalisation of Imdex |

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| | grew from below $10m to more than $600m, and now approximates $1.8bn.<br><br>Mr Ridgeway holds a Bachelor of Business in Accounting, is a qualified Chartered Accountant, and is a fellow of the Australian Institute of Company Directors (FAICD). |
| **Term of office** | Mr Ridgeway has served as a Director since 8 February 2021 and was last re-elected on 30 November 2023. |
| **Independence** | If re-elected, the Board does not consider that Bernard Ridgeway will be an independent Director. |
| **Board recommendation** | Having received an acknowledgement from Bernard Ridgeway that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Bernard Ridgeway since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Bernard Ridgeway) recommend that Shareholders vote in favour of Resolution 4. |

### 5.2 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, Bernard Ridgeway will be re-elected to the Board as an Executive Director.

If Resolution 4 is not passed, Bernard Ridgway will not continue in his role as an Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

## 6. RESOLUTION 5 – APPROVAL TO ISSUE SECURITIES UNDER AN EMPLOYEE INCENTIVE SECURITIES PLAN

### 6.1 General

Resolution 5 seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 16,343,361 Securities under an employee incentive scheme titled "Employee Incentive Securities Plan" (**Plan**).

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of 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.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

### 6.2 Technical Information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 6.3



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below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

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

If Resolution 5 is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

### 6.3 Technical information required by Listing Rule 7.2 (Exception 13)

| REQUIRED INFORMATION | DETAILS |
|---|---|
| **Terms of the 2026 Plan** | A summary of the material terms and conditions of the Plan is set out in Schedule 1. |
| **Number of Securities previously issued under the Plan** | The Company has not issued any Securities under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the 2026 Plan. |
| **Maximum number of Securities proposed to be issued under the Plan** | The maximum number of Securities proposed to be issued under the 2026 Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 16,343,361 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.<br><br>The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained. |
| **Voting exclusion statement** | A voting exclusion statement applies to Resolution 5. |
| **Voting prohibition statement** | A voting prohibition statement applies to Resolution 5. |

## 7. RESOLUTION 6 – INCREASE IN TOTAL AGGREGATE REMUNERATION FOR NON-EXECUTIVE DIRECTORS

### 7.1 General

Resolution 6 seeks Shareholder approval for the purposes of rule 9.3(a) of the Constitution and Listing Rule 10.17 to increase the total aggregate amount of fees payable to non-executive Directors from $500,000 to $750,000.

The Company is continually reviewing the composition of the Board to ensure appropriate skills are available as the Company matures and grows its footprint in North America.

The proposed increase in total aggregate remuneration for non-executive Directors reflects: the increase in the number of directors **from three to five**; the doubling of North American directors with relevant clinical experience; and ensures the Company's ability to attract the skills required with an appropriate level of remuneration.

Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

Directors' fees include all fees payable by the entity or any of its child entities to a non-executive director for acting as a director of the entity or any of its child entities (including attending and participating in any board committee meetings), superannuation contributions for the benefit of a non-executive director and any fees which a non-

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executive director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine "special exertion" fees paid in accordance with an entity's constitution, or securities issued to a non-executive director under Listing Rules 10.11 or 10.14 with the approval of the holders of its ordinary securities.

Rule 9.3(a) of the Constitution provides that total aggregate remuneration payable to the non-executive Directors will not exceed the sum initially set by the Constitution and subsequently increased by ordinary resolution of Shareholders in a general meeting.

### 7.2 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the maximum aggregate amount of fees payable to the non-executive Directors will increase by $500,000 to $750,000.

If Resolution 6 is not passed, the maximum aggregate amount of fees payable to non-executive Directors will remain at $500,000. This may inhibit the ability of the Company to remunerate, attract and retain appropriately skilled non-executive directors.

### 7.3 Technical information required by Listing Rule 10.17

| REQUIRED INFORMATION | DETAILS |
|---|---|
| **Maximum aggregate amount of director's fees** | Resolution 6 seeks to increase the maximum aggregate amount of fees payable to the non-executive Directors by an amount of $250,000 to $750,000.<br><br>Over the past 12 months, the Company has appointed two additional non-executive Directors to the Board, Dr Jeffrey Le Benger (appointed 19 February 2026) and Ms Helen Kurincic (appointed 20 August 2026), consistent with the Company's continual review of the composition of the Board to ensure the appropriate skills are available as the Company matures and grows its footprint in North America. The proposed increase in total aggregate remuneration for non-executive Directors reflects the expanded size of the Board and is intended to ensure that the non-executive Directors, including those newly appointed, can be appropriately remunerated for their services.<br><br>This amount has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.<br><br>Whilst it is not envisaged that the maximum amount sought will be utilised immediately, the increase to maximum aggregate amount of fees payable may enable the Company to:<br><br>(a) fairly remunerate both existing and any new non-executive directors joining the Board;<br><br>(b) remunerate its non-executive Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates; and<br><br>(c) have the ability to attract and retain non-executive directors whose skills and qualifications are appropriate for a company of the size and nature of the Company. |
| **Securities issued to non-executive Directors** | In the past three years, the Company has not issued any Securities to non-executive Directors pursuant to Listing Rules 10.11 and 10.14. |
| **Voting exclusion statement** | A voting exclusion statement applies to Resolution 6. |

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| REQUIRED INFORMATION | DETAILS |
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| **Voting prohibition statement** | A voting prohibition statement applies to Resolution 6. |

### 7.4 Board Recommendation

Given the interest of the non-executive Directors in Resolution 6, the Board makes no recommendation to Shareholders regarding Resolution 6.

## 8. RESOLUTION 7 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

### 8.1 General

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.

In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.

A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders).

The proportional takeover provisions contained in rule 7 of the Constitution are no longer operative as it has been more than three years since they were last approved by Shareholders.

Resolution 7 is a special resolution which will enable the Company to modify its Constitution by re-inserting proportional takeover provisions into the Constitution in the form of rule 7. The new rule 7 is in the same form as the existing rule 7 (as set out in Annexure A of this Notice).

The Company is permitted to seek further Shareholder approval to renew this rule for further periods of up to three years on each occasion.

A copy of the Constitution was released to ASX on 24 November 2021 and is available for download from the Company's ASX announcements platform.

### 8.2 Technical information required by section 648G(5) of the Corporations Act

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| **Overview** | A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.<br><br>Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.<br><br>This rule of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the rule. |
| **Effect of proposed proportional takeover provisions** | Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed. |

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| **Reasons for proportional takeover provisions** | A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced. |
| **Knowledge of any acquisition proposals** | As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company. |
| **Potential advantages and disadvantages of proportional takeover provisions** | The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.<br><br>The potential advantages of the proportional takeover provisions for Shareholders include:<br><br>(a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;<br><br>(b) assisting in preventing Shareholders from being locked in as a minority;<br><br>(c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and<br><br>(d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.<br><br>The potential disadvantages of the proportional takeover provisions for Shareholders include:<br><br>(a) proportional takeover bids may be discouraged;<br>(b) lost opportunity to sell a portion of their Shares at a premium; and<br><br>(c) the likelihood of a proportional takeover bid succeeding may be reduced. |
| **Recommendation of the Board** | The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 7. |

## 9. RESOLUTION 8 – AMENDMENT TO CONSTITUTION

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 8 is a special resolution which will enable the Company to amend its existing Constitution (**Amended Constitution**) to reflect a number of developments in the Corporations Act, the ASX Listing Rules and the ASX Settlement Operating Rules since the

Constitution was adopted. The amendments to the Company's existing Constitution are summarised in the table below.

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| **Employee incentive securities plan (rule 3.5)** | Under Division 1A of Part 7.12 of the Corporations Act, which came into effect on 1 October 2022, offers under an employee incentive scheme that do not require a monetary payment (e.g., zero exercise price options or performance rights) can be issued without an issue cap. Offers requiring a monetary payment must be accompanied by an 'ESS offer document' and must comply with an issue cap, which is set at 5% under the Corporations Act unless raised by the company's constitution. The Amended Constitution inserts a new rule 3.5 which sets this issue cap at 10% of the Company's Securities. |
| **Joint holders of Shares (rule 3.7(d))** | Rule 3.7(d) of the Constitution currently limits the number of persons who may be registered as joint holders of a Share to 3 (subject to limited exceptions). Following the introduction of the clearing house electronic subregister system replacement, ASX has indicated that issuers should instead align their constitutions with whatever number of joint holders the Listing Rules and the ASX Settlement Operating Rules permit from time to time. The Amended Constitution (at rule 3.7(d) removes the fixed cap of 3 and instead provides that the number of persons who may be registered as joint holders of a Share is as permitted from time to time under the Listing Rules and the ASX Settlement Operating Rules. |
| **Virtual and multiple-venue general meetings (rule 8.3(g)-(i))** | The *Corporations Amendment (Meetings and Documents) Act 2022* (Cth) permanently allows a company to hold a general meeting using virtual meeting technology only (with no physical venue), or at 2 or more venues, but only where its constitution expressly authorises this. The Amended Constitution inserts new rules 8.3(g) to 8.3(i), giving the Board express power to convene and hold a general meeting in this way, provided members as a whole are given a reasonable opportunity to participate. |
| **Rotation of directors (rule 9.1(d))** | ASX Listing Rule 14.4 requires a director (other than a managing director) to retire and stand for re-election by no later than the third annual general meeting following the director's last election, or 3 years, whichever period is longer. Rule 9.1(d) of the Constitution previously referred only to the third AGM. The Amended Constitution inserts the words 'or for more than 3 years, whichever period is longer' into rule 9.1(d) so that it reflects the full test in Listing Rule 14.4. |
| **Directors of wholly-owned subsidiaries (rule 9.6(i))** | Section 187 of the Corporations Act allows a director of a wholly-owned subsidiary to act in the best interests of the subsidiary's holding company, even where this is not in the best interests of the subsidiary, provided the subsidiary's constitution expressly authorises this. The Amended Constitution inserts a new rule 9.6(i) confirming that a director of the Company who is also a director of a wholly-owned subsidiary of the Company may rely on section 187 in that capacity. |
| **Notices – deemed receipt (rule 15.4(g))** | The Corporations Amendment (Meetings and Documents) Act 2022 modified the timing rules that apply to when a notice, including a notice of meeting given or made available electronically, is taken to be given, served or received. The Amended Constitution inserts a new rule 15.4(g) confirming that, despite rules 15.4(a) to 15.4(f), where the Corporations Act or the Listing Rules deem a notice to be given, served or received at some other or later time, that time applies instead. |

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A copy of the Amended Constitution is available for review by Shareholders at the office of the Company. A copy of the Amended Constitution can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

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## GLOSSARY

**$** means Australian dollars.

**Amended Constitution** has the meaning given in Resolution 8.

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

**Board** means the current 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 dealing with the entity;

(e) a company the member controls; or

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

**Company** means Artrya Limited (ACN 624 005 741).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**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 group.

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

**Managing Director** means the managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office.

**Meeting** means the meeting convened by the Notice.

**Notice** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Performance Right** means a right to acquire a Share subject to satisfaction of performance milestones.

**Plan** has the meaning given in Section 6.1.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2026.

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

**Section** means a section of the Explanatory Statement.

**Security** means a Share, Option or Performance Right (as applicable).

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

**Shareholder** means a registered holder of a Share.

**WST** means Western Standard Time as observed in Perth, Western Australia.

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## SCHEDULE 1 – TERMS AND CONDITIONS OF THE PLAN

A summary of the material terms of the Company's Employee Incentive Securities Plan (**Plan**) is set out below.

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| **Eligible Employee** | Eligible Employee means an employee of the Group (including a Director employed in an executive capacity), or any other person who is declared by the Board to be eligible to receive a grant of Incentive Securities or cash under the Rules.<br><br>The Board retains discretion to determine the treatment of a Participant's Incentive Securities where that person ceases to be an employee of the Group (see Cessation of employment and forfeiture below). |
| **Purpose** | The purpose of the Plan is to:<br><br>(a) assist in the reward, retention and motivation of Eligible Employees;<br><br>(b) link the reward of Eligible Employees to Shareholder value creation; and<br><br>(c) align the interests of Eligible Employees with shareholders of the Group by providing an opportunity to Eligible Employees to receive an equity interest in the Company in the form of Rights, Options, Restricted Shares and/or Units (**Incentive Securities**). |
| **Issue cap** | The Company will ensure that any Offer made within Australia that involves the payment of monetary consideration by an Eligible Employee (including an Offer of Options with a positive Exercise Price) complies with the issue cap under the Corporations Act (including the ESS Regime), as modified by any applicable ASIC instrument. Broadly, this requires the Company to reasonably believe that the total number of Shares the subject of that Offer, aggregated with Shares the subject of other offers made by the Company in connection with an employee share scheme in the preceding 3 years, does not exceed 5% of the Company's issued capital, unless the Constitution specifies a different percentage.<br><br>The maximum number of Incentive Securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13(a)), following Shareholder approval, is 16,343,361 Incentive Securities. It is not envisaged that the maximum number of Incentive Securities will be issued immediately. |
| **Plan administration** | The Plan will be administered by the Board. Except as otherwise expressly provided in the Rules, the Board has absolute and unfettered discretion to act, or refrain from acting, under or in connection with the Rules, and may exercise any power or discretion conferred on it by the Rules in its sole and absolute discretion (except to the extent doing so would prevent a Participant from relying on the tax deferral concessions under Subdivision 83A-C of the Tax Act). The Board may delegate its powers and discretions to a committee, a member of the Group, or a third party, for such period and on such conditions as it thinks fit. |
| **Eligibility, offers and acceptance** | The Board may, from time to time, in its absolute discretion, invite an Eligible Employee to participate in a grant of Incentive Securities (comprising one or more of Rights, Options, Restricted Shares and/or Units), on the terms set out in the Rules and/or any additional or alternative terms specified in the Offer.<br><br>Acceptance of an Offer must be made by the Eligible Employee in accordance with the instructions accompanying the Offer, or in any other way the Board determines. The Board may, at its discretion, refuse to allow an Eligible Employee to participate in an Offer, and may revoke an Offer at any time prior to the date specified for its acceptance or the grant of Incentive Securities, whichever is later. |

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| **Grant of Incentive Securities** | Where an Eligible Employee has accepted an Offer, the Board will, subject to its discretion, grant the Eligible Employee the relevant type and number of Incentive Securities on the terms set out in the Offer and the Rules. Unless the Board determines otherwise or the Offer specifies otherwise, no payment is required for the grant of an Incentive Security (other than a Restricted Share purchased under the salary sacrifice provisions of the Plan - see Restricted Shares below), and an Incentive Security may not be registered in any name other than that of the Eligible Employee. |
| **Rights attaching to Incentive Securities prior to Vesting** | Prior to the Vesting (and, in the case of a Right or Option, exercise) of an Incentive Security, a Participant:<br>(a) does not have any interest (legal, equitable or otherwise) in any Share to which a Right, Option or Unit relates, other than as expressly set out in the Rules;<br>(b) is not entitled to receive notice of, or to vote or attend, a meeting of the Company's shareholders in respect of that Right, Option or Unit; and<br>(c) is not entitled to receive any dividends declared by the Company in respect of that Right, Option or Unit (subject to the Board's discretion to award a dividend equivalent payment - see Dividends and other rights below).<br>A Restricted Share, however, is allocated to the Participant on grant and, unless the Offer or the Rules provide otherwise, carries full shareholder rights (including voting and dividend rights) from that time, subject to the applicable disposal restrictions (see Restricted Shares below). A Unit does not carry any entitlement to a Share at any time; it is a right to a cash payment only (see Units below). |
| **Restrictions on dealing with Incentive Securities** | Subject to the Company's Securities Trading Policy, a Participant (or the Trustee, at the Participant's direction) must not Deal with an Incentive Security prior to Vesting, unless the Board determines otherwise, or the Dealing is required by law and the Participant provides satisfactory evidence of that fact to the Company. Any Dealing in breach of this restriction will result in the immediate lapse or forfeiture of the relevant Incentive Security. Dealing is broadly defined and includes hedging arrangements intended to lock in the value of, or limit the economic risk associated with, an Incentive Security.<br>The Board may also impose restrictions on Dealing with Shares allocated under the Plan (including on Vesting or exercise, or at a Participant's request), and may implement any procedure it considers appropriate to enforce those restrictions. |
| **Vesting of Incentive Securities** | Any Vesting Conditions applicable to an Incentive Security will be set out in the Offer. Vesting occurs on notification from the Company (or its delegate) to the Participant that the Incentive Security has Vested, once all applicable Vesting Conditions have been satisfied or waived by the Board. Unless and until that notification is given, the Incentive Security will not be treated as having Vested.<br>Where a Vesting Condition (or other applicable condition) is not satisfied within the Vesting Period, the Incentive Security will lapse or be forfeited, as applicable. A Right that has become exercisable but is not exercised (or surrendered) by the applicable expiry date will be automatically exercised on that date. |
| **Restricted Shares** | A Restricted Share is a Share allocated to a Participant that is subject to disposal restrictions, Vesting Conditions and/or other conditions specified in the Offer. Unless the Board determines otherwise, no payment is required for the grant of a Restricted Share (other than a Restricted Share purchased by salary sacrifice - see below). |

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| | The Plan also permits two specific types of Restricted Share offer, each made as a separate offer under the Plan:<br>(a) a salary sacrifice offer, under which an Eligible Employee in Australia may agree to acquire Restricted Shares in return for a reduction in pre-tax remuneration of not more than A$5,000 per year (or such other amount permitted under section 83A-105(4) of the Tax Act); and<br>(b) a tax-exempt offer, made on a non-discriminatory basis to at least 75% of the Company's Australian resident permanent employees who have completed at least 3 years' service, under which the Restricted Shares are subject to Subdivision 83A-B of the Tax Act, cannot be forfeited, and are subject to disposal restrictions until the earlier of 3 years from allocation (or such shorter period as the Commissioner of Taxation allows) and cessation of the Participant's employment with the Group.<br>A Restricted Share (other than one allocated under the tax-exempt offer referred to above) ceases to be restricted (**Vests**) once the applicable Vesting Period and Vesting Conditions have been satisfied or waived, and the Company notifies the Participant that the restrictions have ceased. A Restricted Share will otherwise be forfeited on the same basis as other Incentive Securities (see Forfeiture and cessation of employment below). |
| **Units** | A Unit is a right to a cash payment equal to the Current Market Price of a specified number of Shares (commonly known as a phantom share unit), subject to satisfaction of any applicable Vesting Conditions. A Unit does not carry any entitlement to a Share at any time.<br>A Unit Vests on notification from the Company to the Participant that the applicable Vesting Conditions have been satisfied or waived. As soon as practicable following Vesting, the Company must pay the Participant an amount equal to the Current Market Price of the Units that have Vested (unless the Offer specifies otherwise). A Unit will lapse if a Vesting Condition is not satisfied within the Vesting Period, or on surrender by the Participant. |
| **Vesting outcomes** | The Board may, in its absolute discretion, adjust (upwards or downwards) the number of a Participant's Incentive Securities that Vest, having regard to the Participant's personal performance and/or conduct, the performance of their business unit or the Group, and/or any other factor the Board considers relevant. Where the Board reduces the number of Incentive Securities that would otherwise Vest, the balance will instead lapse or be forfeited (as applicable). |
| **Forfeiture and cessation of employment** | Incentive Securities will lapse or be forfeited in the following circumstances:<br>(a) where a Participant ceases to be employed by the Group, the Board has broad discretion to determine that the Participant's unvested Incentive Securities (or vested but unexercised Incentive Securities, as applicable) lapse, are forfeited, Vest (immediately or subject to conditions), are awarded, remain exercisable only for a prescribed period, become subject to modified Vesting Conditions, or cease to be subject to some or all previously applicable restrictions - the Board may specify the applicable treatment in the Offer;<br>(b) where the Board determines that a Participant has acted fraudulently or dishonestly, engaged in misconduct, brought the Group into disrepute, breached their duties or obligations to the Group, has an unpaid debt owing to the Group, or has been convicted of an offence (or had judgment entered against them) in connection with the affairs of the Group (among other circumstances set out in the Plan), the Board |

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| | may reduce or extinguish the Participant's entitlement to Incentive Securities or Shares (see also Preventing inappropriate benefits below);<br>(c) on failure to satisfy an applicable Vesting Condition, or any other applicable condition, within the Vesting Period;<br>(d) on receipt by the Company of a notice in writing from the Participant electing to surrender the Incentive Security; and<br>(e) on the expiry date of the Incentive Security (unless earlier exercised, Vested, or, in the case of a Right, automatically exercised).<br>The Board's powers described above are also subject to its overriding discretion under the Plan, and may be exercised at any decision point relating to a grant of Incentive Securities (including during the Vesting Period) and whether or not the Participant's employment has ceased. |
| **Preventing inappropriate benefits** | In addition to the circumstances described above, the Board may take action (including reducing or extinguishing a Participant's entitlement to Incentive Securities or Shares, requiring repayment of sale proceeds, cash payments or dividends, or extending Dealing restrictions) where, among other things: a Participant has acted fraudulently, dishonestly or negligently, engaged in misconduct, or breached their duties; Incentive Securities Vest as a result of the fraud, dishonesty, negligence or breach of duty of another person; a significant unexpected or unintended outcome has occurred, including where expected performance outcomes have not been realised; the Company is required or entitled to reclaim remuneration under law, regulation, contract or Group policy; or Vesting of unvested Incentive Securities is otherwise not justified or supportable having regard to performance, conduct, a financial misstatement, or a material loss or risk management failure. Offers under the Plan are also subject to the Group's malus and clawback policy, as amended from time to time. |
| **Listing and quotation of Shares** | Rights, Options and Units are not intended to be quoted on the ASX or any other exchange. If the Company is listed, the Company will apply for quotation of Shares issued under the Plan within the period required by the Listing Rules. If the Company is unable to satisfy the requirements to enable those Shares to be freely tradeable on the ASX (including by giving ASX a cleansing notice under section 708A(5) of the Corporations Act), the Shares must not be sold, transferred or otherwise disposed of within 12 months of issue, unless the Company elects to issue a cleansing prospectus or other disclosure document permitting earlier trading. |
| **Exercise of Rights and Options, and cashless exercise** | To exercise a Right or Option, the Participant must comply with the process determined by the Company and notified to the Participant and, in the case of an Option, pay the Exercise Price (if any) in cleared funds, at any time after Vesting and before the expiry date specified in the Offer. A Right or Option cannot be exercised unless and until it has Vested (and, in the case of a Right, become exercisable) in accordance with the Rules.<br>A vested but unexercised Right that is not exercised (or surrendered) by its expiry date will be automatically exercised at that time. An Option that is not exercised by its expiry date will lapse, unless the Board determines that the Option will instead be exercised on the expiry date by way of a cashless exercise mechanism.<br>In the case of Options, the Board may (but is not obliged to) determine that a cashless exercise mechanism will be available for a particular Option, whether under the terms of the applicable Offer or otherwise, in which case the Exercise Price for that Option may be satisfied by way of that mechanism instead of a cash payment. A cashless exercise mechanism is not a standing entitlement under the Plan - the Board |

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| | retains absolute discretion as to whether, and on what terms, it will be made available. |
| **Timing of issue of Shares** | As soon as practicable following the Vesting (and, if applicable, exercise) of a Right, or the exercise of an Option, the Board must issue to, procure the transfer to, or procure the setting aside for, the Participant the number of Shares to which the Participant is entitled under the Rules (adjusted as appropriate where a cashless exercise mechanism has been utilised). No further action is required on the part of the Participant. |
| **Restrictions on transfer of Shares** | If the Offer provides that Shares allocated to a Participant are subject to disposal restrictions for a period, the Board may implement any procedure it considers appropriate to ensure compliance (including imposing an ASX holding lock or using an employee share trust).<br><br>In addition:<br><br>(a) if the Company is unable to satisfy the requirements to enable Shares issued on the Vesting, exercise or allocation of Incentive Securities to be freely tradeable on the ASX (including by giving ASX a cleansing notice under section 708A(5) of the Corporations Act), those Shares must not be sold, transferred or otherwise disposed of within 12 months after issue, unless the Company elects to issue a cleansing prospectus or other disclosure document to permit earlier trading;<br><br>(b) all Shares issued under the Plan are subject to restrictions under applicable law on dealing while in possession of material non-public information; and<br><br>(c) all Shares issued under the Plan are subject to the Company's Securities Trading Policy. |
| **Rights attaching to Shares** | Shares issued under the Plan will rank equally in all respects with the Company's other Shares on issue at the time (including as to voting, dividend and other distribution rights, and on a winding up), except in relation to any rights attaching by reference to a record date prior to their issue, or as otherwise provided in the Dividends and other rights provisions of the Plan. |
| **Dividends and other rights** | A Participant is entitled to receive dividends and other distributions, and to exercise (or direct the Trustee to exercise) voting rights, in respect of Shares allocated to them (including Restricted Shares, and Shares held on their behalf by the Trustee), subject to the terms of the Trust Deed (if any) or the Offer.<br><br>A Participant has no interest in the Shares underlying an unexercised Right or Option, and accordingly no entitlement to dividends in respect of those Shares. However, the Board may determine at the time an Offer is made that a dividend equivalent payment (approximately equal to the dividends that would have been paid had the Participant held the underlying Shares during the Vesting Period, and which may be grossed up for franking credits at the Company's discretion) will be paid to a Participant on Vesting or exercise of their Rights, Options or Units. A Participant has no right to a dividend equivalent payment in respect of Incentive Securities that lapse. |
| **Change of control** | Where a Change of Control Event occurs (broadly, a Takeover Bid for Shares, or another transaction, event or state of affairs that, in the Board's opinion, is likely to result in, or should be treated as, a change in the Control of the Company), the Board may, in its absolute discretion, determine that all or a specified number of a Participant's Incentive Securities Vest, lapse, are forfeited, or cease to be subject to restrictions, and may specify the applicable treatment in the Offer.<br><br>If the Board does not make such a determination and there is an actual change in the Control of the Company then, unless the Board determines otherwise: all Restricted Shares will immediately Vest in full |

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| | (and any Dealing restrictions imposed by the Board will cease); and a pro rata portion of all other unvested Incentive Securities (based on the proportion of the applicable Vesting Period that has elapsed) will immediately Vest and/or become payable. Any unvested Incentive Securities that do not Vest in these circumstances will lapse or be forfeited, unless the Board determines otherwise.<br><br>Vested Options and Rights that are exercisable will remain exercisable for 6 months from the date of the actual change in Control (unless the Board determines otherwise), and will lapse if not exercised within that period. Any Dealing restrictions on Vested Incentive Securities will cease to have effect.<br><br>Where an acquiring company obtains Control of the Company as a result of a Change of Control Event and the Company and the acquiring company agree, a Participant may, on Vesting or exercise (as applicable), be provided with shares in the acquiring company (or its parent or subsidiary) in lieu of Shares, on substantially equivalent terms and conditions. The Board may also make special rules for Participants affected by the divestment of a business or subsidiary that the Board designates as material. |
| **Participation in new issues** | A grant of an Incentive Security carries no entitlement for the Participant to participate in new issues of Shares by the Company prior to the Vesting (and, if applicable, exercise) of that Incentive Security. |
| **Adjustment for bonus and rights issues** | Where Shares are issued pro rata to shareholders generally by way of a rights issue, Options will be adjusted in accordance with ASX Listing Rule 6.22.2 (or any replacement rule). Where Shares are issued pro rata to shareholders generally by way of a bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment) involving a capitalisation of reserves or distributable profits, Options and Rights will be adjusted in the manner allowed or required by the Listing Rules. |
| **Reorganisation** | If there is a reorganisation (including a consolidation, subdivision, reduction, return or cancellation) of the Company's issued capital, the rights of each Participant holding Options and Rights will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time. |
| **Employee Share Trust** | The Board may, in its discretion, implement an employee share trust (or impose a holding lock) for the purpose of delivering and holding Shares on behalf of Participants upon the grant of Restricted Shares, or the Vesting (and, if applicable, exercise) of Rights or exercise of Options. |
| **Custody arrangements** | Legal title to Shares due to be transferred to a Participant under the Plan may instead be transferred to a custodian appointed by the Company from time to time (Custodian), to be held on behalf of the Participant on terms agreed by the Company from time to time. By participating in the Plan, a Participant irrevocably agrees to those terms. Transfer of Shares to the Custodian satisfies the Company's obligation under the Plan to transfer Shares to the Participant. |
| **Amendment of Plan** | Subject to the following, the Board may at any time amend any provision of the Rules (including the terms of any Incentive Securities already granted), and determine that an amendment has retrospective, immediate or future effect.<br><br>Without the consent of the affected Participant, the Board may not exercise this power in a way that reduces the rights of a Participant in respect of an Incentive Security or Share already granted, other than an amendment introduced primarily to comply with present or future laws or regulatory developments affecting remuneration, incentive awards or incentive plans generally, to correct a manifest error or mistake, or to address possible adverse tax implications (including changes in tax legislation or its interpretation). |

| | |
|---|---|
| **Income Tax Assessment Act** | Where an Offer of Rights or Options is made to an Eligible Employee in Australia, Subdivision 83A-C of the Tax Act (Income Tax Assessment Act 1997 (Cth)) applies to the Rights or Options granted to that Eligible Employee (subject to the requirements of that Act), unless the Board determines otherwise or the Offer specifies otherwise. Restricted Shares offered under the separate salary sacrifice or tax-exempt provisions of the Plan are instead subject to the specific tax treatment described under Restricted Shares above. |
| **Withholding** | Notwithstanding any other provision of the Rules, if a Group company, the Trustee or a plan administrator is obliged (or reasonably believes it may be obliged) to account for a Participant's income tax, employment tax, social security or similar liability in connection with a grant of Incentive Securities, an allocation of Shares, or a payment of any amount under the Rules, that Group company, Trustee or plan administrator is entitled to withhold, or be reimbursed by the Participant for, the relevant amount.<br><br>Arrangements for payment or reimbursement may include salary deduction, sale of allocated Shares, a reduction in a cash payment otherwise due, the Participant forgoing an equivalent number of Shares, or the lapse or forfeiture of a sufficient number of Incentive Securities or Shares to satisfy the liability. |

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ARTRYA

# Proxy Voting Form

**If you are attending the Meeting in person, please bring this with you for Securityholder registration.**

**Artrya Limited | ABN 53 624 005 741**

SAMPLE

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Your proxy voting instruction must be received by **11:30am (AWST) on Wednesday, 11 November 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://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**

**BY MAIL:**
Automic
GPO Box 5193
Sydney NSW 2001

**IN PERSON:**
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

**BY EMAIL:**
meetings@automicgroup.com.au

**BY FACSIMILE:**
+61 2 8583 3040

**All enquiries to Automic:**
**WEBSITE:**
https://automicgroup.com.au

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

## STEP 1 - How to vote

**APPOINT A PROXY:**

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Artrya Limited, to be held at **11:30am (AWST) on Friday, 13 November 2026 at 1257 Hay Street, West Perth WA 6005** hereby:

**Appoint the Chair of the Meeting (Chair)** to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

*Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.*

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

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

## STEP 2 - Your voting direction

| Resolutions | | For | Against | Abstain |
|---|---|---|---|---|
| 1 | ADOPTION OF REMUNERATION REPORT | | | |
| 2 | ELECTION OF DR JEFFREY LE BENGER | | | |
| 3 | ELECTION OF HELEN KURINCIC | | | |
| 4 | RE-ELECTION OF BERNARD RIDGEWAY | | | |
| 5 | APPROVAL TO ISSUE SECURITIES UNDER AN EMPLOYEE INCENTIVE SECURITIES PLAN | | | |
| 6 | INCREASE IN TOTAL AGGREGATE REMUNERATION FOR NON-EXECUTIVE DIRECTORS | | | |
| 7 | RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION | | | |
| 8 | AMENDMENT TO CONSTITUTION | | | |

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

## STEP 3 – Signatures and contact details

| Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 |
|---|---|---|
| | | |
| Sole Director and Sole Company Secretary | Director | Director / Company Secretary |

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

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

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AYA
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