All Registry communications to:
Automic Group
GPO Box 5193
Sydney NSW 2001
Telephone (free call within Australia): 1300 288 664
ASX Code: CTS
Email: hello@automicgroup.com.au

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21 October 2026

Upcoming Annual General Meeting of Shareholders

Dear Shareholder

Ceretas Limited (**Company**) will be holding its annual general meeting of shareholders at 10.00am (AEST) on Friday 20 November 2026 (**Meeting**) at the offices of BDO Brisbane, Level 18, 360 Queen Street, Brisbane QLD 4000.

Notice of Meeting
The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company's website at https://ceretas.com.au/investors/ or the Company's ASX market announcements platform at www.asx.com.au (ASX: CTS).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Shareholders who receive communications from the Company in the post will therefore receive a printed copy of this announcement, the Notice and their personalised Proxy Form. Conversely, Shareholders who have nominated an email address and elected to receive electronic communications from the Company will receive an email to their nominated email address with a link to the electronic copy of the Notice and online voting. In order to receive electronic communications from the Company in the future, please update your Shareholder details at https://investor.automic.com.au/

Voting by Proxy

Online scan the QR code below using your smartphone	Lodge your Proxy vote online at https://singleholding.automic.com.au/login by following the below instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'Meetings' - 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.

For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

The Company strongly encourages Shareholders to vote by lodging a directed Proxy Form prior to the Meeting. For your voting instructions to be effective, your Proxy Form must be received by 10:00am (AEST) on Wednesday, 18 November 2026, being not less than 48 hours before the commencement of the Meeting. Any Proxy Forms received after that time will not be valid for the Meeting.

Shareholder queries in relation to the Meeting
Shareholders can contact the Company Secretary with any questions prior to the meeting via email at info@ceretas.com.au.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your accountant, solicitor or other professional adviser.

Copies of all Meeting related material including the Notice are available to download from the Company's website and the Company's ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company's website.

Authorised for ASX release by the Ceretas Board of Directors.

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Ceretas Limited

(ACN 681 662 224)

Notice of Annual General Meeting

The annual general meeting of the Company will be held at the offices of BDO Brisbane, Level 18, 360 Queen Street, Brisbane QLD 4000 on Friday, 20 November 2026 at 10:00am (AEST).

This Notice should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Ceretas Limited
(ACN 681 662 224)

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Ceretas Limited (ACN 681 662 224) (**Company**) will be held at the offices of BDO Brisbane, Level 18, 360 Queen Street, Brisbane QLD 4000 on Friday, 20 November 2026 at 10:00am (AEST) (**Meeting**).

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

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 as Shareholders on Wednesday, 18 November 2026 at 5.00pm (AEST).

Terms and abbreviations used in this Notice are defined in Schedule 1.

Agenda

1 Annual Report

To consider the Annual Report of the Company for the financial year ended 30 June 2026, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: There is no requirement for Shareholders to approve these reports. Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

2 Resolutions

Resolution 1 – Remuneration Report

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

"*That, for the purpose of section 250R(2) of the Corporations Act and all other purposes, Shareholders approve the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum.*"

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Voting prohibition

In accordance with section 250R of the Corporations Act, vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

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(b) a Closely Related Party of such a member.

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

(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the voter is the Chair and the appointment of the Chair as proxy:

(i) does not specify the way the proxy is to vote on this Resolution; and

(ii) expressly authorises the Chair to exercise the proxy, even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2 – Re-election of Stuart Crozier as Director

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

"*That, for the purposes of Listing Rule 14.4, article 7.6(c) of the Constitution and all other purposes, Stuart Crozier, a Director appointed on 20 February 2026, retires and, being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.*"

Resolution 3 – Approval of potential termination benefits

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

"*That, for a period commencing from the date this Resolution is passed and ending upon the expiry of all Securities issued or to be issued under the employee incentive scheme of the Company known as the Employee Securities Incentive Plan (**Plan**), Shareholders approve the giving of benefits to any current or future person holding a managerial or executive office of the Company or a related body corporate in connection with that person ceasing to hold such office, for the purposes of Part 2D.2 of the Corporations Act and all other purposes, on the terms and conditions in the Explanatory Memorandum.*"

Voting prohibition

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on this Resolution on the basis of that appointment if:

(a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, this prohibition does not apply if:

(a) the proxy is the Chair; and

(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.

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Further, in accordance with section 200E(2A) of the Corporations Act, a vote on this Resolution must not be cast by any participants or potential participants in the Plan and their associates, otherwise the benefit of this Resolution will be lost by such a person in relation to that person's future retirement. However, a vote may be cast by such a person if:

(a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; and

(b) it is not cast on behalf of the person or an associate of the person.

Resolution 4 – Appointment of auditor

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

"*That, for the purpose of section 327B of the Corporations Act and for all other purposes, BDO Audit, having been nominated by a Shareholder and consented in writing to act in the capacity of auditor of the Company, be appointed as auditor of the Company with effect from the conclusion of the Meeting on the terms and conditions in the Explanatory Memorandum.*"

Resolution 5 – Approval of 10% Placement Facility

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

"*That, for the purposes of Listing Rule 7.1A and all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.*"

Voting exclusion

If, at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A, it will disregard any votes cast in favour of this Resolution by or on behalf of any 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 Shareholder), or an associate of such a person.

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

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

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

(c) 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 this Resolution; and

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

20 October 2026

By order of the Board



Nicki Farley
Company Secretary

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Ceretas Limited
(ACN 681 662 224)

Explanatory Memorandum

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum forms part of, and should be read in conjunction with, the Notice. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum includes the information in the table below to assist Shareholders in deciding how to vote on the Resolutions.

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Stuart Crozier as Director
Section 6	Resolution 3 – Approval of potential termination benefits
Section 7	Resolution 4 – Appointment of auditor
Section 8	Resolution 5 – Approval of 10% Placement Facility
Schedule 1	Definitions
Annexure 1	Auditor nomination notification
Annexure 2	Proxy Form

A Proxy Form is located at the end of this Explanatory Memorandum.

2 Action to be taken by Shareholders

Shareholders should read the Notice, including this Explanatory Memorandum, carefully before deciding how to vote on the Resolutions.

A poll will be conducted for all Resolutions. On a poll, each Shareholder has one vote for every Share held.

2.1 Proxies

A Proxy Form is enclosed with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a **proxy**) to vote in their place. All Shareholders are invited and encouraged to vote at the Meeting either in person or, if they are unable to attend in person, to sign and return the Proxy Form to the Company in accordance with the instructions on the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at

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the Meeting in person.

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that body corporate's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Proxy Forms must be received by the Company no later than 10:00am (AEST) on Wednesday, 18 November 2026, being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

By appointing the Chair as a proxy (or where the Chair becomes proxy by default), the relevant Shareholder gives the Chair express authority to exercise the proxy on Resolution 1 (except where the Shareholder has indicated a different voting intention on the Proxy Form) even though Resolution 1 is connected directly or indirectly with the remuneration of members of the Key Management Personnel, which includes the Chair.

It is the Chair's intention to vote all undirected proxies in favour of all Resolutions. In exceptional cases the Chair's intentions may subsequently change and in this event, the Company will make an announcement to the ASX.

If you appoint a member of Key Management Personnel (other than the Chair) or any Closely Related Party of a member of Key Management Personnel as your proxy, you must direct that person how to vote on Resolution 1 if you want your Shares to be voted on that Resolution.

2.2 Attendance in person

Shareholders are invited to attend the Meeting in person at the time and place indicated in the Notice. Shareholders may vote by directed proxy in lieu of attending the Meeting in person.

Shareholders can submit any questions in advance of the Meeting by emailing info@ceretas.com.au by no later than 10:00am (AEST) on Friday, 13 November 2026.

If it becomes necessary or appropriate to make alternative arrangements to those detailed in the Notice, Shareholders will be updated via the ASX announcements platform and on the Company's website at https://ceretas.com.au/.

3 Annual Report

In accordance with section 317(1) of the Corporations Act, the Annual Report must be laid before

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the annual general meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Annual Report, which is available online at https://ceretas.com.au/;

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and the content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies of the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting (being no later than 10:00am (AEST) on Friday, 13 November 2026) by email to info@ceretas.com.au

4 Resolution 1 – Remuneration Report

4.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Annual Report contains the Remuneration Report, which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Shareholders will have the opportunity to remove the whole Board except the Managing Director (if applicable) if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable directors' report must stand for re-election.

Please note that if the Remuneration Report receives a Strike at this Meeting and a second Strike is received at the next annual general meeting of the Company, this may result in the re-election of the Board.

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The Chair will allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report.

4.2 Additional information

Resolution 1 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 1.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

4.3 Board recommendation

The Directors decline to make a recommendation in relation to Resolution 1 due to their personal interest in its outcome.

5 Resolution 2 – Re-election of Stuart Crozier as Director

5.1 General

Article 7.6(a) of the Constitution provides that the Directors may appoint any person to be a Director to fill a casual vacancy or as an addition to the existing Directors.

Article 7.6(b) of the Constitution provides that a Director appointed under article 7.6(a) may retire at the next general meeting of the Company and is eligible for election at that meeting.

Listing Rule 14.4 provides that a director (other than the managing director) appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the Company. In addition, Listing Rule 14.5 provides that an entity must have an election of directors at each annual general meeting.

Stuart Crozier was appointed as a Director on 20 February 2026 pursuant to article 7.6(a) of the Constitution.

In accordance with the Constitution and the Listing Rules, Prof Crozier retires as a Director and, being eligible, seeks re-election pursuant to Resolution 2.

5.2 Director profile

Professor Crozier is a past Director of Biomedical Engineering and Associate Dean (Research) in the EAIT faculty at The University of Queensland. He currently holds a part-time CSO role at EMVision Medical Devices Ltd (ASX: EMV). He is an ATSE Fellow, a Fellow of The Institute of Physics (UK) and a Senior Fellow of ISMRM. He holds a PhD and higher Doctorate (D.Eng.) in Biomedical Engineering. He is an inventor on more than 30 granted patent families.

In 2012, he was awarded the ATSE Clunies Ross medal for research with a societal benefit. His main contributions have been to the development of applications and engineering innovation in Medical Imaging. Several of his innovations have been adopted by industry with GE and Siemens licensing some of his patents and continue to use the methods in their MRI systems worldwide.

The Board (excluding Prof Crozier) considers that Prof Crozier, if re-elected, will continue to be an

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independent Director. Prof Crozier is not considered by the Board to hold any interest, position, association or relationship that may influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other party.

5.3 Additional information

If Resolution 2 is passed, Prof Crozier will be re-elected as a Director. If Resolution 2 is not passed, Prof Crozier will cease to be a Director.

Resolution 2 is an ordinary resolution.

The Chair intends to exercise all available undirected proxies in favour of Resolution 2.

5.4 Board recommendation

The Board (excluding Prof Crozier) supports the re-election of Prof Crozier and recommends that Shareholders vote in favour of Resolution 2.

6 Resolution 3 – Approval of potential termination benefits

6.1 General

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold a 'managerial or executive office'. The Listing Rules also provide certain limitations on the payment of 'termination benefits' to officers of listed entities.

As is common with employee incentive schemes, the Plan provides the Board with the discretion to, amongst other things, determine that some or all of the Equity Securities granted to a participant under the Plan (**Plan Securities**) will not lapse in the event of that participant ceasing their engagement with the Company before such Plan Securities have vested. This 'accelerated vesting' of Plan Securities may constitute a 'termination benefit' prohibited under the Corporations Act, regardless of the value of such benefit, unless Shareholder approval is obtained. Accordingly, the Board has resolved to seek Shareholder approval for the granting of such termination benefits in accordance with Resolution 3.

6.2 Part 2D.2 of the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by shareholders in accordance with section 200E of the Corporations Act.

Shareholder approval is sought for the purposes of Part 2D.2 of the Corporations Act to approve the giving of benefits under the Plan to a person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Memorandum.

As noted above, under the terms of the Plan and subject to the Listing Rules, the Board possesses the discretion to vary the terms or conditions of the Plan Securities. Notwithstanding the foregoing, without the consent of the participant in the Plan, no amendment may be made to the terms of any granted Plan Security which reduces the rights of the participant in respect of that Plan Security, other than an amendment introduced primarily to comply with legislation, to

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correct any manifest error or mistake or to take into consideration possible adverse tax implications.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Plan Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Plan Securities.

The exercise of this discretion by the Board may constitute a 'benefit' for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in respect of any current or future participant in the Plan who holds:

(a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and

(b) Plan Securities at the time of their leaving.

6.3 Value of the termination benefits

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting or termination of the person who holds 'managerial or executive office' and the number of Plan Securities that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

(a) the participant's length of service and the status of the vesting conditions attaching to the relevant Plan Securities at the time the participant's employment or office ceases; and

(b) the number of unvested Plan Securities that the participant holds at the time they cease employment or office.

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules.

6.4 Additional information

If Resolution 3 is passed, the Company will be able to give 'termination benefits' pursuant to the Plan to persons who hold a managerial or executive office in, or are an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving. If Resolution 3 is not passed, the Company will not be able to give 'termination benefits' to such persons under the Plan (unless Shareholder approval is obtained separately in accordance with section 200E of the Corporations Act).

Resolution 3 is an ordinary resolution.

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6.5 Board recommendation

The Directors decline to make a recommendation in relation to Resolution 3 due to their personal interest in its outcome.

7 Resolution 4 – Appointment of auditor

7.1 General

Section 327B(1) of the Corporations Act provides that a public company must appoint an auditor at its first annual general meeting.

The Meeting is the first annual general meeting of the Company as a public company.

The Directors appointed BDO Audit Pty Ltd (ACN 134 022 870) (**BDO Audit**) as the Company's auditor following registration of the Company.

In accordance with section 328B(1) of the Corporations Act, the Company has received a nomination from a Shareholder for BDO Audit to be appointed as the Company's auditor. A copy of this nomination is attached to the Notice as Annexure 1.

BDO Audit has consented to continue to act in the capacity of auditor, subject to the passing of Resolution 4 and provided that all other requirements of the Corporations Act in relation to the appointment of an auditor are satisfied.

Resolution 4 seeks Shareholder approval to appoint BDO Audit as the Company's auditor.

7.2 Additional information

If Resolution 4 is passed, the appointment of BDO Audit as the Company's auditor will take effect from the conclusion of the Meeting. If Resolution 4 is not passed, BDO Audit will cease to be the Company's auditor.

Resolution 4 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 4.

8 Resolution 5 – Approval of 10% Placement Facility

8.1 General

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 securities it had on issue at the start of that period (**15% Placement Capacity**).

Listing Rule 7.1A enables eligible entities to issue Equity Securities of up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the eligible entity's 15% Placement Capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately $67,092,500 (based on the number of Shares on issue and the closing price of

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Shares on the ASX on Tuesday, 20 October 2026).

Pursuant to Resolution 5, the Company is seeking Shareholder approval to have the ability to issue Equity Securities under the 10% Placement Facility (without further Shareholder approval). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c)).

8.2 Listing Rule 7.1A

(a) **Shareholder approval**

The ability of an entity to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) **Equity Securities**

Any Equity Securities issued by an entity under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the entity.

The Company, as at the date of the Notice, has on issue one quoted class of Equity Securities, being Shares.

(c) **Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that Eligible Entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of Shares on issue at the commencement of the relevant period:

(A) plus the number of Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(B) plus the number of Shares issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(1) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

(2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;

(C) plus the number of Shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(1) the agreement was entered into before the commencement of

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the relevant period; or

(2) the agreement was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;

(D) plus the number of any other Shares issued in the relevant period with approval under Listing Rule 7.1 or 7.4;

(E) plus the number of partly paid ordinary shares that became fully paid in the relevant period; and

(F) less the number of Shares cancelled in the relevant period.

Note that 'A' in the formula above has the same meaning in Listing Rule 7.1 when calculating an entity's 15% Placement Capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement to issue has not been subsequently approved by Shareholders under Listing Rule 7.4.

In this Section 8.2(c), **relevant period** means:

(i) in the case of an entity admitted to the Official List for 12 months or more, the 12-month period immediately preceding the date of the relevant issue or agreement; or

(ii) in the case of an entity admitted to the Official List for less than 12 months, the period from the date the entity was admitted to the Official List to the date immediately preceding the date of the issue or agreement.

(d) **Interaction of Listing Rule 7.1A with Listing Rule 7.1**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% Placement Capacity under Listing Rule 7.1.

The number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A (if Resolution 5 is approved) will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section (c)).

(e) **Minimum issue price**

The issue price of Equity Securities to be issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

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(f) **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 first to occur of the following:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;

(ii) the time and date of the entity's next annual general meeting; or

(iii) the time and date of Shareholder approval of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking),

(**10% Placement Period**).

(g) **Effect of Resolution**

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% Placement Capacity under Listing Rule 7.1.

8.3 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, the below information is provided in relation to Resolution 5.

(a) **10% Placement Period**

The Company will only issue Equity Securities under the 10% Placement Facility during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities under the 10% Placement Facility will cease to be valid on the earlier of:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;

(ii) the time and date of the entity's next annual general meeting; or

(iii) the time and date that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(b) **Minimum issue price**

Any Equity Securities issued by the Company under the 10% Placement Facility must be in an existing quoted class of its Equity Securities and issued for a cash consideration per Equity Security which is not less than 75% of the VWAP for the Equity Securities in that class over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

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(c) **Purposes of funds raised**

The proceeds of the issue of Equity Securities under the 10% Placement Facility for cash consideration may be utilised to fund expansion of the Company's business and/or as a source of general working capital.

(d) **Risk of economic and voting dilution**

If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company will be diluted (as shown in the below table).

There is a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's 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 below table shows the dilution of existing Shareholders on the basis of the current market price of Shares (**Issue Price**) and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice (**Variable A**), with:

(i) two examples where Variable A has increased, by 50% and 100%; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price of Shares.

Variable 'A' in Listing Rule 7.1A.2		**Dilution**		
		$0.47 **50% decrease in Issue Price**	**$0.94** **Issue Price**	**$1.41** **50% increase in Issue Price**
71,375,000 Shares **Variable A**	10% voting dilution	7,137,500 Shares	7,137,500 Shares	7,137,500 Shares
	Funds raised	$3,354,625	$6,709,250	$10,063,875
107,062,500 Shares **50% increase in Variable A**	10% voting dilution	10,706,250 Shares	10,706,250 Shares	10,706,250 Shares
	Funds raised	$5,031,938	$10,063,875	$15,095,813
142,750,000 Shares **100% increase in Variable A**	10% voting dilution	14,275,000 Shares	14,275,000 Shares	14,275,000 Shares
	Funds raised	$6,709,250	$13,418,500	$20,127,750

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Note that:

(i) the table above has been prepared on the following assumptions:

(A) the Issue Price is $0.94, being the closing price of Shares on ASX on Tuesday, 20 October 2026;

(B) there are 71,375,000 Shares on issue, being the number on issue as at Tuesday, 20 October 2026;

(C) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;

(D) the issue of Equity Securities under the 10% Placement Facility consists only of Shares; and

(E) no convertible securities (including any options issued under the 10% Placement Facility) or performance rights are exercised into Shares before the date of the issue of the Equity Securities;

(ii) the number of Shares on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting;

(iii) the 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;

(iv) 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; and

(v) 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.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the subscribers of Equity Securities will be determined on a case-by-case basis having regard to factors including (but not limited to) the following:

(i) the purpose of the issue;

(ii) the methods of raising funds that are available to the Company, including (but not limited to) rights issue or other issue in which existing security holders can participate;

(iii) the effect of the issue of the Equity Securities on the control of the Company;

(iv) the financial situation and solvency of the Company;

(v) prevailing market conditions; and

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(vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Issues in past 12 months**

In the 12 months preceding the date of the Meeting, the Company has not issued or agreed to issue any Equity Securities under Listing Rule 7.1A.2.

(g) **No proposed issue**

As at the date of the Notice, the Company is not proposing to make an issue of the Equity Securities, and has not approached any particular existing Shareholder or security holder, or an identifiable class of existing Shareholder or security holder, to participate in an issue of the Equity Securities, under the 10% Placement Facility. Accordingly, the Company does not expect any particular persons or class of persons to be excluded from voting on Resolution 5.

(h) **Voting exclusion statement**

A voting exclusion statement is included in the Notice for Resolution 5.

(i) **Disclosure obligations**

The Company will comply with its disclosure obligations under Listing Rules 7.1A.4, 2.7 and 3.10.3 in relation to any issue of securities under the 10% Placement Facility.

(j) **Potential participants**

The subscribers 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 a related party, or an associate of a related party, of the Company, and are likely to be sophisticated and/or professional investors.

8.4 Additional information

If Resolution 5 is passed, the Company will be able to issue Equity Securities under Listing Rule 7.1A up to 10% of its issued share capital over a 12-month period after the Meeting, in addition to the Company's 15% Placement Capacity under Listing Rule 7.1. If Resolution 5 is not passed, the Company will not be able to access the 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% Placement Capacity under Listing Rule 7.1.

Resolution 5 is a special resolution and therefore 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).

The Chair intends to exercise all available proxies in favour of Resolution 5.

8.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 5.

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Schedule 1 – Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

$** or **A$ means Australian Dollars.

15% Placement Capacity has the meaning given in Section 8.1.

10% Placement Facility has the meaning given in Section 8.1.

10% Placement Period has the meaning given in Section 8.2.

AEST means Australian Eastern Standard Time, being the time in Brisbane, Queensland.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2026.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

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

BDO Audit means BDO Audit Pty Ltd (ACN 134 022 870).

Board means the board of Directors.

Chair means the person appointed to chair the Meeting or any part of the Meeting.

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

Company means Ceretas Limited (ACN 681 662 224).

Constitution means the constitution of the Company, as amended from time to time.

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

Director means a director of the Company.

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

Equity Security has the meaning given in the Listing Rules.

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

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

Issue Price has the meaning given in Section 8.3.

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, directly or indirectly, 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.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of annual general meeting, which includes the Explanatory Memorandum and Proxy Form.

Official List means the official list of ASX.

Plan means the employee incentive scheme of the Company known as the Employee Securities Incentive Plan.

Plan Securities has the meaning given in Section 6.1.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

Securities means any Equity Securities of the Company.

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

Shareholder means a holder of one or more Shares.

Strike has the meaning given in Section 4.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Variable A has the meaning given in Section 8.3.

VWAP means volume-weighted average price.

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Annexure 1 – Auditor nomination notification

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22 September 2026

The Board of Directors
Ceretas Limited
Level 4, 260 Queen Street
Brisbane QLD 4000

Dear Directors

Nomination of Auditor

In accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**), I, William Robert Stubbs, being a shareholder of Ceretas Limited (ACN 681 662 224) (**Company**), hereby nominate BDO Audit Pty Ltd (ACN 134 022 870) (**BDO Audit**) for appointment as auditor of the Company at the next annual general meeting of the Company.

I request that the Company:

(a) deliver a copy of this notice of nomination to BDO Audit; and

(b) distribute a copy of this notice of nomination as an attachment to the notice of meeting and explanatory memorandum for the next annual general meeting of the Company,

as required by section 328B(3) of the Act.

Yours sincerely

William Robert Stubbs

Annexure 2– Proxy Form

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Proxy Voting Form

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

Ceretas Limited | ABN 15 681 662 224

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Your proxy voting instruction must be received by **10:00am (AEST) on Wednesday, 18 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 Ceretas Limited, to be held at **10:00am (AEST) on Friday, 20 November 2026 at the offices of BDO Brisbane, Level 18, 360 Queen Street, Brisbane QLD 4000** 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 and 3 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 3 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	Remuneration Report	☐	☐	☐
2	Re-election of Stuart Crozier as Director	☐	☐	☐
3	Approval of potential termination benefits	☐	☐	☐
4	Appointment of auditor	☐	☐	☐
5	Approval of 10% Placement Facility	☐	☐	☐

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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