All Registry communications to:
Automic
Group GPO
Box 5193
Sydney NSW 2001
Telephone (free call within Australia): 1300 288 664
ASX Code: ACW

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28 October 2026

Upcoming Annual General Meeting of Shareholders

Dear Shareholder

Actinogen Medical Limited ACN 086 778 476 (ASX: ACW or "the **Company**"), advises the 2026 Annual General Meeting will be held at K&L Gates, Level 31, 1 O'Connell Street, Sydney, New South Wales and online at www.investor.automic.com.au on Monday, 30 November 2026 at 10.00 am (Sydney time) (**Meeting**).

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://actinogen.com.au or the Company's ASX market announcements platform at www.asx.com.au (ASX: ACW).

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.

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 lodgment 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 lodgment 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).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at info@actinogen.com.au.

Copies of all Meeting related material including the Notice and the Company's Annual Report, 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 Company Secretary.

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Actinogen Medical Limited

ACN 086 778 476

NOTICE OF 2026 ANNUAL GENERAL MEETING

TIME: 10.00 am (AEDT)

DATE: Monday, 30 November 2026

PLACE: The Annual General Meeting will be held as a hybrid meeting

In person:
K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW 2000

Online:
At www.investor.automic.com.au

Further information on the online voting process can be found in the Virtual Meeting Registration and Voting Guide online at https://www.automicgroup.com.au/virtual-agms.

In accordance with section 110D(1) of the Corporations Act, the Company will not be sending hard copies of this Notice of Meeting to shareholders unless a shareholder has requested a hard copy of this Notice or made an election for the purposes of section 110E of the Corporations Act to receive documents from the Company in physical form. This Notice can be viewed and downloaded from the Company's Investor Hub at *https://investors.actinogen.com.au/annual-general-meeting* or the ASX at www.asx.com.au.

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If you are in doubt as to how to vote on any of the Resolutions, you should seek advice from your accountant, solicitor or other professional adviser without delay.

ACTINOGEN MEDICAL LIMITED ACN 086 778 476

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of the shareholders of Actinogen Medical Limited ACN 086 778 476 (**Company** or **Actinogen**) will be held at K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW 2000 and online at www.investor.automic.com.au on Monday, 30 November 2026 at 10.00 am (AEDT) for the purpose of transacting the business outlined in this Notice of Annual General Meeting. Registration will be available from 9.30 am (AEDT).

This Notice describes the business that will be proposed and sets out the procedures for Shareholder participation and voting.

Subject to any changes, all Shareholders are entitled to attend the Meeting at the time, date and place set out above and vote in person or online.

To enable participation by Shareholders in the Meeting without physical attendance, the Company is pleased to provide Shareholders with the opportunity to attend and participate in the Meeting through the Automic online platform. Shareholders will be able to watch, listen, ask questions and vote at the Meeting online via this platform. Further information on how to attend and vote via this platform is included in the instructions set out in the 'Meeting Attendance and Voting Information' section of this Notice.

The Company will update Shareholders if changing circumstances will impact the planning or arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our Investor Hub portal at https://investors.actinogen.com.au/annual-general-meeting.

Please note that additional information concerning the proposed Resolutions is contained in the Explanatory Memorandum that accompanies and forms part of this Notice. Voting Exclusions to some of the following Resolutions appear below and are deemed to form part of this Notice. Terms and abbreviations used in this Notice are defined in the Glossary.

GENERAL BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial statements and the reports of the Directors and of the auditors for the year ended 30 June 2026. Shareholders should consider this document and raise any matters of interest with the Directors when this item is being considered.

No Resolution is required to be moved in respect of this item of business.

1. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

During this item of business, Shareholders at the Meeting may comment on and ask questions about the Remuneration Report which appears in the Company's 2026 Annual Report.

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

> *"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2026 as set out in the Company's Annual Report for the year ended 30 June 2026 be adopted."*
>
> **Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

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2. RESOLUTION 2: RE-ELECTION OF DR GEORGE MORSTYN

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

"That pursuant to the Company's Constitution and for all other purposes, shareholders approve the re-election of Dr George Morstyn as a Non-Executive Director of the Company, who pursuant to clause 13.3(b) of the Company's Constitution is retiring by rotation and being eligible offers himself for re-election."

3. RESOLUTION 3: RE-ELECTION OF DR NICKI VASQUEZ

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

"That pursuant to the Company's Constitution and for all other purposes, shareholders approve the re-election of Nicki Vasquez as a Non-Executive Director of the Company, who pursuant to clause 13.3(b) of the Company's Constitution is retiring by rotation and being eligible offers herself for re-election."

4. RESOLUTION 4: APPROVAL OF INCREASED PLACEMENT CAPACITY

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

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, shareholders approve the increase in the capacity of the Company to issue 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 stated in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."

Note: If as at the time of the Meeting, the Company:

(a) is included in the S&P/ASX 300 Index; and

(b) has a market capitalisation of greater than AU$300 million,

then this Resolution 4 will be withdrawn.

5. RESOLUTION 5: APPROVAL OF OMNIBUS PLAN

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

"That, for the purposes of ASX Listing Rule 7.2 Exception 13(b), sections 200B, 200E and 259B(2) of the Corporations Act and for all other purposes, shareholders approve the Company's Omnibus Plan, a copy of which is available for inspection at the registered office of the Company (during normal business hours)."

6. RESOLUTION 6: APPROVAL TO AMEND CONSTITUTION - RENEWAL OF THE PROPORTIONAL BID PROVISIONS

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

"That pursuant to sections 136(2) and 648G(4) of the Corporations Act and for all other purposes, shareholders approve the amendment of the Company's Constitution by renewing clause 11, being the proportional bid provisions of the Constitution, as set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."

OTHER BUSINESS

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the law.

VOTING EXCLUSION STATEMENTS

In accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of the resolution by or on behalf of the following named person or class of persons and an associate of those persons:

Resolution 4: Approval of Increased Placement Capacity	If at the time the approval of Resolution 4 is sought the Company is proposing to make an issue of securities under rule 7.1A.2, 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 holder of ordinary securities in the Company.
Resolution 5: Approval of Omnibus Plan	A person who is eligible to participate in the Omnibus Plan.

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

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

(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 they are not excluded from voting, and are not an associate of a person excluded from voting, on the Resolution; and

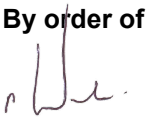
(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

VOTING PROHIBITION STATEMENTS

Resolution 1: Adoption of Remuneration Report	In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution 1 if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) 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 1. However, the above prohibition does not apply if: (c) the proxy is the Chair; and (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution 1 is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 5: Approval of Omnibus Plan	In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution 5 if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) 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 5. However, the above prohibition does not apply if: (c) the proxy is the Chair; and (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution 5 is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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By order of the Board



Peter Webse
Company Secretary
19 October 2026

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MEETING ATTENDANCE AND VOTING INFORMATION

Shareholders can vote by either:

- attending the Meeting and voting in person or online (including by attorney) or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice and by submitting their proxy appointment and voting instructions in person, by post or electronically via the internet.

Attending and voting in person

Shareholders, or their attorneys, who plan to attend the Meeting in person are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded.

Venue and Voting Information

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

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

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

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

To access the virtual Meeting on the day:

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

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

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

Questions must be submitted in writing to Peter Webse, Company Secretary at pwebse@governancecorp.com.au at least 48 hours before the Meeting.

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

Voting virtually at the Meeting

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

1. Open your internet browser and go to investor.automic.com.au
2. Login using your username and password. If you do not already have an account, click "**Register**" and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click "**Register"**. Alternatively, select Meetings from the left-hand menu.
4. Click on "**Join Meeting**" and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the "**Voting**" dropdown menu on the right-hand side of your screen.
6. Select either the "**Full**" or "**Allocate**" option to access your electronic voting card.

7. Follow the prompts to record your voting direction for each resolution and click "**Submit votes**". For allocated votes, the number of votes submitted must not exceed your remaining available units. ***Important****: Votes cannot be amended once submitted.*

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

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

Attorneys

To be effective, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for Proxy Forms below.

Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Changes to Meeting arrangements

The Company will notify Shareholders via the Company's website at www.orthocell.com and the Company's ASX Announcement Platform at www.asx.com.au (**ASX: ACW**) if changing circumstances impact the planning or arrangements for the Meeting.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a voting prohibition statement applies to a voter under this Notice (**Restricted Voter**) and a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolutions 1 and 5 in accordance with a direction on how the proxy is to vote or, if the proxy is the Chair of the Meeting, where the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their Proxy Forms with a direction on how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction on how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- To be effective, proxies must be received by 10.00 am (AEDT) on Saturday, 28 November 2026. Proxies received after this time will be invalid.
- To vote by proxy, please use one of the following methods:
  - by returning a completed Proxy Form by post to:

    Automic
    GPO Box 5193
    Sydney NSW 2001

  - by returning a completed Proxy Form and delivering it in person at:

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Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

- by faxing a completed Proxy Form to
  +61 2 8583 3040;

  by emailing a completed Proxy Form to: meetings@automicgroup.com.au

  or

- by recording the proxy appointment and voting instructions via the internet at
  https://portal.automic.com.au/investor/home

- The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 10.00 am (AEDT) on Saturday, 28 November 2026. If facsimile transmission is used, the Power of Attorney must be certified.

Shareholders who are entitled to vote

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of Shareholders as at 10.00 am (AEDT) on Saturday, 28 November 2026.

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ACTINOGEN MEDICAL LIMITED ACN 086 778 476

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of Shareholders to be held at K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW 2000 and online at www.investor.automic.com.au on Monday, 30 November 2026 at 10.00 am (AEDT) (**Meeting**).

The purpose of this Explanatory Memorandum is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

REPORTS AND ACCOUNTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2026

The Corporations Act requires the Company to provide before the Annual General Meeting, the Financial Report, Directors' Report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2026.

Shareholders will be offered the opportunity to discuss the Financial Report, Directors' Report and Auditor's Report at the Meeting. Copies of these reports can be found on the Company's Investor Hub at https://actinogen.com.au/about-us/#annual_reports.

There is no requirement for Shareholders to approve the Financial Report, Directors' Report and Auditor's Report. Shareholders will be offered the following opportunities:

(a) discuss the Annual Report for the financial year ended 30 June 2026;

(b) ask questions or make comments on the management of the Company; and

(c) ask the auditor questions.

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 content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies adopted by 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 5 business days before the Meeting to the Company Secretary at the Company's registered office.

1. Resolution 1 – Adoption of Remuneration Report

1.1 Corporations Act

Under the Corporations Act, listed entities are required to put to the vote a resolution that the Remuneration Report section of the Directors' Report be adopted. This Remuneration Report can be found in the Company's 2026 Annual Report. It sets out a range of matters relating to the remuneration of Directors, the Company Secretary and senior executives of the Company.

A vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

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The Corporations Act provides that:

(a) members of the Key Management Personnel whose remuneration details are included in the Remuneration Report (and any closely related party of those members) are not permitted to vote on a resolution to approve the Remuneration Report, and

(b) if the vote to approve the Remuneration Report receives a "no" vote by at least 25% of the votes cast, this will constitute a "first strike".

The Company's current "strike" count is zero. If a "first strike" was to occur at the 2026 Annual General Meeting:

(a) the Company's subsequent Remuneration Report (in other words, the Company's Remuneration Report to be included in the 2027 Annual Report) must include an explanation of the Board's proposed action in response to a 2026 "no vote" or an explanation of why no action has been taken; and

(b) if the Company's subsequent (i.e. 2027) Remuneration Report also receives a "no vote" at the 2027 Annual General Meeting of at least 25% of the votes cast, then Shareholders at the 2027 Annual General Meeting will be asked (at that 2027 Annual General Meeting) to vote on whether or not the Company is to hold another general Shareholder's meeting (within the following 90 days) to vote on a "spill resolution" under section 250V of the Corporations Act.

1.2 Board recommendation

As set out in the Notice of Meeting, any member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, together with a closely related party of those members, are excluded from casting a vote on Resolution 1.

Accordingly, the Board **abstains** from making a recommendation in relation to Resolution 1. The Chair intends to exercise all undirected proxies in favour of Resolution 1.

2. Resolution 2: Re-election of Dr George Morstyn

2.1 Background

Clause 13.3(b) of the Company's Constitution provides that no Director may hold office for a period in excess of 3 years, or beyond the third annual general meeting following the Director's election, whichever is the longer, without submitting themself for re-election.

Dr Morstyn was last elected as an Independent Non-Executive Director on 17 November 2023, and being eligible, offers himself for re-election.

2.2 Director CV

Appointment date	1 December 2017
Qualifications	Dr Morstyn is a medical graduate of Monash University (Australia) and obtained a Fellowship at the National Cancer Institute in the USA. He is a Member of the Australian Institute of Company Directors and a Fellow of the Australian Academy of Technological Sciences and Engineering
Experience	Dr Morstyn has more than 25 years' experience in the biotechnology industry including as Senior Vice President of Development and Chief Medical Officer at Amgen Inc. Dr Morstyn had overall

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	responsibility globally for drug development in all therapeutic areas including neuroscience and Amgen Inc and was a member of the Operating Committee. Many new products were approved and launched during Dr Morstyn's tenure. Prior to joining Amgen Inc, Dr Morstyn was the principal investigator on the earliest clinical studies of the haemopoietic colony stimulating factors (CSF). The CSFs were subsequently approved and launched and were a major medical breakthrough that have been used to reduce the side effects of chemotherapy and enable transplantation in more than 20 million patients worldwide. The CFSs have become billion dollar drugs.
Other current directorships	Since returning to Australia, Dr Morstyn has been a Non-Executive Director of various not-for-profit companies, including many biotechnology companies. Dr Morstyn has held no other ASX-listed directorships during the past three years. Dr Morstyn is currently an advisor to Symbio (Tokyo) and TroBio.
Special responsibilities	Member of Audit and Risk Committee

2.3 Board recommendation

The Directors (other than Dr Morstyn) recommend that Shareholders vote in favour of this Resolution 2. The Chair intends to exercise all undirected proxies in favour of Resolution 2.

3. Resolution 3: Re-election of Dr Nicki Vasquez

3.1 Background

Clause 13.3(b) of the Company's Constitution provides that no Director may hold office for a period in excess of 3 years, or beyond the third annual general meeting following the Director's election, whichever is the longer, without submitting themself for re-election.

Dr Vasquez was elected as an Independent Non-Executive Director on 17 November 2023, and being eligible, offers herself for re-election.

3.2 Director CV

Appointment date	1 March 2023
Qualifications	Dr Vasquez obtained her doctoral degree in immunology. Dr Vasquez is US-based and strengthens the Actinogen Board with skills and experience in partnering and alliance management, strategic licensing, as well as a strong depth of knowledge in clinical development.
Experience	Dr Vasquez is an immunologist and biopharmaceutical executive with more than 25 years of biopharmaceutical discovery research and development experience. Dr Vasquez most recently served as Chief Portfolio Strategy & Alliance Officer at Sutro Biopharma, a clinical stage oncology company in San Francisco where she was responsible for program management, portfolio strategy and alliance management.

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	Prior to joining Sutro, Dr Vasquez was Vice President of Program & Portfolio Management at StemCells Inc, where she was responsible for establishing project management of research and clinical stage programs exploring stem cell therapy for Alzheimer's disease, spinal cord injury and dry Age-related Macular Degeneration. Earlier in her career, Dr Vasquez worked at Elan Pharmaceuticals where she held positions of increasing responsibility in Alzheimer's disease and autoimmune discovery research, to Vice President Research Operations & Program Management and Vice President Development Program & Portfolio Management.
Other current directorships	Dr Vasquez has held no other ASX-listed directorships during the past three years

3.3 Board recommendation

The Directors (other than Dr Nicki Vasquez) recommend that Shareholders vote in favour of this Resolution 3. The Chair intends to exercise all undirected proxies in favour of Resolution 3.

4. Resolution 4: Approval of increased placement capacity

4.1 Placement capacity

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.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of $300 million or less. The Company is an 'eligible entity' for these purposes.

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have the 10% Placement Facility provided for in Listing Rule 7.1A to issue equity securities in an existing class of securities of the Company quoted on ASX under the 10% Placement Facility (**Placement Securities**) without Shareholder approval.

If this Resolution 4 is passed, the Company will be able to issue Placement Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution 4 is not passed, the Company will not be able to access the 10% Placement Facility to issue Placement Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

The effect of Resolution 4 will be to allow the Directors to issue the Placement Securities under Listing Rule 7.1A during the 10% Placement Period (as defined below) without using any of the Company's 15% placement capacity under Listing Rule 7.1.

4.2 Information required under Listing Rule 7.1A

In accordance with Listing Rule 7.3A, the following information is provided to Shareholders:

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Period for which approval will be valid	Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of: (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 Company's next annual general meeting; or (iii) (the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX, (**10% Placement Period**).
Minimum issue price	If any Placement Securities are issued, the minimum price the Placement Securities will be issued for cash consideration which is not less than 75% of the VWAP of Placement 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 Placement Securities are to be issued is agreed; or (ii) if the Placement Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Placement Securities are issued. The actual number of Placement Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Placement Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.
Maximum Number of Shares to be Issued	Listing Rule 7.1A.2 provides that an eligible entity which has obtained shareholder approval may, during the 10% Placement Period, issue or agree to issue the number of Placement Securities calculated in accordance with the following formula: **(A x D) - E** where: **A** = the number of Shares on issue 12 months before the date of the issue or agreement: • plus the number of Shares issued during the 10% Placement Period under an exception in Listing Rule 7.2 (other than exceptions 9, 16 or 17); • plus the number of Shares issued during the 10% Placement Period on the conversion of convertible securities within Listing Rule 7.2 Exception 9 where: • the convertible securities were issued or agreed to be issued before the commencement of the 10% Placement Period; or • the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or 7.4;

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	• plus the number of Shares during the 10% Placement Period under an agreement to issue securities within Listing Rule 7.2 Exception 16 where: » the agreement was entered into before the commencement of the = 10% Placement Period; or » the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or rule 7.4; • plus the number of Shares issued during the 10% Placement Period with approval under Listing Rules 7.1 or 7.4; • plus the number of partly paid ordinary securities that became fully paid during the 10% Placement Period; and • less the number of Shares cancelled during the 10% Placement Period; **D** = 10%; and **E** = the number of Placement Securities issued or agreed to be issued under Listing Rule 7.1A.2 during the 10% Placement Period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.
Purposes for which Placement Securities may be issued	The Company may seek to issue the Placement Securities as cash consideration for the acquisition of new assets and or other investments, or as cash for general working capital purposes. The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Placement Securities.
Company's share allocation policy	The Company's share 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 allottees of Placement Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following: (i) the methods of raising funds that are available to the Company, including but not limited to, issues in which existing security holders can participate; (ii) the effect of the issue of the Placement Securities on the control of the Company; (iii) the financial situation and solvency of the Company; and (iv) advice from corporate, financial and broking advisers (if applicable). The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
Equity securities issued under Listing Rule 7.3A.6	As at the date of this Notice the Company has not issued any equity securities under Listing Rule 7.1A.2 in the past 12 months preceding the date of the AGM. As at the date of this Notice the Company is not proposing to make an issue of equity securities under Listing Rule 7.1A.2

4.3 Effect on existing (non-participating) Shareholders

If Resolution 4 is approved by Shareholders and the Company issues Placement Securities, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

» the market price for the Company's equity securities may be significantly lower on the date of the issue of the Placement Securities than on the date of the Meeting; and

» the Placement 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.

The below table is included for illustrative purposes and shows the potential dilution of existing Shareholders on the basis of the current market price of the Shares as at 16 October 2026 and the current number of Shares for variable "A" calculated in accordance with Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

» Two examples where variable 'A' has increased by 50% and 100%. Variable 'A' is based on the number of Shares the Company has on issue as at the date of this Notice of Meeting. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing rule 7.1 that are approved at a future shareholders' meeting; and

» Two examples where the issue price of the Shares has decreased by 50% and increased by 50% as against the current market price.

The table has been prepared on the following assumptions:

(a) The Company issues the maximum number of Placement Securities available under the 10% Placement Facility.

(b) 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%.

(c) 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.

(d) The table shows only the effect of issues of Placement Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) The issue of Placement Securities under the 10% Placement Facility consists only of Shares.

(f) The issue price is $0.045 being the closing price of the Shares on ASX on 16 October 2026.

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		Dilution			
Number of Shares on Issue (Variable 'A' in Listing Rule 7.1A.2)		**Shares issued – 10% voting dilution**	**Issue Price** (rounded down to nearest tenth of a cent)		
			$0.0225	**$0.045**	**$0.0675**
			50% decrease	**Current**	**50% increase**
			Funds Raised		
Current	3,874,168,325	387,416,832	$8,716,878	$17,433,757	$26,150,636
50% increase	5,811,252,488	581,125,248	$13,075,318	$26,150,636	$39,225,954
100% increase	7,748,336,650	774,833,665	$17,433,757	$34,867,514	$52,301,272

4.4 Board recommendation

Resolution 4 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 Directors believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution 4. The Chair intends to vote undirected proxies in favour of this Resolution 4.

5. Resolution 5: Refresh of Omnibus Plan

5.1 Background

The Company's Employee Share Plan was first adopted by the Board on 15 March 2021, which was last approved by Shareholders at the 2023 Annual General Meeting.

The Board wishes to have the flexibility to issue a range of securities, including shares, options, performance rights and other securities to incentivise and retain the Company's Directors, employees and consultants in a manner which promotes alignment of their interests with shareholder interests, whilst at the same time offering eligible participants market-competitive remuneration arrangements. Accordingly the Board has recently adopted an Omnibus Plan Rules (**Plan**) enabling the issue of a range of potential equity securities which is regarded as an employee incentive scheme for the purposes of the Listing Rules.

Listing Rule 7.1 requires shareholder approval for an issue of equity securities if, over a rolling 12 month period, the amount of equity securities issued (without prior shareholder approval) is or would be more than 15% of the number of ordinary shares on issue at the start of that 12 month period.

Listing Rule 7.2 Exception 13(b) provides that an issue of equity securities does not detract from the available 15% limit under Listing Rule 7.1 if the issue of securities is made under an employee incentive scheme approved by shareholders no more than three years before the date of issue of the securities.

The Company desires to maintain maximum ability to raise capital in accordance with Listing Rule 7.1 without seeking prior Shareholder approval. Accordingly, it is seeking Shareholder approval under Resolution 5 in order for the Company to be able to issue securities pursuant to the new Plan and have those securities qualify under Listing Rule 7.2 Exception 13(b) in the 3 years following Shareholder approval.

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If this Resolution 5 is not approved, then the Company will still be able to issue securities under the Plan utilising its capacity under Listing Rule 7.1.

5.2 Information required under Listing Rule 7.2 Exception 13(b)

In accordance with Listing Rule 7.2 Exception 13(b), the following information is provided to Shareholders:

Summary of terms of Plan	A summary of the material terms of the Plan is set out in Annexure 1 (including vesting conditions and the Board's discretion to accelerate vesting on the occurrence of an Exit Event). A full copy of the Plan is available for inspection at the Company's registered office.
Number of securities issued	As at the date of this Notice, the Company has previously issued 311,450,000 loan funded shares under its previous Employee Share Plan since it was last approved by Shareholders on 17 November 2023. No securities have been issued under the Plan since adoption by the Board.
The Maximum number of securities proposed to be issued under the Plan	The maximum number of equity securities proposed to be issued under the Plan to eligible participants (on a fully converted basis) is 387,416,339 Shares (representing 10% of the Company's total Shares on issue as at the date of this Notice). The maximum number is not an estimate of the actual number of securities to be issued under the Plan; it is a cap on the number of securities that the Company may issue in reliance on Listing Rule 7.2 Exception 13(b). The Company must seek Shareholder approval under Listing Rule 10.14 in respect to any future issues to Directors under the Plan. Where that approval is obtained, the issue of securities to Directors will not count towards the maximum number of securities for the purposes of Listing Rule 7.2 Exception 13(b).

5.3 Termination benefits under the Plan

Section 200B of the Corporations Act requires shareholder approval by ordinary resolution, and in accordance with the special provisions of section 200E of the Act, in order to access the exemption from the prohibition on a company giving a person a benefit in connection with that person's retirement from an office or position of employment in that company where that person is, or was in the three years prior to his or her retirement, in a managerial or executive office in that company.

The Plan allows the Board, in its discretion, to accelerate vesting of share entitlements on a retirement (or an Exit Event as referred to in Annexure 1), which could constitute a benefit otherwise prohibited under section 200B. In order to give the Board flexibility to exercise its discretions under the Plan to the extent that an acceleration of vesting could be regarded as providing a person a benefit in connection with that person's retirement from an office or position of employment (**Employment Retirement Benefit**), Shareholder approval for the purposes of sections 200B and 200E of the Corporations Act is being sought.

For a section 200B benefit to be allowed, section 200E requires that this Notice provide Shareholders with either the value of the proposed benefits or, where the value of the proposed benefits cannot currently be ascertained, the manner in which the value of the proposed benefits is calculated, and the matters, events and circumstances that will, or are will likely to, affect the calculation of the value.

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(a) Value of termination benefits

The Board has not determined that it will exercise discretion to grant any Employment Retirement Benefits. In the circumstances of a possible Employment Retirement Benefit, the value of the benefits that the Board may give under the Plan cannot be determined in advance, as many of the factors that will or are likely to affect that value will not be known until the time the benefit is decided to be awarded (if at all).

Specifically, the value of an Employment Retirement Benefits will depend on a number of factors, including the Company's share price at the time.

(b) Voting restrictions

As at the date of this Notice, the Board has not identified any particular person to receive a benefit in connection with that person's retirement from a managerial or executive office in the Company.

5.4 Loans for and security over Shares

Section 259B(2) of the Corporations Act permits a Company to take security over its own shares issued pursuant to an employee incentive scheme under certain conditions, including where prior shareholder approval has been obtained. Accordingly, the Company is also seeking Shareholder approval under Resolution 5 in respect of section 259B(2) of the Corporations Act, for circumstances where the Company elects to provide an employee assistance in the acquisition of Shares in itself and takes security over its own shares for repayment of the loan.

Section 260A of the Corporations Act allows only limited circumstances under which a company may provide financial assistance for the acquisition of shares in itself without obtaining prior shareholder approval, including pursuant to section 260A(1) the giving of the assistance which does not materially prejudice:

(i) the interests of the company or its shareholders, or

(ii) the company's ability to pay its creditors.

The Board is of the view that section 260A(1) exemption is applicable, and at the relevant times will be applicable, to any loans that may be granted for the exercise of securities under the Plan. Accordingly, the Company will not be seeking shareholder approval with respect to Section 260A of the Corporations Act.

5.5 Board recommendation

The Directors **abstain** from making a recommendation on Resolution 5 as they are eligible to participate in issues under the Plan and therefore have a potential personal interest in the matter. The Chair intends to vote undirected proxies in favour of this Resolution 5.

6. Resolution 6: Approval to Amend Constitution – Renewal of the Proportional Bid Provisions

Resolution 6 proposes the amendment of the Constitution to renew clause 11 in the form set out in Annexure 2 to this Notice. When the Constitution was last refreshed at the 2023 Annual General Meeting, clause 11 contained provisions dealing with member approval requirements if there were to be any proportional takeover bids for the Company's securities (**Proportional Bid Provisions**). Clause 11 in the form set out in Annexure 2 sets out the identical wording as formed part of the Constitution when it was originally adopted and last renewed.

A "proportional takeover bid" means an off-market bid for a specified proportion of the Company's securities held by each shareholder in a class for which a takeover bid has been made. It is not a bid for all securities held by all members of that class, only part of the securities each holds.

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Section 648G (in Part 6.5 Subdivision 5C) of the Corporations Act (and clause 11 of the Constitution) provide that these Proportional Bid Provisions cease to apply at the end of 3 years from their adoption (or last renewal), but that they may be renewed by special resolution of the members. The Board believes it is appropriate that the Proportional Bid Provisions of the Constitution (clause 11) be renewed.

In seeking Shareholder approval for the renewal of the Proportional Bid Provisions, the Corporations Act requires the below information to be provided to members.

6.1 Effect of provisions proposed to be renewed

Clause 11 of the Constitution provides that the Company is prohibited from registering any transfer of shares giving effect to a contract of sale pursuant to a proportional takeover bid unless and until after the proposed transfer has been approved by the members at a general meeting of the Company (**Approving Resolution**). The person making the offer for the securities (**Bidder**) (and their associates) cannot vote on the Approving Resolution and the Approving Resolution requires the approval of more than 50% of members who are entitled to vote at that meeting.

Clause 11 also provides that:

(a) If an Approving Resolution is not voted upon within 14 days of the end of the bid period, the Approving Resolution is deemed approved; and

(b) If the Approving Resolution is rejected,

(i) all unaccepted offers under the proportional takeover bid are deemed withdrawn,
(ii) the Bidder must rescind each contract created as a result of the acceptance of an offer under that proportional takeover bid, and
(iii) a Member who has accepted an offer made under the Proportional Bid is entitled to rescind the contract (if any) resulting from that acceptance

6.2 Reasons for the resolution

Clause 11 of the Constitution is required to be renewed as it is 3 years since the adoption of the renewed Constitution that included this clause 11 (at the 2023 Annual General Meeting). Section 648(G)(1) of the Corporations Act provides that Proportional Bid Provisions such as provided in clause 11 cease to apply at the end of 3 years from their adoption (or its last renewal). Section 648(G)(4) enables the Shareholders to approve a renewal of Proportional Bid Provisions by way of amendment to the Constitution.

The Directors believe that the members should continue to have the choice of considering whether to accept a bid from another person for what might become control of the Company without the members having the opportunity to dispose of **all** of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). To preserve this choice, clause 11 needs to be renewed. If clause 11 is renewed and any proportional takeover bid (if any) is subsequently approved by Shareholders, each Shareholder will still have the right to make a separate decision whether that Shareholder wishes to accept the (proportional takeover) bid for their own securities.

6.3 Awareness of current acquisition proposals

As at the date of this Explanatory Memorandum, none of the Directors is aware of any proposal for any person to acquire (or increase the extent of) a substantial interest in the Company from its current level.

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6.4 The advantages and disadvantages of the Proportional Bid Provisions since their adoption or renewal

As there have been no takeover bids made for any of the shares in the Company since the renewal of the Proportional Bid Provisions in Constitution in 2023, there has been no application of clause 11 for that period.

6.5 Potential advantages and disadvantages of the proposed resolution for both directors and shareholders

An advantage to the directors of renewing the Proportional Bid Provisions is that the Board will be able to assess the member's acceptance or otherwise of a proportional takeover bid should one be made.

As stated above, renewing clause 11 provides Shareholders with the choice of considering whether to accept a bid for what might become control of the Company without the members having the opportunity to dispose of **all** of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). If Resolution 6 is not approved and clause 11 is not renewed, Shareholders will not have this opportunity.

On the other hand, it may be argued that the renewal of clause 11 may make proportional takeover bids more difficult to succeed and therefore effectively discourage proportional takeover bids being made and reduce the freedom for Shareholders to sell some of their securities.

6.6 Board recommendation

Balancing the above advantages and disadvantages, the Directors are of the view that the advantages of renewing the Proportional Bid Provisions outweigh any disadvantages and unanimously recommend that Shareholders vote in favour of this Resolution 6. The Chair intends to vote undirected proxies in favour of this Resolution 6.

7. Further information

The Directors are not aware of any other information which is relevant to the consideration by members of the proposed Resolutions set out in this Notice of Meeting.

The Directors recommend members read this Explanatory Memorandum in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed Resolutions.

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GLOSSARY

Definitions

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

Annual General Meeting / AGM means the annual general meeting of the Company to be a hybrid meeting at 10.00 am (AEDT) on Monday, 30 November 2026 pursuant to the Notice of Meeting.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules or **Listing Rules** means the Listing Rules of the ASX as amended from time to time.

Board means the board of Directors of the Company.

Closely Related Party means:

(a) a spouse or child of the Key Management Personnel;
(b) a child of the Key Management Personnel's spouse;
(c) a dependant of the Key Management Personnel or of the Key Management Personnel's spouse;
(d) anyone else who is one of the Key Management Personnel's family and may be expected to influence the Key Management Personnel, or be influenced by the Key Management Personnel, in the member's dealings with the entity;
(e) a company under the Key Management Personnel's controls; or
(f) a person prescribed by the regulations.

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

Company means Actinogen Medical Limited ACN 086 778 476.

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to this Notice.

Key Management Personnel means the key personnel as disclosed in the Remuneration Report.

Meeting means the annual general meeting subject to this Notice.

Notice of Meeting or **Notice** means this notice of Annual General Meeting.

Option means an option acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report of the Company for the year ended 30 June 2026 as set out in the Company's Annual Report for the year ended 30 June 2026.

Resolution means the resolutions referred to in the Notice of Meeting.

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

Share Registry means Automic Registry Services.

Shareholder means a holder of a Share.

VWAP means the volume weighted average price of the Shares (excluding crossings executed outside the open session state, special crossings, overseas trades and trades pursuant to exercise of options or other convertible securities), as determined by the Company as traded on the ASX for the number of trading days specified in this Notice.

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Annexure 1 – Omnibus Plan Summary

A summary of the terms of the new Omnibus Plan Rules (**Plan**) is as follows. Copies of the Plan are available for inspection at the Company's registered office and will be provided without charge to Shareholders on request.

Term	Description
Administration	The Plan will be administered by the Board or a committee delegated by the Board.
Eligibility	The Board may make offers of Awards under the Plan (**Offer**) to employees or directors of, or individuals who provide services to, the Company (or an associated entity of the Company), and to certain related persons of employees, directors and service providers (**ESS Participants**). Participation in the Plan is voluntary.
Type of Awards	The Company may, at the Board's discretion, offer any of the following types of awards: (a) options (including market priced and zero-exercise priced options); (b) performance rights; (c) loan shares; (d) deferred share awards; (e) exempt share awards; and (f) any other ESS Interest as defined under section 1100M of the Corporations Act, (together **Awards**).
Terms	The Board will determine the terms and conditions (including vesting conditions (if relevant)) of any Awards under the Plan. As referred to below the Plan also provides a Board discretion to accelerate vesting for example on the occurrence of an Exit Event (see below for more details). The terms for the relevant Offer of Awards will be set out in a personalised letter to each ESS Participant or are otherwise as set out in the Plan (**Offer Letter**).
Offer Letters	The Offer Letter will detail the following terms: (a) the identity of the ESS Participant to whom the offer is made; (b) the terms of the Offer (e.g. the type of Award to be offer, number of Awards, exercise period, exercise price or issue price, vesting conditions, disposal restrictions and expiry date); (c) general information about the risks of acquiring and holding the Award;

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Term	Description
	(d) a statement that advice given in relation to the offer does not take into account the ESS Participant's objectives, financial situation and needs; (e) the period during which the ESS Participant may accept the offer; (f) if ESS Interests may be acquired under the offer using a loan or contribution plan, the terms of the loan or plan; (g) any other terms or conditions that the Board decides to include; and (h) any other matters required to be specified in the offer by either the Corporations Act, any other regulations, rules, relief or legislative instruments or applicable laws that apply at the time of the offer, or the Listing Rules.
Exercising Awards	Exercising the Award is done by providing the Company with a Notice of Exercise stating the number of Award units to be exercised, and if required, accompanied by payment of the Exercise Price. Once an ESS Participant has exercised a vested Award (including payment of the Exercise Price where required), the Company will issue new Shares to the Participant.
Vesting conditions	Awards will only vest and become exercisable subject to the satisfaction of any performance hurdles or conditions (**Vesting Conditions**) set by the Board. The Board in its absolute discretion may waive or amend a Vesting Condition (see below for Board's discretion on the occurrence of an Exit Event). Once a Vesting Condition has been satisfied (or waived), the Board must provide a vesting notice to the ESS Participant (**Vesting Notice**). The date of the Vesting Notice will be the date that the Awards vest.
Lapsing and forfeiture	Awards may lapse on a specified date, the occurrence of a specified event (e.g. a Malus Event or Compulsory Divestiture Event (as defined in the Plan)), or any earlier date specified in the Invitation (for example, upon failure to satisfy a vesting condition).
Dealing restrictions	An ESS Participant may not dispose of, or transfer any Award in any manner, unless it is permitted by the Company. Disposal restrictions may also be applied on Shares issued upon the exercise of an Award. Depending on the Award, certain ESS Participants will be also required to enter voluntary escrow deeds to further restrict any disposals.
Plan limit	The limit on the number of Awards to be issued under the Plan is subject to the Corporations Act, ASX Listing Rules and the required approval by shareholders When an Offer of Awards for monetary consideration is made under the Plan, the Company must have reasonable grounds to

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Term	Description
	believe that the offer would not exceed 5% of the number of Shares on issue at the time of the Offer (**Issue Cap**). An offer of Awards for no monetary consideration is not limited by the Issue Cap.
Loan terms	The Plan empowers the Board to exercise its discretion to issue fully paid ordinary shares in the Company (**Loan Shares**) to employees who qualify to participate in the Plan, upon the basis that the Company advances the ESS Participant the funds to purchase the Loan Shares pursuant to the terms of a secured limited recourse loan agreement between the Participant and the Company (**Loan**) and that Participant on the terms set out in an Offer Letter and in the Plan. The key terms of the Loan are as follows, unless otherwise determined by the Board in its absolute discretion: (a) the amount of the Loan will be equal to the aggregate issue price of the Loan Shares offered; (b) the Loan may only be applied towards the issue price for the Loan Shares; (c) the Loan will be interest free; (d) the ESS Participant may be required to execute documents to grant a security interest over the Loan Shares, a holding lock and/or a restriction agreement; (e) Loan Shares are Restricted Awards until the Vesting Conditions applicable (if any) are satisfied and/or the Loan is repaid, unless the Board in its discretion determines otherwise; (f) while the Shares are Restricted Awards, an ESS Participant must not, without the consent of the Board, create any security interest over any Loan Shares or grant any first right of refusal, voting right, or pre-emptive right; (g) the ESS Participant provides the Company with security over the Loan Shares as security for repayment of the Loan, which security includes a pledge of the Loan Shares and a charge over all dividends and other amounts paid or payable on those Loan Shares; (h) the Loan period commences when the Loan is made and ends on the earliest of (**Loan Period**): (i) the Expiry Date specified in the Offer Letter; (ii) the date on which the ESS Participant ceases to be an employee; (iii) any buy-back of the Loan Shares under the Plan or disposal of the Loan Shares;

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Term	Description
	(iv) the failure to satisfy any Vesting Conditions applicable to the Loan Shares; (v) an unremedied breach by the ESS Participant of the Plan; or (vi) the bankruptcy (or any similar event as determined by the Board in its discretion) of the ESS Participant; and (i) the ESS Participant: (i) may repay all or part of a Loan made to the ESS Participant at any time before expiry of the Loan Period; and (ii) must repay in full the outstanding amount of the Loan at the end of the Loan Period (or return the relevant securities in accordance with the Loan). The Loan Shares may only be sold by an ESS Participant where the Loan Shares have vested and the Loan has been repaid in full (otherwise any dealing by the Participant in the Loan Shares is prohibited without the prior written consent of the Company). If the Loan becomes due and payable and the ESS Participant has not repaid the amount of the Loan at the end of the Loan Period, then the Board may, in its discretion, determine that the Company may, on behalf of the ESS Participant, transfer the Loan Shares to the Company (or its nominee) or sell the relevant Loan Shares. The Company and the secretary will have complete discretion in respect of the sale of the relevant Loan Shares. Where the Board determines to accept a transfer of the Loan Shares to the Company in full satisfaction of the Loan, the Company must accept a transfer of the Loan Shares by the ESS Participant to, or as directed by the Company, as full settlement of the repayment obligation under the Loan.
Rights attaching to Awards	All Shares issued under the Plan (including upon exercise of an Award) will upon issue rank equally in all respects with all other Shares. A Performance Right or Option does not confer upon the holder (**Holder**) the right to: (a) vote or receive dividends. (b) a return of capital, whether in a winding up, upon a reduction of capital or otherwise. (c) participate in the surplus profit or assets of the Company upon a winding up; or (d) participate in new issues of securities such as bonus issues or entitlement issues

Term	Description
	unless and until the Vesting Conditions are achieved and the Performance Right or Option is exercised. An Award may not be sold, transferred, granted a Security Interest over or otherwise disposed of during the Restriction Period.
Cessation of employment, office of services	The Plan contains default provisions for dealing with leavers: (a) If an ESS Participant is not a Good Leaver, unvested Awards held by the relevant ESS Participant will immediately lapse or be forfeited., where a "Good Leaver" means a person who has ceased to be employed or engaged by a Group Member as a result of that person's: (i) total or permanent disablement, or an illness which persists for at least 3 months, which in either case prevents the person from carrying out their previous functions as an employee, contractor or director; (ii) genuine redundancy; (iii) bona fide retirement; (iv) death; or (v) other factors determined by the Board in its discretion to constitute sufficient reason to treat the person as a Good Leaver; (b) If an ESS Participant is a Good Leaver, they will retain all vested Awards subject to their terms in the Offer Letter and retain a number of unvested Awards on a pro-rata basis (subject to the relevant vesting conditions), with the remaining unvested Awards being compulsorily divested, unless the Board in its absolute discretion determines otherwise; and (c) Notwithstanding the default leaver provisions in Plan, the Board has discretion to determine the ultimate treatment of any Awards for any leaver.
Clawback	The Plan provides the Board with broad powers to clawback (by way of lapsing, forfeiting, buying-back or transferring) Awards if particular events occur (e.g. Malus Events or Compulsory Divestiture Events) or if an ESS Participant acts fraudulently and is due to receive an unfair advantage.
Exit Event	On or prior to an Exit Event, the Board may, in its absolute discretion, determine that: (a) waive or modify Vesting Conditions or Restriction Periods so that any Awards, to the extent not fully vested, will become vested and exercisable in full or in part;

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Term	Description
	(b) Awards may be exercised within a specific period only, otherwise they will lapse; or (c) the Company buy-back or cancel some or all of the Awards in exchange for their market price. Where for the purpose of exercising the Board discretion an Exit Event may be triggered by any of (i) a sale of the issued share capital; (ii) a sale of the business or major assets of the Company or (iii) a licensing / partnering / corporate transaction involving the major intellectual property rights of the Company.
Reorganisation, new issues, bonus issues, etc.	The Plan has specific provisions dealing with reorganisation events, new issues and bonus issues. These provisions (which are subject to the ASX Listing Rules) are intended to ensure there is no advantage or disadvantage to an ESS Participant in respect of their Awards in relation to any corporate actions of the Group.
Powers of the Board	The Board has the absolute discretion to: (a) determine appropriate procedures for administration of the Plan; (b) amend any offer related to any Award; (c) waive or amend any Vesting Conditions (unless excluded by the terms of the Award); (d) amend the Plan, provided that such amendments do not materially prejudice the rights of existing ESS Participants except where the amendment is made primarily: (i) for the purpose of complying with a law which affects the Company, an ESS Participant, or Awards; (ii) for the purpose of complying with the Listing Rules; and (e) cancel or amend an ESS Participant's unvested Awards if a Malus Event occurs, provided that the exercise of its powers is in accordance with the Listing Rules.
ASX Listing Rules	The Plan and Awards made under it are always subject to the ASX Listing Rules (while the Company is listed on the Official List) and applicable laws.

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Annexure 2 - Proportional Bid Provisions

The following is proposed to be renewed and re-inserted into the Constitution of the Company as clause 11.

11. Proportional takeover approval provisions

11.1 Interpretation

In this clause 11:

(a) **Associate** in relation to another person has the meaning given to that term in the Act for the purposes of subdivision C of Chapter 6.5 of the Act;

(b) **Bidder** means a person making an offer for Shares under a Proportional Bid;

(c) **Proportional Bid** means a proportional takeover bid as defined in section 9 of the Act; and

(d) **Relevant Day**, in relation to a Proportional Bid, means the day that is 14 days before the last day of the bid period.

11.2 Transfers prohibited without approval

Where a Proportional Bid in respect of Shares included in a class of Shares in the Company has been made:

(a) the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the Proportional Bid is prohibited unless and until a resolution (**Approving Resolution**) to approve the Proportional Bid is passed, or is deemed to have been passed, in accordance with subdivision C of Chapter 6.5 of the Act;

(b) a Member (other than the Bidder or an Associate of the Bidder) who, as at the end of the day on which the first offer under the Proportional Bid was made, held Shares included in the bid class is entitled to vote on an Approving Resolution and, for the purposes of so voting, is entitled to 1 vote for each such Share;

(c) neither the Bidder nor an Associate of the Bidder may vote on an Approving Resolution;

(d) an Approving Resolution must be voted on at a meeting of the Members entitled to vote on the resolution which has been convened and conducted by the Company; and

(e) an Approving Resolution is passed if more than 50% of the votes cast on the resolution by Members Present and entitled to vote on the resolution are in favour of the resolution.

11.3 Meetings

(a) The provisions of this Constitution relating to a general meeting of the Company apply, with such modifications as the circumstances require, in relation to a meeting that is convened for the purposes of this clause 11.

(b) The Directors of the Company must ensure that the Approving Resolution is voted on in accordance with this clause before the Relevant Day.

(c) Where an Approving Resolution is voted on in accordance with this clause, then before the Relevant Day, the Company must:

(i) give to the Bidder; and

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(ii) serve on ASX,

a written notice stating that a resolution to approve the Proportional Bid has been voted on and that the resolution has been passed or has been rejected, as the case requires.

11.4 Deemed approval

Where, as at the end of the day before the Relevant Day in relation to a Proportional Bid, no Approving Resolution to approve the Proportional Bid has been voted on in accordance with this clause, an Approving Resolution to approve the Proportional Bid is, for the purposes of this clause, deemed to have been passed under this clause 11.

11.5 Proportional Bid rejected

Where an Approving Resolution is voted on and is rejected then:

(a) despite section 652A of the Act, all offers under the Proportional Bid that have not, as at the end of the Relevant Day, resulted in binding contracts are deemed to be withdrawn at the end of the Relevant Day;

(b) the Bidder must immediately, after the end of the Relevant Day, return to each Member any documents that were sent by the Member to the Bidder with the acceptance of the offer;

(c) the Bidder may rescind and must, as soon as practicable after the end of the Relevant Day, rescind each contract resulting from the acceptance of an offer made under the Proportional Bid; and

(d) a Member who has accepted an offer made under the Proportional Bid is entitled to rescind the contract (if any) resulting from that acceptance.

11.6 Duration of clause

This clause 11 ceases to have effect on the later to occur of:

(a) the third anniversary of its adoption; or

(b) the third anniversary of its most recent renewal effected under the Act.

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Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Actinogen Medical Limited | ABN 14 086 778 476

Your proxy voting instruction must be received by **10:00am (AEDT) on Saturday, 28 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.

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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 Actinogen Medical Limited, to be held virtually at **10:00am (AEDT) on Monday, 30 November 2026 and physically at K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW 2000** 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 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

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STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report	☐	☐	☐
2	Re-election of Dr George Morstyn	☐	☐	☐
3	Re-election of Dr Nicki Vasquez	☐	☐	☐
4	Approval of increased placement capacity	☐	☐	☐
5	Approval of Omnibus Plan	☐	☐	☐
6	Approval to Amend Constitution – Renewal of the Proportional Bid Provisions	☐	☐	☐

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).