

**17 October 2025**

**Dear Shareholder,**

**Bio-Gene Technology Limited  
2025 Annual General Meeting of Shareholders**

Notice is hereby given that the 2025 Annual General Meeting (AGM) of shareholders of Bio-Gene Technology Limited (Bio-Gene or the Company) will be held as a virtual meeting on **Wednesday, 19 November 2025 at 2:30pm (Melbourne time)** via live webinar, for the purpose of considering the business outlined in the Notice of Meeting.

Bio-Gene advises that no hard copy of the Notice of Meeting and Explanatory Notes (Notice) will be circulated, except to shareholders who have expressly requested one. The Notice is available on the Company's website at [bio-gene.com.au/investors/asx-announcements](https://bio-gene.com.au/investors/asx-announcements) and via the ASX Market Announcements Platform under the Company's ASX Code (BGT).

If you have nominated an email address and elected to receive electronic communications from the Company, you will receive an email with a link to the electronic copy of the Notice.

**Online Meeting Platform**

Shareholders with an existing account with Automic will be able to watch, listen, and vote online. Those without an account are strongly encouraged to register as soon as possible to avoid delays on the day of the Meeting. To register, visit [investor.automic.com.au](https://investor.automic.com.au), click "Register," and follow the prompts. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account.

Shareholders may ask questions during the AGM in real time via text or audio. Alternatively, questions may be submitted at least 48 hours prior to the Meeting by email to [bgt.shareholder@bio-gene.com.au](mailto:bgt.shareholder@bio-gene.com.au). The Company reserves the right to decline responses to unreasonable or offensive questions.

**Proxy Lodgement**

Shareholders are strongly encouraged to lodge proxy forms early. Forms may be submitted online or by post, following the instructions on your personalised proxy form. Proxy forms must be received by Automic no later than **2:30pm (AEDT) on Monday, 17 November 2025**. Forms received after this time will be invalid.

Shareholders who wish to vote virtually on the day of the Meeting can do so via the Automic Investor Portal. For details on live voting, please refer to the Registration and Voting Guide at [automicgroup.com.au/agm/virtual-agms](https://automicgroup.com.au/agm/virtual-agms).



### **Shareholder Communication Elections**

Recent amendments to the *Corporations Act 2001* allow shareholders to elect to receive documents (including meeting notices and annual reports) electronically or in hard copy. You may make a standing election or request to receive specific communications in your preferred format.

Shareholders may also elect not to receive certain documents, including the annual financial report.

As part of our commitment to sustainable business practices, we encourage you to provide your email address so we can communicate electronically. This ensures timely, cost-effective delivery of Company information while supporting environmental sustainability.

If you have previously made a communication election, it will remain in effect until you notify the Company of any changes. Shareholders who have not made an election will be deemed to have elected to receive all documents electronically.

To update your communication preferences, please contact Automic:

- **Telephone (within Australia):** 1300 288 664
- **Telephone (outside Australia):** +61 2 9698 5414
- **Email:** [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)
- **Website:** [investor.automic.com.au](http://investor.automic.com.au)

**Yours faithfully,**

**Edmond Tern**  
Company Secretary



**Bio-Gene Technology Limited**

**ACN 071 735 950**

**Notice of 2025 Annual General Meeting**

**To be held virtually on  
Wednesday, 19 November 2025 at 2:30pm (Melbourne time)**

**Bio-Gene Technology Limited**  
**ACN 071 735 950**  
**Notice of Annual General Meeting**

Notice is hereby given that the 2025 Annual General Meeting of the shareholders of Bio-Gene Technology Limited (**Bio-Gene** or the **Company**) is to be held as a virtual meeting (**Meeting** or **AGM**) on Wednesday, **19 November 2025** at 2.30pm (Melbourne time) for the purpose of considering the business referred to in this Notice of Meeting. The Meeting will be held as a virtual meeting via a live webinar.

The Explanatory Notes which accompany this Notice of Meeting are incorporated in, and form part of, this Notice of Meeting.

## **Agenda**

### **1. Consideration of 2025 Reports**

To receive and consider the Financial Report of the Company, the Directors' Report and the Auditor's Report for the year ended 30 June 2025.

*Note: no resolution is required for this item of business.*

### **2. Resolution 1 – Adoption of Remuneration Report**

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

"That the Remuneration Report for the year ended 30 June 2025 be adopted."

*Note: In accordance with section 250R(3) of the Corporations Act 2001, the vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out at pages 18 to 28 of the Annual Report 2025.*

#### **Voting exclusion statement**

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Company's Key Management Personnel (as defined in the Explanatory Notes) (**KMP**) or their Closely Related Parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the AGM or their Closely Related Parties,

unless the vote is cast as proxy for a person entitled to vote on Resolution 1:

- in accordance with a direction as to how to vote in the proxy form; or
- by the Chair of the AGM pursuant to an express authorisation in the proxy form to vote undirected proxies as the Chair sees fit, even though Resolution 1 is connected with the remuneration of members of the KMP.

"Closely Related Parties" of a member of the KMP means any of the following:

- (a) a spouse or child of the member;
  - (b) a child of the member's spouse;
  - (c) a dependent of the member or of the member's spouse;
  - (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- or  
a company the member controls.

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**3. Resolution 2 – Re-election of Mr. Andrew Guthrie as a Director**

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

"That Mr. Andrew Guthrie, who retires as a Director of the Company in accordance with clause 59(1) of the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company."

**4. Resolution 3 – ASX Listing Rule 7.1A (additional issuance capacity)**

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

"That approval be given to the Company to have the additional capacity to issue so many equity securities under ASX Listing Rule 7.1A as is allowed under the formula prescribed in ASX Listing Rule 7.1A(2), during the period specified under ASX Listing Rule 7.1A.1, at an issue price which is not less than the minimum issue price calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.3."

**5. Resolution 4 - Renewal of Proportional Takeover Bid provisions in the Constitution**

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

"That, for the purposes of section 648G(4) of the *Corporations Act 2001* (Cth) and for all other purposes, the members of the Company approve the renewal of the proportional takeover approval provisions in clause 28 of the Company's Constitution for a period of three years from the date of the Meeting."

Approved for release by the Board.

Edmond Tern  
Company Secretary  
17 October 2025

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

To access the virtual meeting on the day:

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

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

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

Questions must be submitted in writing to Edmond Tern, Company Secretary at [bgt.shareholder@bio-gene.com.au](mailto:bgt.shareholder@bio-gene.com.au) at least 48 hours before the AGM.

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

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### **Voting virtually at the Meeting**

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

1. Open your internet browser and go to [investor.automic.com.au](https://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 **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.

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## **Explanatory Notes**

These Explanatory Notes have been prepared to provide shareholders with information about the business of the Meeting and each resolution.

## **2025 Financial Statements and Reports**

Section 317 of the *Corporations Act 2001* (the **Corporations Act**) requires the Directors of the Company to lay before the AGM the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2025. Those reports are set out in the Company's 2025 Annual Report which can be obtained from the Company's website at <https://bio-gene.com.au/investors/financial-reports/>.

There is no requirement either in the Corporations Act or in Bio-Gene's Constitution for shareholders to approve these reports or to pass any resolution in relation to these reports. Accordingly, there will be no formal resolution put to the AGM on this item of business.

Shareholders will have a reasonable opportunity at the meeting to ask questions and comment on these reports and on the Company's business and operations.

## **Resolution 1 - Adoption of Remuneration Report**

The 2025 Remuneration Report, which explains the Board's policies in relation to the nature and level of remuneration paid to Directors and senior management (**Key Management Personnel** or **KMP**) of the Company and which sets out remuneration details for each KMP, forms part of the Directors' Report on pages 18 to 28 (inclusive) of the Annual Report for the year ended 30 June 2025 (and is available on the Company's website at <https://bio-gene.com.au/investors/financial-reports/>). A copy of the 2025 Annual Report has been sent to shareholders who requested it. A copy can also be obtained from the Company's website as outlined above.

### **The 2025 Remuneration Report:**

explains the Board's policies in respect of the nature and level of remuneration paid to each KMP of the Company;

makes clear that remuneration is linked to performance of key executives and the Company overall;

sets out the remuneration details for each KMP; and

makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating executives and Executive Directors.

As required under section 250R(2) of the Corporations Act, a resolution will be put to shareholders to adopt the 2025 Remuneration Report. Shareholders should note that the vote on this resolution is advisory only and is not binding on the Directors or the Company. Shareholders will be given the opportunity to ask questions about or make comments on the 2025 Remuneration Report.

## **Board recommendation**

The Directors recommend that shareholders vote in favour of Resolution 1.

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**Resolution 2 – Re-election of Mr. Andrew Guthrie as a Director**

Clause 59(1) of the Constitution of the Company requires one-third of the Directors or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors, to retire from office at each annual general meeting. Further, as clause 76(6) provides that the Managing Director (being Mr Tim Grogan) is not subject to retirement by rotation and is not to be taken into account in determining the number of Directors who must retire by rotation, the number of Directors who must retire by rotation is one Director.

Given that clause 59(1)(a) of the Constitution provides that the Directors to retire by rotation at an annual general meeting are those Directors who have been longest in office since their last election or appointment, and as Mr. Alex Ding, Mr. Chris Ramsey and Mr. Peter May were each elected or re-elected (as the case may be) by the shareholders, Mr. Andrew Guthrie is required to retire by rotation, and being eligible, submits himself to shareholders for re-election as a Director.

Mr. Guthrie has dedicated his career to agriculture and worked for 32 years with one of the world's leading agriculture companies, Syngenta, and predecessor companies around the world. After building his early career in sales, marketing and supply chain roles in Australian agriculture, Andrew spent 20 years working internationally with assignments in the United Kingdom, Switzerland, Hong Kong, Singapore, Thailand, Japan and China. He gained significant experience in diverse cultural environments that require broad leadership skills. Andrew spent most of his senior leadership years with Syngenta in Asia, as Regional Director for Asia Pacific, before he was promoted to lead Syngenta's multi-billion-dollar business in Europe, Africa and the Middle East.

Mr. Guthrie is a graduate member of the Australian Institute of Company Directors (AICD).

**Board recommendation**

The Directors (other than Mr. Andrew Guthrie who abstains from making a recommendation) recommend that shareholders vote in favour of Resolution 2.

**Resolution 3 – ASX Listing Rule 7.1A (additional issuance capacity)**

This resolution seeks approval from the holders of ordinary shares in the Company, by special resolution, to have the additional capacity to issue equity securities under ASX Listing Rule 7.1A.

Under ASX Listing Rule 7.1, subject to certain exceptions, the Company can issue or agree to issue up to so many equity securities as is equal to 15% of its issued ordinary shares in any 12 month period without prior approval from its shareholders. ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained approval from the Company's ordinary shareholders, by way of special resolution at an annual general meeting, may issue or agree to issue, during the 10% Placement Period (as defined below), a maximum number of equity securities calculated in accordance with the following formula (the **10% Placement Capacity**):

$$(A \times D) - E$$

where:

A is the number of fully paid ordinary securities on issue at the commencement of the 12 months period immediately preceding the date of issue or agreement (the **Relevant Period**):

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- (i) plus the number of fully paid ordinary securities issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
  - (ii) plus the number of any other fully paid ordinary securities issued in the Relevant 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 Relevant Period, or
    - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved under rule 7.1 or 7.4,
  - (iii) plus the number of fully paid ordinary securities issued in the relevant 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 relevant period, or
    - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4,
  - (iv) plus the number of any other fully paid ordinary securities issued in the Relevant Period with approval under Listing Rule 7.1 or 7.4;
  - (v) plus the number of partly paid ordinary securities that became fully paid in the Relevant Period;
  - (vi) less the number of fully paid ordinary securities cancelled in the Relevant Period;
- 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 has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

**Eligibility of the Company**

In order to seek approval from the Company's ordinary shareholders under ASX Listing Rule 7.1A, the Company must have a market capitalisation of \$300 million or less, and not be included in the S&P/ASX 300 Index as at the date that the AGM is held. The Company expects to meet the eligibility criteria on the date of the AGM.

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**Disclosure under ASX Listing Rule 7.3A.6**

In the 12 months preceding the date of this Meeting, the Company has issued equity securities under Listing Rule 7.1A.2. The details of the equity securities issued under Listing Rule 7.1A.2 are as follows:

| <b>Date of Issue</b> | <b>Number and class of equity securities issued</b>                                                                         | <b>Issue Price</b> | <b>Discount to last close price before signing agreement to issue</b> | <b>Class of persons to whom equity securities were issued</b>                                                                                      | <b>Total cash consideration received and intended use of funds</b>                                                                                                                                                                                |
|----------------------|-----------------------------------------------------------------------------------------------------------------------------|--------------------|-----------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 18 July 2025         | 20,136,157 fully paid ordinary shares (being 10% of the total number of ordinary shares on issue 12 months before this AGM) | \$0.023            | 8.0%                                                                  | Placement participants and related parties approved by the Company's shareholders at extraordinary general meeting of Company held on 14 July 2025 | \$436,131 in cash received, all of which is still to be spent on Flavocide regulatory enabling studies, preparations for Qcide scale-up, product development activities supporting commercial partnering arrangements and general working capital |

**Information required under ASX Listing Rule 7.3A**

ASX Listing Rule 7.3A requires the following information to be provided to shareholders.

- If Resolution 3 is passed, the period during which the Company may issue equity securities under ASX Listing Rule 7.1A is the period commencing on the date of the AGM at which the approval is obtained until the first to occur of the following (being the **10% Placement Period**):
  - (i) the date that is 12 months after this AGM;
  - (ii) the time and date of the Company's annual general meeting in respect of the year ended 30 June 2026;
  - (iii) the time and date of approval by the holders of ordinary shares in the Company of a transaction under ASX Listing Rule 11.1.2 (change of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).
- If Resolution 3 is passed, the minimum price at which equity securities may be issued by the Company under ASX Listing Rule 7.1A is a cash amount per security that is no less than 75% of the volume weighted average market price for the securities in that 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 securities are to be issued is agreed by the Company and the recipient of the relevant securities; or
  - (ii) if the securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.
- If Resolution 3 is passed and the Company raises funds from an issue of equity securities under ASX Listing Rule 7.1A(2), the purposes for which those funds will be used are to advance its lead products, support potential partnering arrangements and provide working capital.

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- If Resolution 3 is passed and the Company issues equity securities under ASX Listing Rule 7.1A(2), existing holders of ordinary shares in the Company should be aware that they risk economic and voting dilution, including the risk that:
- (i) the market price for equity securities in that class may be significantly lower on the actual issue date of the equity securities than on the date that shareholders give approval under ASX Listing Rule 7.1A at the AGM; and
  - (ii) the equity securities may be issued at a price that is a discount to the market price for those equity securities on the actual issue date of the equity securities.

The table below shows:

- (i) the potential dilution of existing holders of ordinary shares assuming an issue of ordinary shares at the current market price of those shares and assuming the current number of issued ordinary shares for variable "A" (as set out in the formula above reflecting Listing Rule 7.1A.2);
- (ii) two further examples where variable "A" has increased by 50% and 100% noting that the number of ordinary shares included in variable "A" may increase as a result of issues of ordinary shares that do not require shareholder approval (for example, a pro rata entitlements issue or shares issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved by shareholders); and
- (iii) two examples where the issue price of ordinary shares has decreased by 50% and increased by 50% as against the current market price.

| Variable "A" in Listing Rule 7.1A.2 |                     | Dilution                          |             |                             |
|-------------------------------------|---------------------|-----------------------------------|-------------|-----------------------------|
|                                     |                     | \$0.017                           | \$0.034     | \$0.051                     |
|                                     |                     | 50% decrease in Issue Price       | Issue Price | 50% increase in Issue Price |
| 305,061,108                         | 10% Voting Dilution | <b>30,506,111 ordinary shares</b> |             |                             |
| Current Variable A                  | Funds Raised        | \$518,604                         | \$1,037,208 | \$1,555,812                 |
| 457,591,662                         | 10% Voting Dilution | <b>45,759,166 ordinary shares</b> |             |                             |
| 50% increase in current Variable A  | Funds Raised        | \$777,906                         | \$1,555,812 | \$2,333,717                 |
| 610,122,216                         | 10% Voting Dilution | <b>61,012,222 ordinary shares</b> |             |                             |
| 100% increase in current Variable A | Funds Raised        | \$1,037,208                       | \$2,074,416 | \$3,111,623                 |

**The table has been prepared on the following assumptions:**

- (i) The Company issues the maximum number of equity securities available under the 10% Placement Capacity.
- (ii) No options are exercised so as to result in an issue of ordinary shares before the date of issue of the equity securities.

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- (iii) *The 10% voting dilution reflects the aggregate percentage dilution against the issued ordinary 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 the dilution that may be caused to a particular shareholder by reasons of placements under the 10% Placement Capacity, based on that shareholder's holding at the date of the meeting.*
- (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.*
- (vi) *The use of equity securities under the 10% Placement Capacity consists only of ordinary shares.*
- (vii) *The assumed issue price is \$0.034 being the trading price of the ordinary shares on the ASX on 30 September 2025.*

- The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue utilising the 10% Placement Capacity. The identity of the allottees of equity 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, rights issues or other issues in which existing security holders can participate;
  - (ii) the effect of the issue of the equity 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 where the 10% Placement Capacity is utilised have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 3 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 of equity securities under Listing Rule 7.1A (except a benefit solely by reason of being a holder of ordinary securities); and
- any associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and
  - the holder votes on the resolution in accordance with directions given by the beneficiary.

### **Board recommendation**

The Directors recommend that shareholders vote in favour of Resolution 3.

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**Resolution 4 – Renewal of Proportional Takeover Bid Provisions in the Constitution**

Clause 28 of the Company's Constitution contains provisions dealing with member approval requirements if there was to be any proportional takeover bid for the Company's securities (**Proportional Bid Provisions**).

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 member holds.

Subdivision 5C of Part 6.5 of the *Corporations Act 2001* (Cth) provides 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 which are in clause 28 of the Company's Constitution be renewed.

A copy of the Company's Constitution is available on the Company's website, [Corporate Governance - Bio-Gene Technology Limited](#). A soft copy can be sent via email to any shareholder upon request made to the Company Secretary.

The resolution to renew the Proportional Bid Provisions is proposed as a special resolution. Accordingly, to be passed, at least 75% of the votes validly cast on the resolution by shareholders eligible to vote on the Resolution must be in favour of the resolution.

If Resolution 4 is passed, shareholders holding at least 10% of the Company's issued ordinary shares may, within 21 days after the AGM, apply to a court to have the purported renewal of the Proportional Bid Provisions set aside. The court may make an order setting aside the purported renewal of the Proportional Bid Provisions if it is satisfied that it is appropriate in the circumstances to do so.

In seeking the members' approval for the renewal of the Proportional Bid Provisions, the *Corporations Act 2001* (Cth) requires the information below to be provided to members.

***Effect of provisions proposed to be renewed***

Clause 28 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 (**Offeror**) (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 28 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, all unaccepted offers under the proportional takeover bid are deemed withdrawn and the Offeror must rescind each contract created as a result of the acceptance of an offer under that proportional takeover bid.

If shareholders pass Resolution 4, then clause 28 of the Company's Constitution as described above will continue to have effect for a period of three years from the date of the AGM.

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***Reasons for the resolution***

Section 648(G)(1) of the *Corporations Act 2001* (Cth) provides that Proportional Bid Provisions such as those provided in clause 28 of the Company's Constitution cease to apply at the end of 3 years from their adoption (or their last renewal).

The Proportional Bid Provisions were last adopted and renewed by shareholders at the annual general meeting of the Company on 18 November 2022 (the **2022 AGM**). Accordingly, clause 28 of the Company's Constitution is required to be renewed as more than 3 years will have passed since the last renewal of the Proportional Bid Provisions at the time of the 2022 AGM.

Section 648(G)(4) of the *Corporations Act 2001* (Cth) enables the members to approve a renewal of Proportional Bid Provisions.

The Directors believe that the members should continue to have 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). To preserve this choice, clause 28 of the Company's Constitution needs to be renewed. If clause 28 of the Company's Constitution is renewed and any proportional takeover bid (if any) is subsequently approved by members, each member will still have the right to make a separate decision whether that member wishes to accept the (proportional takeover) bid for their own securities.

***Awareness of current acquisition proposals***

As at the date of this Notice of Meeting, 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.

***Advantages and disadvantages of the Proportional Bid Provisions since last renewed***

As there have been no takeover bids made for any of the shares in the Company since the initial adoption or renewal of the Proportional Bid Provisions, there has been no application of clause 28 of the Company's Constitution with respect to the Company as at the date of this Notice of Meeting. It may be considered that the potential advantages and disadvantages described below have applied for the period since renewal of clause 28 of the Company's Constitution at the 2022 AGM on 18 November 2022.

***Potential advantages and disadvantages of the proposed resolution for both directors and members***

The potential advantages and disadvantages of renewing the Proportional Bid Provisions to directors include:

- If the Directors consider a proportional bid for the Company's securities should be opposed, they will be assisted in preventing the bidder from securing control of the Company as the bidder requires a majority of votes to be cast in its favour by the independent shareholders before the bid can succeed.
- With the Proportional Bid Provisions in place, the Directors must call a meeting to seek the members' view if any proportional takeover bid for the Company's securities is made, even if the Directors believe the proportional takeover offer should be accepted.
- Under the Proportional Bid Provisions the most effective view on a proportional takeover bid for the Company's securities is the view expressed by the vote of the shareholders themselves, at the meeting.

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- The Proportional Bid Provisions may make it easier for Directors to discharge their fiduciary and statutory duties as Directors in the event of a proportional takeover bid for the Company's securities.
- The Directors remain free to make a recommendation on whether a proportional takeover bid for the Company's securities should be accepted.

The potential advantages of the renewal of the Proportional Bid Provisions for members include:

- All members have an opportunity to study a proportional takeover bid, if made, and to attend or be represented by proxy at a meeting called specifically to vote on the proposal. A majority of shares voted at the meeting, excluding the shares of the bidder and its associates, will be required for the applicable resolution to be passed, following which members will be able to decide whether to accept the bid that may result in a change of the control of the Company.
- Members are able to prevent a proportional takeover bid proceeding if they believe that control of the Company should not be permitted to pass under the bid and, accordingly, the terms of any future proportional takeover bid is likely to be structured in a manner that is attractive to a majority of members.
- The Proportional Bid Provisions enable shareholders to act together to avoid the coercion of members that might otherwise arise where they believe a proportional takeover offer is inadequate, but nevertheless accept due to concerns that a significant number of shareholders may accept.
- Members are protected against being coerced into accepting a proportional takeover bid at a high premium where the bidder indicates its intention to mount a subsequent bid for the remaining shares at a much reduced price, putting members under pressure to accept the initial bid to maximise returns.
- If a proportional takeover bid is made, the Proportional Bid Provisions may make it more probable that a bidder will set its offer price at a level that is attractive to members.
- Members, as a group, may more effectively advise, contribute to or guide the Directors' response to a proportional takeover bid.
- The Proportional Bid Provisions may increase the likelihood that any takeover offer will be a full bid for the whole shareholding of each member, so that members will have the opportunity to dispose of all of their shares rather than only a portion.

The potential disadvantages to members of renewing the Proportional Bid Provisions include:

- By placing obstacles in the way of partial offers, the proposal may tend to discourage partial offers, thus reducing the opportunity for members to sell a portion of their holdings.
- The continued existence of the Proportional Bid Provisions might adversely affect the market value of the Company's shares by making a partial offer less likely, thus reducing any takeover speculation element in the share price.
- An individual member that wishes to accept the partial offer will be unable to sell to the offeror unless a majority of members vote in favour of the proportional takeover bid.
- If a proportional takeover bid for the Company's securities is made, the Company will incur the costs of calling a shareholders meeting.

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**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 recommend their renewal. Accordingly, the Directors recommend that shareholders vote in favour of Resolution 4.

**Further information**

The Directors recommend members read these Explanatory Notes 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.

Your proxy voting instruction must be received by **2:30pm (AEDT) on Monday, 17 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY

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

#### YOUR NAME AND ADDRESS

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

#### STEP 1 - APPOINT A PROXY

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

#### DEFAULT TO THE CHAIR OF THE MEETING

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

#### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

#### APPOINTMENT OF SECOND PROXY

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

#### SIGNING INSTRUCTIONS

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

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

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

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

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

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

#### CORPORATE REPRESENTATIVES

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

#### Lodging your Proxy Voting Form:

##### Online

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

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



##### BY MAIL:

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