

17 October 2025

Notice of AGM and Explanatory Notes – supplementary disclosure

PolyNovo Limited (ASX: PNV) (**PolyNovo** or **Company**) has issued this supplementary disclosure to its Notice of Annual General Meeting (**AGM**) dated 25 September 2025. This addendum provides details of the appointment of Mr Robert Douglas as a new Non-Executive Director (**NED**) of PolyNovo, which was announced to ASX on 14 October 2025 and sets out an additional resolution for his election which is to be proposed at the AGM.

Resolution to elect Robert Douglas as a director of PolyNovo

Background

Under PolyNovo's constitution and ASX Listing Rules, any director appointed by the Board must stand for election by shareholders at the next annual general meeting. As Mr. Douglas's appointment occurred after the Notice of AGM and Explanatory Notes (collectively with the accompanying proxy form, **AGM Materials**) were dispatched, an additional resolution is now proposed to be put to shareholders at the Company's AGM to be held on Tuesday, 28 October 2025.

Election of Robert Douglas as a Director

This supplementary disclosure forms part of the AGM Materials and should be read in conjunction with those Materials. Terms used in this supplementary disclosure and not otherwise defined have the meanings respectively given to them in the AGM Materials.

Proposed additional resolution

The following additional resolution is proposed as resolution 1(c) to be considered at the AGM:

That Mr Robert Douglas, having been appointed by the Board as a Non-Executive Director of PolyNovo effective 14 October 2025 and being eligible for election, is elected as a Director of the Company.

New proxy form & how to vote

Shareholders are notified that a new proxy form (enclosed with this supplementary disclosure) should be used to vote on the above resolution, in addition to those set out in the original Notice of AGM. Proxies already submitted remain valid for existing items of business. For this new resolution, shareholders may lodge an updated proxy form or vote in person at the AGM.

To vote online visit www.investorvote.com.au and enter the control number 138075 and follow the instructions to vote online. Enter your SRN/HIN number (this information is on the proxy form mailed to you or refer to a recent holding statement). A replacement proxy form can be requested via our share registry on 1300 850 505.

Board Recommendation

The Board (other than Mr Douglas) unanimously supports the election of Mr Robert Douglas as a director. The Directors believe his extensive experience will strengthen the Board's overall skillset and governance, benefiting the Company and its shareholders.

Robert Douglas – professional background and qualifications

Mr. Robert Douglas is a highly experienced executive in the global medical technology industry.

Career highlights

Mr. Douglas spent two decades at ResMed, a leading global medical device company specialising in respiratory and sleep disorder solutions. He held various senior positions at ResMed, culminating in the role of Global Chief Operating Officer (COO). In that capacity, he oversaw worldwide business operations, manufacturing and supply chain, and was integral in scaling ResMed's products to international markets. His leadership contributed to ResMed's growth from an Australian-based innovator into a multibillion-dollar global enterprise, giving him deep insight into global market expansion, regulatory compliance, and operational excellence in the medtech sector.

Current directorships

Since retiring from his executive role, Mr. Douglas has engaged in board and advisory positions with healthcare and technology companies. Notably, he has served on the Board of Globus Medical, Inc. (NYSE: GMED) since 2019, a US-based medical device company specializing in orthopaedic and spinal products. He sits on Globus's Audit Committee, contributing expertise in financial oversight and governance. He is also a Board Director of XCMR Ltd, a digital health technology firm, where he advises on commercialisation of medical innovations.

Qualifications

Mr Douglas holds a Bachelor of Electrical Engineering (Hons), an MBA (Master of Business Administration) and a Bachelor of Science in Computer Sciences. He is a Member of the Australian Institute of Company Directors (MAICD). His technical background, combined with business qualifications, position him to navigate both the scientific and commercial aspects of PolyNovo's strategy.

Other achievements

Throughout his career, Mr Douglas has driven innovation and operational improvements. At ResMed he was known for championing digital health initiatives – integrating software and data into medical devices – an area of increasing importance to companies like PolyNovo (which markets high-tech wound care products). He also has significant experience in mergers & acquisitions and global partnerships, having helped guide ResMed's international joint ventures and acquisitions.

Independence

The Board has assessed Mr. Douglas to be an independent director. He is not an executive of PolyNovo and has no business or familial relationships that would materially interfere with his independent judgment. His addition will bring the total number of independent Non-Executive Directors on PolyNovo's Board to five (out of six Board members), further reinforcing the Board's independent oversight.

This announcement has been authorised by the PolyNovo Board of Directors.



ACN 083 866 862

PNV

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Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 5000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1:00pm (AEDT) on Sunday, 26 October 2025.**

Replacement Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Replacement Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of PolyNovo Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of PolyNovo Limited to be held at the offices of Minter Ellison, Collins Arch, Level 20/447 Collins Street, Melbourne, VIC 3000 and as a virtual meeting on Tuesday, 28 October 2025 at 1:00pm (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 2 and 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 2 and 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 2 and 3 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf via a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1a	Re-elect Leon Hoare as a Director of the Company	☐	☐	☐
Resolution 1b	Re-elect David Williams as Director of the Company	☐	☐	☐
Resolution 2	Adoption of Remuneration Report	☐	☐	☐
Resolution 3	Non-executive Directors' Fees	☐	☐	☐
Resolution 1c	Elect Robert Douglas as Director of the Company	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically