

## Notice of Extraordinary General Meeting

Imugene Limited ACN 009 179 551

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# Notice of Extraordinary General Meeting

Imugene Limited ACN 009 179 551

Notice is given that an Extraordinary General Meeting (**Meeting**) of Imugene Limited ACN 009 179 551 (**Company**) will be held at:

<b>Location</b>	Automic Group, Level 5, 126 Phillip St, Sydney NSW 2000 The meeting will also be conducted online by Zoom conference
<b>Date</b>	Wednesday, 20 August 2025
<b>Time</b>	09.00am (Sydney time) Registration from 8.45am (Sydney time)

## Zoom meeting details

The Meeting will be webcast live via an online platform. To participate you will need a desktop or mobile/tablet device with internet access. When you log onto the online platform to register to attend the Meeting, you will need to provide your details (including SRN or HIN) to be verified as a Shareholder.

To register for the meeting, please click the link below:

[https://us02web.zoom.us/webinar/register/WN\\_w8FwwBOER6ySvwwf5L81OA](https://us02web.zoom.us/webinar/register/WN_w8FwwBOER6ySvwwf5L81OA)

After registering, you will receive a confirmation email containing information about joining the Meeting.

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

If Shareholders are unable to attend the Meeting using the online platform they are encouraged to alternatively, return the Proxy Form to the Company in accordance with the instructions thereon.

Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting utilising the online platform should they elect to do so.

Voting by proxy

To vote by proxy, please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.  For further information on the online proxy lodgment process please see the <b>Online Proxy Lodgment Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001

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**By hand**

Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

### **Power of Attorney**

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

### **Corporate Representatives**

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

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

Shareholders who wish to vote virtually on the day of the EGM will need to login to the online meeting platform powered by Automic.

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 access registration.
4. Click on **"Register"** and follow the steps
5. Once the Chair of the Meeting has declared the poll open for voting click on "Meeting open for voting" to be taken to the voting screen
6. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

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

## Special business

### **Resolution 1 – Ratification of prior issue of Placement Shares to Placement Subscribers**

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 1 *'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 68,236,857 Placement Shares previously issued under the Listing Rule 7.1 placement capacity, to the Placement Subscribers under the Placement Offer, as detailed and on the terms in the Explanatory Memorandum.'*

The Directors unanimously recommend you vote in favour of this resolution.

### **Resolution 2 – Approval to issue Placement Attaching Options under the Placement Offer**

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 2 *'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 51,177,643 Placement Attaching Options at an exercise price of \$0.43 per Placement Attaching Option (with three Placement Attaching Options provided for every four New Shares subscribed for under the Placement Offer, expiring on 30 March 2026) to Placement Subscribers under the Placement Offer, as detailed and on the terms set out in the Explanatory Memorandum.'*

The Directors unanimously recommend you vote in favour of this resolution.

### **Resolution 3 – Approval to issue New Shares and SPP Attaching Options under the SPP Offer**

To consider and, if in favour, to pass the following as an ordinary resolution:

- 3 *'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of:*
  - (a) *up to 45,454,545 New Shares at a price of \$0.33 per New Share (including any Oversubscription up to an aggregate cap of \$15 million); and*
  - (b) *up to 34,090,908 SPP Attaching Options at an exercise price of \$0.43 per SPP Attaching Option (with three SPP Attaching Options provided for every four New Shares subscribed for under the SPP Offer, expiring on 30 March 2026),*

*to Eligible Shareholders under the SPP Offer, as detailed and on the terms set out in the Explanatory Memorandum.'*

The Directors unanimously recommend that you vote in favour of this resolution.

Dated: 21 July 2025

By order of the Board

**Darren Keamy**  
Company Secretary

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# Voting Exclusion Statement

## Corporations Act

For the purposes of section 224 Corporations Act, the Company will not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

## Listing Rules

In accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of the resolution by or on behalf of:

<b>Resolution 1 – Ratification of prior issue of Placement Shares to Placement Subscribers</b>	the Placement Subscribers or any person who participated in the issue or is a counterparty to the agreement being approved or any associate of those persons.
<b>Resolution 2 - Approval to issue Placement Attaching Options under the Placement Offer</b>	the Placement Subscribers or 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) or any associate of their associates.
<b>Resolution 3 – Approval to issue New Shares and SPP Attaching Options under the SPP Offer</b>	the Eligible Shareholders and 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) or any associate of their associates.

However, this does not apply to a vote cast in favour of a 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; or
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Notes

- (a) Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Explanatory Memorandum.
- (b) Subject to the Corporations Act, including sections 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (c) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (d) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form to the Company's share registry Automic Group as detailed in the attached proxy form.
- (e) You can also lodge your proxy online at <https://investor.automic.com.au/#/loginsah> which is also located on the front of the accompanying proxy form. Alternatively, you can scan the QR code with your mobile device.
- (f) To be effective, the proxy must be received at the share registry of the Company no later than 09.00am (Sydney time) on 18<sup>th</sup> August 2025 (48 hours before the commencement of the meeting).
- (g) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (h) The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7:00pm (Sydney time) on 18 August 2025.
- (i) If you have any queries, including how to cast your votes, please contact the Company's share registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) during business hours.

# Explanatory Memorandum

Imugene Limited ACN 009 179 551 (**Company**)

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This Explanatory Memorandum accompanies the notice of Extraordinary General Meeting of the Company to be held at Automic Group, Level 5, 126 Phillip St, Sydney NSW 2000 and online by Zoom on 20 August 2025 at 09.00am (Sydney time).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

## Background

- 1 On Wednesday, 16 July 2025, the Company announced a capital raising by way of a placement with a firm commitment of raising approximately \$22.5 million, followed by a SPP to raise up to approximately \$15 million to fund the Company's azer-cel program through to initiating a pivotal clinical trial in CY26.
- 2 The capital raise involves a placement to issuing up to 68,236,857 Placement Shares and up to 51,177,643 Placement Attaching Options to investors (**Placement Subscribers**). For each Placement Attaching Option exercised prior to 30 March 2026, the Placement Subscribers will be issued one Placement Piggyback Option (together, the **Placement Offer**).
- 3 The capital raise also involves an SPP to issue up to 45,454,545 New Shares and up to 34,090,908 SPP Attaching Options to registered Shareholders at the Record Date (**Eligible Shareholders**). For each SPP Attaching Option exercised prior to 30 March 2026, the Eligible Shareholders will be issued one SPP Piggyback Option (together, the **SPP Offer**).
- 4 Subject to satisfying the ASX conditions for quotation of securities, the Company intends to apply for official quotation of the Attaching Options and Piggyback Options.
- 5 The issue of the Attaching Options under the Placement Offer and SPP Offer will be conditional upon the Company obtaining shareholder approval at this Meeting pursuant to Resolutions 2 and 3. Given the Piggyback Options will only be issued to holders of Attaching Options that are validly exercised, the issue of the Piggyback Options associated with the issue of the Attaching Options under the Placement Offer and SPP Offer, will not proceed if Shareholder approval is not obtained for the issue of the underlying Attaching Options pursuant to Resolutions 2 and 3.

## Placement Shares

- 6 On 24 July 2025, the Company issued 68,236,857 Placement Shares to Placement Subscribers at an issue price of \$0.33 per Placement Share (**Placement Price**).
- 7 The Placement Offer is conducted under the Company's existing placement capacity pursuant to ASX Listing Rule 7.1.

## Placement Options

- 8 Subject to Shareholder approval at the EGM, the Company proposes to issue to the Placement Subscribers three free attaching listed Options (**Placement Attaching Options**) for every four Placement Shares subscribed for and issued under the Placement Offer, with an aggregate of up to 51,177,643 Placement Attaching Options to be issued.

- 9 The Placement Attaching Options will have an exercise price of \$0.43 per Placement Attaching Option, expiring 30 March 2026. The terms of the Placement Attaching Options are otherwise set out in Schedule 1 of this Notice of Meeting.
- 10 The Placement Subscribers will also receive one Option (**Placement Piggyback Option**) for every Placement Attaching Option exercised prior to 30 March 2026, with an aggregate of up to 51,177,643 Placement Piggyback Options to be issued.
- 11 The Placement Piggyback Options will have an exercise price of \$0.86, expiring on 30 June 2028. The terms of the Placement Piggyback Options are otherwise set out in Schedule 2 of this Notice of Meeting.

### **New Shares under SPP Offer**

- 12 Subject to Shareholder approval at the EGM, on the 25 August 2025, the Company proposes to issue to the Eligible Shareholders up to 45,454,545 New Shares at an issue price of \$0.33 per New Share (**SPP Price**).
- 13 Subject to Shareholder approval at the EGM, notwithstanding the target raise amount of up to approximately \$15 million for the SPP Offer, the Company reserves the right to increase or decrease the amount to be raised under the SPP Offer. The SPP Offer has provision for Oversubscription to raise additional funds of up to approximately \$15 million.

### **SPP Options**

- 14 Subject to Shareholder approval at the EGM, the Company proposes to issue to the Eligible Shareholders three free attaching listed Options (**SPP Attaching Options**) for every four New Shares subscribed for and issued under the SPP Offer, with an aggregate of up to 34,090,908 SPP Attaching Options to be issued.
- 15 The SPP Attaching Options will have an exercise price of \$0.43 per SPP Attaching Option, expiring 30 March 2026. The terms of the SPP Attaching Options are otherwise set out in Schedule 1 of this Notice of Meeting.
- 16 The Eligible Shareholder will also receive one Option (**SPP Piggyback Option**) for every SPP Attaching Option exercised prior to 30 March 2026, with an aggregate of up to 34,090,908 SPP Piggyback Options to be issued.
- 17 The SPP Piggyback Options will have an exercise price of \$0.86, expiring on 30 June 2028. The terms of the SPP Piggyback Options are otherwise set out in Schedule 2 of this Notice of Meeting.

### **Resolution 3: Ratification of prior issue of Placement Shares to Placement Subscribers**

- 18 The purpose of Resolution 1 is for Shareholders to ratify, under ASX Listing Rule 7.4, and for all other purposes, the previous issue and allotment of the 68,236,857 Placement Shares to Placement Subscribers on the terms set out herein.

### **ASX Listing Rule 7.1**

- 19 Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholder over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month period. Approximately 32,942,739 fully paid ordinary shares can be issued by the Company in compliance with ASX Listing Rule 7.1.

- 20 The Company has not obtained approval from members under ASX Listing Rules 7.1A at its last annual general meeting to increase the limit by an extra 10%, therefore the Company's limit remains at 15%.
- 21 Approval to issue an additional 1,200,000,000 fully paid ordinary shares (pre-consolidation) in addition to the Company's 15% limit under ASX Listing Rule 7.1 was sought and received by the Company's Shareholders at an extraordinary general meeting on 26 June 2025, representing 35,294,118 fully paid ordinary shares on a post-consolidation basis (**Additional Approved Allocation**).
- 22 Collectively, the Company can issue 68,236,857 fully paid ordinary shares in compliance with ASX Listing Rule 7.1
- 23 Given, the issue of the 68,236,857 Placement Shares does not fall under any of the relevant exemptions set out in ASX Listing Rule 7.2 and as it has not yet been approved by Shareholders, it utilises the 15% capacity limit under ASX Listing Rule 7.1 and a portion of the Additional Approved Allocation, reducing the Company's capacity to issue further Equity Securities without Shareholder approval for the 12-month period following the issue of the 68,236,857 Placement Shares.

#### **ASX Listing Rule 7.4**

- 24 ASX Listing Rule 7.4 provides that the shareholders of a listed company may approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby replenishing the Company's capacity, enabling it to issue further securities up to that limit without shareholder approval.
- 25 The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issuance under ASX Listing Rule 7.1. Accordingly, the Company is seeking Shareholders' ratification pursuant to ASX Listing Rule 7.4 for the issue of the 68,236,857 Placement Shares.
- 26 Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 68,236,857 Placement Shares.

#### **Technical information required by ASX Listing Rule 14.1A**

- 27 If Resolution 1 is passed, Shareholder will have ratified the issue of the Placement Shares, and the issue of the Placement Shares will no longer utilise a portion of the Company's 15% placement capacity under ASX Listing Rule 7.1, meaning that the Company will have an increased ability to issue Equity Securities over the next 12 months without seeking Shareholder Approval.
- 28 If Shareholders do not approve Resolution 1, the Company's ability to raise additional equity funds over the next 12 months without Shareholder approval will be restricted.

#### **Technical information required by ASX Listing Rule 7.5**

- 29 Pursuant to and in accordance with the requirements of ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:
- (a) the Placement Shares, being 68,236,857 fully paid ordinary shares, have been issued to the Placement Subscribers pursuant to the terms of the Placement;
  - (b) the Placement Shares were issued on or about 24 July 2025;

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- (c) the material terms of the Placement have been summarised in paragraphs 1 to 9 above and in the Company's ASX announcement dated 16 July 2025;
  - (d) the Placement Shares were issued for \$0.33 per Placement Share; and
  - (e) the Placement Shares were issued for the purpose of funding the Company's azer-cel program through to initiating a pivotal clinical trial in CY26.

#### **Voting Exclusion Statement**

- 30 A voting exclusion statement applies to this Resolution. Please refer to the voting exclusion statement in respect of Resolution 1 set out in the 'Voting Exclusion Statement' section of this Notice of Meeting.

#### **Directors' recommendation**

- 31 The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

#### **Resolution 2: Approval to issue Placement Attaching Options under the Placement Offer**

- 32 The purpose of Resolution 2 is for Shareholders to approve, under ASX Listing Rule 7.1 and for all other purposes, the issue of up to 51,177,643 Placement Attaching Options with an exercise price of \$0.43 per Placement Attaching Option and expiring on the 30 March 2026 (but not any underlying Placement Piggyback Options that the Company may be required to issue upon exercise of the Placement Attaching Options).
- 33 As outlined in paragraphs 17 and 20, subject to a number of exceptions, ASX 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.
- 34 The issue of the Placement Attaching Options does not fall under any relevant exemptions. Resolution 2 therefore proposes and seeks Shareholder approval of the granting of the Placement Attaching Options for the purpose of satisfying the requirements of ASX Listing Rule 7.1.
- 35 If Resolution 2 is approved and the Placement Attaching Options are issued, ASX Listing Rule 7.2 (exception 9) applies to the issue of Shares on conversion of the Placement Attaching Options and such issuance shall not count towards the Company's placement capacity.

#### **Technical information required by ASX Listing Rule 14.1A**

- 36 If Resolution 2 is passed, the Company will be able to proceed with the issue of the Placement Attaching Options. In addition, the issue of the 51,177,643 Placement Attaching Options, as well as the Shares and Placement Piggyback Options that will be issued upon the valid exercise of any such Placement Attaching Options, will be excluded from the calculation of the number of equity securities that Company can issue without shareholder approval under ASX Listing Rule 7.1.
- 37 If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the 51,177,643 Placement Attaching Options. In addition, given the Placement Attaching Options will not occur under the Placement Offer, the Company will not proceed with the issue of any Placement Piggyback Options associated with the exercise of the underlying Placement Attaching Options.

#### **Technical information required by ASX Listing Rule 7.3**

- 38 Pursuant to and in accordance with the requirements of ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:
- (a) the Placement Attaching Options are to be allotted to the Placement Subscribers;
  - (b) the maximum number of securities to be issued is 51,177,643 Placement Attaching Options;
  - (c) the material terms of the Placement Attaching Options are set out in Schedule 1 of this Notice of Meeting. When validly exercised, each Placement Attaching Option is exercisable for the issue of one Share and one Placement Piggyback Option. The terms of the Placement Piggyback Options are set out in Schedule 2;
  - (d) the Placement Attaching Options are expected to be issued within 5 days of the Meeting but in any event, not more than three months after Shareholder approval;
  - (e) the Placement Attaching Options are being issued as attaching options under the Placement Offer and, accordingly, the issue price will be for nil consideration; and
  - (f) the Placement Attaching Options are being issued as attaching options under the Placement Offer for nil upfront consideration and, therefore, do not raise funds for the Company. Any funds raised from the exercise of the Placement Attaching Options will be used to support and fund the Company's azer-cel program through to initiating a pivotal clinical trial in CY26 and otherwise for general working capital of the Company.

#### **Voting Exclusion Statement**

- 39 A voting exclusion statement applies to this Resolution. Please refer to the voting exclusion statement in respect of Resolution 2 set out in the 'Voting Exclusion Statement' section of this Notice of Meeting.

#### **Directors' recommendation**

- 40 The Directors unanimously recommend that you vote in favour of Resolution 2.

#### **Resolution 3: Approval to issue New Shares and SPP Attaching Options under the SPP Offer**

- 41 The purpose of Resolution 3 is for Shareholders to approve, under ASX Listing Rule 7.1 and for all other purposes, the issue and allotment of up to 45,454,545 New Shares at a price of \$0.33 per New Shares (including any Oversubscription of up to an additional \$15 million) and 34,090,908 SPP Attaching Options with an exercise price of \$0.43 per SPP Attaching Option and expiring on the 30 March 2026 (but not any underlying SPP Piggyback Options that the Company may be required to issue upon exercise of the SPP Attaching Options).
- 42 As outlined in paragraphs 17 and 20, subject to a number of exceptions, ASX 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.
- 43 The issue of the New Shares and SPP Attaching Options does not fall under any relevant exemptions. Resolution 3 therefore proposes and seeks Shareholder approval of the granting of New Shares and the SPP Attaching Options for the purpose of satisfying the requirements of ASX Listing Rule 7.1.

- 44 If Resolution 3 is approved and the SPP Attaching Options are issued, ASX Listing Rule 7.2 (exception 9) applies to the issue of Shares on conversion of the SPP Attaching Options and such issuance shall not count towards the Company's placement capacity.

#### **Technical information required by ASX Listing Rule 14.1A**

- 45 If Resolution 3 is passed, the Company will be able to proceed with the issue of the SPP Attaching Options. In addition, the issue of the 34,090,908 SPP Attaching Options, as well as the Shares and SPP Piggyback Options that will be issued upon the valid exercise of any such SPP Attaching Options, will be excluded from the calculation of the number of equity securities that Company can issue without shareholder approval under ASX Listing Rule 7.1.
- 46 If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the 34,090,908 SPP Attaching Options. In addition, given the SPP Attaching Options will not occur under the SPP Offer, the Company will not proceed with the issue of any SPP Piggyback Options associated with the exercise of the underlying Placement Attaching Options.

#### **Technical information required by ASX Listing Rule 7.3**

- 47 Pursuant to and in accordance with the requirements of ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:
- (a) the New Shares and SPP Attaching Options are to be allotted to the Eligible Shareholder;
  - (b) the maximum number of securities to be issued is 45,454,545 New Shares and 34,090,908 SPP Attaching Options;
  - (c) the material terms of the SPP Attaching Options are set out in Schedule 1 of this Notice of Meeting. When validly exercised, each SPP Attaching Option is exercisable for the issue of one Share and one SPP Piggyback Option. The terms of the SPP Piggyback Options are set out in Schedule 2;
  - (d) the New Shares and SPP Attaching Options are expected to be issued within 5 days of the Meeting but in any event, not more than three months after Shareholder approval;
  - (e) the issue price for the New Shares is \$0.33 per New Share and the SPP Attaching Options are being issued as attaching options under the SPP Offer and, accordingly, the issue price will be for nil consideration; and
  - (f) any funds raised from the issue and allotment of the New Shares and exercise of the SPP Attaching Options will be used to support and fund the Company's azer-cel program through to initiating a pivotal clinical trial in CY26 and otherwise for general working capital of the Company.

#### **Voting Exclusion Statement**

- 48 A voting exclusion statement applies to this Resolution. Please refer to the voting exclusion statement in respect of Resolution 3 set out in the 'Voting Exclusion Statement' section of this Notice of Meeting.

#### **Directors' recommendation**

- 49 The Directors unanimously recommend that you vote in favour of Resolution 3.

# Glossary

Imugene Limited ACN 009 179 551

<b>ASX</b>	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
<b>ASX Listing Rules</b>	means the Listing Rules of ASX.
<b>Attaching Options</b>	means the Placement Attaching Options and the SPP Attaching Options.
<b>Board</b>	means the board of directors of the Company as constituted from time to time.
<b>Company</b>	means Imugene Limited ACN 009 179 551.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Corporations Regulations</b>	means the <i>Corporations Regulations 2001</i> (Cth).
<b>Directors</b>	means the directors of the Company.
<b>Eligible Shareholders</b>	means the existing Shareholders of the Company eligible to participate in the SPP.
<b>Equity Securities</b>	has the meaning set out in the Listing Rules.
<b>Existing Shares</b>	means the Shares already on issue in Imugene as at the Record Date.
<b>Explanatory Memorandum</b>	means the explanatory memorandum attached to the Notice of Meeting.
<b>Extraordinary General Meeting or EGM</b>	means the Company's extraordinary general meeting the subject of this Notice of Meeting.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Meeting</b>	means this notice of meeting and includes the Explanatory Memorandum.
<b>New Shares</b>	means a new Share, which the Company may issue to investors under the SPP Offer.
<b>Notice or Notice of Meeting</b>	means this Notice of Extraordinary General Meeting, including the Explanatory Memorandum and the Proxy Form.
<b>Option</b>	means an option in the Company to subscribe for a Share.
<b>Oversubscription</b>	means the additional shares that Eligible Shareholders may apply for above their Entitlement under the SPP Offer, up to an aggregate cap of a further \$15 million.
<b>Piggyback Options</b>	means the Placement Piggyback Options and the SPP Piggyback Options.
<b>Placement Attaching Options</b>	means the issue of three free options for every four Placement Shares subscribed for under the Placement Offer.

<b>Placement or Placement Offer</b>	means the issue of up to 68,236,857 New Shares to Placement Subscribers at an issue price of \$0.33 per New Share to raise up to \$22.5 million.
<b>Placement Piggyback Options</b>	means the issue of one free Option for every Placement Attaching Option exercised under the Placement Offer.
<b>Placement Shares</b>	means the Shares issued under the Placement Offer.
<b>Placement Subscriber</b>	means a person to whom New Shares are to be issued under the Placement on or around Thursday, 24 July 2025.
<b>Proxy Form</b>	means the proxy form attached to this Notice of Meeting.
<b>Record Date</b>	means the date at which entitlement of Shareholders to participate in the SPP is determined, being 7.00pm (AEST) on Tuesday, 15 July 2025.
<b>Securities</b>	means has the meaning given to that term in section 761A of the Corporations Act and includes a Share and an Option.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a person who is the registered holder of a share/shares in the Company.
<b>SPP Attaching Options</b>	means the issue of three free options for every four New Shares subscriber for under the SPP Offer.
<b>SPP or SPP Offer</b>	means the issue of up to 45,454,545 New Shares to Eligible Shareholder at an issue price of \$0.33 per new Share to raise up to \$15 million.
<b>SPP Piggyback Options</b>	means the issue of one free Option for every SPP Attaching Option exercised under the SPP Offer.

## Schedule 1

### Attaching Option terms

<b>Eligibility</b>	Attaching Options to be issued to Placement Subscribers and Eligible Shareholders who take up New Shares under this Prospectus.
<b>Grant of Attaching Options</b>	To be issued on the basis of three Attaching Options for every four New Shares issued to Placement Subscribers or Eligible Shareholders under this Prospectus, as the case may be.
<b>Quotation of Attaching Options</b>	The Company will apply to ASX for official quotation of any of the Attaching Options.
<b>Exercise of Attaching Options</b>	<p>Each Attaching Option is exercisable immediately on issue. The Attaching Options may be exercised at any time before their expiry date, wholly or in part, by delivering a duly completed form of notice of exercise together with a cheque for the exercise price. Imugene will issue one Share for each Attaching Option exercised.</p> <p>Holders of Attaching Options may only exercise a minimum of \$500 of Attaching Options on any particular occasion, unless the Holder has, in total, less than \$500 of Attaching Options, in which case they must exercise all their Attaching Options at the same time.</p> <p>The exercise of each Attaching Option is subject to compliance with the <i>Corporations Act 2001</i> (Cth) (<b>Corporations Act</b>) (in particular, the requirements of Chapter 6 of the Corporations Act).</p>
<b>Terms of Shares issued</b>	Any Shares issued as a result of exercising an Attaching Option will be issued on the same terms and rank in all respects on equal terms, with Existing Shares.
<b>Transfer and security interests</b>	<p>Eligible Shareholders may only:</p> <ul style="list-style-type: none"> <li>(a) create a security interest in; or</li> <li>(b) transfer, assign, dispose or otherwise deal with,</li> </ul> <p>Attaching Options, or any interest in Attaching Options, with the prior written consent of the Board.</p>
<b>Quotation of Shares issued</b>	Application for official quotation of Shares allotted and issued as a result of the exercise of the Attaching Options will be made within three Business Days from the date of issue of the Shares.
<b>Expiration of Attaching Options</b>	Each Attaching Option will have an expiration date that is 30 March 2026.
<b>Issue price of Attaching Options</b>	No issue price is payable for the Attaching Options as they are issued together with any application by a Placement Subscriber or an Eligible Shareholder for New Shares.
<b>Exercise price of Attaching Options</b>	\$0.43 upon exercise to acquire each Share.
<b>Option register</b>	Attaching Options will be registered in the name of a Shareholder in an option register maintained by the Share Registry. The Share Registry will issue holding statements that evidence the number of Attaching Options held by the Placement Subscriber or Eligible Subscriber. No option certificates will be issued.

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<p><b>Reconstruction of capital</b></p>	<p>If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of Imugene:</p> <ul style="list-style-type: none"> <li>(a) the number of Attaching Options or the exercise price of the Attaching Options or both will be adjusted as specified in Listing Rule 7.22 as it applies at the time of the reorganisation; and</li> <li>(b) in all other respects the terms for the exercise of the Attaching Options will remain unchanged.</li> </ul>
<p><b>Adjustment where pro rata issue of Shares, bonus shares or stock dividends</b></p>	<p>If there is a pro rata issue of Shares, the exercise price of the Attaching Options will be adjusted as specified in Listing Rule 6.22.2. If there is a bonus or cash issue of Shares, the number of Shares issued upon exercise of the Attaching Options will be adjusted as specified in Listing Rule 6.22.3. There will be no adjustment to the terms of the Attaching Options if there is a pro rata issue of shares.</p>
<p><b>New issues of Shares</b></p>	<p>The Attaching Options do not confer a right to participate in new issues of Shares unless the Attaching Options have been exercised on or before the record date for determining entitlements to the issue.</p>
<p><b>Notice of adjustments</b></p>	<p>Imugene will give written notice to the Attaching Option holder of any adjustment of the exercise price of the Attaching Options and any increase or decrease in the number of Attaching Options.</p>
<p><b>Dividend rights</b></p>	<p>While they remain unexercised, the Attaching Options will not give a holder an entitlement to receive any dividends declared and paid by Imugene for Shares.</p>
<p><b>Applicable law</b></p>	<p>Each Attaching Option is issued subject to:</p> <ul style="list-style-type: none"> <li>(a) the Corporations Act;</li> <li>(b) the Listing Rules; and</li> <li>(c) the Company's constitution.</li> </ul>
<p><b>US securities law restriction</b></p>	<p>The Attaching Options may not be exercised by or on behalf of a person in the United States unless the Attaching Options and the underlying shares have been registered under the <i>US Securities Act of 1933</i> and applicable US state securities laws, or exemptions from such registration requirements are available.</p>

## Schedule 2

### Piggyback Option terms

<b>Eligibility</b>	Piggyback Options to be issued to Placement Subscribers and Eligible Shareholders who have elected to exercise the Attaching Options prior to expiry on 30 March 2026.
<b>Grant of Piggyback Options</b>	To be issued on the basis of one Piggyback Option for every Attaching Option exercised prior to expiry on 30 March 2026.
<b>Quotation of Piggyback Options</b>	The Company will apply to ASX for official quotation of any of the Piggyback Options.
<b>Exercise of Piggyback Options</b>	<p>Each Piggyback Option is exercisable immediately on issue. The Piggyback Options may be exercised at any time before their expiry date, wholly or in part, by delivering a duly completed form of notice of exercise together with a cheque for the exercise price. Imugene will issue one Share for each Piggyback Option exercised.</p> <p>Holders of Piggyback Options may only exercise a minimum of \$500 of Piggyback Options on any particular occasion, unless the Holder has, in total, less than \$500 of Piggyback Options, in which case they must exercise all their Piggyback Options at the same time.</p> <p>The exercise of each Piggyback Option is subject to compliance with the <i>Corporations Act 2001</i> (Cth) (<b>Corporations Act</b>) (in particular, the requirements of Chapter 6 of the Corporations Act).</p>
<b>Terms of Shares issued</b>	Any Shares issued as a result of exercising a Piggyback Option will be issued on the same terms and rank in all respects on equal terms, with Existing Shares.
<b>Transfer and security interests</b>	Eligible Shareholders may only: (a) create a security interest in; or (b) transfer, assign, dispose or otherwise deal with, Piggyback Options, or any interest in Piggyback Options, with the prior written consent of the Board.
<b>Quotation of Shares issued</b>	Application for official quotation of Shares allotted and issued as a result of the exercise of the Piggyback Options will be made within three Business Days from the date of issue of the Shares.
<b>Expiration of Piggyback Options</b>	Each Piggyback Option will have an expiration date that is 30 June 2028.
<b>Issue price of Piggyback Options</b>	No issue price is payable for the Piggyback Options.
<b>Exercise price of Piggyback Options</b>	\$0.86 upon exercise to acquire each Share.
<b>Option register</b>	Piggyback Options will be registered in the name of a Shareholder in an option register maintained by the Share Registry. The Share Registry will issue holding statements that evidence the number of Piggyback Options held by the Placement Subscriber or Eligible Subscriber. No option certificates will be issued.

<p><b>Reconstruction of capital</b></p>	<p>If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of Imugene:</p> <ul style="list-style-type: none"> <li>(a) the number of Piggyback Options or the exercise price of the Piggyback Options or both will be adjusted as specified in Listing Rule 7.22 as it applies at the time of the reorganisation; and</li> <li>(b) in all other respects the terms for the exercise of the Piggyback Options will remain unchanged.</li> </ul>
<p><b>Adjustment where pro rata issue of Shares, bonus shares or stock dividends</b></p>	<p>If there is a pro rata issue of Shares, the exercise price of the Piggyback Options will be adjusted as specified in Listing Rule 6.22.2. If there is a bonus or cash issue of Shares, the number of Shares issued upon exercise of the Piggyback Options will be adjusted as specified in Listing Rule 6.22.3.</p> <p>There will be no adjustment to the terms of the Piggyback Options if there is a pro rata issue of shares.</p>
<p><b>New issues of Shares</b></p>	<p>The Piggyback Options do not confer a right to participate in new issues of Shares unless the Piggyback Options have been exercised on or before the record date for determining entitlements to the issue.</p>
<p><b>Notice of adjustments</b></p>	<p>Imugene will give written notice to the Piggyback Option holder of any adjustment of the exercise price of the Piggyback Options and any increase or decrease in the number of Piggyback Options.</p>
<p><b>Dividend rights</b></p>	<p>While they remain unexercised, the Piggyback Options will not give a holder an entitlement to receive any dividends declared and paid by Imugene for Shares.</p>
<p><b>Applicable law</b></p>	<p>Each Piggyback Option is issued subject to:</p> <ul style="list-style-type: none"> <li>(a) the Corporations Act;</li> <li>(b) the Listing Rules; and</li> <li>(c) the Company's constitution.</li> </ul>
<p><b>US securities law restriction</b></p>	<p>The Piggyback Options may not be exercised by or on behalf of a person in the United States unless the Piggyback Options and the underlying shares have been registered under the <i>US Securities Act of 1933</i> and applicable US state securities laws, or exemptions from such registration requirements are available.</p>

Imugene Limited | ABN 99 009 179 551

Your proxy voting instruction must be received by **9.00am (AEST) on Monday, 18 August 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:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto: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)

