

24 April 2026

Dear Shareholder,

I am pleased to invite you to attend the Annual Shareholders' Meeting of Neuren Pharmaceuticals Limited, which will be held at RACV City Club, Level 2, Bayside 4a/b, 501 Bourke St, Melbourne VIC 3000 at 2.00 pm (AEST) on Wednesday 27 May 2026. The meeting will also be made accessible to shareholders via an online platform that will display a live webcast of the meeting, including the Chairman's address and CEO's presentation along with relevant slides. The online platform will provide shareholders the opportunity to vote and submit questions.

The following documents are enclosed:

- Notice of the Meeting, including Explanatory Memorandum (if you have elected this option);
- a personalised proxy form; and
- if you have received this by mail, a return envelope, and a form to elect to receive shareholder communications electronically.

Instructions on how to attend the meeting online and vote are included in the Explanatory Memorandum.

If you have not already done so, I encourage you to consider electing to receive Neuren communications, including the Annual Report electronically, which can be done via the share registry website (au.investorcentre.mpms.mufg.com), or by returning the enclosed form.

Yours sincerely,



Patrick Davies
Non-Executive Chair

Neuren Pharmaceuticals Limited
Incorporated in New Zealand
ARBN 111 496 130
Suite 1.01, 117 Camberwell Road,
Hawthorn East, VIC 3123, Australia



NEUREN PHARMACEUTICALS LIMITED

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

Notice is given that the Annual Shareholders' Meeting (**Meeting**) of Neuren Pharmaceuticals Limited (**Company** or **Neuren**) will be held at:

Venue: RACV City Club, Level 2, Bayside 4a/b, 501 Bourke St, Melbourne VIC 3000

Date: Wednesday 27 May 2026

Time: 2.00pm AEST

As the Company's constitution allows for a general meeting to be held at two or more venues simultaneously using any technology that gives the shareholders as a whole a reasonable opportunity to participate, Neuren will hold a hybrid meeting, being a physical meeting linked with online facilities that allow remote participation, where shareholders will be able to participate in person or online. Shareholders should lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the Meeting in person.

Shareholders will be able to participate in a live webcast of the Meeting online enabling them to listen, participate and ask questions to the extent they are entitled to do so and cast direct votes at the appropriate times whilst the Meeting is in progress. Each person entitled to vote will be given the opportunity to participate in the vote in real time (and voting is also available in advance of the Meeting by lodging a directed proxy). Voting at the Meeting will occur by a poll rather than a show of hands.

For shareholders who wish to participate in the Meeting online, it will be accessible via the online platform at <https://meetings.openbriefing.com/neu26> hosted by the Share Registry of the Company, MUFG Corporate Markets, a division of MUFG Pension & Market Services (**MUFG Corporate Markets**) (formerly known as Link Market Services).

The Explanatory Memorandum and Proxy Form which accompany and form part of the Notice of Meeting, describe in more detail the matters to be considered, and include instructions on how to attend the Meeting and vote.

BUSINESS

- A** Chairman's address and CEO's presentation
- B** To receive and consider the annual report of the Company
- C** Resolutions

Resolution 1: Re-election of Director - Joe Basile

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

"That Joe Basile be re-elected as a director of the Company."

Resolution 2: Auditor remuneration

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

“That the board of directors is authorised to fix the auditor’s fees and expenses.”

Resolution 3: Issue of options to Managing Director - Jonathan Pilcher

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

“That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval is given to issue 360,000 options to acquire ordinary shares to Jonathan Pilcher, Managing Director of the Company, on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion: The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme (including Jonathan Pilcher) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution 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 the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4: Amendments to the Company’s Constitution

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

“That, for the purposes of section 32(2) of the Companies Act 1993 (NZ) and for all other purposes, approval is given for amendments to the Company’s Constitution that are specified in the Appendix to this Notice of Annual Shareholders’ Meeting dated 24 April 2026, with effect from the close of the Meeting.”

Resolutions 1, 2 and 3 are ordinary resolutions and, to be passed, require the approval of a majority of the valid votes cast on the resolution by the shareholders entitled to vote and voting on the resolution.

Resolution 4 is a special resolution and, to be passed, requires the approval of 75% or more of the valid votes cast on the resolution by the shareholders entitled to vote and voting on the resolution.

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Each of these Resolutions is described in the Explanatory Memorandum.

The Chair will direct that all resolutions will be conducted by a poll and, where validly appointed as a proxy, intends to vote all undirected proxies in favour of each resolution. The directors unanimously recommend that shareholders vote in favour of all resolutions.

By order of the Board

Lauren Frazer
Company Secretary
24 April 2026

For personal use only

IMPORTANT INFORMATION

HOW TO ATTEND THE VIRTUAL MEETING AND VOTE

The persons who will be entitled to attend and vote at the Meeting are those persons (or their proxies or representatives) registered as holding ordinary shares on Neuren's share register at 7.00 pm AEST on Monday 25 May 2026.

Attending the Meeting

The Meeting can be attended in person or online. To participate online, enter <https://meetings.openbriefing.com/neu26> into a web browser on your computer or online device. We recommend logging in to the online platform for the Meeting at least 15 minutes prior to the scheduled start time for the Meeting.

Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Voting Form.

Proxyholders will need their proxy code which MUFG Corporate Markets will provide via email no later than 24 hours prior to the Meeting.

Further information on how to participate is set out in the Online Platform Guide, which has been published as an ASX announcement and is available on Neuren's website www.neurenpharma.com.

Asking questions

A discussion will be held on all items to be considered at the Meeting. The Company will endeavour to give all shareholders a reasonable opportunity to ask questions in person or via the virtual Meeting platform, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many shareholders as possible have the opportunity to speak, shareholders are requested to observe the following:

- all shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Annual Report and general questions about the performance, business or management of the Company;
- if a shareholder has more than one question on an item, all questions should be asked at one time; and
- shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

Voting

Shareholders may vote either at the Meeting or by using the online platform (online voting will be open between the commencement of the Meeting and the time at which the Chair announces voting closure), or by appointing a proxy or a representative (in the case of a corporate shareholder).

To appoint a proxy or representative, complete the enclosed Proxy Form and return it to Neuren's share registry, MUFG Corporate Markets, by facsimile or mail as directed on the Proxy Form, or lodge it on-line at the registry's website (au.investorcentre.mpms.mufg.com) in accordance with the instructions given (you will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website). **Documents received or lodged later than 2.00 pm AEST on Monday 25 May 2026 will not be valid for the Meeting.**

Proxies and Corporate Representatives

Shareholders entitled to attend and vote at the Meeting may appoint a proxy or representative (in the case of a corporate shareholder) to attend the Meeting and vote on their behalf by completing the enclosed Proxy Form. A proxy or representative need not be a shareholder of Neuren. Proxy Forms must be received by Neuren's share registry, MUFG Corporate Markets, at the address on the enclosed Proxy Form, or be lodged on-line at the registry's website, by 2.00 pm (AEST) on Monday 25 May 2026. A representative should bring to the Meeting evidence of his or her appointment by the shareholder.

ANNUAL REPORT

The Company is an "e-reporting entity" under the Financial Markets Conduct Regulations 2014 (NZ) ("**Regulations**"). In accordance with section 61D of the Regulations, the Company's annual report for the year ended 31 December 2025 is available for viewing and download from the Company's website www.neurenpharma.com. The Company's annual reports for all future accounting periods for which it is an e-reporting entity will be publicly available on that site, as required by section 61D of the Regulations. A shareholder may, at any time, request a free copy (as a hard copy or an electronic copy) of the most recent and future annual reports.

The Company's auditor Grant Thornton will be represented at the Meeting. Shareholders will be able to ask questions or discuss matters arising from the annual report at the Meeting. However, it is not the purpose of the Meeting that the annual report be accepted, rejected or modified in any way.

EXPLANATORY MEMORANDUM

The purpose of this Explanatory Memorandum, which forms part of the Notice of Meeting dated 24 April 2026, is to provide shareholders with an explanation of the Resolutions to be proposed and considered at the Annual Shareholders' Meeting on Wednesday 27 May 2026 (**Meeting**) and to allow shareholders to determine how they wish to vote on those Resolutions.

RESOLUTION 1: RE-ELECTION OF DIRECTOR - JOE BASILE

The ASX Listing Rules require that a director of the entity must not hold office without re-election past the third annual general meeting following the director's appointment, or 3 years, whichever is longer. Accordingly, Joe Basile offers himself for re-election at the Meeting.

Joe joined the Neuren Board in March 2023 and brings extensive financial and commercial expertise to the Board. In 2024, he was appointed Chair of the Audit Committee. Joe has over 30 years' experience in executive roles within the pharmaceutical industry, most recently as Group Chief Financial Officer of iNova Pharmaceuticals, based in Singapore. Prior to this, he held senior Finance leadership and Commercial Sales leadership roles with Novartis across Australia and Asia.

If Resolution 1 is passed, Joe will hold office as Director until the third annual general meeting following his reappointment, or for a period of 3 years, whichever is longer.

If Resolution 1 is not passed, Joe will cease to hold office as Director with effect from the conclusion of the Meeting.

RESOLUTION 2: AUDITOR REMUNERATION

In accordance with section 207S of the Companies Act 1993 (NZ), this resolution seeks authorisation for the board of directors to fix the fees and expenses of the Company's auditor.

RESOLUTION 3: ISSUE OF OPTIONS TO MANAGING DIRECTOR - JONATHAN PILCHER

The Company is proposing to grant 360,000 unquoted options to acquire ordinary shares ("**Options**") to Managing Director, Jonathan (Jon) Pilcher. On 23 May 2025, Neuren announced the issue of 1,800,000 new share options to Neuren team members as a long-term incentive linked to achieving key milestones for NNZ-2591 as well as the intention to issue 360,000 Options with the same terms to Jon, subject to receiving shareholder approval at a future meeting of shareholders. The Options provide an incentive component to Jon's remuneration package aligned with the interests of Shareholders.

Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- 10.14.1 a director of the company;
- 10.14.2 an associate of a director of the company; or
- 10.14.3 a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

The proposed issue of the Options to Jon Pilcher falls within Listing Rule 10.14.1, as Jon is a Director, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

Resolution 3 seeks the required Shareholder approval for the proposed issue of Options under and for the purposes of Listing Rule 10.14.

If Resolution 3 is passed, the Company will be able to proceed with the issue of Options to Jon Pilcher, and the Options (and any Shares issued upon their vesting) will not count towards the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of Options to Jon Pilcher.

Specific information required by Listing Rule 10.15

Pursuant to, and in accordance with, Listing Rule 10.15, the following information is provided to Shareholders in respect to the proposed issue of Options under Resolution 3:

Material Terms:	Refer to Table A below for material terms of the Employee Share Scheme
Class of Securities:	Options to acquire fully paid ordinary shares
Maximum number of Options to be issued:	360,000 Options
Recipient:	Jon Pilcher
Issue Price:	The Options will be issued for nil cash consideration.
Exercise Price:	The exercise price will be the higher of: <ul style="list-style-type: none"> a) the volume weighted average price (VWAP) which the Company's shares are traded on the ASX for the 5 days prior to 27th May 2026, the date of the Meeting; or b) A\$12.91 per share, being the VWAP which the Company's shares were traded on the ASX for the 5 days prior to 23rd May 2025, the date on which the Board resolved to issue the Options subject to shareholder approval.
Issue Date:	The Options will be issued as soon as practicable after the date of the Annual Shareholders' Meeting and in any event no later than 3 months after the Meeting.
Expiry Date:	5 years after issue
Terms of any loans to acquire the securities:	No loans are proposed to be advanced in relation to the proposed issue of the Options.
Value of the Options:	The Company has estimated the fair value of the Options as A\$1,321,182, determined using the Black-Scholes valuation model. The significant inputs into the model are exercise price of \$12.91, a share price of A\$12.91 on the date of valuation, the estimated future volatility of 54.10%, the risk-free rate of 4.59%, the expected life of 5 years and a dividend yield of 0%.
Vesting conditions:	The Options vest, subject to remaining an employee, if and when the following non-market performance vesting conditions are met for NNZ-2591:

	<ul style="list-style-type: none"> i. One third of the Options shall vest on the last patient dosing in a Phase 3 clinical trial; ii. One third of the Options shall vest on the acceptance for filing of a marketing application, or execution of a material partnering transaction; iii. One third of the Options shall vest on the first patient dosing in a pivotal clinical trial for a second indication. <p>Each of these Vesting Conditions shall be tested separately from the other Vesting Conditions. Each vesting condition will be tested by the Board at the time the relevant milestone is achieved, acting reasonably and in good faith.</p>
Number of securities previously issued to Jon Pilcher under the Employee Share Scheme and the average acquisition price paid for those securities:	Nil

Table A – Summary of material terms of employee share scheme

Term	Description
Eligibility	Qualifying employees and consultants of Neuren may participate in the Employee Share Scheme (ESS), with eligibility and the number of Options to be issued under the ESS to be determined by the Company's Board of Directors.
Vesting conditions	The ESS is governed by rules that provide for the vesting of Options issued to occur when certain non-market performance conditions are met.
Exercise	<p>After the Options issued under the ESS have vested, participants may choose to exercise their Options within the specified exercise period by giving notice to the Company and paying the relevant exercise price.</p> <p>If the Company receives an offer which, if implemented, would result in the sale of all or substantially all of the business of the Company or all or substantially all of the shares in the Company, then, upon reasonable notice from the Company, all Options that have not lapsed will immediately vest and become exercisable.</p>
Exercise Price	The exercise price of the Options is determined by the Company's Board of Directors but subject to the requirement under the ASX Listing Rules that the Exercise Price must be at least A\$0.20.

	The Company's Board of Directors determines the Exercise Price using the Market Value of the shares, meaning, at any given date, the volume weighted average price (VWAP) per Share traded on the ASX over a period of business days immediately preceding the issue of the Options.
Expiry	Options issued under the Employee Share Scheme will expire at the end of the exercise period which is a date fixed in the Option Letter of Office issued to each particular participant, unless a "change of control" event occurs (refer above).
Cessation of employment of holders of Options	<p>If participants cease their employment with the Company:</p> <ul style="list-style-type: none"> a) unvested Options lapse; and b) vested Options may still be exercised no later than the Expiry Date of the Options. <p>The Board may, subject to such conditions as it sees fit and in its absolute discretion, determine that unvested Options held by a participant who has:</p> <ul style="list-style-type: none"> a) ceased to be an employee or consultant by reason of injury, ill health, redundancy, retirement or otherwise shall not lapse; b) died, shall not lapse and may be transferred to a personal representative of that participant.
Capital Restructure	Upon any reorganisation (including consolidation, sub-division, reduction, cancellation or return) of the share capital of the Company, appropriate adjustments to the ESS (including the number of Options and the Exercise Price) are permitted to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

The current total remuneration package for Jon Pilcher as at the date of this Notice is set out below:

Total remuneration (per annum)	A\$
Salary, fees and leave paid	870,000
Superannuation	30,000
Total	900,000

The Options the subject of Resolution 3 constitute equity-based remuneration for the purposes of the Companies Act 1993 (NZ). The share-based payment expense recognised in the Company's financial statements (if any) represents an accounting determination under applicable accounting standards and does not form part of the total remuneration amounts disclosed in the table above.

Details of any Options to acquire ordinary shares issued under the scheme will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Options under the scheme after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

Dilution

If all Options are exercised, a total of 360,000 fully paid ordinary shares would be issued, representing approximately 0.28% of the Company's issued capital (as at the date of this Notice of Meeting) following exercise, and resulting in corresponding dilution to existing shareholders.

	Amount
Existing ordinary shares on issue as at the date of the Notice of Meeting	126,498,826
Options to be issued	360,000
Total shares on issue if those Options are exercised	126,858,826
Potential dilution to existing shareholders	0.28%

Voting Exclusions

For the voting exclusion applicable to this Resolution 3, please refer to the voting exclusion statement in the Notice of Meeting.

RESOLUTION 4: AMENDMENTS TO COMPANY'S CONSTITUTION

Resolution 4 seeks shareholder approval for the amendments to the Company's Constitution that are specified in the Appendix to this Notice of Meeting, with those amendments taking effect from the close of the Meeting.

The proposed amendments to the Constitution account for a number of developments in law, the ASX Listing Rules, corporate governance principles and general corporate and commercial practice for ASX-listed entities since the Constitution was last amended on 6 December 2016.

Pursuant to section 32 of the Companies Act 1993 (NZ), the proposed amendments to the Company's Constitution must be approved by a special resolution of shareholders. To be passed, a special resolution requires the approval of 75% or more of the valid votes cast on the resolution by shareholders entitled to vote and voting on the resolution.

A summary of the proposed amendments is set out below.

Clause 16.6 permits the Board to make a payment to a director or former director (or his or her dependants) by way of a lump sum or pension in connection with the retirement or cessation of office by that director, if the amount of that payment or the method of calculation of that payment is authorised by an ordinary resolution of the shareholders. Authorisation of that amount or method of calculation by ordinary resolution is not required, however, if the relevant director was in office on or before 1 May 2004, has continued to hold office since that date and provided that the amount or base of that pension does not exceed a threshold specified in clause 16.6. No current directors have held office since 1 May 2004 and, accordingly, no current directors are able to receive a lump sum or pension upon retirement from, or cessation of, office without that payment or the method of calculation of that payment first being approved by ordinary resolution of the shareholders. The Board proposes the amendments to clause 16.6 to clarify that any such lump sum or method of calculation of pension payment must be authorised by an ordinary resolution of the shareholders.

The Board proposes amendments to clause 9.1 to provide that the power to transfer Shares is subject to the ASX Listing Rules and ASX Settlement Rules.

The Board proposes that new clause 9.2.3(d) is inserted to clarify that any instrument of transfer not falling within the provisions of clauses 9.1, 9.2.1 or 9.2.2 must be accompanied by such evidence as the Board reasonably requires to prove the title of the transferor to, or right of the transferor to transfer, any shares being transferred.

Clause 7.4 permits the Board to sell the shares of a Shareholder holding less than a "Minimum Holding" after giving three months' written notice to that Shareholder. The Board proposes to replace clause 7.4 with updated provisions that align with the requirements of ASX Listing Rule 15.13, which governs the sale of securities held by a Shareholder holding less than a *Marketable Parcel* (as that term is defined in the ASX Listing Rules), being a parcel with a market value of less than A\$500. Proposed new clause 7.4.1 requires, among other things, that the Company gives the relevant Shareholder at least six weeks' notice (together with a form of election) prior to selling a Shareholder's parcel that is less than a Marketable Parcel. If a Shareholder notifies the Company within the specified notice period that it wishes to retain its security holding, the sale provisions of clause 7.4 will not apply. If a Shareholder does not give such notice, then the Company may sell the relevant securities in compliance with clause 7.4.3. Proposed new clause 7.4.2 provides the Company with additional powers of sale where a Shareholder's holding of less than a Marketable Parcel was created by the transfer of a parcel that was itself less than a Marketable Parcel. In those circumstances, the Company may exercise its power of sale without needing to first consult with the relevant Shareholder. Proposed new clause 7.4.4 provides that the purchaser must bear all costs of the sale of securities under clause 7.4.

The Board proposes that new clause 9.2.6 is inserted to provide the Company with the power to take any action determined necessary by the Directors to comply with the ASX Settlement Rules, including requesting an Approved CS Facility to apply a Holding Lock to prevent a transfer of securities from being registered.

Proposed new clause 9.5 is a mandatory provision required to be included in the constitutions of listed entities under ASX Listing Rule 15.12. Broadly, proposed new clause 9.5 restricts holders of Restricted Securities from disposing of, or receiving capital returns on, those securities during the applicable escrow period and sets out the consequences of any breach of those restrictions. "Restricted Securities" has the meaning given in the ASX Listing Rules and captures securities subject to mandatory escrow (trading restrictions) imposed by the ASX. These restrictions generally apply during new listings or re-compliance listings to ensure that key stakeholders, such as founders and vendors, remain aligned with the company's performance post-listing.

The Board proposes that clause 14.16 (which provides that clause 7 of the First Schedule of the Companies Act 1993 (NZ) relating to postal votes does not apply to the Company unless the Board determines otherwise) is deleted and replaced with new clause 14.6.4. Proposed new clause 14.6.4 provides that:

- the Board has discretion to determine whether Shareholders may vote by postal vote (including by electronic means permitted by the Board);
- if the Board permits postal voting, the procedures set out in clause 7 of the First Schedule of the Companies Act 1993 (NZ) will apply;
- where a Shareholder submits both a valid postal vote and a proxy or representative appointment for the same resolution, the Company may treat the postal vote as effective and disregard any vote cast by the proxy, attorney or representative on that resolution; and
- a postal vote is not revoked by a Shareholder attending a meeting in person unless the Shareholder instructs the Company (or, at the Company's instruction, its share registry) before the meeting at which they wish to vote in person.

The Board proposes to insert new clauses 15.2.2, 15.2.3 and 15.5 to clarify the rights of Shareholders in relation to proxies and attorneys. Proposed new clause 15.2.2 provides that a Shareholder may appoint more than one Proxy for a particular meeting, provided that more than one Proxy is not appointed to exercise the rights attached to a particular Share. Proposed new clause 15.2.3 provides that if a Shareholder appoints two or more Proxies, the appointment may specify

the proportion or number of the Shareholder's votes each Proxy may exercise, failing which each Proxy may exercise an equal proportion of the votes. Proposed new clause 15.5 provides that a Proxy or attorney has no power to act for a Shareholder at a general meeting at which the Shareholder is present in person (or, in the case of a body corporate, by representative), and that a Proxy has no power to act where the Shareholder is present by attorney.

The Board proposes that new clause 16.5 is inserted to provide for the mandatory retirement of Directors by rotation in compliance with ASX Listing Rules 14.4 and 14.5. Among other things, proposed new clause 16.5 provides that:

- an election of Directors must be held each year;
- a Director may not hold office for more than three years or beyond the third annual general meeting following appointment without submitting for re-election; and
- a Managing Director is not required to retire by rotation.

Minor amendments are also proposed to account for updated references to, and terminology used in, relevant legislation and the ASX Listing Rules since the Constitution was last amended on 6 December 2016. Minor amendments are also proposed to delete reference to outdated modes of communication and to reflect consequential changes to clause numbering set out in the Company's Constitution.

The Board recommends that shareholders vote in favour of the amendments to the Company's Constitution.

APPENDIX

Amendments to Company's Constitution

That clause 1.1 be amended by inserting the following additional definitions:

"Approved CS Facility"	has the meaning given to that term in the ASX Listing Rules;
"ASX Settlement Rules"	means the operating rules of ASX Settlement Pty Ltd ABN 49 008 504 532 and, to the extent that they are applicable, the operating rules of the ASX and the operating rules of ASX Clear Pty Limited ABN 48 001 314 503, or of any other relevant organisation which is an alternative or successor to, or replacement of, those entities, or of any applicable Approved CS Facility;
"FMCA"	means the Financial Markets Conduct Act 2013 (NZ);
"Holding Lock"	has the meaning given to that term in the ASX Listing Rules;
"Restricted Securities"	has the meaning given to that term in the ASX Listing Rules;
"Uncertificated Securities Holding"	means securities of the Company which under the ASX Listing Rules or any Uncertificated Transfer System may be held in uncertificated form;
"Uncertificated Transfer System"	means any system operated under the ASX Listing Rules or the ASX Settlement Rules which regulates the transfer or registration of, or the settlement of transactions affecting, securities of the Company in uncertificated form.

That the definition of "ASX" in clause 1.1 be amended as follows (with underlined text denoting additions and struck out text denoting deletions):

"ASX"	means <u>ASX Limited ABN 98 008 624 691 or Australian Securities Exchange (as the context requires) and includes any successor body;</u>
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Deleted: the Australian Stock Exchange Limited

That the definition of "Business Day" in clause 1.1 be amended as follows (with underlined text denoting additions and struck out text denoting deletions):

"Business Day"	<u>has the meaning given to that term in the ASX Listing Rules;</u>
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Deleted: means a day on which the ASX is open for trading

That the definition of "Minimum Holding" in clause 1.1 be amended as follows (with underlined text denoting additions and struck out text denoting deletions):

"Marketable Parcel"	has the meaning given to that term in the ASX Listing Rules;
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Deleted: Minimum Holding

That the definition of the term "Subsidiary" in clause 1.1 be amended by deleting the reference in that definition to "section 27(3) of the Financial Reporting Act 1993" and replacing it with a reference to "section 19 of the Financial Reporting Act 2013".

That clause 1.2 be amended as follows (with underlined text denoting additions and struck out text denoting deletions):

- 1.2 **"In writing" and "Written":** Any references to "in writing" or "written" include references to words type written, printed, photocopied, copied by email, or represented or reproduced in any other mode in a

Deleted: lithographed,

Deleted: telexed,

Deleted: facsimile

permanently visible form, or in any medium by electronic means that enables words to be stored in permanent form and to be retrieved and read or partly in one and partly another.

That clause 5.1.5 be amended as follows (with underlined text denoting additions and struck out text denoting deletions):

5.1.5 No Certificate Required: Subject to section 95 of the Act, the Company shall not be obliged to provide a share certificate in relation to Shares that can be transferred under a system authorised or approved under section 376 of the FMCA that does not require a share certificate for the transfer of Shares (including, for the avoidance of doubt, in relation to Uncertificated Securities Holdings that can be transferred under the Uncertificated Transfer System).

That clause 7.4 be deleted and replaced with the following:

7.4 Power to Sell Where Less Than Marketable Parcels:

7.4.1 Power of Sale: Subject to the Act, the ASX Listing Rules and the ASX Settlement Rules, the Company is entitled to sell securities of a Shareholder holding less than a Marketable Parcel on the following conditions:

- (a) the Company must provide the relevant Shareholder with a notice that the Company intends to invoke the power of sale under this clause 7.4.1;
- (b) the notice must:
 - (i) explain the effect of the notice;
 - (ii) specify the securities to which the notice relates and a day (at least six weeks from the date the notice is sent) by which the Shareholder can notify the Company that the Shareholder wishes to retain those securities; and
 - (iii) be accompanied by a form of election for that purpose;
- (c) if the Shareholder notifies the Company within the stipulated timeframe that it wishes to retain its securityholding, the provisions of this clause 7.4 will not apply;
- (d) subject to clause 7.4.1(c), at the expiry of the six week period, the Shareholder is taken to have irrevocably appointed the Company and each Director of the Company as the Shareholder's agent to sell any securities of the Shareholder which, as at the date of sale, is less than a Marketable Parcel; and
- (e) a notice may only be given to a Shareholder once in any 12 month period and may not be given during the offer period for a takeover bid for the Company. If a takeover bid is announced after a notice is given but before an agreement is entered into for the sale of the relevant securities, the provisions of this clause 7.4 are suspended. After the offer period closes, a new notice may be given under clause 7.4.

7.4.2 Additional powers of sale: In addition to a sale of securities under clause 7.4.1, the Board may sell a Shareholder's securities comprising less than a Marketable Parcel if that holding was created by the transfer of a parcel of securities that was less than a Marketable Parcel at the time the transfer document was initiated or, in the case of a paper based transfer document, at the time it was lodged with the Company. If this clause 7.4.2 applies, the Shareholder is taken to have irrevocably appointed the Company and each Director of the Company as the Shareholder's agent to do anything required under clause 7.4.3(a).

7.4.3 Provisions Relating to Sale:

Deleted: 54

Deleted: Securities

Deleted: 1978

Deleted: the Securities Transfer

Deleted: Act

Deleted: 1991

- (a) Subject to clause 7.4.1(c), the Company may:
 - (i) sell securities comprising less than a Marketable Parcel as soon as practicable at a price which the Board considers is the best possible price available for the securities when they are sold;
 - (ii) subject to clause 8, deal with the proceeds of sale in any manner permitted by law; and
 - (iii) receive any disclosure document as agent for the Shareholder.
- (b) To give effect to any sale of a Marketable Parcel, the Board may authorise any Person to transfer the Shares sold to the purchaser thereof. The purchaser shall not be bound to see to the application of the purchase money, nor shall the purchaser's title to the Shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The remedy of any Person aggrieved by the sale shall be in damages only and against the Company exclusively. If the certificate for the Shares sold is not delivered up to the Company, the Board may issue a new certificate distinguishing it as it thinks fit from the certificate not delivered up, whereupon the latter shall be deemed to have been cancelled.

7.4.4 Costs: The purchaser must bear all costs of the sale of securities under this clause 7.4.

7.4.5 Power to revoke, suspend or terminate: The Board may revoke a notice given or suspend or terminate the operation of this clause 7.4 at any time before securities are sold.

7.4.6 Treatment of separate holdings: If a Shareholder is registered in respect of more than one parcel of securities, the Board may treat the Shareholder as a separate Shareholder in respect of each parcel.

That clause 9.1 be amended as follows (with underlined text denoting additions and struck out text denoting deletions):

9.1 Power to Transfer: Subject to clause 9.2.6 and any applicable law (including the ASX Listing Rules and the ASX Settlement Rules), any Shareholder may transfer all or any of his or her Shares together with (but subject to the Terms of Issue) any liability in respect of unpaid calls, by instrument of transfer complying with clause 9.2, or by using a wholly or partly electronic system for the transfer of securities which has been approved by any statute.

Deleted: 9.3

That clause 9.2.1 be amended as follows (with underlined text denoting additions and struck out text denoting deletions):

9.2.1 FMCA: Any Shares disposed of under a system of transfer approved under section 376 of the FMCA, may be transferred in compliance with that system.

Deleted: Securities Transfer Act

Deleted: by an "authorised transaction" or a "stock exchange transaction" within the meaning of those terms in the Securities Transfer Act 1991

That clause 9.2.2 be amended as follows (with underlined text denoting additions and struck out text denoting deletions):

9.2.2 Transfers Executed Outside New Zealand: Where an instrument of transfer would have complied with section 376 of the FMCA, if it had been executed by the transferor in New Zealand, it may nevertheless be registered by the Company if it is executed under the common seal of a corporation or by some other method required by law for entering into an obligation by deed as transferor or if the signature of the transferor who is an Individual has been witnessed by an Individual who has added his or her occupation and address after his or her signature.

Deleted: by an instrument of transfer complying with the provisions of that Act

Deleted: the provisions of

Deleted: the

Deleted: Securities Transfer Act 1991

That a new clause 9.2.3(d) be inserted as follows and existing clause 9.2.3(d) be renumbered as clause 9.2.3(e):

- (d) the instrument of transfer shall be accompanied by such evidence as the Board reasonably requires to prove the title of the transferor to, or right of the transferor to transfer, the Shares; and

That a new clause 9.2.6 be inserted as follows:

9.2.6 Holding Lock: Subject to the Act, the Directors may take any action they determine to comply with the ASX Settlement Rules and may request an Approved CS Facility to apply a Holding Lock to prevent a transfer of securities from being registered.

That clause 9.3.2 be amended as follows (with underlined text denoting additions and struck out text denoting deletions):

9.3.2 Marketable Parcel: the registration, together with the registration of any further transfer or transfers then held by the Company and awaiting registration, would result in the proposed transferee holding Shares of less than a Marketable Parcel; or

Deleted: Minimum Holding

Deleted: Minimum Holding

That a new clause 9.5 be inserted as follows:

9.5 Restricted Securities: If, at any time, any of the share capital of the Company is classified by the ASX as Restricted Securities, then despite any other provision of this Constitution:

9.5.1 a holder of Restricted Securities must not dispose of, or agree or offer to dispose of, the Restricted Securities during the escrow period applicable to those Restricted Securities except as expressly permitted by the ASX Listing Rules or ASX;

9.5.2 if the Restricted Securities are in the same class as Shares quoted on the ASX, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored subregister and to have a Holding Lock applied for the duration of the escrow period applicable to those Restricted Securities;

9.5.3 the Company must refuse to acknowledge a disposal (including, without limitation, registering a transfer) of Restricted Securities during the escrow period applicable to those Restricted Securities except as expressly permitted by the ASX Listing Rules or the ASX;

9.5.4 a holder of Restricted Securities will not be entitled to participate in any return of capital on those Restricted Securities during the escrow period applicable to those Restricted Securities except as expressly permitted by the ASX Listing Rules or the ASX; and

9.5.5 if a holder of Restricted Securities breaches a restriction agreement or a provision of this Constitution restricting a disposal of those Restricted Securities, the holder of the Restricted Securities is not entitled to any dividend or distribution, or to exercise any voting rights, in respect of those Restricted Securities for so long as the breach continues.

That the references in clause 13.6 to "clauses 15.2.4, 15.2.5 and 15.2.9" be deleted and replaced with references to "clauses 15.2.6, 15.2.7 and 15.2.11".

That a new clause 14.6.4 be inserted as follows:

14.6.4 Postal Voting:

- (a) Unless the Board determines otherwise, Shareholders may not exercise the right to vote at a meeting by casting postal votes. If the Board determines that Shareholders may exercise the right to vote at a meeting by casting postal votes, the procedures in relation to postal voting shall be those set out in clause 7 of the First Schedule of the Act.
- (b) Subject to clause 14.6.4(a), if the Company receives a valid postal vote on a resolution, and, prior to, after or at the same time as receipt of the postal vote, the Company receives an instrument appointing a proxy, attorney or representative to vote on behalf of the same Shareholder on that resolution, the Company may regard the postal vote as effective in respect of that resolution and disregard any vote cast by the proxy, attorney or representative on the resolution at the meeting.

- (c) Subject to clause 14.6.4(a), a postal vote by a Shareholder is not revoked by the Shareholder attending the meeting unless the Shareholder instructs the Company (or at the Company's instruction, the share registry of the Company) prior to the meeting that the Shareholder wishes to vote in person on any or all of the resolutions to be put before the meeting, in which case the postal vote by the Shareholder is revoked.

That existing clause 14.6.4 be renumbered as clause 14.6.5, respectively.

That clause 14.16 be deleted.

That new clauses 15.2.2 and 15.2.3 be inserted as follows:

15.2.2 Number of Proxies: A Shareholder may appoint more than one Proxy for a particular meeting, provided that more than one Proxy is not appointed to exercise the rights attached to a particular Share held by the Shareholder.

15.2.3 Proportion of Votes Exercisable by Proxies: If a Shareholder appoints two or more Proxies, the appointment may specify the proportion or number of the Shareholder's votes each Proxy may exercise. If the appointment does not specify this, each Proxy may exercise an equal proportion of the votes and any fractions of votes will be disregarded.

That existing clauses 15.2.2 to 15.2.10 be renumbered as clauses 15.2.4 to 15.2.12, respectively.

That the reference in existing clause 15.2.7 (to be renumbered as clause 15.2.9) to "clause 15.2.8" be deleted and replaced with a reference to "clause 15.2.10".

That the reference in existing clause 15.2.10 (to be renumbered as clause 15.2.12) to "clause 15.2.8" be deleted and replaced with a reference to "clause 15.2.10".

That a new clause 15.5 be inserted as follows:

15.5 Rights of Proxies and Attorneys if Shareholder Present: A Proxy or attorney has no power to act for a Shareholder at a general meeting at which the Shareholder is present in person or, in the case of a body corporate, by representative. A Proxy has no power to act for a Shareholder at a general meeting at which the Shareholder is present by attorney.

That a new clause 16.5 be inserted as follows:

16.5 Retirement by rotation:

16.5.1 Subject to clause 16.5.7, an election of Directors must be held each year.

16.5.2 Subject to clause 16.5.7, a Director may not hold office for more than three years or beyond the third annual general meeting following the Director's appointment (whichever is the longer period) without submitting for re-election.

16.5.3 A Director who retires in accordance with this clause 16.5 holds office as a Director until the end of the meeting at which the Director retires and is eligible for re-election.

16.5.4 If in any year there is no Director who is required to submit for re-election pursuant to clause 16.5.2, the Director to retire by rotation at that annual general meeting will be the Director who has been longest in office. The length of time a Director has been in office will be computed from that Director's last election.

16.5.5 As between Directors who have been in office an equal length of time, the Directors to retire will, if they cannot agree between them, be determined by ballot of Directors.

16.5.6 In ascertaining the number and identity of the Directors to retire by rotation, a Director appointed by the Directors under clause 16.3.1 will not be taken into account.

16.5.7 A Managing Director will not be required to retire by rotation or be taken into account in determining the number of Directors to retire by rotation. If there is more than one Managing Director, the Directors must designate one of those Managing Directors to be the Managing Director who is not required to retire by rotation. Any other Managing Director will be required to retire by rotation and will be taken into account in determining the number of Directors to retire by rotation.

That existing clauses 16.5 to 16.8 be renumbered as clauses 16.6 to 16.9, respectively.

That existing clause 16.6 (to be renumbered as clause 16.7) be amended as follows (with struck out text denoting deletions):

16.6 Directors' Gratuities: Subject to the provisions of section 161 of the Act, the board may on behalf of the Company make a payment to a Director or former Director of the Company, or his or her dependants, by way of a lump sum or pension upon on in connection with the retirement or cessation of office by that Director, only if the amount of the payment or the method of calculation of that payment is authorised by an Ordinary Resolution.

All such benefits paid or payable shall be in addition to normal amounts or benefits paid or payable to any such director from any superannuation scheme established by the Company or any of its subsidiaries.

That existing clause 16.7.6 (to be renumbered as clause 16.8.6) be amended as follows (with underlined text denoting additions):

16.8.6 Removal: is removed from office pursuant to clause 16.4.2 or clause 16.5;

That clause 19.3 be amended as follows (with underlined text denoting additions and struck out text denoting deletions):

19.3 Resolution in Writing Assented to by All Directors: A resolution in writing signed or assented to by letter, email, or other written message, by each Director (or by his or her Alternate Director) shall be as valid and effective as if it had been passed at a meeting of the Board duly called and constituted. Any such resolution may consist of several documents in like form, each signed or purporting to have been despatched by one or more Directors or their Alternate Directors as the case may be. Every such resolution shall be recorded in the minutes and copies shall be sent to any Directors by whom the resolution has not been signed.

That clauses 19.5.3 to 19.5.6 be amended as follows (with underlined text denoting additions and struck out text denoting deletions):

19.5.3 Meetings Convened on Short Notice: In the case of a meeting convened on short notice pursuant to clause 19.5.2(c) so far as can reasonably be achieved:

- (a) a copy of the notice convening the meeting shall be given to each Director either personally or sent by email transmission to his or her email address prior to the holding of the meeting;
- (b) the Chairperson, if any, or Managing Director shall endeavour to contact every Director personally or by telephone prior to the holding of the meeting to try to ensure that every Director is aware that the meeting is to be held;
- (c) every Director shall be entitled to participate in the meeting by telephone notwithstanding his or her failure to give the required notice provided for under clause 19.2.7; and
- (d) the business to be transacted at the meeting shall be limited to business related to the urgent matter or matters which necessitated the meeting being called on short notice.

Deleted: provided that the Company may make a payment to a Director or former Director that was in office on or before 1 May 2004 and has continued to hold office since that date, or to his or her dependants, by way of lump sum or pension, upon or in connection with the retirement or cessation of office of that Director, without an Ordinary Resolution of the Issuer provided that the total amount of that payment (or the base for that pension) does not exceed the total remuneration of that Director in his or her capacity as a Director in any three years chosen by the Company

Deleted: telex, facsimile

Deleted: facsimile

Deleted: facsimile number

19.5.4 Despatch of Notices: Subject as provided in clause 19.5.3(a), notices convening a meeting of the Board shall, so far as the circumstances reasonably permit, be despatched as follows:

(a) in the case of a Director having an address within New Zealand, either:

(i) delivered to each Director at his or her address; or

(ii) handed to the Director personally; or

(iii) sent to the Director's email address; or

(iv) made available to the Director by such electronic means as the Board may approve from time to time;

(b) in the case of a Director having an address outside New Zealand, either:

(i) sent by air courier to the Director's address (in which case an advice of despatch shall be promptly sent by email to the Director's email address); or

(ii) handed to the Director personally; or

(iii) sent to the Director's email address; or

(iv) made available to the Director by such electronic means as the Board may approve from time to time.

Deleted: (ii)

Deleted: sent by facsimile transmission to the Director's facsimile number; or

Deleted: or

Deleted: facsimile transmission

Deleted: facsimile number

Deleted: (ii)

Deleted: sent by facsimile transmission to the Director's facsimile number; or

19.5.5 Board Papers:

(b) The requirements concerning the despatch of the board papers relating to a meeting of the Directors are as follows:

(iii) in the case of a meeting convened on short notice pursuant to clause 19.5.3 a Director shall be entitled to require the Company to send the board papers to him or her by email to his or her email address.

Deleted: facsimile transmission

Deleted: facsimile number

19.5.6 Notices:

(a) Each Director shall from time to time give written notice to the Company of his or her address, email address and telephone number or numbers for the purposes of this clause 19.

(b) A notice given to a Director pursuant to this clause 19 shall be deemed to be given when delivered at the address notified under clause 19.5.6(a) or in the case of a notice sent to an email address at the time the email enters an information system outside the control of the Company.

Deleted: provided that the Director is able to give satisfactory assurances that confidentiality will be preserved in relation to the facsimile transmission

Deleted: facsimile number,

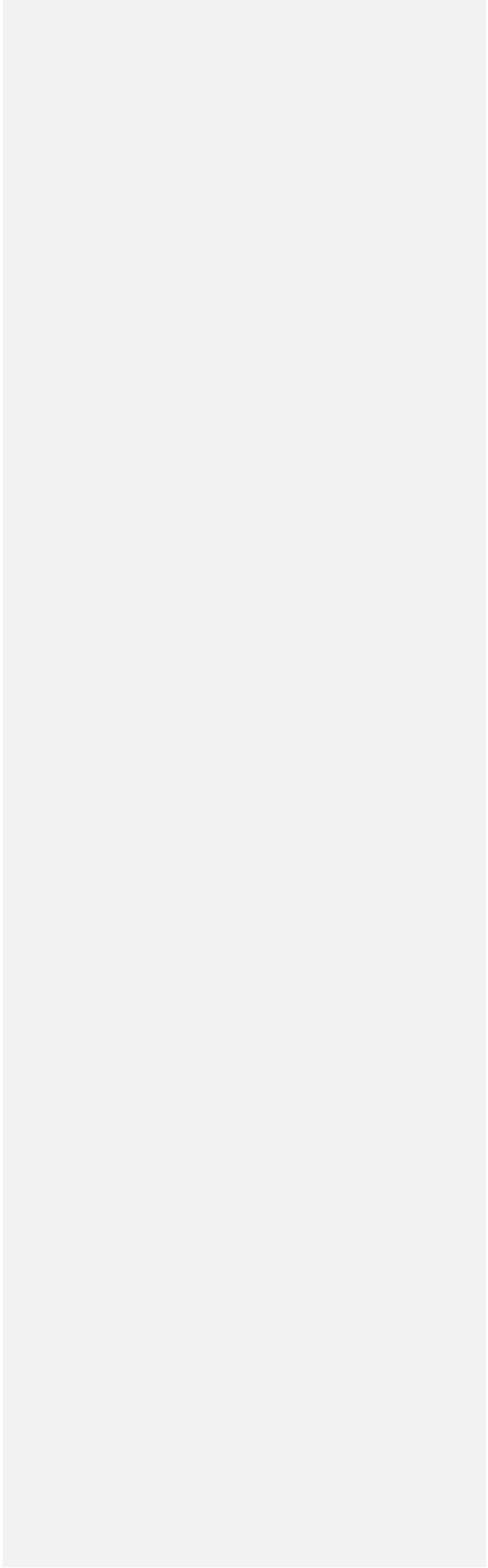
Deleted: or in the case of a facsimile transmission when the Company receives an acknowledgment of receipt,

That clause 22.4 be amended as follows (with underlined text denoting additions):

22.4 Removal of Managing Director: Subject to any agreement entered into between a Managing Director and the Company as aforesaid and clause 16.5.7, a Managing Director shall be subject to the same provisions as regards resignation, removal, and disqualification as the other Directors of the Company, and if he or she ceases to hold the office of Director from any cause, he or she shall thereupon cease to be a Managing Director. If a Managing Director shall cease to be employed by the Company then, unless the Board otherwise determines, he or she shall ipso facto cease to be a Director.

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That clause 27.2 be amended by deleting the reference in that clause to “the Financial Reporting Act 1993” and replacing it with a reference to “the Financial Reporting Act 2013”.





pharmaceuticals

Neuren Pharmaceuticals Limited
ARBN 111 496 130

LODGE YOUR VOTE

ONLINE
<https://au.investorcentre.mpms.mufg.com>

BY MAIL
Neuren Pharmaceuticals Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Neuren Pharmaceuticals Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name _____
Email _____

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company held at **2:00pm (AEST) on Wednesday, 27 May 2026 at RACV City Club, Level 2, Bayside 4a/b, 501 Bourke St, Melbourne VIC 3000 or by Virtual participation at <https://meetings.openbriefing.com/neu26> (the Meeting)** and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

For Against Abstain*

1 Re-election of Director - Joe Basile	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Auditor remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of options to Managing Director - Jonathan Pilcher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Amendments to the Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

NEU PRX2601N



For personal use only

STEP 1

STEP 2

STEP 3

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (AEST) on Monday, 25 May 2026**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



BY MAIL

Neuren Pharmaceuticals Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**