

12 June 2026

NOTICE OF GENERAL MEETING

PERTH, Australia and SAN FRANCISCO, California – 12 June 2026

PYC Therapeutics Limited (ASX:PYC) (PYC or the Company) advises that a General Meeting of shareholders (Meeting) will be held on Wednesday, 15 July 2026 at 1:00 pm AWST.

The Meeting will be held at the Auditorium, The Harry Perkins Institute of Medical Research, QEII Medical Centre, 6 Verdun Street, Nedlands, Western Australia.

Attached to this announcement is the Notice of General Meeting and a letter to shareholders containing further details regarding the Meeting and how to access the relevant documents.

About PYC Therapeutics

PYC Therapeutics (ASX: PYC) is a clinical-stage biotechnology company creating a new generation of RNA therapies to change the lives of patients with genetic diseases. The Company utilises its proprietary drug delivery platform to enhance the potency of precision medicines within the rapidly growing and commercially proven RNA therapeutic class. PYC's drug development programs target monogenic diseases – the indications with the highest likelihood of success in clinical development¹.

For more information, visit pyctx.com, or follow us on [LinkedIn](#) and [X](#).

Forward looking statements

Any forward-looking statements in this ASX announcement have been prepared on the basis of a number of assumptions which may prove incorrect and the current intentions, plans, expectations, and beliefs about future events are subject to risks, uncertainties and other factors, many of which are outside the Company's control. Important factors that could cause actual results to differ materially from assumptions or expectations expressed or implied in this ASX announcement include known and unknown risks. Because actual results could differ materially to assumptions made and the Company's current intentions, plans, expectations, and beliefs about the future, you are urged to view all forward-looking statements contained in this ASX announcement with caution. The Company undertakes no obligation to publicly update any forward-looking statement whether as a result of new information, future events or otherwise.

This ASX announcement should not be relied on as a recommendation or forecast by the Company. Nothing in this ASX announcement should be construed as either an offer to sell or a solicitation of an offer to buy or sell shares in any jurisdiction.

¹ Advancing Human Genetics Research and Drug Discovery through Exome Sequencing of the UK Biobank
<https://doi.org/10.1101/2020.11.02.2022232>

This ASX announcement was approved and authorised for release by the Board of PYC Therapeutics Limited

CONTACT US

Investor relations and media contact

investor@pyctx.com



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12 June 2026

Dear Shareholders,

GENERAL MEETING – NOTICE AND PROXY FORM

PYC Therapeutics Limited (**PYC** or **the Company**) advises that a general meeting of shareholders is scheduled to be held at the Auditorium, The Harry Perkins Institute of Medical Research, QEII Medical Centre, 6 Verdun Street, Nedlands, Western Australia on Wednesday, 15 July 2026 at 1:00 pm (AWST) (**Meeting**).

In accordance with the *Corporations Amendments (Meetings and Documents Act 2022 (Cth))* which came into effect on 1 April 2022, the Company will not be sending physical copies of the Notice of Meeting, and accompanying Explanatory Memorandum (**Meeting Materials**), to shareholders unless they have made a valid election to receive documents in physical copy.

Instead, a copy of the Meeting Materials will be available electronically under the “Shareholder Communication” section of the Company’s website at <https://pyctx.com/investors-news-announcements/>.

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience.

Accordingly, the Directors **strongly encourage all Shareholders to lodge their directed proxy votes prior to the Meeting and appoint the Chair as their proxy** in accordance with the instructions set out in the proxy form. All voting at the Meeting will be conducted by poll.

If Shareholders do not attend the Meeting in person, they will be able to participate by:

- (a) voting prior to the Meeting by lodging the enclosed proxy form attached to the Notice of Meeting by no later than 1:00 pm (AWST) on 13 July 2026, as per the instructions on the proxy form;
- (b) lodging questions in advance of the Meeting by emailing the questions to the CEO at info@pyctx.com by no later than 8 July 2026; and
- (c) observe the proceedings of the Meeting via a live Zoom webcast by registering using the link https://us02web.zoom.us/webinar/register/WN_WY0MKc6sTTSmUsQqc6F0qA. Participation through the webcast is for viewing purposes only and does not enable voting at the meeting.

If you have any difficulties obtaining a copy of the Meeting Materials, please contact the Company Secretary at info@pyctx.com.

PYC shareholders who wish to update their details to be able to receive communications and notices electronically can do so by visiting the Company’s share registry website at <https://investor.automic.com.au> and registering an account.

Sincerely,

Daniel Coletta
Company Secretary

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PYC Therapeutics Limited
ACN 098 391 961

Notice of Extraordinary General Meeting

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR ATTENTION

The Notice of Extraordinary General Meeting should be read in its entirety. If you are in any doubt as to the contents of this document or how to deal with it, please consult your financial or other professional adviser.

The Extraordinary General Meeting will be held:

- at the Auditorium, The Harry Perkins Institute of Medical Research, QEII Medical Centre, 6 Verdun Street, Nedlands, Western Australia
- on Wednesday, 15 July 2026 at 1:00 pm AWST
- This will be a physical meeting with an option to observe proceedings by video link

You can vote by:

- attending and voting at the meeting; or
- appointing someone as your proxy to attend and vote at the meeting on your behalf, by completing and returning the Proxy Form to the Company in the manner set out in the Proxy Form accompanying this Notice.

Webcast:

Shareholders who are unable to attend in person will be able to observe the proceedings via a live Zoom webcast by registering using the link below:

https://us02web.zoom.us/webinar/register/WN_WY0MKc6sTTsmUsQqc6F0qA

This meeting is not a hybrid or virtual meeting. Shareholders attending via the EGM Webcast will not be able to vote, ask questions or make comments during the meeting. The Directors encourage all shareholders to attend in person.

**PYC Therapeutics Limited
ACN 098 391 961
(Company)**

Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting of PYC Therapeutics Limited (**PYC or Company**) will be held at the Auditorium in The Harry Perkins Institute of Medical Research, QEII Medical Centre, 6 Verdun Street, Nedlands, Western Australia on Wednesday, 15 July 2026 at 1:00 pm AWST.

An Explanatory Memorandum containing information on each of the following Resolutions accompanies this Notice. The Explanatory Memorandum forms part of this Notice. This Notice of an Extraordinary General meeting also includes at **Schedule 5** information with respect to your right to elect to receive documents electronically or physically as required by The *Corporations Amendment (Meetings and Documents) Act 2022* (Amendment Act).

Terms used in this Notice are defined in **Schedule 1**.

Agenda

1 Resolutions

Resolution 1: Approval of the PYC Therapeutics Limited Rights Plan

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

“That, for the purposes of Listing Rule 7.2 Exception 13 and for all other purposes, the PYC Therapeutics Limited Rights Plan (or the Plan) and the issue of up to 49,175,522 Securities under the Plan, be approved.”

Resolution 2: Increase the constitutional cap on Non-Executive Director remuneration

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

‘That, for the purposes of clause 26.2 of the Company’s Constitution and ASX Listing Rule 10.17 and all other purposes, the maximum aggregate amount of directors’ fees that may be paid to the Company’s non-executive directors per annum is increased by \$700,000 from \$300,000 per annum to \$1,000,000 per annum.’

Resolution 3: Approval to issue options to Dr. Rohan Hockings

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

‘That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the LTI value at target by the issue of Options in relation to long term incentive (LTI) to the Executive Director & Chief Executive Officer, Dr Rohan Hockings(or their nominee(s)), under the PYC Therapeutics Limited Plan (the Plan) on the terms and conditions described in the explanatory notes to this notice of meeting for the following financial years:’

- FY24 - \$1,580,000
- FY25 - \$1,580,000
- FY26 - \$3,600,000

The Options will be granted within one month of the extraordinary general meeting being held.

Voting Exclusion Statement

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- Resolution 1:** by or on behalf of a person who is eligible to participate in the Plan, or any of their respective associates;
- Resolution 2:** by or on behalf of the Directors of the Company or their associates;
- Resolution 3:** by or on behalf of Dr Rohan Hockings (or his nominee/s), and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates.

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

- a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that 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.

Voting Prohibitions

Pursuant to the Corporations Act, the Company will disregard any votes cast:

- Resolutions 1,2, and 3** as a proxy by a person who is a member of the Company's key management personnel on the date of the Meeting and their closely related parties.
- However, the above prohibition does not apply if the vote is cast as a proxy for a person entitled to vote on the relevant Resolution:
- i. in accordance with the direction on the Proxy Form; or
 - ii. by the person chairing the Meeting in accordance with an express authorisation in the Proxy Form to exercise the Proxy as the Chair of the Meeting decides, even though the Resolution is connected with the remuneration of the Company's key management personnel.
- Resolution 3** Further, in accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf 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.

However, the above prohibition does not apply if:

- a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- b) it is not cast on behalf 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.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

If a Shareholder purports to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and the Shareholder may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

By order of the Board



Daniel Coletta
Company Secretary
PYC Therapeutics Limited

Date: 11 June 2026

**PYC Therapeutics Limited
ACN 098 391 961
(Company)**

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting. The Explanatory Memorandum forms part of the Notice which should be read in its entirety.

2. Action to be taken by Shareholders

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting.

2.1 Voting entitlement

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00 pm AWST on Monday, 13 July 2026.

2.2 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above in the Notice.

If you attend the Meeting, please bring your personalised Proxy Form with you to assist with registration. If you do not bring your form with you, you will still be able to attend the Meeting but you will need to verify your identity.

2.3 Voting by proxy

A Proxy Form is located at the end of the Explanatory Memorandum.

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

Online	visiting https://investor.automic.com.au/#/loginsah or by scanning the QR code, found on the Proxy Form with your mobile device
By post	Automic Group, GPO Box 5193, Sydney NSW 2001
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.**

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and specify the proportion or number of votes that each proxy is appointed to exercise. A Proxy need not be a member of the Company.

A proxy has no power to act for a Shareholder at a meeting at which the Shareholder is present.

2.4 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 been provided to the Registry.

2.5 Corporate Representatives

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

2.6 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1, Resolution 2 and Resolution 3 even though these Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

3. Resolution 1: Approval of the PYC Therapeutics Limited Rights Plan

3.1 Background

Resolution 1 seeks Shareholder approval for the PYC Therapeutics Limited Rights Plan (or the Plan) in order to preserve the 15% limit on new issues that may be made during any 12 month period, without Shareholder approval. If passed the approval will exclude Securities issued under the Plan, from the calculation of the utilisation of the limit during the subsequent three (3) years (ASX Listing Rule 7.2 exception 13).

If Resolution 1 is not passed, any issue of Equity Securities pursuant to the Plan would need to be made either with Shareholder approval or, in default of Shareholder approval, pursuant to the Company's placement capacity under either or both Listing Rules 7.1 and 7.1A.

Executive remuneration in PYC Therapeutics Limited is determined by the non-executive members of the board of PYC (the Board), taking consideration of relevant market practices and the circumstances of the Company, on an annual basis. It is the view of the non-executive members of the Board that it is in the interests of Shareholders for selected executives, directors and other employees (the Participants) to receive part of their remuneration in the form of equity.

The Plan represents a modernisation of the available equity instruments and terms, aligned with current regulations and market best-practices. Equity interests are designed to form a significant component of variable remuneration for executives by facilitating long term incentive (LTI), as well as potentially deferral of short-term incentive (STI) into equity, fixed remuneration or retention variable remuneration from time to time (for example in the case of lower level staff identified for succession). It is the view of the Board that the holding of such equity creates alignment between Shareholder interests and the interests of Participants. If approved, grants under the Plan will facilitate PYC providing appropriate, competitive and performance-linked remuneration to the employees of the Company. The Board seeks to ensure that grants are made at a level that will appropriately position remuneration outcomes

when compared to the market, in accordance with PYC's remuneration policies, and appropriate to the circumstances of the Company at the time. The Board receives independent expert advice from time to time to support this objective.

Non-executive directors are not eligible to participate in the Plan and this is intended to support their independence in providing governance oversight for this component of remuneration.

As at the date of this Notice of Meeting, no Rights have been issued under the Plan.

For the purposes of ASX Listing Rule 7.2 Exception 13, the Company provides the following information:

- a) the following Options were issued since the date of the last approval pursuant to Listing Rule 7.12 Exception 13 being 24 November 2023:
 - i. 2,100,000 unlisted options (expiring 22 May 2028 and exercisable at \$1.70 each) issued on 23 May 2024;
 - ii. 200,000 unlisted options (expiring 1 July 2028 and exercisable at \$1.70 each) issued on 1 July 2024;
 - iii. 1,200,000 unlisted options (expiring 12 November 2028 and exercisable at \$3.00 each) issued on 12 November 2024; and
 - iv. 2,500,000 unlisted options (expiring 5 January 2029 and exercisable at \$2.52 each) issued on 5 January 2026.
- b) A summary of the key terms and conditions of the Plan is outlined in Schedule 2. In addition, a copy of the Plan can also be sent to Shareholders upon request to the Company Secretary.
- c) The maximum number of equity securities that may be issued under the Plan following approval of this Resolution is 49,175,522 (being 5% of the Company's issued Shares as at the date of this Notice of Meeting).
- d) A voting exclusion applies to this Resolution.

3.2 Recommendation

The non-executive directors unanimously recommend that shareholders vote **FOR** Resolution 1 as it will allow the Company to issue such securities for the benefit of eligible Participants for a period of 3 years from the Meeting whilst preserving the Company's placement limits in Listing Rule 7.1 and will provide flexibility in the manner in which the Plan is managed.

Given their potential interest in Resolution 1, Executive Directors make no recommendation to Shareholders with respect to this Resolution.

The Chairperson will vote undirected proxies **FOR** this Resolution.

If holders of ordinary securities do not approve this Resolution, issues under the Plan will count towards the 15% limit in Listing Rule 7.1, that may be made without Shareholder approval.

4. Resolution 2: Increase the constitutional cap on Non-Executive Director remuneration

4.1 Background

ASX Listing Rule 10.17 provides that an entity must not increase the total amount of directors' fees payable to all of its non-executive directors without the approval of its shareholders.

In accordance with section 26.2 of the Company's Constitution and Listing Rule 10.17, the maximum aggregate amount payable by way of fees to Non-Executive Directors in any financial year is determined by Shareholders from time to time at a general meeting ("**Fee Pool**"). Resolution 2 is seeking Shareholder approval to increase the Fee Pool by \$700,000 from \$300,000 per annum to \$1,000,000 per annum, pursuant to section 26.2 of the Company's Constitution and Listing Rule 10.17. Under the Listing Rules, the term "directors' fees" means all fees payable by the listed entity or any of its child entities to a non-executive director for acting as a director of the listed entity or any child entity and includes board committee fees, superannuation contributions and fees which a director sacrifices for other benefits, but does not include reimbursement of genuine out-of-pocket expenses, genuine "special exertion" fees or securities issued to non-executive directors with the approval of Shareholders in accordance with Listing Rules 10.11 or 10.14.

Details of the amounts paid to each non-executive director are set out in the Remuneration Report section of the Annual Report, which is available on the Company's website at <https://pyctx.com/investors/reports/>.

The Directors are seeking Shareholder approval to increase the Fee Pool as the Company continues to grow in size and complexity, the Company may wish to appoint additional non-executive directors with diverse expertise and skillsets to bolster governance and strategic oversight. The Company regularly reviews the composition of the Board. The increase in the Fee Pool will provide the Board with the flexibility to appoint additional directors with the requisite skills and experience as appropriate and pay such directors at market rates.

The level of non-executive directors' remuneration is reviewed annually to ensure alignment with the market. The Directors are satisfied that the proposed Fee Pool will be within the average bands applying to companies within the Company's industry that are of similar size, growth and risk profiles and that the proposed increase is appropriate for the reasons set out above. The Fee Pool was last increased with Shareholder approval on 27 November 2014.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2. The Chair of the meeting intends to vote all available proxies in favour of Resolution 2.

If the Resolution is passed, the Fee Pool will be increased from \$300,000 per annum to \$1,000,000 per annum. If the Resolution is not passed, the Fee Pool will remain unchanged.

For the purposes of ASX Listing Rule 10.17, no securities were issued to Non-Executive Directors of PYC under ASX Listing Rule 10.11 or 10.14 with Shareholder approval within the preceding 3 years.

5. Resolution 3: Approval to issue options to Dr Rohan Hockings

5.1 Background

ASX Listing Rule 10.14 requires PYC Therapeutics Limited (PYC, the Company) to obtain approval from shareholders of PYC for the LTI by issue of securities to a director under an employee incentive scheme. The Company is seeking shareholder approval for the proposed grants for FY24, FY25 and FY26 long term incentive (LTI) to Dr Rohan Hockings, Executive Director & Chief Executive Officer, as set out below.

A key component of effective remuneration for executives is equity interests. Equity interests in the form of LTI drive shared performance objectives - linking remuneration to Company performance and aligning the interests of the executive with sustainable value creation for shareholders. The PYC Therapeutics LTI grant has been designed to realign the LTI framework with its intended purpose, ensuring that the LTI value is only realised when meaningful

shareholder value is created. The LTI framework has been structured to operate over a 3-year measurement period with annual grants which creates a framework of continuous improvement. As no LTI grant was made previously, the overall remuneration package was below market benchmarks. This grant seeks to restore market alignment while reinforcing a performance linked remuneration structure.

Subject to shareholder approval, the options must be granted within 3 years of the date of the general meeting at which approval is obtained and will in practice be granted within 30 days of the meeting.

5.2 Listing Rule 10.14

For Resolution 3, the Company is proposing to issue Options to the Director under the Plan, which is an employee incentive scheme ("**Issue**").

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:

- i. Listing Rule 10.14.1 – a director of the listed company;
- ii. Listing Rule 10.14.2 – an associate of a director of the listed company; or
- iii. Listing Rule 10.14.3 – a person whose relationship with the listed 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,

unless it obtains the approval of its shareholders.

The Issue falls within Listing Rule 10.14.1 above and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

Resolution 3 seeks the required Shareholder approval to the Issue under and for the purposes of Listing Rule 10.14.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of Options to the Director under the Plan. This would likely mean the Company would be required to meet the portion of the Directors' remuneration that were to be satisfied by the issue of the Director Incentives in cash.

5.3 Listing Rule 10.15

For Shareholders to approve the issue of the Options under and for the purposes of Listing Rule 10.14, the following information is provided to Shareholders in accordance with Listing Rule 10.15:

- i. The securities will be issued to Dr Rohan Hockings (Resolution 3) or their nominees.
- ii. Each of the persons referred to above is a director and as such is a Listing Rule 10.14.1 party.
- iii. The total remuneration package of Dr Rohan Hockings for each year is set out below:

Dr Rohan Hockings's total remuneration package for FY24 may be summarised as follows based on the policy at the time of writing:

- Fixed Remuneration of \$395,000
- A Short Term Incentive at Target of \$0,
- A Long Term Incentive at Target of \$1,580,000,
- The Total Remuneration Package at Target is therefore \$1,975,000.

Dr Rohan Hockings's total remuneration package for FY25 may be summarised as follows based on the policy at the time of writing:

- Fixed Remuneration of \$395,000
- A Short Term Incentive at Target of \$198,000,
- A Long Term Incentive at Target of \$1,580,000,
- The Total Remuneration Package at Target is therefore \$2,173,000.

Dr Rohan Hockings's total remuneration package for FY26 may be summarised as follows based on the policy at the time of writing:

- Fixed Remuneration of \$479,167
- A Short Term Incentive at Stretch Target of \$900,000,
- A Long Term Incentive at Stretch Target of \$4,512,589,
- The Total Remuneration Package at Stretch Target is therefore \$5,891,756.

Dr Rohan Hockings's total remuneration package for FY27 may be summarised as follows based on the policy at the time of writing:

- Fixed Remuneration of \$900,000
- A Short Term Incentive at Target of \$495,000, with a Stretch/Maximum policy of \$990,000,
- A Long Term Incentive at Target of \$765,000, with a Stretch/Maximum policy of \$1,530,000,
- The Total Remuneration Package at Target is therefore \$2,160,000.

- iv. No securities have previously been issued to the Directors under the Plan.
- v. The securities will be issued for no consideration and there is no acquisition price.
- vi. Options are being issued under the Plan as the Directors consider this incentive is a cost effective and efficient reward and incentive and will preserve the cash reserves of the Company as opposed to the payment of cash compensation.
- vii. The value of the Options will be calculated based on a Black Scholes Options Pricing Model at the time of issue.
- viii. The securities will be issued within 1 month of the Meeting.
- ix. The material terms of the Plan are summarised in Schedule 2.
- x. No loan will be made to any of the Directors in relation to the issue of the Options under the Plan.
- xi. Details of any securities issued under the Plan to Listing Rule 10.14 parties 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.

- xii. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Employee Incentive Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
- xiii. A voting exclusion statement applies to each of these Resolutions.

5.4 LTI Value and Number of Options

- i. The intended Long Term Incentive (LTI) value to be granted to Dr Rohan Hockings has been determined with reference to market benchmarking and the Company's remuneration framework. The target LTI values for the relevant financial years, and therefore the total value of Options to be issued pursuant to Resolution 3, are as follows:
- FY24 – \$1,580,000
 - FY25 – \$1,580,000
 - FY26 – \$3,600,000
 - Total – \$6,760,000
- ii. The number of Options to be granted for each financial year will be determined by dividing the applicable LTI value by the fair value of an Option calculated using the Black-Scholes option pricing methodology as at a date determined by the Board prior to, or at, the time of grant.
- iii. The Black-Scholes valuation will take into account, among other things:
- the share price at the grant date;
 - an exercise price equal to a 34% premium to the share price at the grant date;
 - the applicable option term and expiry date;
 - expected share price volatility;
 - the risk-free interest rate; and
 - any expected dividends.
- iv. Accordingly, the number of Options to be issued will be calculated as follows:
- Number of Options = Applicable LTI Value ÷ Black-Scholes Value per Option
- Where:
Black-Scholes Value per Option = BS(S, K, T, r, σ, q)
and:
- S = share price at grant date;
 - K = exercise price (being 134% of the share price at grant date);
 - T = applicable option term
 - r = risk-free interest rate
 - σ = expected volatility; and
 - q = expected dividend yield.
- v. The maximum number of Options to be issued pursuant to this Resolution will be the number determined in accordance with the above formula. The actual number of Options to be issued under Resolution 3 will be determined at the time of grant using the Black-Scholes option pricing methodology above and therefore cannot be known with certainty at the date of this Notice. For illustrative purposes only,

examples of the methodology used to determine the number of Options that may be issued pursuant to Resolution 3 are set out in Schedule 4.

5.5 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the securities to the Related Party (or their respective nominee) constitutes the giving of a financial benefit as Dr Rohan Hockings is a related party of the Company by virtue of being a Director.

The Directors (other than Dr Rohan Hockings) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 3, because the agreement to issue the options to Dr Rohan Hockings, reached as part of the remuneration package of Dr Rohan Hockings, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

5.6 Recommendation

The directors, excluding Dr Rohan Hockings, unanimously recommend that shareholders vote FOR resolution 3. Directors other than Dr Rohan Hockings do not have an interest in the outcome of the proposed resolution.

The Company will disregard any votes cast on resolution 3 by any directors to whom this resolution relates, and any associates of those directors.

The Chairperson will vote undirected proxies FOR this resolution.

If resolution 3 is not passed, the board may proceed with the LTI plan by acquiring shares on-market or alternatively may consider long-term deferred remuneration arrangements such as deferred cash to ensure remuneration arrangements are compliant with regulatory requirements.

Schedule 1 – Definitions

In this Notice:

Term	Meaning
AWST	Australian Western Standard Time.
ASX	The ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	The board of Directors of the Company.
Chair	The person appointed to chair the Meeting of the Company convened in the Notice.
Closely Related Party	has the meaning given in section 9 of the Corporations Act.
Company or PYC	PYC Therapeutics Limited ACN 098 391 961.
Constitution	The constitution of the Company as at the date of the Meeting.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	The Explanatory Memorandum which forms part of this Notice.
Key Management Personnel or KMP	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	The listing rules of ASX.
Meeting	The Extraordinary General Meeting convened by the Notice.
Notice	This notice of Meeting.
Proxy Form	The proxy form attached to the Notice.
Registry	Automic Group, the Company's Registry.
Resolution	A resolution referred to in the Notice.
Schedule	A schedule to the Notice.

Section	A section of the Explanatory Memorandum.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	The holder of a Share.
\$	A reference to "\$" is to Australian currency.

Schedule 2 – Summary of material terms of the Plan

Aspect	Details
Instrument	<p>The Plan uses indeterminate rights which are an entitlement to the value of a share (less any exercise price) which may be satisfied either in cash and/or in shares (at the Board's discretion), unless otherwise specified in an invitation. Generally, it is expected that exercised rights will be satisfied in the form of shares or restricted shares (ordinary fully paid share in the Company that may be subject to specified disposal restrictions). The Plan allows for three classes of rights which may be appropriate forms of remuneration under various circumstances, being;</p> <ul style="list-style-type: none"> • Performance rights which vest when performance conditions have been satisfied and will generally be used for the purpose of granting LTI to executives, • Service rights which vest after completion of a period of service and which will generally be used as a retention incentive below the executive level if and when appropriate, or as part of fixed remuneration, and • Restricted rights which are vested at grant but which may have exercise restrictions and or specified disposal restrictions that extend to the shares that result from the exercise of rights (restricted shares), and will generally be used to defer earned remuneration from time to time e.g. to defer STI. <p>When an exercise price greater than nil is specified in an invitation, the rights may be an Option or a share appreciation rights (SARs) that only produce value when the share price exceeds the exercise price at the time of exercise.</p>
Eligibility	Persons selected by the Board will be invited to participate in the Plan, includes full time and part-time employees, executive Directors and contractors, and non-executive directors.
Retesting	No retesting is available under this plan.
Dividend Equivalents	Once rights with an exercise price of nil vest, participants will be entitled to dividend equivalent payments at the same time as when cash dividends are paid in respect of shares. Entitlement to dividend equivalents will cease when the participant ceases to be an employee of the group. Dividend equivalents will be calculated as the sum of cash dividends and franking credits per share multiplied by the number of vested rights held by the participant at the time a cash dividend is paid by the Company.
Term	Each Right has a Term of 15 years from the Grant Date and SARs have a default term of 5 years. If not exercised within that Term the Rights will lapse.
Number of Rights	The number of Rights specified in an Invitation will be at the discretion of the Board. It is intended that the number of Rights to be granted will be determined annually with regard to the Participant's fixed remuneration, an appropriate volume weighted average price (VWAP), relevant market practices and the relevant policies of the Company regarding remuneration, such that total remuneration is appropriate in both quantum and structure.
Measurement Period	The Measurement Period is the period over which vesting conditions are assessed and may be determined by the Board as part of each Invitation but will generally be three years for Performance Rights, starting from the beginning of the first financial year in the Measurement Period.
Vesting Conditions	Vesting Conditions, if any, are to be determined by the Board as part of each Invitation. Performance Rights will vest based on selected measures of Company performance and service with the Company. They are intended to create alignment with indicators of shareholder value creation over the Measurement Period.

	<p>Service Rights will vest based on periods of service with the Company only, and will generally relate to annual remuneration cycles when granted as part of fixed remuneration, or aligned with succession plans for example.</p> <p>Restricted Rights do not have Vesting Conditions and are fully vested at grant but are subject to disposal restrictions. The disposal restrictions may extend to the Shares (Restricted Shares) that result from exercising Restricted Rights, as appropriate to circumstances. This is likely to be used where the application of vesting conditions is not appropriate e.g. in the case of deferred STI awards for executives.</p>
Gates	<p>The Board may attach Gates to tranches of Rights. A Gate is a condition that, if not fulfilled, will result in nil vesting of a tranche regardless of performance in relation to the Vesting Conditions.</p>
Cost of Rights and Exercise Price	<p>No amount is payable by Participants for Rights unless otherwise determined by the Board. Rights are intended to form part of the annual remuneration package appropriate to each Participant.</p> <p>An Exercise Price may or may not be payable by a Participant to exercise Rights under the Rules. As part of the terms of an Invitation the Board may determine that a notional Exercise Price may apply, which will be deducted from the value of a Share in determining the Exercised Rights Value i.e. creating a cashless exercise option or Share Appreciation Right/SAR which functions identically to an option, but is less dilutive than traditional options from a shareholder perspective.</p>
Exercise of Vested Rights	<p>Vested Rights may be exercised at any time between the Vesting Date (or the latter elapsing of Exercise Restrictions if applicable) and the end of their Term, by the Participant submitting an Exercise Notice, otherwise they will lapse. The Exercised Rights Value will be determined as follows and will be either be paid in cash, converted into Shares based on the then Share price, or a combination of cash and Shares, as determined by the Board:</p> <p style="text-align: center;"><i>Exercised Rights Value =</i> <i>Number of Rights Exercised x (Share Price at Exercise – Exercise Price)</i></p> <p>Generally, it is expected that vested Rights will be settled in Shares. Such Shares will often be Restricted Shares as they will be subject to disposal restrictions if the exercise occurs during a period in which trading in Shares is prohibited under the Company's securities trading policy.</p>
Exercise Restrictions	<p>An Invitation may specify a period of Exercise Restrictions during which Rights may not be exercised, even if vested. Exercise Restrictions apply for at least 180 days following the Grant Date.</p>
Disposal Restrictions	<p>All shares acquired by participants or held by the trustee of the Employee Share Trust (EST) for the benefit of participants as a consequence of the exercise of rights are generally initially restricted shares, and shall be subject to a disposal restriction being that such shares may not be sold or disposed of in any way until their sale would not breach either:</p> <ol style="list-style-type: none"> a) the Company's share trading policy, or b) Division 3 of Part 7.10 of the Corporations Act (insider trading restrictions which in essence make it an offense to sell shares when you hold price sensitive information not available to the public), and c) following expiry of the specified disposal restriction, if any, applicable to the restricted shares.

	PYC will ensure that such restrictions are enforced due to the presence of CHES holding locks or alternatively by any trustee of an employee share trust that may be engaged in connection with the Plan.
Specified Disposal Restrictions	<p>Invitations may include Specified Disposal Restrictions that apply for a specified period to Restricted Shares that result from the exercising of Rights or Rights. The Board will decide whether to include such conditions and the period for which they will apply.</p> <p>Initially, grants will not be subject to a Specified Disposal Restriction, except for in the case of granting Restricted Rights, where vested Rights may not be sold or disposed of in any way until 15 years from the Grant Date or until the Participant is no longer a Director or employee of the Group.</p>
Disposal and Exercise Restriction Release at Taxing Point	In the event that a taxing point arises in relation to Restricted Rights or Restricted Shares and the Exercise Restrictions or Specified Disposal Restrictions have not elapsed then they will cease to apply to 50% of the taxable Rights and Shares. This ensures that unreasonable tax outcomes are avoided.
Change of Control	Full vesting in the event of a Change of Control and overarching Board discretion be used.
Termination of Employment	<p>Performance Rights are seen as remuneration for the measurement period. Therefore, if terminated during the measurement period, Performance Rights will have Pro-rata forfeiture between grant date and the end of the measurement period. The Performance Rights that will remain on foot will be retained and subject to the performance conditions at the end of the measurement period subject to Board discretion.</p> <p>Service Rights are seen as remuneration for the measurement period. However, if terminated during the measurement period, the service rights will be forfeited subject to Board discretion.</p>
Major Return of Capital or Demerger	In the event that the board forms the view that a major part of the Company's assets or operations will imminently cease to be owned by the group due to an intention to sell or separately list those assets or operations, or in the event of a major return of capital to shareholders, the board will determine the treatment of all vested and unvested rights and restricted shares held by participants including but not limited to vesting, lapsing and removal of the exercise restriction period and specified disposal restriction period, and the automatic exercise of vested rights on a specific date.
Board Discretion, Preventing Inappropriate Benefits, Malus, Clawback, Fraud and Misconduct	<p>The Board has discretion to adjust the number of Rights that ultimately vest if it forms the view that the unadjusted outcome is not appropriate to the circumstances.</p> <p>The Board has sole discretion to determine that some or all unvested Rights held by a Participant lapse on a specified date if allowing the Rights to vest would, in the opinion of the Board, result in an inappropriate benefit to the Participant. Such circumstances would include joining a competitor or actions that harm the Company's stakeholders. In the case of fraud or misconduct, Participant will forfeit all unvested Rights.</p>
Bonus Issues, Rights Issues, Voting and Dividend Entitlements	<p>In the case of some capital reconstructions, bonus issues or rights issues, the number of Rights held by Participants may be proportionately adjusted to reflect bonus issues so that no advantage or disadvantage arises for the Participant, in accordance with the ASX Listing Rules. Right holders will not participate in Shareholder rights issues.</p> <p>Participants who hold vested Rights with a Nil Exercise Price are entitled to a Dividend Equivalent payment in respect of a Share. Rights do not carry voting entitlements. Shares (including Restricted Shares) issued when Rights are exercised carry all entitlements of Shares, including voting and dividend entitlements.</p>
Hedging	The Company prohibits the hedging of rights or shares subject to disposal restrictions by specified participants.

Schedule 3 – Summary of material terms of Options

The features of the proposed FY24, FY25 and FY26 LTI invitation to apply for Options to the director are summarised below:

Aspect	Details
Instrument	<p>If this resolution is approved, Dr Rohan Hockings will be invited to apply for FY24, FY25 and FY26 LTI in the form of Premium Exercise Priced Options (PEPOs)– referred to as Options.</p> <p>The type of equity proposed to be granted has been selected because it creates a strong link between performance and reward.</p>
Term	<p>Each Option has a term from the grant date as follows:</p> <ul style="list-style-type: none"> • FY24 - ending at 5.00 pm WST on the 30th June 2027, • FY25 - ending at 5.00 pm WST on the 30th June 2028, and • FY26 - ending at 5.00 pm WST on the 30th June 2028. <p>If the Options are not exercised within the term, the Options will lapse.</p>
Exercise of Options	Following vesting, Options may be exercised at any time before their expiry date by submitting an exercise notice and paying the applicable exercise price.
Quotation	The Options are not transferable and not intended to be quoted.
Cessation of Employment	Unvested Options lapse on cessation of employment.
LTI Value and Number of Options	<p>The intended LTI value to be given to Dr Rohan Hockings is to align the total target remuneration package to the market value. The LTI value at target for the financial years is as follows:</p> <ul style="list-style-type: none"> • FY24 - \$1,580,000 • FY25 - \$1,580,000 • FY26 - \$3,600,000 <p>It is proposed that Dr Rohan Hockings will be invited to apply for Options at the intended LTI value divided by the value of the options which will be calculated based on the Black-Scholes Options Pricing Model on a date nominated by the Board that is prior to or at the time of grant.</p>
Exercise Price	An exercise price at a 34% premium of the share price at grant applies to the Options.
Shares Issued on Exercise	Each Option entitles the holder to one Share (fully paid ordinary share) upon exercise of the Option.
Change of Control	In the event of a change of control, the Board may determine that some or all unvested Options vest or otherwise determine the treatment of the Options in accordance with the Plan Rules.
Reconstruction of Capital	The Options will be reorganised in accordance with the ASX Listing Rules upon any reorganisation of capital.
Rights Issues and Bonus Issues	Holders will not participate in new issues unless the Options have been exercised prior to the relevant record date. Adjustments will be made in accordance with the ASX Listing Rules.
Voting and Dividend Rights	Options do not confer voting or dividend rights prior to exercise.
Measurement Period	<p>The following presents the measurement periods for the financial years:</p> <ul style="list-style-type: none"> • FY24 – Has a measurement period ending 30th June 2026 • FY25: <ul style="list-style-type: none"> ○ Tranche 1 – 66% of the FY25 grant has a measurement period ending 30th June 2026

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- Tranche 2 – 33% of the FY25 grant has a measurement period ending 30th June 2027
 - FY26:
 - Tranche 1 - 50% of the FY26 grant has a measurement period ending 30th June 2026
 - Tranche 2 - 50% of the FY26 grant has a measurement period ending 30th June 2027
-

**Vesting
Conditions**

Options are subject to a service vesting condition where a participant must be employed with the company over the measurement period.

Schedule 4 – Illustrative Examples of Number of Options

The number of Options to be issued under Resolution 3 will be determined by dividing the applicable LTI value by the fair value of an Option calculated using the Black-Scholes option pricing methodology as at a date determined by the Board prior to, or at, the time of grant.

For illustrative purposes only, the Company has adopted the following assumptions for the purposes of calculating the Black-Scholes value of the Options:

- volatility factor of 60%;
- a risk-free interest rate of 5%;
- no dividends; and
- Option terms of:
 - FY24 - 1.1 years, being the period from grant to 30 June 2027,
 - FY25 - 2.1 years, being the period from grant to 30 June 2028, and
 - FY26 - 2.1 years, being the period from grant to 30 June 2028.

The Black-Scholes value of the Options based on the above assumptions, and the illustrative number of Options that may be issued are as follows:

Example 1:

- underlying share price of \$1.25 per Share;
- an exercise price of \$1.68 per Option;

Financial Year	LTI Value	Illustrative Option Value	Illustrative Number of Options
FY24	\$1,580,000	\$0.21	7,706,503
FY25	\$1,580,000	\$0.34	4,598,662
FY26	\$3,600,000	\$0.34	10,477,965
Total	\$6,760,000		22,783,130

Example 2:

- Underlying share price of \$1.88 per Share (50% premium to example 1);
- Exercise price of \$2.51 per Option;

Financial Year	LTI Value	Illustrative Option Value	Illustrative Number of Options
FY24	\$1,580,000	\$0.31	5,096,774
FY25	\$1,580,000	\$0.52	3,050,193
FY26	\$3,600,000	\$0.52	6,949,807
Total	\$6,760,000		15,096,774

Example 3:

- Underlying share price of \$0.625 per Share (50% discount to example 1);
- Exercise price of \$0.84 per Option;

Financial Year	LTI Value	Illustrative Option Value	Illustrative Number of Options
FY24	\$1,580,000	\$0.10	15,339,806
FY25	\$1,580,000	\$0.17	9,186,047
FY26	\$3,600,000	\$0.17	20,930,233
Total	\$6,760,000		45,456,085

Note: These examples are provided for illustrative purposes only. The actual number of Options to be issued may be higher or lower depending on the share price, exercise price, volatility, risk-free interest rate, option term and other valuation inputs applying at the grant date.

Schedule 5 – Your right to elect to receive documents electronically or physically

The *Corporations Amendment (Meetings and Documents) Act 2022 (Amendment Act)* includes a new requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the Corporations Act.

Recent legislative changes to the Corporations Act 2001 (Cth) mean there are new options for how **PYC Therapeutics Limited** shareholders receive communications. **PYC Therapeutics Limited** will no longer send physical meeting documents unless a shareholder requests a copy to be mailed.

Providing your email address to receive shareholder communications electronically

PYC Therapeutics Limited encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

By providing your email address, you will:

- support the company by reducing the cost of mailing/postage
- receive your investor communications faster and in a more secure way
- help the environment through the need for less paper

How do I update my communications preferences?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> or contact our share registry:

Telephone (within Australia): 1300 288 664

Telephone (outside Australia): +61 2 9698 5414

Email: hello@automicgroup.com.au

Website: <https://investor.automic.com.au/>

Your proxy voting instruction must be received by **1:00pm (AWST) on Monday, 13 July 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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