

ASX Announcement

16 October 2025

2025 Notice of Annual General Meeting

Attached are the following documents relating to the 2025 Annual General Meeting of Genetic Signatures Limited [ASX:GSS] ("GSS" or "Company"), to be held at 9:00am (Sydney time) on Monday, 17 November 2025:

- Notice of Annual General Meeting
- Proxy Form
- Notice and Access Letter

– END –

Announcement authorised for release by the Company Secretary of Genetic Signatures Limited.

For further information, see our website (www.geneticsignatures.com) or contact us:

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About Genetic Signatures Limited:

Genetic Signatures is a specialist molecular diagnostics (MDx) company focused on the development and commercialisation of its proprietary platform technology, 3base®. Genetic Signatures designs and manufactures a suite of real-time Polymerase Chain Reaction (PCR) based products for the routine detection of infectious diseases under the *EasyScreen*™ brand. Genetic Signatures' proprietary MDx 3base® platform technology provides high-volume hospital and pathology laboratories the ability to screen for a wide array of infectious pathogens, with a high degree of specificity, in a rapid throughput (time-to-result) environment. Genetic Signatures' current target markets are major hospitals and pathology laboratories undertaking infectious disease screening. Genetic Signatures is leveraging strong COVID-19 related sales of its *EasyScreen*™ respiratory kits and the growing interest in its gastroenteritis products to further commercialise its 3base® technology to rapidly and cost effectively screen for a wide array of infectious pathogens including antibiotic resistant bacteria, sexually transmitted infections, meningitis and mosquito borne viral diseases.



GENETIC SIGNATURES LIMITED

ACN 095 913 205

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of Genetic Signatures Limited (**GSS** or **Company**) will be held at:

Date	Monday, 17 November 2025
Time	9:00am (Sydney time)
Location	Allens Deutsche Bank Place Level 28, 126 Phillip Street Sydney NSW 2000

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on the matters to be considered at the AGM. The Explanatory Memorandum and the Proxy Form are part of this Notice of Meeting.

A. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the financial year ended 30 June 2025 (collectively, the **Reports**).

Unless the Company's Share Registry has been notified otherwise, shareholders have not been sent a hard copy of the Annual Report. All shareholders can view the Annual Report which contains the Financial Report for the year ended 30 June 2025 on the Company's website at <https://geneticsignatures.com/au/investors/reports/>.

B. QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chair will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chair will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit.

C. ITEMS FOR APPROVAL

Resolution 1: Re-election of Director – Dr Neil Gunn

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

"That, Dr Neil Gunn who retires in accordance with clause 6.7 of the Company's Constitution, having offered himself for election and being eligible, is re-elected as a Director of the Company."

Resolution 2: Re-election of Director – Ms Caroline Waldron

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

"That, Ms Caroline Waldron who retires in accordance with clause 6.7 of the Company's Constitution, having offered herself for election and being eligible, is re-elected as a Director of the Company."

Resolution 3: Adoption of the Remuneration Report

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

“That, the Company’s Remuneration Report for the financial year ended 30 June 2025, as set out in the Directors’ Report, is adopted.”

The Remuneration Report is set out in the 2025 Annual Report (available at <https://geneticsignatures.com/au/investors/reports/>).

Please note that, in accordance with section 250R(3) of the Corporations Act 2001 (Cth) (**Corporations Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- a. a member of the KMP whose remuneration details are included in the 2025 Remuneration Report; and
- b. a Closely Related Party of such a KMP (including close family members and companies the KMP controls).

However, the Company need not disregard a vote by a person described above as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing and specifies the way the proxy is to vote (e.g., for, against, abstain) on the resolution; or
- b. the vote is cast by the Chair of the Meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 4: Approval to Grant Restricted Rights to Director, Ms Anne Lockwood

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

“That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, the issue of 250,000 Restricted Rights under the Genetic Signatures Rights Plan to Ms Anne Lockwood, the terms of which are set out in the Explanatory Memorandum accompanying this Notice, is approved.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a. a Director of the Company who is eligible to participate in the Genetic Signatures Rights Plan; or
- b. any associate of any of those Directors.

However, this does not apply to a vote cast on Resolution 4 by:

- a. a person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction 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 the directions given by the beneficiary to the holder to vote in that way.

Resolution 5: Approval to Grant Restricted Rights to Director, Dr Jenny Harry

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

“That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, the issue of 250,000 Restricted Rights under the Genetic Signatures Rights Plan to Dr Jenny Harry, the terms of which are set out in the Explanatory Memorandum accompanying this Notice, is approved.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- a. a Director of the Company who is eligible to participate in the Genetic Signatures Rights Plan; or
- b. any associate of any of those Directors.

However, this does not apply to a vote cast on Resolution 5 by:

- a. a person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction 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:
 - iii. 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
 - iv. the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

D. OTHER INFORMATION

Entitlement to Attend and Vote

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth) the Board has determined that persons eligible to attend and vote at the Meeting as a shareholder, are those who are registered shareholders of the Company as at 7:00pm (Sydney time) on Saturday, 15 November 2025 (**Entitlement Time**) being two days before the Meeting.

This means that if you are not the registered holder of a share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting by Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney with the Company's Share Registry, as an original or by facsimile, **no later than 9:00am (Sydney time) on Saturday, 15 November 2025 (Proxy Deadline)**).

Proxy Forms may be submitted in one of the following ways:

- a. **Online** (preferred) via the Company's Share Registry website at www.votingonline.com.au/gssagm2025. Please refer to the Proxy Form for information; or
- b. **By fax** to Boardroom Pty Ltd on +61 2 9290 9655; or
- c. **By mail** to Boardroom Pty Ltd using the reply-paid envelope or GPO Box 3993, Sydney NSW 2001. Please allow sufficient time so that it reaches Boardroom Limited by the Proxy Deadline; or
- d. **By hand delivery** to Boardroom Pty Ltd at Level 8, 210 George Street, Sydney, NSW 2000 (during business hours, Monday to Friday 9:00am – 5:00pm).

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

Voting by Attorney

To vote by attorney at the Meeting, the original power of attorney or other authority (if any) under which the instrument is signed (or a certified copy of that power of attorney or other authority) must be received by the Company **no later than 9:00am (Sydney time) on Saturday, 15 November 2025**, being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative.

Voting restrictions that may affect your proxy appointment

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolutions 3, 4 or 5 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 3, 4 or 5, then by submitting the Proxy Form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolution is connected, directly or indirectly, with the remuneration of the KMP. The Chair intends to vote undirected proxies in favour of all Resolutions.

Shareholder Questions

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. If you wish to submit a question in writing to the Chair or the Auditor, please email them to the Company Secretary, Karl Pechmann (karl.pechmann@geneticsignatures.com) **by 5:00pm (Sydney time) on Monday, 10 November 2025**.

Questions will be collated, and during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

BY ORDER OF THE BOARD



Karl Pechmann
Joint Company Secretary
16 October 2025

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held on Monday, 17 November 2025 at 9:00am (Sydney time).

The purpose of this Explanatory Memorandum is to provide shareholders with information that is reasonably required by shareholders to decide how to vote upon the resolutions.

The Directors unanimously recommend shareholders vote in favour of all Resolutions. For reasons of good governance, each Director respectively abstains where that Director has an interest in the outcome of a particular resolution, and these interests are identified throughout this Explanatory Memorandum.

All resolutions are ordinary resolutions, which require a simple majority of votes cast by shareholders present and entitled to vote on the resolution.

Resolution 1: Re-election of Director – Dr Neil Gunn

In accordance with clause 6.7 of the Constitution, Dr Neil Gunn retires and, being eligible, offers himself for re-election as a Director.

Dr Gunn was appointed as a Non-Executive Director of the Company in April 2021.

Dr Gunn holds a PhD and Master of Science from Portsmouth Polytechnic, UK. He has over 30 years' experience in medical devices and diagnostics. Most recently Dr Gunn was CEO of IDbyDNA, a metagenomics company based in the US that was acquired by Illumina in 2022. Prior to this he was the President of Roche Sequencing Solutions where he oversaw all aspects of the business and managed a team of approximately 900 people. His team developed and launched more than 20 products per year. Dr Gunn was also previously Vice President of Roche's Molecular Diagnostics business and was responsible for over 120 diagnostic product launches principally into the IVD clinical market.

Dr Gunn currently serves as the Chair of the Nomination & Remuneration Committee.

The Directors, excluding Dr Gunn, unanimously recommend that shareholders vote in favour of Resolution 1.

Resolution 2: Re-election of Director – Ms Caroline Waldron

In accordance with clause 6.7 of the Constitution, Ms Caroline Waldron retires and, being eligible, offers herself for re-election as a Director.

Ms Waldron was appointed as a Non-Executive Director of the Company in May 2022.

Ms Waldron is a cross-border advisor and director with over 30 years expertise in governance, marketing, human resources, and digital transformation across a range of sectors. Her formal training is in law and she has been admitted to the Bar of England and Wales and the courts of other jurisdictions including Australia and New Zealand. Ms Waldron holds an LLB (Hons) from the University of London, is a Graduate of the AICD, and a Fellow of the Governance Institute of Australia.

The Directors, excluding Ms Waldron, unanimously recommend that shareholders vote in favour of Resolution 2.

Resolution 3: Adoption of the Remuneration Report

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

The Remuneration Report details the remuneration policies for the Company and:

- reports the remuneration arrangements for Directors and KMP of the Company;
- explains Board policies in relation to the nature and value of remuneration paid to KMP; and
- discusses the relationship between the policy and Company performance.

The Remuneration Report is available in the Company's 2025 Annual Report (available on the Company's website at <https://geneticsignatures.com/au/investors/reports/>).

The Chair will give shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote.

This is an advisory resolution only (as stipulated by section 250R(3) of the Corporations Act) and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

A voting exclusion statement is set out under Resolution 3 in the Notice of Meeting.

The Directors abstain, in the interests of good governance, from making a recommendation in relation to Resolution 3.

Resolution 4: Approval to Grant Restricted Rights to a Director, Ms Anne Lockwood

Resolution 4 seeks shareholder approval for the grant of 250,000 restricted rights (**Restricted Rights**) to the Company's newest Non-Executive Director, Ms Anne Lockwood (or her nominee), pursuant to the Genetic Signatures Rights Plan, which was approved by shareholders at the 2024 Annual General Meeting.

The Restricted Rights form part of Ms Lockwood's sign-on remuneration package as a Non-Executive Director of the Company. The grant recognises the skills and experience Ms Lockwood brings to the Board and is intended to align her long-term interests with those of shareholders.

The Company has agreed, subject to shareholder approval, to grant the Restricted Rights to Ms Lockwood on the terms set out in this resolution and summarised below.

ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires shareholder approval to be obtained before a director or their associate can be issued securities under an employee incentive scheme. As Ms Lockwood is a Non-Executive Director of the Company, shareholder approval is required for the proposed grant of Restricted Rights.

If shareholder approval is not obtained, the Company will not be able to proceed with the proposed grant of Restricted Rights to Ms Lockwood. In that event, the Board would need to consider alternative remuneration arrangements to deliver an equivalent value, which could include a cash payment or an increase to Ms Lockwood's Director fees, subject to any applicable approvals.

If shareholder approval is obtained under ASX Listing Rule 10.14, separate approval is not required under ASX Listing Rule 7.1.

Key Terms of the Grant

- **Plan:** Genetic Signatures Rights Plan (**Plan**), approved by shareholders at the 2024 AGM.
- **Instrument:** Each Restricted Right entitles Ms Lockwood to receive one fully paid ordinary share in the Company, subject to the conditions below.
- **Grant Date:** To be granted as soon as practicable following shareholder approval and in any event within 12 months of the AGM.
- **Vesting:** The Restricted Rights vest immediately on the Grant Date.
- **Exercise Restriction:** Shares may not be acquired until 180 days after the Grant Date.
- **Expiry:** 5 years from the Grant Date.
- **Consideration:** Nil consideration is payable for the grant of Restricted Rights or for shares issued upon exercise.
- **Purpose:** Part of Ms Lockwood's sign-on remuneration package and intended to supplement part of her cash remuneration as a Non-Executive Director.
- **Post-Termination Exercise / Lapse:** In the event that Ms Lockwood ceases to hold office with the Company, at any time after 90 days from the first date that all Restricted Rights held by the Ms Lockwood are fully vested and no longer subject to an Exercise Restriction, the Rights may be automatically exercised on a date determined by the Board, pursuant to the power of attorney granted under the Plan Rules.

Disclosure under ASX Listing Rule 10.15

The following information is provided to shareholders for the purposes of ASX Listing Rule 10.15:

- Ms Lockwood is a Non-Executive Director of the Company.
- 250,000 Restricted Rights are proposed to be granted.
- Ms Lockwood's remuneration includes base director fees of \$67,000 per annum plus superannuation in accordance with statutory requirements.
- No securities have previously been issued to Ms Lockwood under the Plan or any other Company employee incentive plan.
- The key terms of the Restricted Rights are set out above. The Company uses Restricted Rights because they create share price alignment between Ms Lockwood and ordinary shareholders. The Company attributes the value of \$65,000 to the Restricted Rights using a Black-Scholes option pricing model that values the offer at \$0.26 per Restricted Right.
- The Restricted Rights will be granted as soon as practicable following shareholder approval, and in any event within 12 months of the AGM.
- Nil consideration is payable for the grant or the allocation of shares on exercise of the Restricted Rights.
- The Plan was approved by shareholders at the 2024 AGM. A summary of the Plan is set out at Annexure A.
- No loans or financial assistance will be provided in relation to the grant or exercise of the Restricted Rights.
- Per ASX Listing Rule 10.15.11, details of any securities issued under the scheme will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities 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.

A voting exclusion statement is set out under Resolution 4 in the Notice of Meeting.

The Directors, excluding Ms Lockwood, unanimously recommend that shareholders vote in favour of Resolution 4.

Resolution 5: Approval to Grant Restricted Rights to a Director, Dr Jenny Harry

Resolution 5 seeks shareholder approval for the grant of 250,000 restricted rights (**Restricted Rights**) to the Company's newest Non-Executive Director, Dr Jenny Harry (or her nominee), pursuant to the Plan, which was approved by shareholders at the 2024 Annual General Meeting.

The Restricted Rights form part of Dr Harry's sign-on remuneration package as a Non-Executive Director of the Company. The grant recognises the skills and experience Dr Harry brings to the Board and is intended to align her long-term interests with those of shareholders.

The Company has agreed, subject to shareholder approval, to grant the Restricted Rights to Dr Harry on the terms set out in this resolution and summarised below.

ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires shareholder approval to be obtained before a director or their associate can be issued securities under an employee incentive scheme. As Dr Harry is a Non-Executive Director of the Company, shareholder approval is required for the proposed grant of Restricted Rights.

If shareholder approval is not obtained, the Company will not be able to proceed with the proposed grant of Restricted Rights to Dr Harry. In that event, the Board would need to consider alternative remuneration arrangements to deliver an equivalent value, which could include a cash payment or an increase to Dr Harry's Director fees, subject to any applicable approvals.

If shareholder approval is obtained under ASX Listing Rule 10.14, separate approval is not required under ASX Listing Rule 7.1.

Key Terms of the Grant

- **Plan:** Genetic Signatures Rights Plan, approved by shareholders at the 2024 AGM.
- **Instrument:** Each Restricted Right entitles Dr Harry to receive one fully paid ordinary share in the Company, subject to the conditions below.
- **Grant Date:** To be granted as soon as practicable following shareholder approval and in any event within 12 months of the AGM.
- **Vesting:** The Restricted Rights vest immediately on the Grant Date.
- **Exercise Restriction:** Shares may not be acquired until 180 days after the Grant Date.
- **Expiry:** 5 years from the Grant Date.
- **Consideration:** Nil consideration is payable for the grant of Restricted Rights or for shares issued upon exercise.
- **Purpose:** Part of Dr Harry's sign-on remuneration package and intended to supplement part of her cash remuneration as a Non-Executive Director.
- **Post-Termination Exercise / Lapse:** In the event that Dr Harry ceases to hold office with the Company, at any time after 90 days from the first date that all Restricted Rights held by the Dr Harry are fully vested and no longer subject to an Exercise Restriction, the Rights may be automatically exercised on a date determined by the Board, pursuant to the power of attorney granted under the Plan Rules.

Disclosure under ASX Listing Rule 10.15

The following information is provided to shareholders for the purposes of ASX Listing Rule 10.15:

- Dr Harry is a Non-Executive Director of the Company.
- 250,000 Restricted Rights are proposed to be granted.
- Dr Harry's remuneration includes base director fees of \$67,000 per annum plus superannuation in accordance with statutory requirements. No securities have previously been issued to Dr Harry under the Plan or any other Company employee incentive plan.
- The key terms of the Restricted Rights are set out above. The Company uses Restricted Rights because they create share price alignment between Dr Harry and ordinary shareholders. The Company attributes the value of \$65,000 to the Restricted Rights using a Black-Scholes option pricing model that values the offer at \$0.26 per Restricted Right.
- The Restricted Rights will be granted as soon as practicable following shareholder approval, and in any event within 12 months of the AGM.
- Nil consideration is payable for the grant or the allocation of shares on exercise of the Restricted Rights.
- The Plan was approved by shareholders at the 2024 AGM. A summary of the Plan is set out at Annexure A.
- No loans or financial assistance will be provided in relation to the grant or exercise of the Restricted Rights.
- Per ASX Listing Rule 10.15.11, details of any securities issued under the scheme will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities 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.

A voting exclusion statement is set out under Resolution 5 in the Notice of Meeting.

The Directors, excluding Dr Harry, unanimously recommend that shareholders vote in favour of Resolution 5.

Annexure A - Key Terms of the Genetic Signatures Rights Plan (Plan)

Eligibility

The Plan is open to eligible persons, which may include a full time or part-time employee (excluding non-executive directors), a casual employee of the Group or a contractor to the Group or a person who will prospectively fill one of the foregoing roles, including executive and non-executive Directors. For the avoidance of doubt, associates of Eligible Persons are not eligible to be granted Rights unless otherwise determined by the Board.

Participation

Each Eligible Person whose applications have been accepted and have been granted Rights will be referred to as Participants of this Plan (**Participant**).

Invitation

The Plan will operate through a series of Invitations. The Board will in its absolute discretion determine those Eligible Persons who will receive Invitations, and the procedure for making invitations (including the terms and content of any offer or invitation or acceptance procedure) in accordance with the Rules.

Details to be contained in an Invitation will include each of the following to the extent applicable to the intended features of a particular Invitation and the type of Rights that are the subject of the invitation (Performance Rights, Service Rights, and/or Restricted Rights):

- a. the name of the Eligible Person,
- b. the date of the Invitation,
- c. the number of each type of Right in each Tranche, that may be applied for,
- d. the acquisition price of the Rights which will be nil, unless otherwise determined by the Board, in which case the additional requirements of Division 1A of Part 7.12 of the Corporations Act must be met, unless another form of disclosure relief is relied upon and identified in the Invitation,
- e. the Settlement Restriction including the specific form of settlement applicable to Rights, if any,
- f. the Exercise Price, which will be nil unless otherwise determined by the Board,
- g. the Term of Rights in each Tranche if other than 15 years,
- h. the Vesting Conditions which are to apply to Service and/or Performance Rights, as may be applicable to each Tranche,
- i. the Measurement Period applicable to each Tranche, in the case of Performance and Service Rights,
- j. the Vesting Date or how the Vesting Date will be determined,
- k. for Service Rights, how they will be treated in the case of termination of employment,
- l. any Disposal Restriction Period for Shares that may be acquired on exercise of vested Rights,
- m. the Exercise Restriction Period, if more than 180 days,
- n. the entitlement, or otherwise, to Dividend Equivalent payments,
- o. the disclosure relief being relied upon if **other than** Division 1A of Part 7.12 of the Corporations Act,
- p. other terms and conditions that the Board determines to include, and
- q. how to apply for Rights that are the subject of the Invitation, including the name of the person to whom the Application should be sent and the Application Period.

Assignment

Rights issued under the Plan are not transferable or assignable.

Administration

This Plan will be administered by the Board, but it may delegate responsibility to a committee of the Board in relation to all Participants or to the Managing Director in relation to other Participants. The Board is authorised, subject to the provisions of these Rules, to establish such guidelines for the administration of the Plan as are deemed appropriate, and to make determinations under the Plan as may be deemed necessary or advisable from time to time. Such determinations shall be conclusive and binding on all Participants.

Amendment of the Plan

The Board may at any time by written instrument, or by resolution of the Board, amend or repeal all or any of the provisions of the Rules.

Vesting Conditions

Vesting Conditions may relate to:

- a. performance of the Company or an aspect of the Company's operations or the performance of the Participant, or
- b. continued service of the Participant with the Group, or
- c. any combination of the foregoing determined by the Board for each Tranche.

Vesting Conditions, if applicable, must be specified in the Invitation, along with the relationship between various potential levels of performance and levels of vesting that may occur.

Performance conditions may vary between different Invitations and between different Tranches of Rights specified in an Invitation.

Gates and Modifiers

The Board may in its absolute discretion apply one or more Gates to Tranches of Performance Rights as a condition for vesting. If a Gate is to apply to a Tranche, it must be specified in the Invitation.

Vesting of Performance and Service Rights

Following the end of the Measurement Period, the Board will determine for each Tranche of Performance and/or Service Rights to which the Measurement Period applies, and which have not previously lapsed or vested, the extent to which it has vested, if at all, and notify Participants in a Vesting Notice.

Lapsing of Rights

Rights will lapse on the earlier of:

- a. For unvested Rights, when there is no opportunity for them to vest at a later date, or
- b. The end of the Term of the Right, or
- c. The Participant and the Company mutually agreeing to their cancellation.

Cessation of Employment

In the event of the cessation of employment or directorship of the Company or a contract of service with the Company of a Participant for cause, as determined by the Board, all unvested Rights and Vested Rights subject to an Exercise Restriction Period will be forfeited by that Participant unless otherwise determined by the Board.

Unless an Invitation otherwise specifies, if a Participant ceases to be an employee, director or contractor of the Group in circumstances other than as set out in above, unvested Performance Rights held by them in respect of which the first year of the Measurement Period has not been completed will be forfeited pro-rata in the percentage that the remainder of the year bears upon the full year, unless otherwise determined by the Board.

Performance Rights that do not lapse at cessation of employment will continue to be held by Participants with a view to testing for vesting at the end of the Measurement Period. The Board has discretion to determine that any service conditions have been fulfilled at the end of the Measurement Period, regardless of whether or not a Participant remains employed by the Group.

Board Discretion Regarding Vesting of Performance and Service Rights

The Board retains discretion to increase or decrease, including to nil, the extent of vesting in relation to each Tranche of Performance Rights or Service Rights if it forms the view that it is appropriate to do so given the circumstances that prevailed during the Measurement Period. In exercising this discretion, the Board shall take into account, amongst other factors it considers relevant, the experience of Shareholders over the relevant Measurement Period.

Before exercising its discretion under this Rule, the Board may seek advice from an independent advisor as to whether the discretion should be exercised and if so then the alternative extent of vesting that should be considered by the Board.

Change in Control and Delisting

Unless otherwise determined by the Board, in the event the Board determines that the Company will be imminently de-listed, whether in the case of a Change in Control or otherwise, the Vesting Conditions attached to the Tranche at the time of the Application will cease to apply and:

- a. Performance Rights constructed as Share Appreciation Rights will vest 100% unless otherwise determined by the Board,

- b. unvested Performance Rights subject to a nil Exercise Price will vest in accordance with the application of the following formula to each unvested Tranche as at a date determined by the Board (Effective Date), noting that negative results will be taken to be nil and vesting cannot exceed 100%:

$$\begin{array}{ccccccc}
 \text{Number of} & & & & & & \text{(Share Price at the} \\
 \text{Performance} & & & & & & \text{Effective Date – Share} \\
 \text{Rights in} & & \text{Unvested} & & \text{\% of First} & & \text{price at Measurement} \\
 \text{Tranche to} & = & \text{Performance} & \times & \text{Year of} & \times & \text{Period Commencement} \\
 \text{Vest} & & \text{Rights in} & & \text{Measurement} & & \text{Date)} \\
 & & \text{Tranche} & & \text{Period} & & \hline
 & & & & \text{Elapsed} & & \text{Share price at} \\
 & & & & & & \text{Measurement Period} \\
 & & & & & & \text{Commencement Date}
 \end{array}$$

- c. any remaining unvested Performance Rights will vest to the extent, if any, determined by the Board having regard to performance over the Measurement Period prior to the Effective Date,
- d. any unvested Performance Rights that remain following (b) and (c) will lapse, unless the Board determines that Participants may continue to hold unvested Rights following the Effective Date,
- e. some or all unvested Service Rights may vest to the extent determined by the Board in its discretion, having regard to the circumstances that gave rise to the grant of Service Rights and any remainder will lapse immediately,
- f. any unexercised Rights held by a Participant that are subject to an Exercise Restriction Period will cease to be so restricted on the date that the Board determines in its sole discretion, and
- g. any Disposal Restriction Period will be lifted, including the removal of any Company initiated CHESS holding lock.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:00am (Sydney time) on Saturday, 15 November 2025.**

🖥 TO APPOINT A PROXY ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/gssagm2025>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM**STEP 1 APPOINTMENT OF PROXY**

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **9:00am (Sydney time) on Saturday, 15 November 2025**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply-Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/gssagm2025>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Genetic Signatures Limited** and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Allens, Deutsche Bank Place, Level 28, 126 Phillip Street, Sydney NSW 2000 on Monday, 17 November, 2025 at 9:00am (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of **Resolutions 3,4,5** I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though **Resolutions 3,4,5** are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (**including Resolutions 3,4,5**). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Re-election of Director – Dr Neil Gunn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Ms Caroline Waldron	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to Grant Restricted Rights to Director, Ms Anne Lockwood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to Grant Restricted Rights to Director, Dr Jenny Harry	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2025

16 October 2025

**Annual General Meeting of Genetic Signatures Limited
to be held on Monday, 17 November 2025**

Dear Shareholder

The Genetic Signatures Limited Annual General Meeting (AGM or Meeting) will be held at 9:00am (Sydney time) on Monday, 17 October 2025 at the offices of **Allens, Deutsche Bank Place, Level 28, 126 Phillip Street, Sydney NSW 2000**.

The AGM will be held as a physical meeting, whereby shareholders can attend in person. Registration opens from 8:30am (Sydney time) on the day of the Meeting. Shareholders who are not able to attend the Meeting in person are directed to lodge their votes by proxy as soon as possible. Shareholders who are not able to attend the Meeting but who wish to ask questions of the Company can do so by submitting their questions by email to karl.pechmann@geneticsignatures.com by no later than 5:00pm (Sydney time) on Monday, 10 November 2025.

Shareholders are strongly recommended to submit their votes by proxy to ensure that their votes are counted. Instructions on how to submit votes by proxy are contained within the Notice of Annual General Meeting.

To view the **Notice of Annual General Meeting**, please use the following link:

<https://geneticsignatures.com/au/investors/announcements/>

To view the **2025 Annual Report**, please use the following link:

<https://geneticsignatures.com/au/investors/reports/>

VOTING IS NOW OPEN. To vote online, please follow the instructions below:

- **STEP 1:** Visit <https://www.votingonline.com.au/gssagm2025>
- **STEP 2:** Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)
- **STEP 3:** Enter your Voting Access Code (VAC) – as contained in the attached Proxy Form
- **STEP 4:** Follow the prompts to vote on each resolution

Important Note: For your voting instructions to be valid and counted towards this Meeting please ensure that your online lodgement is received no later than 9:00am (Sydney time) on Saturday, 15 November 2025. Voting instructions received after this time will not be valid for the scheduled Meeting.

If you have any queries regarding your shareholding or the upcoming Genetic Signatures Limited AGM, please contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

Yours faithfully



Karl Pechmann
Joint Company Secretary
Genetic Signatures Limited