

Botanix Pharmaceuticals Ltd

ABN 70 009 109 755

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

Thursday, 20 November 2025

Time of Meeting

9.30am (AWST)

Place of Meeting

At the offices of BDO, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth, Western Australia

A Proxy Form is enclosed or has otherwise been provided to you

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting please complete and return the Proxy Form in accordance with the specified directions.

BOTANIX PHARMACEUTICALS LTD

ABN 70 009 109 755

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Botanix Pharmaceuticals Ltd ABN 70 009 109 755 will be held at the offices of BDO, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth, Western Australia on Thursday, 20 November 2025 at 9.30am (AWST) for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

The Company will update Shareholders if changing circumstances will impact the planning or arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our website at <https://botanixpharma.com>.

AGENDA

Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2025, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

1 Resolution 1 – Non Binding Resolution to adopt Remuneration Report

To consider and, if thought fit, pass the following resolution as a **non-binding resolution**:

"That the Remuneration Report for the year ended 30 June 2025 as set out in the 2025 Annual Report be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

Voting exclusion statement: The Company will disregard any votes cast on the Resolution by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution **or** the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and 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 Key Management Personnel; and
- (b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution ; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution .

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

2 Resolution 2 – Re-election of Dr Patricia Walker as a Director

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

"That, Dr Patricia Walker, who retires in accordance with clause 6.3(j) of the Constitution and Listing Rule 14.4 and, being eligible, offers herself for re-election, be re-elected as a Director."

3 Resolution 3 – Re-election of Mr Daniel Sharp as a Director

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

"That, Mr Daniel Sharp, who retires in accordance with clause 6.3(b) of the Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director."

4 Resolution 4 – Re-election of Dr Stewart Washer as a Director

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

"That, Dr Stewart Washer, who retires in accordance with clause 6.3(b) of the Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director."

5 Resolution 5 – Ratification of issue of Placement Shares to institutional and sophisticated investors

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 121,212,122 Placement Shares (at an issue price of \$0.33 each) on 24 April 2025 to institutional and sophisticated investors on the terms and conditions set out in the Explanatory Memorandum."

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

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the 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 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.

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board



Susan Park
Company Secretary

Dated: 17 October 2025

How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, electronic address or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

Questions at the Meeting

Please note, only Shareholders may ask questions once they have been verified. It may not be possible to respond to all questions. Shareholders are encouraged to submit questions prior to the AGM (please see below).

A Shareholder who is entitled to vote at the meeting may submit a written question to the Company in advance of the Meeting. We ask that all pre-Meeting questions be received by the Company no later than 9.00am (AWST) on Tuesday, 18 November 2025. Any questions should be directed to info@botanixpharma.com.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint a proxy or, if they are entitled to cast two or more votes, not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).

- A proxy need not be a Shareholder.
 - The proxy can be either an individual or a body corporate.
 - If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolution 1 in accordance with a direction on how the proxy is to vote or, if the proxy is the Chair of the Meeting and the appointment 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 Key Management Personnel.
 - Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
 - If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
 - Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
 - To be effective, proxies must be received by 9.30am (AWST) on Tuesday, 18 November 2025. Proxies received after this time will be invalid.
 - Proxies may be lodged using any of the following methods:
 - by returning a completed Proxy Form in person or by post to:
Automic
GPO Box 5193
Sydney NSW 2001
- or

- by returning a completed Proxy Form and delivering it in person at:

Automic

Level 5, 126 Phillip Street

Sydney NSW 2000

or

- by faxing a completed Proxy Form to +61 2 8583 3040;

or

- by emailing a completed Proxy Form to: meetings@automicgroup.com.au;

or

- by recording the proxy appointment and voting instructions via the internet at <https://investor.automic.com.au/#/loginsah>. Only registered Shareholders may access this facility and will need their Holder Identification Number (**HIN**) or Securityholder Reference Number (**SRN**).

- The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 9.30am (AWST) on Tuesday, 18 November 2025. If facsimile transmission is used, the Power of Attorney must be certified.

Shareholders who are entitled to vote

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 4.00pm (AWST) on 18 November 2025.

Receiving shareholder communications

Shareholders can elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your details by contacting Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

BOTANIX PHARMACEUTICALS LTD

ABN 70 009 109 755

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

Financial Reports

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2025, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report on the financial report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the independent audit report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor by the Company in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

1 Resolution 1 – Non Binding Resolution to adopt Remuneration Report

1.1 Background

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2025 Annual Report be adopted. The Remuneration Report is set out in the Company's 2025 Annual Report and is also available on the Company's website (<https://botanixpharma.com>).

The vote on this Resolution is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors

who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The remuneration report for the financial year ended 30 June 2024 did not receive a vote of more than 25% against its adoption at the Company's last general meeting held on 4 November 2024. Accordingly, if at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

1.2 Voting

Note that a voting exclusion applies to this Resolution in the terms set out in the Notice.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

2 Resolution 2 – Re-election of Dr Patricia Walker as a Director

2.1 Background

Pursuant to clause 6.3(j) of the Constitution and Listing Rule 14.4, Dr Patricia Walker, being a Director, retires from office and, being eligible, offers herself for re-election as a Director.

Clause 6.2(b) of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy, or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Dr Patricia Walker, having been appointed by the Board on 25 August 2025, retires from office in accordance with the requirements of clause 6.3(j) of the Constitution and Listing Rule 14.4 and submits herself for re-election in accordance with clause 6.3(j) of the Constitution.

If the Resolution is passed, Dr Patricia Walker will be re-elected and will continue to act as a Director. If the Resolution is not passed, Dr Patricia Walker will not be re-elected and will cease to act as a Director.

2.2 Qualifications

Patricia Walker, MD, PhD, is a practising dermatologist specialising in medical and aesthetic dermatology. She has served in key leadership roles, including President and head of R&D for Brickell Biotech; Chief Medical Officer for Kythera Biopharmaceuticals, Inc.; Executive Vice President and Chief Scientific Officer for Allergan Medical Aesthetics; and Vice President and Dermatology Therapeutic Area Head at Allergan. She was Chief Medical Advisor for Botanix and is a consultant for prominent dermatology pharmaceutical companies.

Dr Patricia Walker received her medical degree and served her dermatology residency at the University of Iowa College of Medicine. She then completed a research fellowship at the National Institute of Health's Dermatology Branch. Dr Patricia Walker has over 60 publications in medical and scientific journals and has earned more than two dozen academic and professional honours.

2.3 Other material directorships

Dr Patricia Walker is a member of the supervisory board of Merz Pharma, a privately owned German company, and does not currently hold any other material directorship positions.

2.4 Independence

Dr Patricia Walker was appointed to the Board on 25 August 2025. Dr Walker previously served in an executive capacity as Chief Medical Advisor for Botanix Pharmaceuticals through her consulting company, Walker Consulting, until 31 July 2025. As such, Dr Patricia Walker is not considered to be independent.

2.5 Board recommendation

Based on Dr Patricia Walker's relevant experience and qualifications, the members of the Board, in the absence of Dr Patricia Walker, support the re-election of Dr Patricia Walker as a director of the Company.

3 Resolution 3 – Re-election of Mr Daniel Sharp as a Director

3.1 Background

Pursuant to clause 6.3(b) of the Constitution and Listing Rule 14.4, Mr Daniel Sharp, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Clause 6.3(b) of the Company's Constitution and Listing Rule 14.4 each provide that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

If the Resolution is passed, Mr Daniel Sharp will be re-elected and will continue to act as a Director. If the Resolution is not passed, Mr Daniel Sharp will not be re-elected and will cease to act as a Director.

3.2 Qualifications

Mr Sharp is an investment banker with more than 30 years of experience in capital markets globally, advising the boards of technology and healthcare-based organisations. He also has significant experience in sourcing and servicing institutional and private wealth investors globally. Mr Sharp was a Corporate Finance Executive Director of Canaccord Genuity for 8 years and previously headed the Corporate Finance departments at Shaw and Partners and Lodge Partners.

He is currently a non-executive Director of health informatics company Alcidion Group Ltd (ASX: ALC) and on the Investment Committee of the Baker Heart and Diabetes Institute Foundation.

He holds a Bachelor of Economics and Law, and is a CFA Charter Holder.

Mr Sharp serves as the Chair of the Company's Audit and Risk Committee and is a member of the Company's Remuneration and Nomination Committee.

3.3 Other material directorships

Currently, Mr Daniel Sharp is a Non-Executive Director on the Board of health informatics company Alcidion Group Limited (ASX: ALC).

3.4 Independence

Mr Daniel Sharp was appointed to the Board on 22 March 2022. The Board considers that Mr Daniel Sharp, if re-elected, will continue to be classified as an independent director.

3.5 Board recommendation

Based on Mr Daniel Sharp's relevant experience and qualifications, the members of the Board, in the absence of Mr Daniel Sharp, support the re-election of Mr Daniel Sharp as a director of the Company.

4 Resolution 4 – Re-election of Dr Stewart Washer as a Director

4.1 Background

Pursuant to clause 6.3(b) of the Constitution and Listing Rule 14.4, Dr Stewart Washer, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Clause 6.3(b) of the Company's Constitution and Listing Rule 14.4 each provide that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

If the Resolution is passed, Dr Stewart Washer will be re-elected and will continue to act as a Director. If the Resolution is not passed, Dr Stewart Washer will not be re-elected and will cease to act as a Director.

4.2 Qualifications

Dr Stewart Washer has significant CEO and board experience in medical biotech and device companies.

He has founded a number of ASX listed and private companies and is currently the founder and chairman of Rumin8 Pty Ltd, backed by Bill Gates Breakthrough Energy. He was recently founder and executive chairman of Emyria Limited (ASX: EMD), chairman of Orthocell Limited (ASX: OCC) and founding chairman and director of Cynata Therapeutics Limited (ASX: CYP).

Dr Stewart Washer was a Venture partner with the Nestle Fund, chaired Hatchtech Pty Ltd that was sold in 2015 for AUD\$279m and was a director of iCeutica that was sold to US private equity investors in 2010. He has been a Senator with Murdoch University and a director of AusBiotech Ltd.

Dr Stewart Washer holds a Bachelor of Science and PhD in Molecular Biology.

Dr Stewart Washer serves as the Chair of the Company's Remuneration and Nomination Committee and is a member of the Company's Audit and Risk Committee.

4.3 Other material directorships

Dr Stewart Washer does not currently hold any other material directorship positions.

4.4 Independence

Dr Stewart Washer was appointed to the Board on 21 February 2019. The Board considers that Dr Stewart Washer, if re-elected, will continue to be classified as an independent director.

4.5 Board recommendation

Based on Dr Stewart Washer's relevant experience and qualifications, the members of the Board, in the absence of Dr Stewart Washer, support the re-election of Dr Stewart Washer as a director of the Company.

5 Resolution 5 – Ratification of issue of Placement Shares to institutional and sophisticated investors

5.1 Background

On 24 April 2025, the Company issued 121,212,122 Shares to institutional and sophisticated investors at an issue price of \$0.33 per Share to raise \$40 million (before costs) to accelerate the commercialisation of Sofdra™ in the United States, as announced to the ASX on 15 April 2025 (**Placement**).

Specifically, the Placement was conducted to fund expansion of the sales force (which was successfully launched in February 2025) and infrastructure, widening the digital platform and marketing activities, inventory and logistics, platform expansion and additions, operating costs and general and administrative costs.

5.2 Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The Placement does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date the Company issued Shares pursuant to the Placement.

Listing Rule 7.4 allows the shareholders of a company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and therefore seeks Shareholder approval to ratify the issue of Shares pursuant to the Placement under and for the purposes of Listing Rule 7.4.

If this Resolution is passed, the Shares issued pursuant to the Placement will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date the Company issued Shares pursuant to the Placement.

If this Resolution is not passed, the Shares issued pursuant to the Placement will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date the Company issued Shares pursuant to the Placement.

5.3 Information requirements – Listing Rule 7.5

The following information in relation to the Shares issued pursuant to the Placement is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) the Shares were issued to sophisticated and professional investors and other investors qualifying under s 708 of the Corporations Act, each of which is an unrelated party of the Company. The placees were selected following a bookbuild process by Euroz Hartleys Limited and E&P Capital Pty Ltd. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that no related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an

associate of any of these parties were issued more than 1% of the issued capital of the Company;

- (b) 121,212,122 Shares were issued;
- (c) the Shares issued were fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares on issue;
- (d) the Shares were issued on 24 April 2025;
- (e) the Shares were issued at an issue price of \$0.33 each;
- (f) the Shares were issued to accelerate the commercialisation of Sofdra™ in the United States as set out in paragraph 5.1 above; and
- (g) a voting exclusion applies in respect of this Resolution as set out in the Notice of Meeting.

GLOSSARY

\$ means Australian dollars.

Accounting Standards has the meaning given to that term in the Corporations Act.

Annual Report means the annual report of the Company for the year ended 30 June 2025.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Auditor means the Company's auditor from time to time (if any).

Auditor's Report means the report of the Auditor contained in the Annual Report for the year ended 30 June 2025.

AWST means western standard time as recognised in Perth, Western Australia.

Board means the Directors.

Chair or Chairman means the individual elected to chair any meeting of the Company from time to time.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means Botanix Pharmaceuticals Ltd ABN 70 009 109 755.

Constitution means the Company's constitution, as amended from time to time.

Corporations Act means Corporations Act 2001 (Cth).

Directors means the directors of the Company.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Key Management Personnel has the meaning given to that term in the Accounting Standards.

Listing Rules means the ASX Listing Rules.

Meeting means the Annual General Meeting convened by the Notice.

Notice means this Notice of Annual General Meeting.

Notice of Meeting means this Notice of Annual General Meeting.

Option means an option to acquire a Share.

Placement has the meaning given to that term in paragraph 5.1.

Proxy Form means the proxy form accompanying the Notice by way of email where the Shareholder has elected to receive notices by email, or the personalised proxy form accompanying the postcard circulated by way of post where the Shareholder has not elected to receive notices by email.

Remuneration Report means the remuneration report set out in the Annual Report for the year ended 30 June 2025.

Resolution means a resolution contained in the Notice.

Restricted Voter means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

Spill Meeting has the meaning given to that term in paragraph 1.1.

Spill Resolution has the meaning given to that term in paragraph 1.1.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Your proxy voting instruction must be received by **9:30am (AWST) on Tuesday, 18 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
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