

Imunexus Limited

ACN 602 853 485

Notice of Annual General Meeting Explanatory Memorandum and Proxy Form

Date of Meeting:
09 May 2022

Time of Meeting:
9:30 am (AEDT)

Due to the ongoing COVID-19 pandemic, the meeting will be held virtually via a webinar conferencing facility. If you are a Shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

Based on the relief measures (to meet regulatory requirement under the *Corporations Act 2001*) included in the recently enacted *Corporations Amendment (Meetings and Documents) Act 2021 (Cth)*, the Company will hold the Meeting virtually, it intends to conduct a poll on the resolutions set out in the Notice incorporating the proxies filed prior to the Meeting and **No hard copy** of the Notice of Annual General Meeting and Explanatory Memorandum will be circulated. The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Company's website <https://www.imunexus.com>.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice.

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.
IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, PLEASE
CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER
PROFESSIONAL ADVISER.**

Imunexus Limited

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This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If you are in doubt as to how to vote on any of the Resolutions, you should seek advice from your accountant, solicitor or other professional adviser without delay.

The formal resolutions proposed to be considered at the Meeting follow.

Business

Financial statements and reports

To table and consider the financial reports, the Director's report and the auditor's report for the financial year ended 30 June 2021.

Resolution 1 - Re-election of George Kopsidas as a Director of the Company

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

"That, for the purpose of clause 13.3 of the Constitution and for all other purposes, George Kopsidas a Director, retires and being eligible, is re-elected as a Director."

Resolution 2 - Appointment of auditor

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

"That pursuant to section 327B of the Corporations Act 2001 (Cth) and for all other purposes, BDO Audit Pty Ltd ABN 33 134 022 870 (BDO) having consented to act, be appointed as the Company's auditors effective from the close of this Annual General Meeting"

In accordance with section 328A of the Corporations Act 2001 (Cth), a notice of nomination of BDO as auditor of the Company is attached to this Notice (see Annexure A).

Other business:

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the law.

Other information:

An Explanatory Memorandum accompanies and forms part of this Notice of Annual General Meeting. All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their accountant, solicitor or other professional adviser for assistance.

Voting by proxy:

Any Shareholder entitled to vote at this Meeting is entitled to appoint a proxy to attend electronically and vote instead of that Shareholder. The proxy does not need to be a Shareholder of the Company. The Proxy Form has been enclosed. Please read all instructions carefully before completing the Proxy Form. A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Proxies must be lodged with the Company Secretary, Mr Chris Elliot by email to the email specified below; not later than 9:00 am (AEDT) on 5 May 2022.

Email: Company Secretary Mr. Chris Elliot, at info@imunexus.com

Bodies Corporate:

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that

the appointing body could exercise at a meeting or in voting on a Resolution. The representative should lodge 48 hours prior to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Entitlement to vote:

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Meeting all shares will be taken to be held by the persons who held them as registered Shareholders at 9:00am (AEDT) on 05 May 2022. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting Intentions:

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all Resolutions on the agenda. In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all Resolutions on the agenda.

**By order of the Board
Mr Chris Elliot,
Company Secretary
08 April 2022**

Imunexus Limited

ACN 602 853 485

Explanatory Memorandum

*This Explanatory Memorandum sets out further information regarding the proposed Resolutions to be considered by Shareholders of Imunexus Limited (**Imunexus** or **the Company**) at a 2021 Annual General Meeting to be held commencing at 9:30am on 09 May 2022.*

In light of the current COVID-19 restrictions, Shareholders wishing to vote, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must log in online to participate in the virtual Annual General Meeting by clicking on

<https://us06web.zoom.us/j/82379537514?pwd=Y3M0UC9VVFQ1Q2hkTDI4bE04QW9vQT09> on 09 May 2022 as from 9:15 am (Melbourne time).

Introduction

On 20 November 2020 a Sale of Business Agreement was executed between the company and Imunexus Therapeutics Limited, pursuant to which the assets, IP, employees and all components of the business were purchased by Imunexus Therapeutics Limited.

The sale of business and associated restructure was approved by shareholders at the 30 November 2020 Annual General Meeting.

As such, there are no current operational activities within Imunexus Limited, however the Company will continue to complete reporting and statutory obligations as required of a public non-listed entity.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the Resolutions. You are recommended to obtain your own independent financial, taxation and legal advice regarding the resolutions. This is an important meeting for the Company and if you are unable to attend, please consider completing the attached Proxy Form so your views on the resolution are received by the Company.

1. Accounts and Reports

The *Corporations Act 2001 (Cth)* (**Corporations Act**) requires the financial report, the Directors' report and the auditor's report to be laid before the Company's annual general meeting.

Shareholders will be offered the opportunity to discuss the financial report, the Directors' report and the auditor's report at the meeting. Copies of these reports can be found on the Company's website <https://www.imunexus.com>.

There is no requirement for Shareholders to approve the financial report, the Directors' report and the auditor's report. Shareholders will be offered the following opportunities:

- (a) discuss the financial reports for the financial year ended 30 June 2021;
- (b) ask questions or make comments on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and preparation and content of the auditor's report.

In addition to taking questions at the Annual General Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the financial reports;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may only be submitted no later than 5 business days before the Annual General Meeting to the Company Secretary at the Company's registered office or by email to info@imunexus.com

2. Resolution 1 - Re- Election of George Kopsidas as a Director of the Company

2.1 Proposed resolution

The election of George Kopsidas as a Director of the Company.

2.2 Background

Whilst George Kopsidas was appointed as a director by the Board on 13 November 2014 and elected as a director by shareholders at the 2020 Annual General Meeting, clause 13.3(a) of the Company's Constitution requires there to be an election of directors at every annual general meeting. The election is for the position of the director the longest serving since last elected. As George Kopsidas and Philippa Lewis were elected at the 2020 Annual General Meeting, clause 13.3(c) of the Constitution provides that the director to submit themselves for election shall be drawn by lot - hence the resolution for the re-election of George Kopsidas.

Information regarding George Kopsidas is as follows:

Dr Kopsidas is a Founding member of Imunexus and the original developer of the Imunexus technology platform. He is a practiced molecular biologist and biotechnologist with over 19 years' experience in protein and antibody engineering (he has engineered 26 potential antibody products). He also has 5 years' experience in the field of molecular ageing and mitochondrial diseases where he held a position on the editorial board for the Bio-Gerontology Journal, and well over 10 years' experience elucidating the mechanisms of DNA repair.

He held academic positions with RMIT and La Trobe Universities and held a Research Fellowship at the National Institutes of Health USA (NIH). He has had senior roles in the commercial sector as the Senior Scientist with the Centre for Molecular Biology and Medicine, the Director of Protein Technologies at Evogenix Ltd, and the Vice-President of Protein Technologies at both Arana Therapeutics and Cephalon Australia. He was the driving force behind the development of the technology platforms of these companies and has a proven track record for developing multiple commercially validated technologies.

He was a foundation scientist at Evogenix and the main contributor to the development of their technology platform and product engineering approaches that were later adopted by Arana and Cephalon. He had a major role in the engineering of these company's R&D pipeline products and continued to develop and expand their technology platforms. He also has a very strong track for developing drugs over multiple projects. He has multiple international publications and patents including joint patents with GSK, Teva and Vegenics around antibody therapeutics and has 64 publications and presentations at national and international conferences.

2.3 Board Recommendation

The Directors (other than Mr Kopsidas) recommend that Shareholders vote in favour of this Resolution 1.

3. Resolution 2 - Appointment of Auditor

3.1 Proposed resolution

Resolution 2 seeks shareholder approval to appoint BDO Audit Pty Ltd ABN 33 134 022 870 (**BDO**) as the Company's auditor.

3.2 Background

Pursuant to section 327C of the Corporations Act 2001 (Cth) BDO were appointed auditors by the Directors, on 31 August 2021, to fill that casual vacancy. Pursuant to section 327C, an auditor appointed to fill a casual vacancy will only hold office until the Company's next annual general meeting, being the Meeting the subject of this Notice.

The purpose of Resolution 2 is to seek Member approval and ratification of the appointment of BDO as auditor of the Company and its controlled entities in accordance with section 327B of the Corporations Act.

As required by section 328B(1) of the Corporations Act, the Company has received a nomination from a Member that BDO be appointed as the Company's new auditor. A copy of this nomination is attached to this Explanatory Memorandum. BDO has given, and not withdrawn, its written consent to act as the Company's auditor.

If Resolution 2 is passed, the appointment of BDO as the Company's auditor is effective as from the close of this Meeting. If this Resolution is not passed, BDO's appointment as auditor will not be ratified.

3.3 Recommendation:

The Board recommends that Members **vote in favour** of this resolution.

Glossary

In this Explanatory Memorandum, and the Notice of Meeting:

Annual General Meeting or Meeting means the annual general meetings of the Company to be held virtually on 09 May 2022 pursuant to the Notice of Meeting.

Associate has the meaning as provided by the Corporations Act.

Board means the board of directors of the Company.

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

Company means Immunexus Limited ACN 602 853 485

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Director means a director of the Company.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice of Meeting.

Meeting means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur virtually on 09 May 2022.

Notice of Meeting or **Notice** means this notice of the Annual General Meeting.

Proxy Form means the proxy form accompanying this Notice of Meeting.

Resolution means the resolutions referred to in the Notice of Meeting.

Shareholder means a holder of a Share.

Share means a fully paid ordinary share in the capital of the Company.

Annexure A - Nomination of Auditor

Notice of nomination of auditor

31 August 2021

The Board of Directors
Imunexus Limited

Dear Directors

Notice of nomination of auditor of Imunexus Limited ACN 602 853 485 (Company)

In accordance with section 328B(3) of the *Corporations Act 2001 (Cth) (Act)*, George Kopsidas (a shareholder of the Company) hereby nominates BDO Audit Pty Ltd ABN 33 134 022 870 Melbourne for appointment as auditor of the Company at the next annual general meeting of the Company, convened for 09 May 2022.

Please distribute copies of this Notice of Nomination as required by section 328B(3) of the Act.

Signed by George Kopsidas:



.....
Signature of George Kopsidas

Imunexus Limited ACN 602 853 485 Proxy form - Annual General Meeting

Appoint a proxy

I/we

of

being a member of Imunexus Limited ACN 602 853 485 (**Company**) and registered holder of

ordinary shares in the capital of the Company and entitled to attend virtually and vote at the 2021 annual general meeting to be held virtually via Zoom virtual meeting at:

<https://us06web.zoom.us/j/82379537514?pwd=Y3M0UC9VVFQ1Q2hkTDI4bE04QW9vQT09>

in accordance with clause 13.7 of the Company's Constitution on 09 May 2022 at 9:30 am (**Meeting**) appoint:

the Chair of the Meeting

OR if you are NOT appointing the Chair as your proxy, please write the name of the person or body corporate you are appointing here:

OR failing this person/body corporate, or if no person/body corporate is named, the Chair of the Meeting as my/our proxy to vote and act for me/us at the Meeting and any other day to which that Meeting is adjourned or postponed.

Where I/we have appointed the Chair as my/our proxy, **the Chair intends to vote undirected proxies in favour of the resolution.**

Your voting directions

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

| Item | | For | Against | Abstain* |
|------|---|-----|---------|----------|
| 1. | Re-election of George Kopsidas as a Director of the Company | | | |
| 2. | Appointment of Auditor | | | |

Signature

Individual or Shareholder 1

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole director and sole company secretary

Director/Company Secretary (delete one)

Director

Contact name: _____ Contact telephone no: _____

Proxy form instructions

Appointment of proxy. Indicate who you wish to appoint as your proxy. If you wish to appoint the Chair, mark the box. If you wish to appoint another person or body corporate as your proxy, write their full name. A proxy need not be a member of the Company. If you don't write the name of a proxy, or your named proxy does not attend the meeting, the Chair will be your proxy.

Appointment of a second proxy. You may appoint up to two proxies. A separate proxy form should be used for each proxy and the Company will provide additional proxy forms on request. You should specify the proportion or number of votes each proxy may exercise by writing it on the front of the proxy form. If you appoint two proxies and you do not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of your votes.

Voting directions. Mark one of the boxes opposite each item of business to direct your proxy how to vote. If no directions are given, the proxy may vote as the proxy thinks fit or may abstain from voting. All your votes will be voted in accordance with your direction unless you indicate that only a portion of your votes are to be voted on any item by writing a percentage in the appropriate box. If you mark more than one box on an item your vote on that item will not be valid.

Signing instructions. To be valid this form must be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the Company or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the shareholder's constitution and the *Corporations Act 2001 (Cth)* – please indicate the office held by signing in the appropriate place.

Lodgement of proxy form. This proxy form must be received by the Company no later than 48 hours before the Meeting, therefore by 9.00 am on 05 May 2022. Proxy forms (and any power of attorney under which they are signed) may be lodged:

» By email (preference) info@imunexus.com

or

» By mail / in person
 Company Secretary
 Imunexus Limited
 La Trobe University, LIMS2 Building
 Science Drive, Melbourne Bundoora VIC 3086