

## Notice of General Meeting and related documents

**Nutritional Growth Solutions Limited (ASX: NGS)** (“NGS” or the “Company”) advises that the following documents, in relation to its General Meeting, were dispatched to Shareholders today in accordance with their communication preference:

- Letter to Shareholders
- Notice of General Meeting; and
- Proxy Form

-ENDS-

*This announcement has been authorised for release by the Board of Directors of Nutritional Growth Solutions Ltd.*

For further information, please contact:

Stephen Turner  
**Managing Director and CEO**  
steve@ngsolutions.co | steve@healthyheights.com

### About Nutritional Growth Solutions

Nutritional Growth Solutions is a U.S.-based health, nutrition, and wellness company. NGS develops, produces and sells clinically tested nutritional supplement formula for children following 20 years of medical research into pediatric nutrition. The nutritional supplements market has experienced tremendous growth in recent years, but most attention has been focused on adult users and children under three years of age. The three to twelve-year-old consumers represent a larger market opportunity and NGS is highly differentiated from its competitors with clinically tested products and an expanding product portfolio to capture this market opportunity.

<https://healthyheights.com> | <https://ngsolutions.co>

Dear Shareholder,

## General Meeting – Letter to Shareholders

**Nutritional Growth Solutions Limited (ASX: NGS)** (“NGS” or the “Company”) advises that an General Meeting of Shareholders will be held at 2.00pm (AEDT) on Tuesday, 23 December 2025 as a **virtual meeting (Meeting)**.

In accordance with article 81 of the Company’s Articles of Association and Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://ngsolutions.co/investor-centre/>.

Alternatively, the Notice will also be available on the Company’s ASX market announcements page (ASX: NGS).

This Notice is given based on circumstances as at the date of this letter. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company’s website at <https://ngsolutions.co/investor-centre/>.

Shareholders are urged to monitor the ASX announcements platform and the Company’s website.

### **Virtual Meeting**

The Company is pleased to provide shareholders with the opportunity to attend and participate in the virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link [investor.automic.com.au](https://investor.automic.com.au) and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Further instructions on how to access the virtual meeting are included in the Notice of Meeting.

### **Your vote is important**

The business of the Meeting affects your shareholding, and your vote is important.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

Shareholders attending the meeting virtually and wishing to vote on the day of the meeting can find further instructions on how to do so in the Notice of Meeting. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
<b>By post</b>	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received no later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

**The Chair intends to vote all open proxies in favour of all resolutions, where permitted.**

Yours Faithfully,

Guy Khavia  
Chairman

**Nutritional Growth Solutions Ltd.**

3 Hanechoshet Street

Tel Aviv 6423806 Israel

ARBN: 642 861 774

[www.ngsolutions.co](http://www.ngsolutions.co)



# **Nutritional Growth Solutions Limited**

## **ARBN 642 861 774**

### **Notice of General Meeting**

Explanatory Statement | Proxy Form

## **23 December 2025**

### **2:00PM AEDT**

To be conducted as a virtual meeting. Shareholders participating virtually will be able to listen, vote and ask questions online during the General Meeting.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

# Venue and Voting Information

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held virtually at 2:00 pm (AEDT) on 23 December 2025.

The company is pleased to provide shareholders with the opportunity to attend and participate in the General Meeting virtually through an online meeting platform powered by Automic.

Shareholders participating virtually will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link [investor.automic.com.au](https://investor.automic.com.au) and then clicking on "register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to [investor.automic.com.au](https://investor.automic.com.au)
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration. Click on "register" when this appears. Alternatively, click on "meetings" on the left-hand menu bar to access registration.
4. Click on "register" and follow the steps.
5. Click on the URL to join the webcast, where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Shareholders will be able to vote (see the "voting virtually at the meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the **Local Agent** at [patricia.vanni@automicgroup.com.au](mailto:patricia.vanni@automicgroup.com.au) at least five Business Days before the AGM (that is, by 2:00pm (AEDT) on 16 December 2025).

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in relation to the formal items of business as well as general questions in relation to the Company and its business.

## Your vote is important

The business of the General Meeting affects your shareholding, and your vote is important.

## Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the General Meeting can do so through the online meeting platform powered by Automic.

Once the Chair of the Meeting has declared the poll open for voting click on "refresh" within the platform to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process, please see the Registration and Voting Guide at <https://www.automicgroup.com.au/virtual-agms/>

## Voting by proxy

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

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on “View Meetings” – “Vote”. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.  For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

## Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the original power of attorney has already been provided to the Share Registry.

## Corporate Representatives

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

## Asking Questions

We encourage you to submit questions in advance of the Meeting on any matter that may be relevant to the Meeting. You can do this by sending your question to the Local Agent by emailing [patricia.vanni@automicgroup.com.au](mailto:patricia.vanni@automicgroup.com.au).

To allow time to collate questions and prepare answers, you must submit any questions by 2:00 pm (AEDT) on 16 December 2025.

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

# Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of Nutritional Growth Solutions Ltd (ARBN 642 861 774 will) be held at 2:00pm (AEDT) 23 December 2025 as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form is part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 2:00pm (AEDT) on 21 December 2025.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

# Agenda

## 1. Resolution 1 – Ratification of prior issue of Convertible Note Interest Shares

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and issue of 684,935 Convertible Note Interest Shares to the Convertible Note Holders on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Convertible Note Holders or an associate of the Convertible Note Holders.

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 2. Resolution 2 - Approval to issue Shares to Professor Moshe Phillip

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,433,333 Shares to Professor Moshe Phillip on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of this Resolution by Professor Moshe Phillip (or his nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### 3. Resolution 3 – Approval of issue of Shares to Professor Raanan Shamir

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,418,750 Shares to Professor Raanan Shamir (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Professor Raanan Shamir (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

- (i) a member of the Key Management Personnel; or
- (ii) a Closely Related Party of such a member; and

the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (i) the proxy is the Chair; and
- (ii) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

#### 4. Resolution 4 – Approval of issue of Shares to Mr Stephen Turner

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,107,692 Shares to Mr Stephen Turner (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Stephen Turner (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

- a member of the Key Management Personnel; or
- a Closely Related Party of such a member; and

the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

## 5. Resolution 5 – Approval to issue Securities under an Incentive Plan

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to maximum of 10,708,388 Securities under the employee incentive scheme titled Employee Incentive Securities Plan, on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of this Resolution by a person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

- a member of the Key Management Personnel; or
- a Closely Related Party of such a member; and

the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

## 6. Resolution 6 – Approval to issue Shares to November Placement Participants

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 100,000,000 Shares to the November Placement Participants on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of this Resolution by the November Placement Participants (or their nominee(s)) (including Non Correlated Capital Pty Ltd or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 7. Resolution 7 – Approval to issue Lead Manager Options

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 25,000,000 Lead Manager Options to Taurus Capital Group Pty Ltd (or its nominees) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of this Resolution by Taurus Capital Group Pty Ltd (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 8. Resolution 8 – Approval to issue Shares to Dicofarm

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares to Dicofarm (or its nominee(s)), which, when multiplied by the issue price, will raise up to EUR160,000 on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of this Resolution by Dicofarm (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 9. Resolution 9 – Ratification of prior issue of Shares to August Placement Participants

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,451,718 Shares to August Placement Participants on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of this Resolution by August Placement Participants (including Non Correlated Capital Pty Ltd) or any other person who participated in the issue or an associate of that person or those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 10. Resolution 10 – Ratification of prior issue of Shares to August Placement Participants

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 17,548,282 Shares to August Placement Participants on the terms and conditions set out in the Explanatory Statement."*

- Voting Exclusion Statement:** The Company will disregard any votes cast in favour of this Resolution by August Placement Participants (including Non Correlated Capital Pty Ltd) or any other person who participated in the issue or an associate of that person or those persons. However, this does not apply to a vote cast in favour of this Resolution by:
- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
  - (ii) 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
  - (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### BY ORDER OF THE BOARD

Guy Khavia  
Chairman

# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 2:00pm (AEDT) on 23 December 2025 as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the General Meeting are set out below.

# 1. Resolution 1 - Ratification of prior issue of Convertible Note Interest Shares

## 1.1 General

On 28 April 2025 the Company announced that it has entered into subscription agreements (**Subscription Agreements**) and secured commitments of \$1,000,000 under a placement of convertible notes with a face value of \$1 per convertible note (**Convertible Notes**). On 30 June 2025, Shareholders approved the issue of 40,000,000 Shares in the Company to holders of 1,000,000 Convertible Notes (**Convertible Note Holders**) at a price of \$0.025 per Share.

The material terms of the Subscription Agreements are set out in Schedule 1.

Until the Convertible Notes are converted into Shares or redeemed, they bear interest which is payable quarterly in arrears at either 10% per annum (if the holder of the Convertible Notes elects not to receive ordinary shares in the Company in lieu of cash interest), or 15% per annum (if the holder of the Convertible Notes elects to receive ordinary shares in the Company in lieu of cash interest).

On 1 July 2025, the Company issued 684,935 Shares to the Convertible Note Holders, in lieu of the Company paying \$20,548 in interest, accrued between 28 April 2025 and 1 July 2025, on the 1,000,000 Convertible Notes on issue (**Convertible Note Interest Shares**).

Resolution 1 seeks Shareholder ratification and approval pursuant to ASX Listing Rule 7.4 (and for all other purposes) for the issue of 684,935 Convertible Note Interest Shares to the Convertible Note Holders (which were issued under the Company's placement capacity under ASX Listing Rules 7.1) on 1 July 2025 (the **Convertible Note Interest Share Issue Date**) as payment for the Convertible Note interest to the Convertible Note Holders.

## 1.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the number 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 (**15% Placement Capacity**).

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% Placement Capacity 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 of the issue.

## 1.3 Listing Rule 7.4

ASX Listing Rule 7.4 provides that if the Company in general meeting ratifies the previous issue of equity securities made pursuant to ASX Listing Rules 7.1 or 7.1A (and provided that the previous issue did not breach ASX Listing Rules 7.1 or 7.1A) those equity securities will be treated as having been made with Shareholder approval for the purpose of ASX Listing Rules 7.1 and 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future up to the 15% Placement Capacity set out in ASX Listing Rule 7.1 without having to obtain Shareholder approval for such issues.

#### 1.4 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Convertible Note Interest Shares that have been issued will not count toward the Company's 15% Placement Capacity under ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval in the 12-month period following the Convertible Note Interest Share Issue Date.

If Resolution 1 is not passed, the Convertible Note Interest Shares that have been issued will count toward the Company's 15% Placement Capacity under ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval in the 12-month period following the Convertible Note Interest Share Issue Date.

#### 1.5 Technical information required by Listing Rules 7.4 and 7.5

<b>The names of the persons to whom the Company issued the securities:</b>	The Convertible Note Interest Shares were issued to Convertible Note Holders as interest payment for the Convertible Notes. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
<b>The number and class of securities that were issued:</b>	The Company issued 684,935 Convertible Note Interest Shares.
<b>The date on which the securities were issued:</b>	The Company issued the Convertible Note Interest Shares on 1 July 2025.
<b>The issue price:</b>	The Convertible Note Interest Shares were issued at a deemed issue price of \$0.03 per Share.
<b>The purpose of the issue or intended use of the funds raised from the issue:</b>	The Convertible Note Interest Shares were issued in lieu of the Company paying \$20,548 in interest on the 1,000,000 Convertible Notes that were on issue.
<b>The terms of the securities:</b>	The Convertible Note Interest Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
<b>If the securities were issued under an agreement, a summary of the material terms of the agreement:</b>	The Convertible Note Interest Shares were issued under Subscription Agreements between the Company and the Convertible Note Holders, the material terms of which are set out in Schedule 1.
<b>Voting exclusion statement:</b>	A voting exclusion statement is contained in Resolution 1.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1.

## 2. Resolution 2 – Approval to issue Shares to Professor Moshe Phillip

### 2.1 General

Professor Moshe Phillip served as the chief medical officer of the Company until 30 December 2023 and was entitled to a remuneration of \$10,750 per month in this role.

Professor Phillip agreed to defer his remuneration from May 2023 to December 2023, totalling \$86,000. To support the Company's efforts to minimise dilution to existing Shareholders, Professor Phillip agreed to a 50% reduction of the deferred amount.

In satisfaction of the reduced entitlement, the Company proposes to issue 1,433,333 Shares at a deemed issue price of \$0.03 per Share, equivalent to \$43,000.

Professor Moshe Phillip was a director of the Company prior to the Company's admission to the ASX on 28 October 2020 and has not been a related party since that date.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 1,433,333 Shares to Professor Moshe Phillip (or his nominee(s)) in lieu of services provided by Professor Phillip as the former chief medical officer, including oversight and contributions to clinical trials and research and development.

### 2.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% Placement Capacity in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### 2.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and Professor Moshe Phillip will need to be paid for services rendered in an alternative manner.

### 2.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	The Shares will be issued to Professor Moshe Phillip. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	1,433,333 Shares will be issued.
<b>Terms of Securities</b>	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

REQUIRED INFORMATION	DETAILS
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Securities will be issued at a deemed issue price of \$0.03 per Share, in consideration for services provided by Professor Phillip as chief medical officer, including oversight and contributions to clinical trials and research and development.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to compensate Professor Phillip for services provided as chief medical officer.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

### 3. Resolutions 3 and 4 – Approval of issue of Shares to Related Parties

#### 3.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of:

- (a) 2,418,750 Shares to Professor Raanan Shamir (or his nominee(s)), a former Director (the subject of Resolution 3); and
- (b) 2,107,692 Shares to Mr Stephen Turner (or his nominee(s)), a current Director (the subject of Resolution 4); and

(together the **Related Parties**) on the terms and conditions set out below, in lieu of cash fees payable to the Related Parties.

The Shares are to be issued in lieu of fees (inclusive of statutory superannuation) otherwise payable to the Related Parties in respect of their respective periods of service.

#### 3.2 Chapter 2E of the Corporations Act

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

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The proposed issue to the Related Parties constitutes giving a financial benefit.

Professor Raanan Shamir is a related party of the Company by virtue of being a former Director of the Company within the past 6 months pursuant to section 228(5) of the Corporations Act.

Mr Stephen Turner is a related party of the Company by virtue of being a current Director.

In respect of Resolution 3, the Directors (other than Professor Shamir who is a former director and who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Shares, reached as part of the remuneration package for Professor Shamir, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

In respect of Resolution 4, the Directors (other than Mr Turner who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Shares, reached as part of the remuneration package for Mr Turner, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

### **3.3 Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a Director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

### **3.4 Technical information required by Listing Rule 14.1A**

If Resolutions 3 and 4 are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolutions 3 and 4 are not passed, the Company will not be able to proceed with the issue and will be required to pay the reasonable remuneration of the Related Parties in an alternative manner.

### 3.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
<b>Name of the person to whom Securities will be issued</b>	The Related Parties (being Professor Raanan Shamir and Mr Stephen Turner) (or their nominees).
<b>Categorisation under Listing Rule 10.11</b>	<p>The recipients fall within the category set out in Listing Rule 10.11.1 as they are a related parties of the Company by virtue of being current or former Directors.</p> <p>Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.</p>
<b>Number of Securities and class to be issued</b>	<p>The Company proposes to issue an aggregate of 4,526,442 Shares, comprising of:</p> <p>(a) 2,418,750 Shares to Professor Raanan Shamir (or his nominee(s)), a former Director (the subject of Resolution 3); and</p> <p>(b) 2,107,692 Shares to Mr Stephen Turner (or his nominee(s)), a current Director (the subject of Resolution 4).</p>
<b>Terms of Securities</b>	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Shares will be issued at a deemed issue price of \$0.03 per Share.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to motivate and reward the Related Parties' performance and to provide cost effective remuneration to the Related Parties, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties.
<b>Remuneration package</b>	<p><b>Professor Raanan Shamir:</b></p> <p>The previous total remuneration package for Professor Raanan Shamir was \$129,000, however, a significant portion of this was reduced and/or deferred. In lieu of these reduced/deferred fees, Professor Shamir has agreed to accept \$72,562 worth of Shares in the form of 2,418,750 Shares at a deemed issue price of \$0.03.</p>

REQUIRED INFORMATION	DETAILS
	<p>If the Shares are issued, the total remuneration package of Professor Raanan Shamir will remain unchanged, noting that he is no longer a Director of the Company.</p> <p><b>Mr Stephen Turner:</b> The current total remuneration package for Mr Stephen Turner is \$439,068, however a significant portion of this was deferred. In lieu of the deferral, Mr Turner has agreed to accept \$63,230 worth of Shares in the form of 2,107,692 Shares at a deemed issue price of \$0.03.</p> <p>If the Shares are issued, the total remuneration package of Mr Turner will remain unchanged.</p>
<p><b>Voting exclusion statement</b></p>	<p>A voting exclusion statement applies to this Resolution.</p>
<p><b>Voting prohibition statement</b></p>	<p>A voting prohibition statement applies to this Resolution.</p>

## 4. Resolution 5 – Approval to issue Securities under an Incentive Plan

### 4.1 General

This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 10,708,388 Securities under the employee incentive scheme titled “Employee Incentive Securities Plan” (**Plan**).

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

### 4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity’s ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity’s notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

### 4.3 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 4.1 above) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

#### 4.4 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
<b>Terms of the Plan</b>	A summary of the material terms and conditions of the Plan is set out in Schedule 2.
<b>Number of Securities previously issued under the Plan</b>	The Company has not issued any Securities under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Plan.  The Company has issued 7,850,000 Securities under its previous incentive plan titled '2020 Share Incentive Plan', which was last approved by Shareholders on 25 July 2023.
<b>Maximum number of Securities proposed to be issued under the Plan</b>	The maximum number of Securities proposed to be issued under the Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 10,708,388 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.  The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.
<b>Voting prohibition statement</b>	A voting prohibition statement applies to this Resolution.

## 5. Background to Resolutions 6 and 7

### 5.1 November Placement

As announced on 3 November 2025, the Company has raised \$2,000,000 (before costs) through a placement of 100,000,000 Shares to new and existing unrelated institutional and sophisticated investors (**November Placement Participants**) at an issue price of \$0.02 per Share (**November Placement**). While the funds have been raised, the Company does not have sufficient capacity under Listing Rules 7.1 to issue the Shares. Accordingly, the issue of 100,000,000 Shares to the November Placement Participants is subject to obtaining Shareholder approval under Resolution 6. If Shareholder approval is not obtained, the Company will return the funds to the November Placement Participants.

The Company has engaged Taurus Capital Group Pty Ltd (ACN 622 499 834) (**Taurus** or **Lead Manager**) as sole lead manager to the November Placement pursuant to a lead manager mandate (**Lead Manager Mandate**). Under the Lead Manager Mandate, the Company agreed to issue/pay Taurus:

- (a) a lead manager fee of \$120,000, equivalent to 6% of the gross proceeds of the November Placement (plus GST); and
- (b) 25,000,000 Options on the terms and conditions set out in Schedule 3, (subject to Shareholder approval being obtained under Resolution 7) (**Lead Manager Options**).

## 5.2 Use of funds

The funds raised under the November Placement will be applied towards sales and marketing to support growth, inventory build to service portfolio and distribution expansion, general corporate expenses and transaction costs, and pursuing organic and inorganic growth opportunities as they arise.

## 6. Resolution 6 – Approval to issue Shares to November Placement Participants

### 6.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 100,000,000 Shares to November Placement Participants at an issue price of \$0.02 per Share to raise \$2,000,000. For the avoidance of doubt, if Shareholder approval is not obtained, the Company will not be able to proceed with the issue of Shares and will return the funds to the November Placement Participants.

### 6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### 6.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of Shares and will return the funds raised to the November Placement Participants.

### 6.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those</b>	Professional and sophisticated investors who were identified through a bookbuild process, which involved Taurus seeking expressions of interest to participate in the capital raising from non-related parties of the Company.

REQUIRED INFORMATION	DETAILS
<b>persons were or will be identified/selected</b>	Non Correlated Capital Pty Ltd, a substantial holder of the Company, has subscribed for \$300,000 worth of Shares under the November Placement (15,000,000 Shares), being an interest of 7% of the issued capital of the Company prior to the issue of the Shares under the November Placement.  Other than as set out above, the Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	100,000,000 Shares will be issued.
<b>Terms of Securities</b>	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	\$0.02 per Share.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to raise capital, which the Company intends to apply towards the payment of debt, purchase of stock, and working capital in general.
<b>Summary of material terms</b>	The Shares are not being issued under an agreement.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 7. Resolution 7 – Approval to issue Lead Manager Options

### 7.1 General

As noted above in Section 5.1, the Company the Company has engaged Taurus Capital Group Pty Ltd (**Taurus**) as sole lead manager to the Placement.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 25,000,000 Lead Manager Options to Taurus (or its nominees). The Lead Manager Options will be exercisable at \$0.025 each, expiring three (3) years from the date of issue and otherwise on the terms and conditions set out in Schedule 3.

### 7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

### 7.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the issue of the Lead Manager Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options. Consequently, the Company will not be able to satisfy its obligations under the Lead Manager Mandate and may be required to renegotiate the terms of the Lead Manager Mandate.

### 7.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	Taurus (or its nominees).
<b>Number of Securities and class to be issued</b>	25,000,000 Lead Manager Options.
<b>Terms of Securities</b>	The Lead Manager Options will be issued on the terms and conditions set out in Schedule 3.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Lead Manager Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Lead Manager Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Lead Manager Options will be issued at a nil issue price, in consideration for services provided by Taurus.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue of the Lead Manager Options to Taurus (or its nominees) is to satisfy the Company's contractual obligations under the Lead Manager Mandate.
<b>Summary of material terms of agreement to issue</b>	The Lead Manager Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 5.1.

## 8. Resolution 8 – Approval to issue Shares to Dicofarm

### 8.1 General

The Company has entered into a settlement and release agreement dated 18 September 2025 (the **Settlement Agreement**) with Dicofarm S.p.A (**Dicofarm**), a company incorporated under the laws of Italy. The Settlement Agreement waives and releases the Company from claims made against it by Dicofarm regarding costs associated with storage, deposit and destruction costs, loss of profits, reputational damages, and associated legal costs (the **Claimed Damages**).

In consideration for the final and irrevocable settlement of the Claimed Damages, the Company has agreed to issue Dicofarm that number of Shares which when multiplied by the issue price of the thirty (30) day volume weighted average price (**VWAP**) of the Company's Shares at the time of issue per Share will raise EUR160,000.00, equivalent to \$282,146 (based on the mid-market conversion rate on 9 October 2025 (the **Principal Amount**)).

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of that number of Shares to Dicofarm (or its nominee(s)), which when multiplied by the issue price per Share will raise the Principal Amount.

### 8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

### 8.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue, and the Company may be required to pay the Principal Amount to Dicofarm in cash pursuant to the Settlement Agreement.

### 8.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	The Shares will be issued to Dicofarm S.p.A (or its nominee(s)). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	The maximum number of Shares to be issued is that number of Shares which, when multiplied by the issue price (outlined above) equals the Principal Amount, being \$282,146. Please refer to Section 8.5 for a worked example of the number of Shares that may be issued.

REQUIRED INFORMATION	DETAILS
<b>Terms of Securities</b>	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The issue price will be equal to the thirty (30) day volume weighted average price ( <b>VWAP</b> ) of the Company's Shares at the time of issue.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Settlement Agreement.
<b>Summary of material terms of agreement to issue</b>	The Shares are being issued under the Settlement Agreement, a summary of the material terms of which is set out in Section 8.1.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 8.5 Dilution

Set out below is a worked example of the number of Shares that may be issued under this Resolution based on assumed issue prices of \$0.01, \$0.02 and \$0.03 per Share, being the volume weighted average price for Shares on the 30 days on which sales in Shares were recorded before 1 October 2025, and the volume weighted prices which are 50% higher and 50% lower than that price.

ASSUMED ISSUE PRICE	MAXIMUM NUMBER OF SHARES WHICH MAY BE ISSUED <sup>1</sup>	CURRENT SHARES ON ISSUE AS AT THE DATE OF THIS NOTICE <sup>2</sup>	DILUTION EFFECT ON EXISTING SHAREHOLDERS
\$0.01	28,214,600	214,167,759	11.64%
\$0.02	14,107,300	214,167,759	6.18%
\$0.03	9,404,867	214,167,759	4.21%

### Notes:

1. Rounded to the nearest whole number.
2. There are currently 214,167,759 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no convertible securities converted or] additional Shares issued, other than the maximum number of Shares which may be issued pursuant to this Resolution (based on the assumed issue prices set out in the table).
3. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

As the issue price under this Resolution is linked to the market price of the Company's Shares, the issue could be highly dilutive to existing Shareholders if the market price of the Shares falls substantially between the date of the Notice and the date of issue.

## **9. Resolutions 9 and 10 – Ratification of prior issue of Shares to August Placement Participants**

### **9.1 August Placement**

On 5 August 2025, the Company announced it had received firm commitments from unrelated professional and sophisticated investors (**August Placement Participants**) to raise \$760,000 through the issue of 38,000,000 Shares at an issue price of \$0.02 per Share (**August Placement**).

20,451,718 Shares were issued under the Company's available Listing Rule 7.1 capacity (being, the subject of Resolution 9) and 17,548,282 Shares were issued under the Company's available Listing Rule 7.1A capacity (being, the subject of Resolution 10).

The Company has engaged Taurus Capital Group Pty Ltd (ACN 622 499 834) (**Taurus**) as sole lead manager to the August Placement. In consideration for lead manager services under the August Placement, Taurus received a cash fee of 6% of the gross proceeds raised under the August Placement.

The proceeds of the August Placement were used to purchase inventory for retail expansion, to cover transaction costs, to reach a settlement with outstanding creditors and working capital.

### **9.2 General**

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 38,000,000 Shares at an issue price of \$0.02 per Share to raise \$760,000.

20,451,718 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 9) and 17,548,282 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 10). The Shares were issued on 21 August 2025.

### **9.3 Listing Rules 7.1 and 7.1A**

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 30 June 2025.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

### **9.4 Listing Rule 7.4**

A summary of Listing Rule 7.4 is set out in Section 1.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under

Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

#### 9.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

#### 9.6 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	<p>Professional and sophisticated investors who were identified through a bookbuild process, which involved Taurus seeking expressions of interest to participate in the capital raising from non-related parties of the Company.</p> <p>Non Correlated Capital Pty Ltd, a substantial holder of the Company has subscribed for \$90,000 worth of Shares under the November Placement (4,500,000 Shares), being an interest of 2.1% of the issued capital of the Company prior to the issue of the Shares under the August Placement.</p> <p>Other than as set out above, the Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.</p>
<b>Number and class of Securities issued</b>	<p>38,000,000 Shares were issued on the following basis:</p> <ul style="list-style-type: none"> <li>• 20,451,718 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 9); and</li> <li>• 17,548,282 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 10).</li> </ul>
<b>Terms of Securities</b>	<p>The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.</p>
<b>Date(s) on or by which the Securities were issued</b>	<p>21 August 2025.</p>
<b>Price or other consideration the Company received for the Securities</b>	<p>\$0.02 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.</p>
<b>Purpose of the issue, including the intended</b>	<p>Refer to Section 9.1 for details of the proposed use of funds.</p>

REQUIRED INFORMATION	DETAILS
use of any funds raised by the issue	
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1 or Listing Rule 7.1A.

## Glossary

**A\$ or \$** means the lawful currency of the Commonwealth of Australia.

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales, Australia.

**Amended and Restated Articles of Association** means the Company's constituent document.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited (ACN 008 624 691) of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

**August Placement** has the meaning given to that term in Section 9.1.

**August Placement Participants** have the meaning given to that term in Section 9.1.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the financial market operated by ASX.

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (i) a spouse or child of the member;
- (ii) a child of the member's spouse;
- (iii) a dependent of the member or the member's spouse;
- (iv) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (v) a company the member controls; or
- (vi) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Convertible Notes** means the 1,000,000 convertible notes that were converted to fully paid ordinary shares pursuant to shareholders approval at the 2025 Annual General Meeting.

**Convertible Note Holders** means Piccolo Terremoto Pty Ltd, Boutique Capital Pty Ltd, T Mitchell Pty Ltd, Alissa Bella Pty Ltd, Syracuse Capital Pty Ltd, Non Correlated Capital Pty Ltd, Andrew Broadhurst, Ruthie Pty Ltd, Orca Capital GMBH, Toronga Pty Ltd, Riya Investments Pty Ltd, Breakout Star Holdings Pty Ltd, Alexander Michael Lewit and JEJM Pty Ltd.

**Convertible Note Interest Shares** means the Shares issued in lieu of interest payment on Convertible Notes that were on issue.

**Company or NGS** means Nutritional Growth Solutions Limited (ARBN 642 861 774).

**Corporations Act** means the *Corporations Act 2001* (Cth) for the time being in force together with the *Corporations Regulations 2001* (Cth).

**Dicofarm** means Dicofarm S.p.A, a company incorporated under the laws of Italy.

**Director** means a current director of the Company.

**EUR or €** means the lawful currency of the European Union.

**General Meeting, GM or Meeting** means the meeting of Shareholders convened by this Notice of Meeting.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and

responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Lead Manager Options** has the meaning given to that term in Section 5.1.

**Material Person** means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

**Notice** or **Notice of Meeting** means this notice of General Meeting, Explanatory Statement and the Proxy Form.

**November Placement** has the meaning given to that term in Section 5.1.

**November Placement Participants** has the meaning given to that term in Section 5.1.

**Option** means an option to acquire a Share.

**Ordinary Resolution** means a resolution that can only be passed if more than 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the Meeting.

**Performance Right** means a right to acquire a Share subject to satisfaction of performance milestones.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Related Party** has the meaning given to that term in the ASX Listing Rules.

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

**Security** means a Share, Option or Performance Right (as applicable).

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

**Shareholder** means a holder of one or more Shares.

**Share Registry** means Automic Pty Ltd (ACN 152 260 814).

**Taurus** means Taurus Capital Group Pty Ltd (ACN 622 499 834).

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**SCHEDULE 1 - MATERIAL TERMS OF SUBSCRIPTION AGREEMENTS**

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<b>1.</b>	<b>Number of Convertible Notes issued under the Agreements</b>	1,000,000
<b>2.</b>	<b>Face Value of each Convertible Note</b>	\$1.00
<b>3.</b>	<b>Interest rate</b>	15% per annum, payable in Shares.
<b>4.</b>	<b>Event of default</b>	If an insolvency event has occurred in respect of the Company, the holders of Convertible Notes may give notice to the Company that the Face Value of the Convertible Notes is due and payable to the holder of Convertible Notes.
<b>5.</b>	<b>Redemption</b>	If the Convertible Notes have not been already Converted, the Convertible Notes must be redeemed for their Face Value on 12 May 2027.
<b>6.</b>	<b>Conversion</b>	At the Company's annual general meeting held on 30 June 2025, Shareholders approved the issue of Shares in the Company on conversion of the Convertible Notes such that the Face Value of the Convertible Notes were repaid and applied in subscription for 40,000,000 Shares.

## SCHEDULE 2 – TERMS AND CONDITIONS OF PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below.

<b>Eligible Participant</b>	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
<b>Purpose</b>	<p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> <li>(a) assist in the reward, retention and motivation of Eligible Participants;</li> <li>(b) link the reward of Eligible Participants to Shareholder value creation; and</li> <li>(c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Plan Share, Option, Performance Right or other Convertible Security (<b>Securities</b>).</li> </ul>
<b>Maximum number of Convertible Securities</b>	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b) – refer to Resolution 5 and Section 4.1
<b>Plan administration</b>	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents an Eligible Participant who has been granted any Security under the Plan ( <b>Participant</b> ) relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
<b>Eligibility, invitation and application</b>	<p>The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides.</p> <p>On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p>

	If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
<b>Grant of Securities</b>	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
<b>Rights attaching to Convertible Securities</b>	<p>A <b>Convertible Security</b> represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).</p> <p>Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> <li>(a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan;</li> <li>(b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;</li> <li>(c) is not entitled to receive any dividends declared by the Company; and</li> <li>(d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).</li> </ul>
<b>Restrictions on dealing with Convertible Securities</b>	<p>Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p>
<b>Vesting of Convertible Securities</b>	Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.
<b>Forfeiture of Convertible Securities</b>	<p>Convertible Securities will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> <li>(a) in the case of unvested Convertible only, where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group;</li> <li>(b) where there is a failure to satisfy the vesting conditions in accordance with the Plan;</li> <li>(c) on the date the Participant becomes insolvent; or</li> <li>(d) on the Expiry Date,</li> </ul> <p>subject to the discretion of the Board.</p>

<p><b>Listing of Convertible Securities</b></p>	<p>Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.</p>
<p><b>Exercise of Convertible Securities and cashless exercise</b></p>	<p>To exercise a security, the Participant must deliver a signed notice of exercise (<b>Exercise Notice</b>) and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>In the case of Options, subject to the Board's approval, in lieu of paying the aggregate exercise price specified in the Exercise Notice, the Participant may elect a cashless exercise (<b>Cashless Exercise</b>) whereby the Board will issue to the Participant that number of Shares (rounded down to the nearest whole number) calculated in accordance with the following formula:</p> $S=O*\frac{(MVS-EP)}{MVS}$ <p>Where:</p> <p>S = number of Shares to be issued on the exercise of the Options.</p> <p>O = number of Options being exercised.</p> <p>MVS = market value of shares, being the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding the date of exercise.</p> <p>EP = Exercise Price of the Options.</p> <p>For the avoidance of doubt, if the sum of the above calculation is zero or negative, then the holder will not be entitled to use Cashless Exercise.</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
<p><b>Timing of issue of Shares and quotation of Shares on exercise</b></p>	<p>Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.</p>
<p><b>Restriction periods and restrictions on transfer of Shares on exercise</b></p>	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p> <p>(a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be</p>

	<p>traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act;</p> <p>(b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and</p> <p>(c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.</p>
<b>Rights attaching to Shares on exercise</b>	All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.
<b>Change of control</b>	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), the Board may in its discretion determine the manner in which any or all of the holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event. The Board may specify in the Invitation how the Convertible Securities will be treated on a change of control event occurring, or the Board determining that such event is likely to occur, which may vary depending upon circumstances in which the Participant becomes a leaver and preserve some or all of the Board's discretion under this rule.
<b>Participation in entitlements and bonus issues</b>	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
<b>Adjustment for bonus issue</b>	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
<b>Reorganisation</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
<b>Buy-Back</b>	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
<b>Amendment of Plan</b>	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

	<p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
<p><b>Plan duration</b></p>	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
<p><b>Income Tax Assessment Act</b></p>	<p>The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.</p>
<p><b>Withholding</b></p>	<p>Notwithstanding any the Plan rules, and without limiting the amounts which may be deducted or withheld under applicable laws, if a member of the Group, a trustee or the Plan administrator is obliged, or reasonably believes that it may have an obligation to account for any Tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of a Participant (<b>Withholding Amount</b>), then that Group company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Participant for the Withholding Amount payable or paid.</p> <p>The relevant Group company, trustee or Plan administrator may take any actions as it sees fit to ensure payment of, or recover (as applicable), the Withholding Amounts including (without limitation):</p> <ul style="list-style-type: none"> <li>(a) selling on behalf of the Participant the number of Shares granted under this Plan required to provide the Withholding Amount;</li> <li>(b) obtaining the Withholding Amount from the Participant (by salary deduction or otherwise);</li> <li>(c) forfeiting a sufficient number of Securities to satisfy the Withholding Amount; or</li> </ul> <p>making any other arrangements with the Participant for payment or reimbursement of the Withholding Amount.</p>

## SCHEDULE 3 – TERMS AND CONDITIONS OF LEAD MANAGER OPTIONS

1.	Entitlement	Each Lead Manager Option entitles the holder to subscribe for one Share upon exercise of the Lead Manager Option.
2.	Exercise Price	Subject to paragraph <b>Error! Reference source not found.</b> , the amount payable upon exercise of each Option will be \$0.025 ( <b>Exercise Price</b> ).
3.	Expiry Date	Each Lead Manager Option will expire at 5:00 pm (AEST) three (3) years from the date of issue ( <b>Expiry Date</b> ).  A Lead Manager Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	Exercise Period	The Lead Manager Options are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).
5.	Exercise Notice	The Lead Manager Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Lead Manager Option certificate ( <b>Exercise Notice</b> ) and payment of the Exercise Price for each Lead Manager Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Lead Manager Option being exercised in cleared funds ( <b>Exercise Date</b> ).
7.	Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> <li>(a) issue the number of Shares required under these terms and conditions in respect of the number of Lead Manager Options specified in the Exercise Notice and for which cleared funds have been received by the Company;</li> <li>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and</li> <li>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Lead Manager Options.</li> </ul> <p>If a notice delivered under <b>Error! Reference source not found.</b> for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations</p>

		Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	<b>Shares issued on exercise</b>	Shares issued on exercise of the Lead Manager Options rank equally with the then issued shares of the Company.
9.	<b>Reorganisation</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	<b>Participation in new issues</b>	There are no participation rights or entitlements inherent in the Lead Manager Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Lead Manager Options without exercising the Lead Manager Options.
11.	<b>Change in exercise price</b>	A Lead Manager Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Lead Manager Option can be exercised.
12.	<b>Transferability</b>	The Lead Manager Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Nutritional Growth Solutions Ltd | ARBN 642 861 774

Your proxy voting instruction must be received by **2:00pm (AEDT) on Sunday, 21 December 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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