

**ROCKETDNA LTD**  
**ACN 618 678 701**

**NOTICE OF ANNUAL GENERAL MEETING**

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Date of Meeting:  
**Thursday, 28 May 2026**

Time of Meeting:  
**9.00am (WST)**

Place:  
**by Virtual Meeting Facility**

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where Shareholders will be able to watch, listen, and vote online.

Details on how to access the virtual Meeting are set out in this Notice.

For the purpose of Section 249RA of the Corporations Act, the place at which the Meeting of the Company is held is taken to be:

Ground Floor, 366 Scarborough Beach Road, Osborne Park WA 6017.

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

***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.***

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on Tuesday, 26 May 2026.***

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of the Shareholders of RocketDNA Limited (the **Company**) will be held through the Virtual Meeting Facility on Thursday, 28 May 2026 commencing at 9.00am WST (the Meeting).

Through the Virtual Meeting Facility, Shareholders will be able to participate in the meeting by listening, asking questions and voting on the resolutions. Shareholders are strongly encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on page 8 of this Notice to ensure their votes are counted. Further information on how to participate and vote during the Meeting via the Virtual Meeting Facility is set out on page 9 of this Notice.

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

Should circumstances further change between the date of this Notice and the proposed time of the Meeting, the Directors will further update Shareholders with the proposed next steps.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2025 together with the declaration of the directors, the Directors' Report, the Remuneration Report and the auditor's report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding ordinary resolution**:

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s annual financial report for the financial year ended 31 December 2025.”*

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

A voting prohibition statement applies to this Resolution. Please see below.

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#### 3. RESOLUTION 2 – RE-ELECTION OF PAUL RICHARD WILLIAMSON AS A DIRECTOR

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

*“That Paul Richard Williamson, being a Director of the Company, who retires by rotation in accordance with clause 14.2 of the Company’s Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company in accordance with Listing Rule 14.4 and clause 14.2 of the Company’s Constitution.”*

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#### 4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum.”*

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**5. RESOLUTION 4 – ISSUE OF 2027 PERFORMANCE RIGHTS TO CHRISTOPHER SWIEGERS CLARK AS A DIRECTOR**

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

*“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 20,000,000 2027 Performance Rights to Christopher Swiegers Clark, on the terms and conditions set out in the Explanatory Memorandum.”*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

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**6. RESOLUTION 5 – ISSUE OF 2027 PERFORMANCE RIGHTS TO PAUL RICHARD WILLIAMSON AS A DIRECTOR**

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

*“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 2027 Performance Rights to Paul Richard Williamson, on the terms and conditions set out in the Explanatory Memorandum.”*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

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**Dated: 24 March 2026**

**By order of the Board**

**Stephen Buckley, Company Secretary**

**Voting Prohibition Statements**

<p><b>Resolution 1 – Adoption of Remuneration Report</b></p>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> <li>a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</li> <li>b) a Closely Related Party of such a member.</li> </ul> <p>However, a person (the <b>voter</b>) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> <li>a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</li> <li>b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> <li>i. does not specify the way the proxy is to vote on this Resolution; and</li> <li>ii. expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</li> </ul> </li> </ul>
<p><b>Resolution 4 – Issue of 2027 Performance Rights to Christopher Swiegers Clark as a Director</b></p> <p><b>Resolution 5 – Issue of 2027 Performance Rights to Paul Richard Williamson as a Director</b></p>	<p>In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolutions would permit a financial benefit to be given, or an associate of such a related party (<b>Resolutions 4 and 5 Excluded Party</b>). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolutions 4 and 5 Excluded Party.</p> <p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(b) 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.</li> </ul>

## Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

<b>Resolution 4 – Issue of 2027 Performance Rights to Christopher Swiegers Clark as a Director</b>	Christopher Swiegers Clark (or his nominee) and any other person(s) 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 Christopher Swiegers Clark (or his nominee) or those persons.
<b>Resolution 5 – Issue of 2027 Performance Rights to Paul Richard Williamson as a Director</b>	Paul Richard Williamson (or his nominee) and any other person(s) 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 Paul Richard Williamson (or his nominee) or those persons.

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

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

## How to vote and ask questions

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The Company has decided to hold the Meeting as a virtual meeting. You may vote by proxy or via the Virtual Meeting Facility.

Shareholders will be able to ask questions during the Meeting, in respect to the formal items of business as well as general questions in respect to the Company and its business at the conclusion of the Meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company whether they are in relation to specific agenda items, about the business in general or questions for the auditor, Hall Chadwick. Questions must be submitted in writing to the Company Secretary at least 48 hours before the Meeting to:

The Company Secretary  
Ground Floor, 388 Scarborough Beach Rd  
Osborne Park WA 6018

or via email:  
stephen.buckley@rocketdna.com

## Voting by proxy

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The Company intends to conduct the Meeting virtually via Automic's platform. Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. Proxy forms can be lodged as below:

- By following the directions on the Proxy Form;
- By scan and email to meetings@automicgroup.com.au;
- In person at Automic, Level 5, 126 Phillip Street, Sydney NSW 2000;
- By post to Automic, GPO Box 5193, Sydney NSW 2001; or
- By facsimile to +61 (0)2 8583 3040.

All proxy forms must be received by the Company not later than **9.00am WST on Tuesday, 26 May 2026**.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

In addition:

- if a proxy is given by a body corporate, a Proxy Form must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney;
- if a proxy is given by a natural person, a Proxy Form must be executed under the hand of that person or that person's attorney;
- to be effective, the Proxy Form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding the Meeting or any adjourned Meeting;
- if a Shareholder appoints the Chair as the Shareholder's proxy and does not specify how the Chair is to vote, the Chair will vote, as proxy for that Shareholder, in favour of or against each resolution as set out in the Explanatory Memorandum;
- a Shareholder that is a body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the Meeting (the appointment may be a standing one); and
- any Proxy Form received after this deadline will be treated as invalid.

### **Personal Representative**

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To vote by personal representative, please forward the authority under which the personal representative has been appointed (or a certified copy of the authority) to the address set out above for the return of Proxy Forms so that it is received no later than **9.00am WST on Tuesday, 26 May 2026**.

### **Corporate Representative**

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Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or Share Registry in advance of the Meeting. An appointment of corporate representative form can be obtained by via the Company's share registry website – [www.automicgroup.com.au](http://www.automicgroup.com.au).

### **Preparing to attend the Virtual Meeting**

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The company is pleased to provide Shareholders with the opportunity to attend and participate in a 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](http://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.

## **Attending and Voting at the Virtual Meeting**

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Shareholders who wish to vote virtually on the day of the AGM can do so by logging in to the Automic shareholder portal:

1. Open your internet browser and go to [investor.automic.com.au](https://investor.automic.com.au)
2. Login using your username and password. If you do not already have an account, click "**Register**" and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click "**Register**". Alternatively, select Meetings from the left-hand menu.
4. Click on "**Join Meeting**" and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the "**Voting**" dropdown menu on the right-hand side of your screen.
6. Select either the "**Full**" or "**Allocate**" option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click "**Submit votes**". For allocated votes, the number of votes submitted must not exceed your remaining available units.

**Important:** *Votes cannot be amended once submitted.*

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

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

Please note that if you have previously submitted a Proxy Form, your online attendance at the Meeting will revoke your proxy's authority to vote, unless you inform the Company otherwise prior to commencement of the Meeting, in which case, your authority to vote at the Meeting is suspended while your proxy is present.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (0)8 6245 9194.***

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## EXPLANATORY MEMORANDUM

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This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

Shareholders should read this statement and the Notice in full before deciding how to vote on the Resolutions set out in the Notice. All resolutions to be considered at the Meeting will be decided by poll based on both proxy votes received prior to the commencement of the Meeting and votes cast in person by those in attendance at the Meeting. Shareholders are encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on page 8 of this Notice.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2025, together with the declaration of the directors, the Directors' Report, the Remuneration Report and the auditor's report.

There is no requirement for shareholders to vote on these statements and reports. Shareholders will be given a reasonable opportunity to raise questions and make comments on these reports and on the management of the Company at the Meeting.

Representatives of the Company's auditor will be present for discussion purposes on matters of relevance to the audit.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://www.RocketDNA.com/investors/>

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the company's remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out a company's remuneration arrangements for its directors and senior management. The remuneration report is part of the directors' report contained in the annual financial report of a company for a financial year.

The Chair of the meeting must allow a reasonable opportunity for shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

The Company's 2025 Annual Report, which contains the Remuneration Report, is available on the Company's website [www.RocketDNA.com/pages/investors](http://www.RocketDNA.com/pages/investors)

#### 2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the Company who were in office when the directors' report (as included in the Company's annual financial report for the most recent financial year) was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the Company is approved will be the directors of the Company.

## 2.3 Previous voting results

The Remuneration Report for the financial year ended 31 December 2024 did not receive a vote of more than 25% against its adoption at the Company's 2025 annual general meeting held on 30 May 2025. Accordingly, the Spill Resolution is not relevant for this Meeting.

## 2.4 Directors' Recommendation

As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of good corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, the Board makes no recommendation regarding this Resolution 1.

The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 1.

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## 3. RESOLUTION 2 – RE-ELECTION OF PAUL RICHARD WILLIAMSON AS A DIRECTOR

### 3.1 General

Pursuant to the clause 14.2 of the Company's Constitution, Paul Richard Williamson, being eligible, offers himself for re-election as a Director.

### 3.2 Election of Paul Richard Williamson

Paul Richard Williamson, who has served as a Director since 22 June 2022, retires by rotation and seeks re-election.

#### (a) Qualifications and other material directorships

Mr Williamson has the following qualifications: Bachelor of Accountancy with Upper Second-Class Honours, Graduate Diploma in Applied Corporate Governance, Member of the Governance Institute of Australia, Member of The Institute of Chartered Accountants of Scotland.

Mr Williamson has over 30 years' experience in accounting and financial management. After working for big four professional services firm KPMG, he held various financial and governance roles in the banking, finance and insurance industries internationally, including six years as Chief Financial Officer for ASX listed companies.

Prior to joining RocketDNA in December 2021, he was Chief Financial Officer for surveying and spatial data management services provider, Land Surveys Group.

#### (b) Independence

If re-elected, the Board considers that Mr Williamson will not be an independent director as he holds the position of Chief Financial Officer within the Company.

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

As noted above, if Resolution 2 is passed, Mr Williamson will be re-elected to the Board as an Executive Director.

In the event that Resolution 2 is not passed, Mr Williamson will not re-join the Board as an Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company and as a consequence, this may detract from the Board and Company's ability to execute on its strategic vision. Additionally, the Company will have less than the minimum required number of Directors and may be suspended by ASX until a new suitable Director is appointed.

### 3.4 Directors' Recommendation

The Board considers that Mr Williamson's skills and experience will continue to enhance the Board's ability to perform its role.

Accordingly, the Directors (with Mr Williamson abstaining) support the re-election of Mr Williamson and recommend that you vote in favour of this Resolution 2. The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 2.

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## **4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE**

### **4.1 General**

Listing Rule 7.1A provides that an Eligible Entity may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without 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.

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%.

An 'Eligible Entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is not included in the S&P/ASX 300 index and has a market capitalisation of \$300 million or less and is therefore an Eligible Entity for these purposes. The Company's market capitalisation as at 24 March 2026 is \$22.6 million.

This Resolution 3 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

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

If this Resolution 3 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

This Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

### **4.3 Technical information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

#### **(a) Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next Annual General Meeting; and
- (iii) the time and date of approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking), or such longer period if allowed by ASX,

**(10% Placement Capacity Period).**

(b) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average market price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in the section 7.2 (b)(i) of this Notice, the date on which the Equity Securities are issued.

(c) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration in which case if undertaken, the Company intends to use funds raised to support the Company's growth strategies and general working capital.

(d) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 24 March 2026.

There is a risk that the market price for the Shares may be significantly lower on the issue date than on the date of approval under Listing Rule 7.1A; and the Shares may be issued at a price that is a discount to the market price for the Shares on the issue date.

The table below also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on issue (Variable 'A' in Listing Rule 7.1A2)	Potential Dilution and Funds Raised			
	Issue Price (per Share)	\$0.0095 (50% decrease in Issue Price)	\$0.019 (Issue Price)	\$0.0285 (50% increase in Issue Price)
Variable A 1,193,307,882	Shares issued – 10% voting dilution	119,330,788	119,330,788	119,330,788
	Funds raised	\$1,133,642	\$2,267,284	\$3,400,927
(50% increase in Variable A) 1,789,961,823	Shares issued – 10% voting dilution	178,996,182	178,996,182	178,996,182
	Funds raised	\$1,700,463	\$3,400,927	\$5,101,391
(100% increase in Variable A) 2,386,615,764	Shares issued – 10% voting dilution	238,661,576	238,661,576	238,661,576
	Funds raised	\$2,267,284	\$4,534,569	\$6,801,854

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

**The table above uses the following assumptions:**

1. There are 1,193,307,882 Shares on issue.
2. The issue price set out above is the closing market price of the Shares on the ASX on 23 March 2026 (being \$0.019).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

**(e) Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Equity Securities under Listing Rule 7.1A.2**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 30 May 2025.

During the 12-month period preceding the date of the Meeting, being on and from 30 May 2025, the Company issued 90,138,182 Shares pursuant to the Previous Approval (**Previous Issue**), which represents approximately 9.84% of the total diluted number of Equity Securities on issue in the Company on 30 May 2025, which was 915,523,238.

Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12-month period preceding the date of the Meeting are set out below.

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

<b>Date of Issue and Appendix 2A</b>	<b>Date of Issue and Appendix 2A:</b> 11 November 2025
<b>Recipients</b>	Professional and sophisticated investors who were identified through a bookbuild process, which involved Morgans seeking expressions of interest to participate in the capital raising from non-related parties of the Company.  For the purposes of paragraph 7.4 of ASX Guidance Note 21, the Company notes that neither a related party of the Company, nor any member of the Company's key management personnel, substantial holder in the Company, or adviser to the Company, or any associate of any of these, has taken up more than 1% of the Company's issued capital at the time of the November Placement.
<b>Number and Class of Equity Securities Issued</b>	90,138,182 Shares <sup>2</sup>
<b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b>	\$0.015 (1.5 cents) per Share at a 6.25% discount to the 15-day volume weighted average price of \$0.016001 and a 21.1% discount to the closing Market Price on 29 October 2025.
<b>Total Cash Consideration and Use of Funds</b>	<b>Amount raised:</b> \$4,000,000 <b>Use of funds<sup>3</sup>:</b> The Company intended to use funds raised to be applied as follows: CAPEX and inventory for xBot® units; Additional sales and deployment support; Software development for Skylink and SiteTube; Working capital and offer costs.

**Notes:**

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: RKT (terms are set out in the Constitution).
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

(g) **Compliance with Listing Rules 7.1A.4 and 3.10.3**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must:

- (i) state in its announcement of the proposed issue under Listing Rule 3.10.3 or in its application for quotation of the securities under Listing Rule 2.7 that the securities are being issued under Listing Rule 7.1A; and

- (ii) give to ASX immediately after the issue a list of names of the persons to whom the entity issued the equity securities and the number of equity securities issued to each. This list is not for release to the market.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

#### **4.4 Voting Exclusion**

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

#### **4.5 Directors Recommendation**

The Directors consider the approval of the 10% Placement Capacity to be in the best interests of the Company and recommend that Shareholders vote in favour of this Resolution 3 to give effect to the approval.

The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 3.

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### **5. RESOLUTION 4 AND RESOLUTION 5 – ISSUE OF 2027 PERFORMANCE RIGHTS TO DIRECTORS, CHRISTOPHER SWIEGERS AND PAUL RICHARD WILLIAMSON**

#### **5.1 General**

Resolution 4 and Resolution 5 seek shareholder approval for the proposed issue of an aggregate of 30,000,000 2027 Performance Rights (**Rights**) to Christopher Swiegers Clark and Paul Richard Williamson, Directors of the Company, (or their nominee/s) on the terms and conditions set out below.

It is proposed that the Directors will receive the following Rights:

- (a) 20,000,000 2027 Performance Rights to Christopher Swiegers Clark (or his nominee/s); and
- (b) 10,000,000 2027 Performance Rights to Paul Richard Williamson (or his nominee/s).

#### **5.2 Director Recommendation**

David Morton recommends that Shareholders vote in favour of Resolution 4 and Resolution 5.

The Chair of the meeting intends to vote undirected proxies in favour of these Resolutions.

#### **5.3 Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

The issue of 2027 Performance Rights to the Directors constitutes giving a financial benefit and each of the Directors is a related party of the Company by virtue of being a Director.

As the 2027 Performance Rights are proposed to be issued to two of the three Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the 2027 Performance Rights. Accordingly, Shareholder approval for the issue of 2027 Performance Rights to the Directors is sought in accordance with Chapter 2E of the Corporations Act.

#### **5.4 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 of 2027 Performance Rights 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.

Resolutions 4 and 5 seek the required Shareholder approval for the issue of the 2027 Performance Rights under and for the purposes of Listing Rule 10.11.

#### **5.5 Technical Information required by Listing Rule 14.1A**

If Resolution 4 is passed, the Company will be able to proceed with the issue of the 20,000,000 2027 Performance Rights to Christopher Swiegers Clark 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 of the 2027 Performance Rights (because approval is being obtained under Listing Rule 10.11 which falls under Listing Rule 7.2 Exception 14), the issue of the 2027 Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the 2027 Performance Rights under that Resolution.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the 10,000,000 2027 Performance Rights to Paul Richard Williamson 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 of the 2027 Performance Rights (because approval is being obtained under Listing Rule 10.11 which falls under Listing Rule 7.2 Exception 14), the issue of the 2027 Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the 2027 Performance Rights under that Resolution.

#### **5.6 Technical information required by Listing Rule 10.13 and section 219 of the Corporations Act**

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 4 and 5:

- (a) the 2027 Performance Rights will be issued to Christopher Swiegers Clark and Paul Richard Williamson (or their nominees), who each fall within the category set out in Listing Rule 10.11.1 as each are a related party of the Company by virtue of being a Director;
- (b) the maximum number of 2027 Performance Rights to be issued is 30,000,000 and will be issued as follows:
  - (i) Christopher Swiegers Clark: is to be issued an aggregate of 20,000,000 2027 Performance Rights being 10,000,000 2027 Performance Rights subject to Milestone 1 and 10,000,000 2027 Performance Rights subject to Milestone 2; and
  - (ii) Paul Richard Williamson: is to be issued an aggregate of 10,000,000 2027 Performance Rights being 5,000,000 2027 Performance Rights subject to

Milestone 1 and 5,000,000 2027 Performance Rights subject to Milestone 2.

- (c) the material terms and conditions of the 2027 Performance Rights are set out in Schedule 2 and the performance milestones are set out in Schedule 3;
- (d) the 2027 Performance Rights will be issued no later than 1 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);
- (e) the issue price of the 2027 Performance Rights will be nil. The Company will not receive any other consideration in respect of the issue of the 2027 Performance Rights;
- (f) the purpose of the issue of the 2027 Performance Rights is to provide a performance linked short-term incentive component in the remuneration package for those executive Directors to motivate and reward their performance as an executive Director and to provide cost effective remuneration 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 Directors;
- (g) the Company has agreed to issue the 2027 Performance Rights to those executive Directors as part of their remuneration package as a short-term performance incentive – the Board considers that Performance Rights are an appropriate form of incentive as they align remuneration with the short-term success of the Company, shareholder interests and current market practice;
- (h) the current total remuneration package for Christopher Swiegers Clark is \$253,000 per annum plus statutory superannuation, comprising of directors' fees/salary, together with additional reimbursement benefits. The Performance Rights (which have been valued as per Schedule 1) have an estimated total value of \$380,000;
- (i) the current total remuneration package for Paul Richard Williamson is \$230,000 per annum plus statutory superannuation, comprising of directors' fees/salary, together with additional reimbursement benefits. The Performance Rights (which have been valued as per Schedule 1) have an estimated total value of \$190,000;
- (j) the relevant interests of the Directors in securities of the Company as at the date of this Notice, excluding any interests in 2027 Performance Rights contemplated by this Notice, are set out below:

**As at the date of this Notice**

Director	Shares <sup>1</sup>	Options	Performance Rights	Undiluted <sup>2</sup>	Fully Diluted
Christopher Swiegers Clark	21,442,602	32,000,000	17,000,000	1.80%	5.28%
Paul Richard Williamson	11,130,288	15,000,000	8,500,000	0.93%	2.60%

### Post-issue of the 2027 Performance Rights to Directors

Director	Shares <sup>1</sup>	Options	Performance Rights
Christopher Swiegers Clark	21,442,602	2,000,000 <sup>3</sup> 10,000,000 <sup>4</sup> 10,000,000 <sup>5</sup> 10,000,000 <sup>6</sup>	37,000,000
Paul Richard Williamson	11,130,288	5,000,000 <sup>4</sup> 5,000,000 <sup>5</sup> 5,000,000 <sup>6</sup>	18,500,000

#### Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: RKT).
  2. Based on 1,193,307,882 Shares on issue as at the date of this Notice.
  3. Unquoted Options exercisable at \$0.021 each expiring on or before 30 May 2026.
  4. Unquoted Options exercisable at \$0.02 each expiring on or before 30 May 2029.
  5. Unquoted Options exercisable at \$0.03 each expiring on or before 30 May 2030.
  6. Unquoted Options exercisable at \$0.04 each expiring on or before 30 May 2031.
- (k) if the 2027 Performance Rights issued to the Directors are exercised, a total of 30,000,000 Shares would be issued. This will increase the number of Shares on issue from 1,193,307,882 to 1,223,307,882 (assuming that no Shares are issued and no existing convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.39%, comprising 1.59% by Christopher Swiegers Clark and 0.80% by Paul Richard Williamson;
- (l) the trading history of the Shares on ASX in the 12 months before the date of this Notice are set out below:

	Price	Date
Highest	\$0.033	16 January 2026 & 29 January 2026
Lowest	\$0.008	9 April 2025
Last	\$0.019	23 March 2026

- (m) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 4 and 5; and
- (n) a voting exclusion statement is included for Resolutions 4 and 5 of this Notice of Meeting.

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## 10. GLOSSARY

**\$** means Australian dollars.

**10% Placement Capacity** has the meaning given in section 4.1.

**2027 Performance Right** means a performance right which entitles its holder, upon vesting and exercise of that performance right, to a fully paid ordinary share in the Company, subject to the holder satisfying relevant Performance Milestone as set out in section 5.6(b), a summary of the material terms of which are set out in Schedule 2.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**ASIC** means the Australian Securities & Investments Commission.

**Associate** has the meaning given in the Listing Rules.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Award** means any Equity Security offered in accordance with the RocketDNA Employee Incentive Plan.

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

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** has the meaning given in section 9 of the Corporations Act.

**Company** means RocketDNA Limited (ACN 618 678 701).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice.

**Group** means the Company and its Related Bodies Corporate from time to time.

**Group Company** means a member of the Group.

**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.

**Listing Rules** means the Listing Rules of ASX.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

**Performance Milestone** means the performance milestones attaching to each 2027 Performance Right as set out in Schedule 3 (as applicable).

**Performance Rights** means performance rights granted by the Company (for the avoidance of doubt, including the 2027 Performance Rights).

**Proxy Form** means the proxy form accompanying the Notice.

**Related Body Corporate** has the meaning given in section 9 of the Corporations Act.

**Remuneration Report** means the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 31 December 2025.

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

**Section** means a section of the Explanatory Memorandum.

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

**Shareholder** means a registered holder of a Share.

**Share Registry** means Automic Registry Services.

**Variable A** means "A" as set out in the formula in Listing Rule 7.1A(2).

**Virtual Meeting Facility** means the online meeting platform powered by Automic Group.

**Volume Weighted Average Market Price** in relation to the ordinary fully paid shares of RocketDNA Limited for a particular period, means the volume weighted average price of trading in the ordinary fully paid shares on the ASX market and the Chi-X market over that period on which trades in that class were recorded, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

**WST** means Australian Western Standard Time as observed in Perth, Western Australia.

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**SCHEDULE 1: VALUATION OF PERFORMANCE RIGHTS**

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The Performance Rights to be issued pursuant to Resolutions 4 and 5 have been valued by internal management. The 'per security' value of the Performance Rights has been used to arrive at the valuation.

The underlying the Share price of \$0.019, being the closing market price of the Shares on the ASX on 23 March 2026, was used in estimating the value of the Performance Rights.

The total value of the financial benefits (if approved) are estimated to be as follows:

- Christopher Swiegers Clark – \$380,000; and
- Paul Richard Williamson – \$190,000.

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## SCHEDULE 2: 2027 PERFORMANCE RIGHTS MATERIAL TERMS

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A summary of the key terms is set out below:

- (a) **(Entitlement)** Each Performance Right entitles its holder, upon vesting and exercise of that Performance Right, to a fully paid ordinary Share in the Company on a one-for-one basis.
- (b) **(Performance Milestones)** Each Performance Right is subject to specific Performance Milestones (as set out in Schedule 3; as allocated), which must be satisfied in order for the Performance Right to vest.
- (c) **(No consideration)** The Performance Rights will be issued to each participant for no consideration and, subject to vesting, no consideration will be payable by a participant to exercise a Performance Right.
- (d) **(Lapse)** Unless the Board determines otherwise, a Performance Right will lapse:
  - (i) on the earlier of 31 December 2028 or confirmation that the Performance Milestone has not been satisfied;
  - (ii) if the participant ceases to be an employee and/or a director (as applicable) of a Group Company, unless cessation of employment is due to a Good Leaver Event (as determined by the Board in its sole discretion, including death, Permanent Disablement, Retirement and Redundancy); or
  - (iii) if the participant commits an act of fraud or gross misconduct in relation to the affairs of the Group or is in breach of their material duties or obligations to any Group Company.
- (e) **(Not transferrable)** The Performance Rights will not be transferrable and, consequently, will not be quoted on the ASX.
- (f) **(No additional rights)** The Performance Rights will not confer any:
  - (i) right to vote, except as otherwise required by law;
  - (ii) entitlement to dividends;
  - (iii) right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
  - (iv) right to participate in the surplus profits or assets of the Company upon winding up; and
  - (v) right to participate in new issues of securities (e.g. bonus issues or entitlement issues).
- (g) **(Change of control)** To the extent permitted by the Listing Rules, Performance Rights may vest on a change of control of the Company, notwithstanding that the relevant Performance Milestone has not been achieved.
- (h) **(Anti-dilution)** The terms of the Performance Rights will be adjusted for any reorganisation of the issued capital of the Company to ensure that there is no advantage or disadvantage to the participant.
- (i) **(Exercise Notice)** To exercise a Performance Right, the Participant must deliver a signed Notice of Exercise to the Board.
- (j) **(Taxation)** Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies to any grants of Performance Rights under this Offer.

### SCHEDULE 3: PERFORMANCE MILESTONES

The 2027 Performance Rights to be issued to the Directors pursuant to Resolutions 4 and 5 are subject to the following relevant milestones (in each case) in accordance with section 5.6(b):

Milestone	Description
<p><i>Milestone 1</i> <b>Revenue Growth</b></p>	<p>There must be minimum Revenue Growth (<b>RG</b>) of 40% over a prior comparable period before any Performance Rights (<b>RG Rights</b>) vest.</p> <p>If Revenue Growth is 40% then 30% of the RG Rights will vest. For every 1% of Revenue Growth above 30%, an additional 0.5% of the RG Rights will vest, up to 100% growth. Beyond 100% growth, for every 6% growth, an additional 5% of the RG Rights will vest, until the maximum number of RG Rights have vested. For example, if Revenue Growth is 100%, 60% of the RG Rights will vest; if Revenue Growth is 130%, 85% of the RG Rights will vest. The maximum number of RG Rights (i.e 100% of the RG Rights) will vest if Revenue Growth is 148%.</p> <p>For the purposes of this milestone, Revenue Growth is defined as the increase in the groups consolidated revenue over the prior comparable period (<b>PCP</b>) as a percentage of the PCP revenue.</p> <p>For the purposes of this Milestone, the Group's consolidated revenue will be calculated after disregarding (if any):</p> <ul style="list-style-type: none"> <li>(i) one-off or extraordinary revenue items;</li> <li>(ii) revenue received in the form of government grants, allowances, rebates and other handouts; and</li> <li>(iii) revenue or profit items that have been 'manufactured' to achieve the Milestone.</li> </ul> <p>For the purposes of this Milestone, the comparison periods are:</p> <ul style="list-style-type: none"> <li>(i) the audited full financial year ending 31 December 2026 compared with the audited full financial year ending 31 December 2025; or</li> <li>(ii) the audited or reviewed half-year ending 30 June 2027 compared with the audited or reviewed half-year ending 30 June 2026; or</li> <li>(iii) the audited full financial year ending 31 December 2027 compared with the audited full financial year ending 31 December 2026.</li> </ul> <p>RG Rights may vest for more than one of these periods, but the total aggregate RG Rights vesting across all periods cannot exceed 100% of the RG Rights.</p>
<p><i>Milestone 2</i> <b>Total Shareholder Return</b></p>	<p>There must be a minimum growth in Total Shareholder Return (<b>TSR</b>) of 50% over the TSR Measurement Period before any Performance Rights (<b>TSR Rights</b>) vest. The maximum number of TSR Rights will vest if the TSR reaches 150% in the TSR Measurement Period.</p> <p>If within the TSR Measurement Period the TSR is 50% then 25% of the TSR Rights will vest. For every 1% change in the TSR above 50%, an additional 0.75% of the TSR Rights will vest until the maximum number of TSR Rights have vested.</p> <p>For the purposes of this Milestone:</p> <ul style="list-style-type: none"> <li>(i) TSR Measurement Period means the period commencing on 1 July 2026 and ending on 31 December 2027.</li> <li>(ii) Base Price means the volume-weighted average price (VWAP) of the Company's shares calculated over the 20 trading days immediately prior to and including 1 July 2026.</li> <li>(iii) Milestone Price means the highest VWAP of the Company's shares calculated over any 20 consecutive trading days during the TSR Measurement Period, to be calculated following the end of the TSR Measurement Period.</li> <li>(iv) TSR is calculated as: <math>TSR = \frac{\text{Milestone Price} - \text{Base Price} + \text{Dividends per share (if any)}}{\text{Base Price}} \times 100</math>. All fractions are rounded down to the nearest one percent.</li> <li>(v) For the purposes of determining the VWAP, trading excludes block trades, large portfolio trades, permitted trades during pre-trading and post-trading hours, out-of-hours trades and exchange-traded option exercises.</li> </ul>

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If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

RocketDNA Ltd | ABN 17 618 678 701

Your proxy voting instruction must be received by **9:00am (AWST) on Tuesday, 26 May 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 - APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://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  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)



28 April 2026

### Upcoming Annual General Meeting of Shareholders

Dear Shareholder,


RocketDNA Ltd (ACN 618 678 701) (ASX: RKT) or “the **Company**”, advises that it will be holding its Annual General Meeting of Shareholders on Thursday, 28 May 2026 at 9.00am (WST), by Virtual Meeting Facility using technology through an online meeting platform powered by Automic (**Meeting**).

#### Notice of Annual General Meeting

The Notice of Annual General Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the ASX market announcements platform at [www.asx.com.au](http://www.asx.com.au) (ASX: RKT) or from the Company’s website at [rocketdna.com/au/asx-announcements](http://rocketdna.com/au/asx-announcements).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

#### Voting by Proxy

<p><b>Online</b> scan the QR code below using your smartphone</p> 	<p>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:</p> <ol style="list-style-type: none"><li>1. Login to the Automic website using the holding details as shown on your holding statement.</li><li>2. Click on ‘Meetings’ – ‘Proxy Voting’.</li></ol> <p>To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.</p>
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For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au) or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

#### Shareholder queries in relation to the Meeting

Shareholders can contact either Christopher Clark, Managing Director & CEO at [contact@rocketdna.com](mailto:contact@rocketdna.com) or Mark Flynn, Investor Relations at [investors@rocketdna.com](mailto:investors@rocketdna.com) with any questions prior to the meeting.

Copies of all Meeting related material including the Notice, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by the Board of RocketDNA Ltd.