



## NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of the Shareholders of Control Bionics Limited will be held at 10am (Sydney time) on 6 August 2026 at Level 3, 22 Market Street, Sydney, NSW.

Further information on the business is set out below and is contained in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.

### ORDINARY BUSINESS

#### **Resolution 1 - Ratification of issue of 14,648,186 Shares on 8 December 2025**

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 14,648,186 Shares at an issue price of 6.5c per share on 8 December 2025 to the investors set out in the Explanatory Statement.”

#### **Resolution 2 - Ratification of issue of 8,443,747 Shares on 31 December 2025**

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 8,443,747 Shares at an issue price of 6.53c per share on 31 December 2025 to the shareholders set out in the Explanatory Statement.”

#### **Resolution 3 - Ratification of issue of 29,935,788 Shares on 1 July 2026**

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 29,935,788 Shares at an issue price of 7.5c per share on 1 July 2026 to the investors set out in the Explanatory Statement.”

#### **Resolution 4 - Approval to Issue 92,477,546 Shares Pursuant to Private Placement**

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 92,477,546 fully paid ordinary Shares to the investors set out in the Explanatory Memorandum on the terms and conditions set out in the Explanatory Memorandum.”

**Resolution 5 - Approval to Issue 2,040,000 Shares to Stephen Rix**

To consider and, if thought fit, pass 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 up to 2,040,000 fully paid ordinary Shares to Stephen Rix (or his nominee) on the terms described in the Explanatory Statement which forms part of this Notice of Meeting.”

**Resolution 6 - Approval to Issue 1,000,160 Shares to Jeremy Steele**

To consider and, if thought fit, pass 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 up to 1,000,160 fully paid ordinary Shares to Jeremy Steele (or his nominee) on the terms described in the Explanatory Statement which forms part of this Notice of Meeting.”

**Resolution 7 - Approval to Issue 320,000 Shares to Damian Lismore**

To consider and, if thought fit, pass 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 up to 320,000 fully paid ordinary Shares to Damian Lismore (or his nominee) on the terms described in the Explanatory Statement which forms part of this Notice of Meeting.”

**Resolution 8 - Approval to Issue 333,333 Shares to Robert Heard**

To consider and, if thought fit, pass 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 up to 333,333 fully paid ordinary Shares to Robert Heard (or his nominee) on the terms described in the Explanatory Statement which forms part of this Notice of Meeting.”

**Resolution 9 - Approval to Issue 400,000 Shares to Nicholas Opie**

To consider and, if thought fit, pass 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 up to 400,000 fully paid ordinary Shares to Nicholas Opie (or his nominee) on the terms described in the Explanatory Statement which forms part of this Notice of Meeting.”

**Resolution 10 - Approval of Issue of Options to Non-Executive Director**

To consider and, if thought fit, pass 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 up to 1,250,000 Options to Nicholas Opie (or his nominee) on the terms described in the Explanatory Statement which forms part of this Notice of Meeting.”

**Resolution 11 - Approval to Issue 1,200,000 Shares to Armchair Analyst Media Pty Ltd**

To consider and, if thought fit, pass 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 up to 1,200,000 fully paid ordinary Shares to Armchair Analyst Media Pty Ltd (or its

nominee) on the terms described in the Explanatory Statement which forms part of this Notice of Meeting.”

## **Information for shareholders**

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### **Entitlement to attend and vote at the Meeting**

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that for the purpose of ascertaining a person's entitlement to vote at the Meeting, a person will be recognized as a Shareholder and the holder of Shares and will be entitled to vote at the Meeting if that person is registered as a holder of those Shares at 7:00 p.m. AEST on 4 August 2026.

### **Votes**

Voting on each Resolution will be on a poll, every Shareholder present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each Share held by him, her or it. In the case of joint Shareholders, all holders may attend the Meeting but only one holder may vote at the Meeting in respect of the relevant Shares (including by proxy).

### **Proxies**

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote on behalf of the Shareholder. Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. A proxy need not be a Shareholder and may be a body corporate. If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the Meeting and provides satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meeting. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes. If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the Resolutions by marking either "For", "Against" or "Abstain" on the form of proxy for that item of business. An instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filed in will be deemed to be given in the favour of the Chair of the Meeting.

## Explanatory Statement

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This Explanatory Statement has been prepared to assist Shareholders of Control Bionics Limited (**Control Bionics or the Company**) to understand the business to be put to Shareholders at the General Meeting (**Meeting or AGM**) of the Company to be held at 10am (Sydney time) on 6 August 2026.

The Resolution are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

### Resolution 1: Ratification of issue of 14,648,186 Shares on 8 December 2025

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#### Background

On 8 December 2025 (**Issue Date**), by way of a private placement, the Company agreed to issue 50,000,000 shares (**Reitham Shares**) at an issue price of 6.5c per share. A total of 14,648,186 of the Reitham Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 14,648,186 Reitham Shares issued using the Company's capacity under ASX Listing Rule 7.1.

#### ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

If Resolution 1 is passed, the issue of the Reitham Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the Issue Date.

If Resolution 1 is not passed, the issue of the Reitham Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval under that rule over the 12-month period following the Issue Date.

#### Information required by ASX Listing Rule 7.5

In compliance with the information requirements of ASX Listing Rule 7.5, Shareholders are advised of the following particulars on the allotment and issue:

<b>Persons to whom securities were issued or basis of issue</b>	The Shares were issued to Reitham Equity GMBH. No Shares were issued to related parties of the Company.
<b>The number of securities and class of securities issued</b>	14,648,186 fully paid ordinary Shares.
<b>Date of issue</b>	The Reitham Shares were issued on 8 December 2026.
<b>Issue price per security</b>	The Reitham Shares were issued for 6.5c per Share.
<b>Use of funds raised</b>	The funds raised on issue of the Reitham Shares have been used for working capital.

The Directors unanimously recommend that shareholders vote in favour of this Resolution.

### **Voting exclusion statement**

The Company will disregard any votes cast in favour of this resolution by Reitham Equity GMBH, or any associates of Reitham Equity GMBH. However, this does not apply to a vote cast in favour of a resolution by:

- 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
- 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
- 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.

## **Resolution 2: Ratification of issue of 8,443,747 Shares on 31 December 2025**

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### **Background**

On 31 December 2025 (**Issue Date**), the Company issued 8,443,747 Shares (**NE Shares**) at an issue price of 6.53c per Share as consideration for the balance of the shares in Neuro Elite Athletics LLC which the Company did not own (taking its ownership to 100%). The NE Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 8,443,747 NE Shares.

### **ASX Listing Rules**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purposes of ASX Listing Rule 7.1.

If Resolution 2 is passed, the issue of the NE Shares will be excluded from the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the Issue Date.

If Resolution 2 is not passed, the issue of the NE Shares will be included in the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval under that rule over the 12-month period following the Issue Date.

### **Information required by ASX Listing Rule 7.5**

In accordance with ASX Listing Rule 7.5, Shareholders are advised of the following information:

<b>Persons to whom securities were issued or basis of issue</b>	The Shares were issued to the shareholders of Neuro Elite Athletics LLC, none of whom are likely to be material as none of those persons or their associates are, in relation to the Company, a related party, a member of key management personnel, a substantial holder or an advisor.
<b>The number of securities and class of securities issued</b>	8,443,747 fully paid ordinary Shares.
<b>Date of issue</b>	The Shares were issued on 31 December 2026.
<b>Issue price per security</b>	The Shares were issued for 6.53c per Share.
<b>Purpose of issue</b>	The Shares were issued as consideration for the balance of the shares in Neuro Elite Athletics LLC which the Company did not own (taking its ownership to 100%).

### Voting exclusion statement

The Company will disregard any votes cast in favour of this resolution by persons who participated in the issue or any associates of those persons. However, this does not apply to a vote cast in favour of this resolution by:

- A person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with directions given to the proxy or attorney to vote on this resolution in that way; or
- The chair of the meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the chair to vote on this resolution as the chair decides; or
- 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 this resolution; and
  - The holder votes on this resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### Resolution 3: Ratification of issue of 29,935,788 Shares on 1 July 2026

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#### Background

On 25 June 2026, by way of a private placement (**Placement**) arranged by Bell Potter Securities Limited (**Bell Potter**) and Unified Capital Partners Pty Ltd (**UCP**), the Company agreed to the following share issues to raise up to \$9.5 million:

- Tranche 1 - 29,935,788 shares (**Placement Shares**) at an issue price of 7.5c per share to raise \$2.24 million (before costs). The Placement Shares were issued on 1 July 2026 pursuant to the Company's capacity under ASX Listing Rule 7.1; and
- Tranche 2 - subject to shareholder approval (see Resolutions 4 and 5), up to 96,700,000 Shares at an issue price of 7.5c per Share to raise \$7.3 million (before costs). Tranche 2 shares will include the issue of approximately 4,300,000 Shares to directors of CBL subject to shareholder approval,

Also on 25 June 2026, CBL announced that it would offer eligible shareholders the opportunity to subscribe for Shares on the same terms as the Placement through a non-underwritten Share Purchase Plan (**SPP**) to raise up to \$500,000.

## Use of funds

Funds raised under the Placement and SPP will be used as follows:

Uses	A\$m
Commercial expansion and capability build-out	3.5
Platform and medical technology development, including clinical research	1.5
Strategic initiatives and business development opportunities	1.5
Operating cash requirements and working capital	2.8
Costs of the offer	0.7
<b>Total</b>	<b>10.0</b>

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 29,935,788 Placement Shares.

### ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

If Resolution 3 is passed, the Placement Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval.

If Resolution 3 is not passed, the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval under that rule over the 12-month period following the issue date (1 July 2026).

### Information required by ASX Listing Rule 7.5

In compliance with the information requirements of ASX Listing Rule 7.5, Shareholders are advised of the following particulars on the allotment and issue:

<b>Persons to whom securities were issued or basis of issue</b>	Clients of the lead managers to the Placement, Bell Potter and UCP, none of whom are likely to be material as none of those persons or their associates are, in relation to the Company, a related party, a member of key management personnel, a substantial holder or an advisor.
<b>The number of securities and class of securities issued</b>	29,935,788 fully paid ordinary Shares.

<b>Date of issue</b>	The Shares were issued on 1 July 2026.
<b>Issue price per security</b>	The Shares were issued for 7.5c per Share.
<b>Use of funds raised</b>	The funds raised on issue of the Placement Shares will be used in accordance with the table above under the heading "Use of funds".

The Directors unanimously recommend that shareholders vote in favour of this Resolution.

### Voting exclusion statement

The Company will disregard any votes cast in favour of this resolution by a person who participated in the issue of the Placement Shares or any associates of those persons. However, this does not apply to a vote cast in favour of a resolution by:

- 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
- 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
- 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.

### Resolution 4: Approval to Issue 92,477,546 Shares Pursuant to Private Placement

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#### Background

As stated above relation to Resolution 3, on 25 June 2026, the Company agreed to issue up 96,700,000 Shares at an issue price of 7.5c per share by way of the Placement, subject to shareholder approval.

ASX Listing Rule 7.1 limits the number of equity securities a listed entity may issue in any 12-month period without shareholder approval to 15% of its issued capital. The Company wishes to issue 92,477,546 fully paid ordinary Shares (**Proposed Shares**). The issue of the Proposed Shares exceeds the Company's available placement capacity under Listing Rule 7.1 and therefore requires shareholder approval.

The persons to whom the 92,477,546 Proposed Shares are to be issued is as follows:

Name	Number
Nightingale Partners Pty Ltd ( <b>NPL</b> )	21,769,753
Phoenix Development Fund Limited ( <b>Phoenix</b> )	19,189,949
Clients of the lead managers to the Placement, Bell Potter and UCP	51,517,844
<b>Total</b>	<b>92,477,546</b>

NPL and Phoenix are substantial shareholders in the Company. None of the clients of Bell Potter and UCP are likely to be material as none of those persons or their associates are, in relation to the Company, a related party, a member of the key management personnel, a substantial holder or an advisor.

Approval of this Resolution will allow the Company to proceed with the issue of the 92,477,546 Proposed Shares.

### Information Required by ASX Listing Rule 7.3

<b>Persons to whom Shares are to be issued</b>	NPL, Phoenix and clients of Bell Potter and UCP (see above for further details)
<b>The number and class of Shares to be issued</b>	92,477,546 fully paid ordinary Shares.
<b>Date on which the Shares will be issued</b>	The Proposed Shares will be issued within 30 days after the date of the General Meeting.
<b>Issue price per Share</b>	The Proposed Shares will be issued for 7.5c per share.
<b>Use of funds raised</b>	The funds raised on issue of the Proposed Shares will be used in accordance with the table in relation to Resolution 3 above under the heading "Use of funds".
<b>Material terms of the placement agreement</b>	The Proposed Shares will be issued under a placement agreement between the Company and proposed allottees, which contains customary conditions precedent, warranties, undertakings and termination rights. There are no other material terms in the agreement.

The Directors unanimously recommend that shareholders vote in favour of this Resolution.

If Resolution 4 is passed, the Company may issue the Proposed Shares within 30 days after the date of the General Meeting. If Resolution 4 is not passed, the issue of the Proposed Shares will not proceed.

### Voting exclusion statement

The Company will disregard any votes cast in favour of this resolution by a 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 any associates of those persons. However, this does not apply to a vote cast in favour of a resolution by:

- 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
- 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
- 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.

### Resolutions 5, 6, 7, 8 and 9: Approval to Issue 4,253,333 Shares to Directors

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#### Background

As stated above relation to Resolution 3, on 25 June 2026, the Company agreed to issue 4,253,333 Shares (**Director Shares**) to the Directors of the Company at an issue price of 7.5c per Share as part of Tranche 2 of the Placement, subject to shareholder approval.

## 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 the Director Shares to the Directors constitutes giving a financial benefit and the directors are each a related party of the Company by virtue of being a Director.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required as the issue of the Director Shares is reasonable in the circumstances as the Company and the Directors are dealing at arm's length and the terms of issue of the Director Shares are no less favourable than the terms of the Placement.

### Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 5, 6, 7, 8 and 9:

- a) The Director Shares will be issued to the Directors as follows:

Director	Number of Director Shares
Stephen Rix	2,040,000
Jeremy Steele	1,000,160
Damian Lismore	320,000
Robert Heard	333,333
Nicholas Opie	400,000
<b>Total</b>	<b>4,253,333</b>

- b) Each of the directors is a related party of the Company by virtue of being a Director.
- c) The maximum number of the Director Shares to be issued to each Director is set out in the table above.
- d) All of the Director Shares will be issued on the same date which will be 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 Director Shares will be 7.5c per Share.
- f) The funds raised from the issue of the Director Shares will be used for working capital.

### Other ASX Listing Rule Requirements

The Company will be able to proceed with the issue of the Director Shares in relation to any Resolution which is passed 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 Director Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Director Shares will not use up any of the Company's 15% annual placement capacity.

The Company will not be able to proceed with the issue of the Director Shares in relation to any Resolution which is not passed.

## Voting exclusion statements

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Stephen Rix and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or any associates of that person.

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

- 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
- 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
- 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.

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Jeremy Steele and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or any associates of that person.

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

- 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
- 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
- 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.

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Damian Lismore and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or any associates of that person.

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

- 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
- 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
- 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.

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of Robert Heard and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or any associates of that person.

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

- 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
- 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
- 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.

The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of Nicholas Opie and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or any associates of that person.

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

- 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
- 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
- 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.

### **Resolution 10: Approval of Issue of Options to Non-Executive Director**

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The Company has agreed, subject to obtaining Shareholder approval, to issue Options to the Company's Non-Executive Director, Nicholas Opie (or his nominee), on the terms and conditions as follows:

Number:	1,250,000
Exercise price:	Each option converts to one fully paid Share on payment of 6.3c per Share
Vesting date:	25% of options will vest on each anniversary of 13 May 2026, that is on 13 May 2027, 2028, 2029 and 2030, provided Mr Opie remains a director of the Company on each of those dates. There are no other performance conditions.
Expiry date:	13 May 2031

### **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:

- c) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- d) 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 Options to Mr Opie (or his nominee) constitutes giving a financial benefit and Mr Opie is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Opie) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Options because the issue of the Options was agreed as part of the remuneration package for Mr Opie, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

### **Information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 6:

- a) The Options will be issued to Mr Opie (or his nominee)
- b) Mr Opie is a related party of the Company by virtue of being a Director.
- c) The maximum number of Options to be issued is 1,250,000.
- d) The terms of the options are set out above.
- e) All of the Options will be issued on the same date which will be 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).
- f) The issue price of the Options will be nil. The Company will not receive any other consideration in respect of the issue of the Options (other than in respect of funds received on exercise of the Options).
- g) The purpose of the issue of the options is to remunerate and incentivise Mr Opie.
- h) The current total remuneration package for Mr Opie is \$51,700 inclusive of superannuation.

### **Other ASX Listing Rule Requirements**

If Resolution 10 is passed, the Company will be able to proceed with the issue of the Options to Mr Opie 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 Options (because approval is being obtained under Listing Rule 10.11), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Options.

### **Voting exclusion statement**

The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of Nicholas Opie and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or any associates of that person.

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

- 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
- 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
- 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.

## Resolution 7: Approval to Issue 1,200,000 Shares

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### Background

On 25 June 2026, the Company agreed, subject to shareholder approval, to issue 1,200,000 Shares (**Consultant Shares**) at a deemed issue price of 7.5c per share to Armchair Analyst Media Pty Ltd (**AAM**) as consideration for consulting services to be provided by AAM. The services to be provided by AAM is the publication of articles based on ASX announcements by the Company over the 12 months period ending 25 June 2027 together with amplification of those announcements on social media.

ASX Listing Rule 7.1 limits the number of equity securities a listed entity may issue in any 12-month period without shareholder approval to 15% of its issued capital. The Company wishes to issue the Consultant Shares. The issue of the Consultant Shares exceeds the Company's available placement capacity under Listing Rule 7.1 and therefore requires shareholder approval.

Approval of this Resolution will allow the Company to proceed with the issue of the Consultant Shares.

### Information Required by ASX Listing Rule 7.3

<b>Persons to whom Shares are to be issued</b>	Armchair Analyst Media Pty Ltd or its nominee. AAM is not likely to be material as AAM is not, in relation to the Company, a related party, a member of key management personnel, a substantial holder or an advisor.
<b>The number and class of Shares to be issued</b>	1,200,000 fully paid ordinary Shares.
<b>Date on which the Shares will be issued</b>	The Consultant Shares will be issued within 30 days after the date of the General Meeting.
<b>Issue price per Shares</b>	The Consultant Shares will be issued for a deemed issue price of 7.5c per Share.
<b>Use of funds raised</b>	No funds will be raised on issue.
<b>Material terms of the placement agreement</b>	The Consultant Shares will be issued under a services agreement between the Company and proposed allottees, which contains customary conditions precedent, warranties, undertakings and termination rights. There are no other material terms in the agreement.

The Directors unanimously recommend that shareholders vote in favour of this Resolution.

If Resolution 7 is passed, the Company may issue the Proposed Shares within 30 days after the date of the General Meeting.

If Resolution 7 is not passed, the issue of the Proposed Shares will not proceed and the Company will pay cash of \$90,000 in lieu.

### Voting exclusion statement

The Company will disregard any votes cast in favour of this resolution by Armchair Analyst Media Pty Ltd or any person 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 shares in the company) or associates of that person. However, this does not apply to a vote cast in favour of a resolution by:

- 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
- 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
- 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.

## Definitions and Interpretation

In the Notice and this Explanatory Statement, words importing the singular include the plural and vice versa.

**\$** means Australian Dollars.

**Associate** has the meaning given in Listing Rule 19.12.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Company** means Control Bionics Limited ACN 115 465 462.

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

**Explanatory Statement** means the explanatory statement that forms part of the Notice.

**Equity Security/ies** means an equity security or securities as defined in the Listing Rules.

**Meeting** has the meaning given in the introductory paragraph of the Notice.

**Notice** means the notice of Meeting that comprises of the notice, agenda, Explanatory Statement and Proxy Form.

**Ordinary Resolution** means a resolution which is passed if more than 50% of the votes cast by Shareholders present and eligible to vote at the Meeting (whether in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) are in favour of it.

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means a resolution contained in the Notice.

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

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

Your proxy voting instruction must be received by **10:00am (AEST) on Tuesday, 04 August 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://portal.automic.com.au/investor/home> 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>

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1300 288 664 (Within Australia)

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