IMUGENE
Developing Cancer Immunotherapies

Notice of Extraordinary General Meeting

Imugene Limited ACN 009 179 551

Notice of Extraordinary General Meeting

Imugene Limited ACN 009 179 551

Notice is given that an Extraordinary General Meeting of Imugene Limited ACN 009 179 551 (**Company**) will be held at:

Location	Automic Group, Level 5, 126 Phillip St, Sydney NSW 2000 The meeting will also be conducted online by Zoom conference
	Wednesday, 19 August 2026
	09:00am (Sydney time) Registration from 08:45am (Sydney time)

Venue and Voting Information

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** and then clicking on **"register"** and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1.Open your internet browser and go to investor.automic.com.au

2.Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**

3.After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to join the meeting.

4.Click on "**Join Meeting**" and follow the prompts on screen to register and vote.

Shareholders will be able to vote and ask questions at the virtual meeting.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the EGM can do so by logging into the Automic shareholder portal.

1.Open your internet browser and go to 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/

It is recommended that Shareholders wishing to attend the Meeting log in from 15 to 30 minutes prior to the scheduled start time.

Voting by proxy

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

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

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

Power of Attorney

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

Corporate Representatives

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

Resolution 1 – Ratification of prior issue of First Tranche Placement Shares to Placement Subscribers

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

1 *'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 73,684,215 First Tranche Placement Shares previously issued under the ASX Listing Rule 7.1 placement capacity, to the Placement Subscribers under the Placement Offer, as detailed and on the terms set out in the Explanatory Memorandum.'*

Note: Voting exclusions apply.

The Directors unanimously recommend you vote in favour of this resolution.

Resolution 2 – Approval to issue Second Tranche Placement Shares to Placement Subscribers

To consider and, if in favour, to pass the following as an ordinary resolution:

2 *'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issuance and allotment of up to 43,368,423 Second Tranche Placement Shares to sophisticated and professional investors under the Placement Offer, as detailed and on the terms set out in the Explanatory Memorandum.'*

Note: Voting exclusions apply.

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 3 – Approval to issue Placement Shares to Executive Director and Executive Chair – Paul Hopper

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

3 *'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issuance of up to 947,369 Shares on the same terms as the Placement to Mr Paul Hopper (or his nominee), as detailed in the Explanatory Memorandum.'*

Note: If approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the Explanatory Memorandum.

The Directors (with Mr Paul Hopper abstaining) unanimously recommend you vote in favour of this resolution.

Resolution 4 – Approval to issue Placement Shares to Chief Executive Officer and Managing Director - Leslie Chong

To consider and, if in favour, to pass the following as an ordinary resolution:

4 *'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issuance of up to 315,790 Shares on the same terms as the Placement to Ms Leslie Chong (or her nominee), as detailed in the Explanatory Memorandum.'*

Note: If approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the Explanatory Memorandum.

The Directors (with Ms Leslie Chong abstaining) unanimously recommend you vote in favour of this resolution.

Dated: 17 July 2026

By order of the Board

Darren Keamy
Company Secretary

Voting Exclusion Statement

In accordance with Listing Rule 14.11, the Company will disregard votes cast in favour of the resolution by or on behalf of:

Resolution 1 – Ratification of prior issue of First Tranche Placement Shares to Placement Subscribers	the Placement Subscribers or any person who participated in the issue or is a counterparty to the agreement being approved or any associate of those persons.
Resolution 2 – Approval to issue Second Tranche Placement Shares to Placement Subscribers	the Placement Subscribers or any 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 of their associates.
Resolution 3 – Approval to issue Placement Shares to Executive Director and Executive Chair – Paul Hopper	Mr Paul Hopper, being Executive Chair and Director of the Company who is to receive the securities in question, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any of their associates.
Resolution 4 – Approval to issue Placement Shares to Chief Executive Officer and Managing Director – Leslie Chong	Ms Leslie Chong, being Chief Executive Officer and Managing Director of the Company who is to receive the securities in question, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any of their associates.

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

(a) 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

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

  (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Notes

(a) Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Explanatory Memorandum.

(b) Subject to the Corporations Act, including sections 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.

(c) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

(d) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached Proxy Form to the Company's Share Registry as detailed in the attached Proxy Form.

(e) You can also lodge your proxy online at 9.00am (Sydney time) on Monday, 17 August 2026, which is also located on the front of the accompanying proxy form. Alternatively, you can scan the QR code with your mobile device.

(f) To be effective, the proxy must be received at the share registry of the Company no later than 9.00am (Sydney time) on Monday, 17 August 2026 (48 hours before the commencement of the Meeting).

(g) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.

(h) The Company has determined under regulation 7.11.37 of the Corporations Regulations that for the purpose of voting at the Meeting or any adjourned Meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (Sydney time) on Monday, 17 August 2026.

(i) If you have any queries, including how to cast your votes, please contact the Company's Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) during business hours.

Explanatory Memorandum

Imugene Limited ACN 009 179 551 (**Company**)

This Explanatory Memorandum accompanies the Notice of Extraordinary General Meeting of the Company to be held at Automic Group, Level 5, 126 Phillip St, Sydney NSW 2000 and online by Zoom on 19 August 2026 at 09:00am (Sydney time).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Background

1 On 7 July 2026, the Company announced a capital raising of up to $11.12 million (before costs) by way of a placement to support the continued development of azer-cel, including the expansion of Cohort 2 (CAR-T naïve indications) and Cohort 3 (BTKi combination) of the ongoing Phase 1b trial, associated regulatory engagement and manufacturing scale-up activities, together with general working capital.

2 The capital raise involves a two-tranche placement of up to 117,052,638 Placement Shares to sophisticated and professional investors (**Placement Subscribers**), Mr Paul Hopper and Ms Leslie Chong (the **Placement Offer**).

Placement Shares

3 On 10 July 2026, the Company issued 73,684,215 Placement Shares to Placement Subscribers under the first tranche of the Placement (**First Tranche Placement Shares**) at an issue price of $0.095 per First Tranche Placement Share (**Placement Price**).

4 The First Tranche Placement was conducted under the Company's existing placement capacity pursuant to ASX Listing Rule 7.1.

5 Subject to Shareholder approval at the EGM, the Company proposes to issue:

(a) the second tranche of the Placement Shares consisting of up to 43,368,423 Placement Shares (**Second Tranche Placement Shares**) at the Placement Price; and

(b) 947,369 Placement Shares to Mr Paul Hopper, Executive Director and Executive Chair at the Placement Price; and

(c) 315,790 Placement Shares to Ms Leslie Chong, Chief Executive Officer and Managing Director at the Placement Price.

6 The Second Tranche Placement Shares are subject to shareholder approval under Resolution 2 and the Placement Shares issued to Mr Paul Hopper and Ms Leslie Chong (**Director Shares**) are subject to shareholder approval under Resolutions 3 and 4. If approved, the Second Tranche Placement Shares and Director Shares are expected to be issued by the Company at the Placement Price on or around 24 August 2026 and in any event no more than 3 months from the date of approval.

Resolution 1: Ratification of prior issue of First Tranche Placement Shares to Placement Subscribers

7 The purpose of Resolution 1 is for Shareholders to ratify, under ASX Listing Rule 7.4, and for all other purposes, the previous issue and allotment of the 73,684,215 First Tranche Placement Shares to Placement Subscribers on the terms set out herein.

ASX Listing Rule 7.1

8 Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholder over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month period. Approximately 63,312,756 fully paid ordinary shares can be issued by the Company in compliance with ASX Listing Rule 7.1.

9 The Company has obtained approval from members under ASX Listing Rules 7.1A at its last annual general meeting to increase the limit by an extra 10%.

10 Collectively, the Company can issue 105,521,260 fully paid ordinary shares in compliance with ASX Listing Rule 7.1 and 7.1A.

11 Given the issue of the 73,684,215 First Tranche Placement Shares does not fall under any of the relevant exemptions set out in ASX Listing Rule 7.2 and has not yet been approved by Shareholders, it utilises the placement capacity limit under ASX Listing Rule 7.1 1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval for the 12-month period following the issue of the First Tranche Placement Shares.

ASX Listing Rule 7.4

12 ASX Listing Rule 7.4 provides that the shareholders of a listed company may approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby replenishing the Company's capacity, enabling it to issue further securities up to that limit without shareholder approval.

13 The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issuance under ASX Listing Rule 7.1. Accordingly, the Company is seeking Shareholders' ratification pursuant to ASX Listing Rule 7.4 for the issue of the First Tranche Placement Shares.

14 Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the First Tranche Placement Shares.

Technical information required by ASX Listing Rule 14.1A

15 If Resolution 1 is passed, Shareholders will have ratified the issue of the First Tranche Placement Shares, and the issue of the First Tranche Placement Shares will no longer utilise a portion of the Company's placement capacity under ASX Listing Rule 7.1, meaning that the Company will have an increased ability to issue Equity Securities over the next 12 months without seeking Shareholder approval.

16 If Shareholders do not approve Resolution 1, the Company's ability to raise additional equity funds over the next 12 months without Shareholder approval will be restricted.

Technical information required by ASX Listing Rule 7.5

17 In accordance with the requirements of ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

(a) the First Tranche Placement Shares, being 73,684,215 fully paid ordinary shares, have been issued to the Placement Subscribers pursuant to the terms of the Placement;

(b) the First Tranche Placement Shares were issued on 10 July 2026;

(c) the First Tranche Placement Shares were issued for $0.095 per First Tranche Placement Share;

(d) the material terms of the Placement have been summarised in paragraphs 1 to 6 above and in the Company's ASX announcement dated 7 July 2026; and

(e) the First Tranche Placement Shares were issued for the purpose of funding the continued development of azer-cel, including the expansion of Cohort 2 (CAR-T naïve indications) and Cohort 3 (BTKi combination) of the ongoing Phase 1b trial, associated regulatory engagement and manufacturing scale-up activities, together with general working capital.

Voting Exclusion Statement

18 A voting exclusion statement applies to this Resolution. Please refer to the voting exclusion statement in respect of Resolution 1 set out in the 'Voting Exclusion Statement' section of this Notice of Meeting.

Directors' recommendation

19 The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

Resolution 2: Approval to issue Second Tranche Placement Shares to Placement Subscribers

20 The purpose of Resolution 2 is for Shareholders to approve, under ASX Listing Rule 7.1 and for all other purposes, the issue and allotment of up to 43,368,423 Second Tranche Placement Shares at a price of $0.095 per Second Tranche Placement Share.

21 As outlined in paragraph 8, subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

22 The issue of the Second Tranche Placement Shares does not fall under any relevant exemptions set out in ASX Listing Rule 7.2. Resolution 2 therefore proposes and seeks Shareholder approval for the issuance and allotment of the Second Tranche Placement Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.1.

Technical information required by ASX Listing Rule 14.1A

23 If Resolution 2 is passed, the Company will be able to proceed with the issue of the Second Tranche Placement Shares, and the issue of the Second Tranche Placement Shares will be excluded from counting towards the Company's placement capacity under ASX Listing Rule 7.1, meaning that the Company will have an increased ability to issue Equity Securities over the next 12 months without seeking Shareholder approval.

24 If Shareholders do not approve Resolution 2, the Second Tranche Placement Shares will not be issued in accordance with this resolution.

The Company otherwise reserves the right to issue such amount of shares as permitted under the applicable Listing Rule 7.1 or 7.1A capacity to the second tranche Placement Subscribers on the same terms (excluding any Directors who are subject to express approval requirements under Listing Rule 10.11).

Technical information required by ASX Listing Rule 7.3

25 In accordance with the requirements of ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

(a) the Second Tranche Placement Shares, being 43,368,423 fully paid ordinary shares, to be issued to the Placement Subscribers pursuant to the terms of the Placement;

(b) the Second Tranche Placement Shares will be issued on or around 24 August 2026 and in any event no later than three months after this Meeting;

(c) the material terms of the Placement Shares have been summarised in paragraphs 1 to 6 above and in the Company's ASX Announcement dated 7 July 2026;

(d) the issue price for the Second Tranche Placement Shares is $0.095 per Second Tranche Placement Share; and

(e) the Second Tranche Placement Shares are being issued for the purpose of funding the continued development of azer-cel, including the expansion of Cohort 2 (CAR-T naïve indications) and Cohort 3 (BTKi combination) of the ongoing Phase 1b trial, associated regulatory engagement and manufacturing scale-up activities, together with general working capital.

Voting Exclusion Statement

26 A voting exclusion statement applies to this Resolution. Please refer to the voting exclusion statement in respect of Resolution 2 set out in the 'Voting Exclusion Statement' section of this Notice of Meeting.

Directors' recommendation

27 The Directors unanimously recommend that you vote in favour of Resolution 2.

Resolution 3 – Approval to issue Placement Shares to Executive Director and Executive Chair - Paul Hopper

28 Subject to Shareholder approval at the EGM, Mr Paul Hopper, Executive Director and Executive Chair of the Company, intends to participate in the Placement up to $90,000 being a maximum of 947,369 Placement Shares.

Shareholder approval requirements

29 Listing Rule 10.11 provides, that unless one of the exceptions in Listing Rule 10.12 applies an entity must not issue or agree to issue securities to any of the following persons unless it obtains the approval of the holders of its ordinary securities:

(a) a related party;

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;

(d) an associate of a person referred to in rules 10.11.1 to 10.11.3; or

(e) a person whose relationship with the entity 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 security holders.

30 For the purposes of Listing Rule 10.11, the issuance of Placement Shares to Mr Paul Hopper falls within Listing Rule 10.11.1 and therefore requires the approval of Shareholders under Listing Rule 10.11.

31 Resolution 3 therefore seeks the required Shareholder approval for the issuance of the Placement Shares to Mr Paul Hopper for the purposes of Listing Rule 10.11.

32 If Resolution 3 is passed, the Company will be able to proceed with the issuance of the Placement Shares to Mr Paul Hopper. As approval pursuant to Listing Rule 7.1 is not required for the issue of Placement Shares to Mr Paul Hopper (because approval is being obtained under Listing Rule 10.11), the issue of the Placement Shares to Mr Paul Hopper will not use up any of the Company's 15% annual placement capacity.

33 If Resolution 3 is not passed, the Company will not be able to proceed with the applicable issuance of the Placement Shares to Mr Paul Hopper.

Chapter 2E of the Corporations Act

34 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.

35 Mr Paul Hopper is a related party within the meaning of the Corporations Act, and the issuance of the Placement Shares to Mr Paul Hopper under Resolution 3 will constitute a financial benefit for the purposes of Chapter 2E of the Corporations Act.

36 The Board has formed the view that the issuance of the Placement Shares to Mr Paul Hopper, as Executive Chair and Director of the Company, does not require shareholder approval under section 208 of the Corporations Act, as the Placement Shares are being issued on arm's length terms and on the same terms as those securities being issued to unrelated Placement Subscribers under the Placement in accordance with section 210 of the Corporations Act.

37 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 3:

(a) the maximum number of Placement Shares to be issued to Mr Paul Hopper will be 947,369 Placement Shares;

(b) Mr Paul Hopper falls within the category set out in Listing Rule 10.11.1 by virtue of him being Executive Chair and a Director of the Company;

(c) it is intended that Mr Paul Hopper's Placement Shares will be issued on or around 24 August 2026 but in any event, no more than one month after Shareholder approval;

(d) the issue price of Mr Paul Hopper's Placement Shares will be $0.095 per Placement Share; and

(e) funds raised from the issuance of the Placement Shares will be used to fund the continued development of azer-cel, including the expansion of Cohort 2 (CAR-T naïve indications) and Cohort 3 (BTKi combination) of the ongoing Phase 1b trial, associated regulatory engagement and manufacturing scale-up activities, together with general working capital.

Directors' recommendation

38 The Directors (with Mr Paul Hopper abstaining) unanimously recommend that you vote in favour of this resolution.

Resolution 4 – Approval to issue Placement Shares to Chief Executive Officer and Managing Director – Leslie Chong

39 Subject to Shareholder approval at the EGM, Ms Leslie Chong, Chief Executive Officer and Managing Director of the Company, intends to participate in the Placement for up to $30,000, being a maximum of 315,790 Placement Shares.

Shareholder approval requirements

40 Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, an entity must not issue or agree to issue securities to any of the following persons unless it obtains the approval of the holders of its ordinary securities:

(a) a related party;

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;

(d) an associate of a person referred to in rules 10.11.1 to 10.11.3; or

(e) a person whose relationship with the entity 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 security holders.

41 For the purposes of Listing Rule 10.11, the issuance of Placement Shares to Ms Leslie Chong falls within Listing Rule 10.11.1 and therefore requires the approval of Shareholders under Listing Rule 10.11.

42 Resolution 4 therefore seeks the required Shareholder approval for the issuance of the Placement Shares to Ms Leslie Chong for the purposes of Listing Rule 10.11.

43 If Resolution 4 is passed, the Company will be able to proceed with the issuance of the Placement Shares to Ms Leslie Chong. As approval pursuant to Listing Rule 7.1 is not required for the issue of Placement Shares to Ms Leslie Chong (because approval is being obtained under

Listing Rule 10.11), the issue of the Placement Shares to Ms Leslie Chong will not use up any of the Company's 15% annual placement capacity.

44 If Resolution 4 is not passed, the Company will not be able to proceed with the applicable issuance of the Placement Shares to Ms Leslie Chong.

Chapter 2E of the Corporations Act

45 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.

46 Ms Leslie Chong is a related party within the meaning of the Corporations Act, and the issuance of the Placement Shares to Ms Leslie Chong under Resolution 4 will constitute a financial benefit for the purposes of Chapter 2E of the Corporations Act.

47 The Board has formed the view that the issuance of the Placement Shares to Ms Leslie Chong, as Chief Executive Officer and Managing Director, does not require shareholder approval under section 208 of the Corporations Act, as the Placement Shares are being issued on arm's length terms and on the same terms as those securities being issued to unrelated Placement Subscribers under the Placement in accordance with section 210 of the Corporations Act.

48 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 4:

(a) the maximum number of Placement Shares to be issued to Ms Leslie Chong will be 315,790 Placement Shares;

(b) Ms Leslie Chong falls within the category set out in Listing Rule 10.11.1 by virtue of being Chief Executive Officer and Managing Director of the Company;

(c) it is intended that Ms Leslie Chong's Placement Shares will be issued on or around 24 August 2026 but in any event, no more than one month after Shareholder approval;

(d) the issue price of Ms Leslie Chong's Placement Shares will be $0.095 per Placement Share; and

(e) funds raised from the issuance of the Placement Shares will be used to fund the continued development of azer-cel, including the expansion of Cohort 2 (CAR-T naïve indications) and Cohort 3 (BTKi combination) of the ongoing Phase 1b trial, associated regulatory engagement and manufacturing scale-up activities, together with general working capital.

Directors' recommendation

49 The Directors (with Ms Leslie Chong abstaining) unanimously recommend that you vote in favour of this resolution.

Glossary

Imugene Limited ACN 009 179 551

ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
ASX Listing Rules or Listing Rules	means the Listing Rules of ASX.
Board	means the board of directors of the Company as constituted from time to time.
Company	means Imugene Limited ACN 009 179 551.
Corporations Act	means the *Corporations Act 2001* (Cth).
Corporations Regulations	means the *Corporations Regulations 2001* (Cth).
Directors	means the directors of the Company.
Director Shares	means the Placement Shares proposed to be issued to Mr Paul Hopper and Ms Leslie Chong, as described in the Explanatory Memorandum.
Equity Securities	has the meaning set out in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Extraordinary General Meeting or EGM or Meeting	means the Company's extraordinary general meeting the subject of this Notice of Meeting.
First Tranche Placement Shares	means the Shares issued under the first tranche of the Placement Offer.
Notice or Notice of Meeting	means this Notice of Extraordinary General Meeting, including the Explanatory Memorandum and the Proxy Form.
Placement or Placement Offer	means the issue of up to 117,052,638 Placement Shares to Placement Subscribers at an issue price of $0.095 per Placement Share to raise up to $11.12 million.
Placement Shares	means the First Tranche Placement Shares, the Second Tranche Placement Shares and the Director Shares.
Placement Price	means $0.095 per Placement Share.
Placement Subscriber	means a person to whom Placement Shares are to be issued under the Placement on or around 10 July 2026 for the First Tranche of the Placement and on or around 24 August 2026 and in any event no more than 3 months from the date of approval for the Second Tranche of the Placement.
Proxy Form	means the proxy form attached to this Notice of Meeting.
Second Tranche Placement Shares	means the Shares issued under the second tranche of the Placement Offer.

Securities	has the meaning given to that term in section 761A of the Corporations Act and includes a Share.
Share	means a fully paid ordinary share in the capital of the Company.
Share Registry	means Automic Group.
Shareholder	means a person who is the registered holder of a Share/Shares in the Company.

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IMUGENE
Developing Cancer Immunotherapies

Proxy Voting Form

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

Imugene Limited | ABN 99 009 179 551

Your proxy voting instruction must be received by **9:00am (AEST) on Monday, 17 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

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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Imugene Limited, to be held virtually at **9:00am (AEST) on Wednesday, 19 August 2026 and physically at Automic Group, Level 5, 126 Phillip St, Sydney NSW 2000 and virtually (online) by Zoom conference** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 3 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 3 and 4 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

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.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

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STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Ratification of prior issue of First Tranche Placement Shares to Placement Subscribers			
2	Approval to issue Second Tranche Placement Shares to Placement Subscribers			
3	Approval to issue Placement Shares to Executive Director and Executive Chair – Paul Hopper			
4	Approval to issue Placement Shares to Chief Executive Officer and Managing Director - Leslie Chong			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

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By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).