



(ABN 75 070 028 625)



Notice of General Meeting and Explanatory Statement

Date of Meeting:	Wednesday 26 November 2025
Time of Meeting:	the later of 1.00pm (Brisbane time) or the conclusion of its 2025 Annual General Meeting (AGM)
Place of Meeting:	Rydges South Bank, Room Rooftop South, Level Twelve 9 Glenelg Street South Brisbane

Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of AnteoTech Ltd (**AnteoTech** or **Company**) will be held at Rydges South Bank, Room Rooftop South, Level Twelve, 9 Glenelg Street, South Brisbane 4101, on Wednesday 26 November 2025 at the later of 1.00pm (Brisbane time) or the conclusion of the 2025 AGM.

Voting on the day of the Meeting will only be permissible by securityholders who are physically present at the Meeting. There will be no online voting on the day of the Meeting. For those not in attendance, voting should take place by appointed proxy within the prescribed timeframes.

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

The Directors have determined that pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) the persons eligible to vote at the General Meeting are those who are registered shareholders of the Company as at 6.00pm (Brisbane time) on Monday 24 November 2025.

Note: This Meeting will only be held if Resolution 6 of the Notice of Annual General Meeting for the 2025 Annual General Meeting (AGM) of the Company is put to the shareholders and passed at the 2025 AGM with more than 50% of votes validly cast in favour.

BUSINESS

Resolution 1

Re-election of Non-Executive Director – Ms Glenda McLoughlin

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

That Ms Glenda McLoughlin, who (if re-elected as a director at the 2025 Annual General Meeting) will cease to hold office as a Director of the Company immediately before the end of this general meeting pursuant to section 250V(l) of the Corporations Act, and being eligible, be re-elected as a Director of the Company with effect from the end of the meeting.

Note: The resolution is being proposed on the assumption that Ms McLoughlin is re-elected as a Director at the 2025 AGM.

Resolution 2

Re-election of Non-Executive Director – Dr Geoffrey Cumming

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

That Dr Geoffrey Cumming, who will cease to hold office as a Director of the Company immediately before the end of this general meeting pursuant to section 250V(l) of the Corporations Act, and being eligible, be re-elected as a Director of the Company with effect from the end of the meeting.

By order of the Board

A handwritten signature in black ink, appearing to read 'Andrew Cook', written over a faint horizontal line.

**Andrew Cook
Company Secretary
24 October 2025**

AN EXPLANATORY STATEMENT ACCOMPANIES AND FORMS PART OF THIS NOTICE OF MEETING.
SHAREHOLDERS SHOULD READ THESE DOCUMENTS IN FULL.

NOTES

The Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement.

Proxy votes

A Shareholder entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote in their place. Where more than one (1) proxy is appointed, the appointment may specify the proportion or number of votes that the proxy may exercise, otherwise each may exercise half of the votes.

A proxy need not be a Shareholder. A form of proxy must be signed by the Shareholder or the Shareholder's attorney.

Proxies must reach the Company at least forty-eight (48) hours before the meeting at which the person named in the Proxy Form proposes to vote i.e. not later than 1.00pm (Brisbane time) on Monday 24 November 2025.

The address for lodgement of proxies is:

Delivery Address	Postal Address	Fax Number	Online
MUFG Corporate Markets* Parramatta Square Level 22, Tower 6 10 Darcy Street, Parramatta, NSW 2150 *during business hours (Monday to Friday; 9:00am - 5:00pm)	AnteoTech Ltd C/- MUFG Corporate Markets Locked Bag A14 Sydney South NSW 1235	+61 2 9287 0309	au.investorcentre.mpms.mufig.com

Power of Attorney

If a proxy is signed by a Shareholder's attorney, the Shareholder's attorney confirms that they have received no revocation of authority under which the proxy is executed and the authorities under which the appointment was signed or a certified copy thereof must also be received at least forty-eight (48) hours before the meeting.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The documentation evidencing such appointment should be produced prior to admission to the Meeting.

Conduct of the Meeting

We are committed to ensuring that our shareholder meetings are conducted in a manner that provides those shareholders or their proxy holders who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion.

To assist with this and to achieve the objectives of the meeting, we ask that shareholders be courteous and respectful to all shareholders and others attending the meeting by asking concise questions about the matters which are relevant to the business of the meeting.

The Chairman of the meeting will exercise her powers to ensure that the meeting is conducted in an orderly and timely fashion in the interests of all attending shareholders.

Explanatory Statement

INTRODUCTION

This Explanatory Statement has been prepared to assist Shareholders in considering the Resolutions set out in the Company's Notice of General Meeting. This Explanatory Statement forms part of, and should be read in conjunction with, the Company's Notice of General Meeting to be held on Wednesday 26 November 2025 at the later of 1.00pm (Brisbane time) or the conclusion of the 2025 AGM.

Background for holding this Meeting

The 'two strikes' rule provides that if at least 25% of the votes cast on the adoption of the Remuneration Report at two consecutive AGM's are against adopting the Remuneration Report, shareholders will have the opportunity to vote on a 'spill resolution' at the second AGM (as described below).

At the 2024 AGM the Company received a 46.92% vote against the 2024 Remuneration Report and, as a result, received a 'first strike'.

The Company will be required to hold this Meeting only if, at the 2025 AGM (to be held prior to the Meeting):

- At least 25% of the votes cast at 'against' adopting the 2025 Remuneration Report, and a 'second strike' is therefore received; and
- More than 50% of votes are then validly cast in favour of the resolution to hold this Meeting.

If the spill resolution is not required to be voted on, or if it is voted on but is not passed by shareholders at the 2025 AGM, the resolutions proposed to be voted on at the Meeting will not be required and will be automatically withdrawn.

Please refer to the accompanying Notice of Meeting for the 2025 Annual General Meeting for further information.

If this Meeting is required, all of the Company's Directors in office when the resolution to approve the 2025 Directors' Report was passed (other than the Managing Director and Chief Executive Officer) will cease to hold office immediately before the end of this Meeting. This will comprise Ms Glenda McLoughlin (provided she is re-elected at the 2025 AGM) and Dr Geoffrey Cumming.

Each of Ms McLoughlin and Dr Cumming is eligible to seek re-election as a Director at this Meeting and each intends to stand for re-election.

Those Directors re-elected at this Meeting will commence holding office at the end of this Meeting. If a Director is re-elected in these circumstances, the Corporations Act provides that the term of office of the Director will not be affected and Directors will be subject to retirement and re-election at an AGM of the Company as if the cessation and appointment at this Meeting had not occurred.

Under the Corporations Act, a public company (such as the Company) must have a minimum of three Directors appointed at all times. Accordingly, if, after this Meeting, there are fewer than three Directors of the Company elected, the unsuccessful nominee(s) with the highest proportion of favourable votes will be appointed as Director(s), to make up the minimum number of three Directors required under the Corporations Act.

There is no voting exclusion applicable to the resolutions to be put at this Meeting.

Each of Ms McLoughlin and Dr Cumming have advised the Company that they intend to vote in favour of Resolutions 1 and 2.

Resolution 1

Re-election of Non-Executive Director – Ms Glenda McLoughlin

General

Glenda McLoughlin retires in accordance with the Constitution and, being eligible, offers herself for re-election as a director. Ms McLoughlin has been Chair of the Board since 1 April 2025 and a Non-Executive Director of the Company since 1 September 2021. She is a member of the Audit and Risk Committee and Chair of the Nomination and Remuneration Committee.

Ms McLoughlin has over 30 years commercial and executive leadership experience as a senior investment banker, commercial advisor and founder. She also has over 20 years' experience as a Director on listed company boards. In her executive career she held senior executive roles at leading financial institutions Morgan Stanley, Credit Suisse and Barclays Capital where she led the Energy and Infrastructure Group in Australia.

In addition to her work in the energy sector, Ms McLoughlin has experience in the medical diagnostics, telecommunications, information technology, media, transport and financial services sectors. Ms McLoughlin co-founded Metgasco Ltd (ASX:MEL), where she was Executive Director and Chief Financial Officer for eight years. She is founder and CEO of Maxa Partners.

Ms McLoughlin has strong credentials in corporate governance with extensive experience as Board Chair and Chair of Audit and Risk Committees, Nomination and Remuneration Committees and Governance Committees.

Past Directorships include: Senex Energy (ASX: SXY), Metgasco (ASX:MEL), Elk Petroleum (ASX:ELK) and in the NFP sector as Chair of SCEGGS Redlands and Director of the National Art School. Ms McLoughlin holds a Bachelor of Economics and a Master of Business Administration and is a Fellow of the Australian Institute of Company Directors.

Directors' Recommendation

The Directors (with Ms. McLoughlin abstaining) unanimously recommend that Shareholders vote in favour of the re-election of Ms McLoughlin.

The Chair of the Meeting intends to vote all undirected proxies in favour of the re-election of Ms McLoughlin.

Resolution 2

Re-election of Non-Executive Director – Dr Geoffrey Cumming

General

Dr Cumming was Chief Executive Officer of the Company since 2009 and transitioned to a Non-Executive Director in 2016. He is a Member of the Audit and Risk Committee and the Nomination and Remuneration Committee.

Dr Cumming has over 25 years' experience in the healthcare and biotechnology market. His roles have progressed from pure research to sales and marketing roles through to Managing Director level and Board seats.

He is also a Non-Executive Director of Inoviq Ltd (ASX:IIQ).

He has previously served as:

- Managing Director of Roche Diagnostic Systems – Oceania Regional Centre, where he transformed a loss-making business to one achieving over 30% compound annual growth over a four-year period and the highest profitability levels in Roche's global organisation; and
- Managing Director and CEO of Biosceptre Ltd, an Australian-based biotechnology company commercialising a range of products in cancer diagnosis and treatment. During his tenure he was responsible for taking research from Sydney University through to product registration. This involved capital raising, managing Intellectual Property, investor relations and forging links with relevant international partners.

Directors' Recommendation

The Directors (with Dr Cumming abstaining) unanimously recommend that Shareholders vote in favour of the re-election of Dr Cumming. The Chair of the Meeting intends to vote all undirected proxies in favour of the re-election of Dr Cumming.

ANNEXURE A – GLOSSARY

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

ASIC means the Australian Securities and Investments Commission.

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

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

Auditor's Report means the auditor's report in the Financial Report.

Board means the 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.

Chairman means the chairman of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls;
- (f) a person prescribed by the *Corporations Regulations* 2001 (Cth) for the purposes of the definition closely related party in the Corporations Act.

Company or **Anteo** means AnteoTech Ltd (ABN 75 070 028 625).

Constitution means the Company's constitution.

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

Directors mean the directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Incentive Plan means the Company's equity incentive plan, the material terms of which are summarised at Annexure B.

Explanatory Statement means the explanatory Statement accompanying the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

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 entity.

Notice means the Notice of Meeting accompanying this Explanatory Statement.

Option means an option to be issued a Share.

Proxy Form means the proxy form for the General Meeting accompanying the Notice.

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

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

Shareholders means a shareholder of the Company.

VWAP means volume weighted average price.