

CAP-XX LIMITED
ABN 47 050 845 291
NOTICE OF ANNUAL GENERAL MEETING

Notice is given an Annual General Meeting of shareholders of CAP-XX Limited will be held via the Investor Meet Company platform (www.investormeetcompany.com) and at the company's office at Unit 1, 13A Stanton Road Seven Hills 2147 NSW Australia at 6.00 pm (AEDT) on Monday 13 January 2025, being 7.00am (GMT).

AGENDA

BUSINESS

Consideration of Reports

To receive and consider the Financial Report, Directors' Report and the Independent Audit Report of CAP-XX Limited for the financial year ended 30 June 2024.

Election of Directors

Resolution 1 – Election of Steen Feldskov as a Director

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

“That Mr Steen Feldskov, retiring in accordance with the Company's Constitution and being eligible for election, be elected as a director of the Company.”

Resolution 2 – Election of Mr Peter Fraser as a Director

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

“That Mr Peter Fraser, retiring in accordance with the Company's Constitution and being eligible for election, be elected as a director of the Company.”

Resolution 3 – Election of Dr Anthony Sive as a Director

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

“That Dr Anthony Sive, retiring in accordance with the Company's Constitution and being eligible for election, be elected as a director of the Company.”

Resolution 4 – Election of Dr Graham Cooley as a Director

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

“That Dr Graham Cooley, retiring in accordance with the Company's Constitution and being eligible for election, be elected as a director of the Company.”

Dilution Policy

Resolution 5 – Issued Share Capital - Dilution Policy

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

“That, notwithstanding any issues of securities by the Company during the 12 months prior to the date of this meeting, and notwithstanding the Dilution Policy (as defined in the attached Explanatory Statement) of the Company, the directors of CAP-XX are hereby authorised to exercise all or any of the powers of the Company to issue for cash an aggregate number of securities up to 15% of the entire issued capital of CAP-XX, provided that such authority will expire on the date 12 months after the passing of this resolution”

NOTES

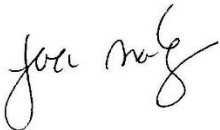
1. Shareholders may register to view and/or participate in the Annual General Meeting by registering in advance for the event via the following link :

<https://www.investormeetcompany.com/cap-xx-limited/register-investor>

Questions can be pre-submitted ahead of the AGM via the Investor Meet Company platform up until 9 am (AEDT) on the day before the AGM or submitted during the AGM itself.

- 2) The Explanatory Statement, which accompanies and forms part of this Notice, describes the business to be considered at the Annual General Meeting.
- 3) A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
- 4) The proposed Chairman of the meeting intends to vote undirected proxies in favour of the resolutions.
- 5) For the determination of voting entitlements, the directors have set a time to determine the identity of those entitled to attend and vote at the meeting. The time is 6.00 pm (AEDT) on Saturday 11 January 2025 (48 business hours prior to commencement of the meeting) which equates with 7.00 am (GMT) on Saturday 11 January 2025.
- 6) A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office or Computershare Investor Services Pty Ltd in accordance with the proxy instructions on that form. This form must be received by 6.00 pm (AEDT) on Saturday 11 January 2025 which equates with 7.00 am (GMT) on Saturday 11 January 2025.

By Order of the Board



Joanna Morbey
Company Secretary
Date: 4 December 2024

EXPLANATORY STATEMENT

The purpose of this Explanatory Statement is to provide shareholders with information that the Board believes to be material to shareholders in deciding whether to approve the resolutions detailed in the Notice.

Consideration of Reports

The Australian Corporations Act requires that the Financial Report, Directors' Report and the Independent Audit Report be laid before the Annual General Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on the reports. However, shareholders will be given ample opportunity to raise questions with respect to these reports at the meeting.

Election of Directors

Resolution 1 – Election of Mr Steen Feldskov as a Director

Steen Feldskov retires in accordance with Section 6.1(f)(i)(A) of the Company's Constitution and, being eligible for election, offers himself for election as a director of the Company.

Steen was appointed as a director on 12 April 2022. His experience, qualifications and special responsibilities are set out on page 13 of the Company's Annual Report.

Resolution 2 – Election of Mr Peter Fraser as a Director

Peter Fraser retires in accordance with Section 6.1(e) of the Company's Constitution and, being eligible for election, offers himself for election as a director of the Company.

Peter was appointed as a director on 18 June 2024. His experience, qualifications and special responsibilities are set out on page 13 of the Company's Annual Report.

Resolution 3 – Election of Dr Anthony Sive as a Director

Anthony Sive retires in accordance with Section 6.1(e) of the Company's Constitution and, being eligible for election, offers himself for election as a director of the Company.

Anthony was appointed as a director on 18 June 2024. His experience, qualifications and special responsibilities are set out on page 14 of the Company's Annual Report.

Resolution 4 – Election of Dr Graham Cooley as a Director

Graham Cooley retires in accordance with Section 6.1(e) of the Company's Constitution and, being eligible for election, offers himself for election as a director of the Company.

Graham was appointed as a director on 18 June 2024. His experience, qualifications and special responsibilities are set out on page 14 of the Company's Annual Report.

Resolution 5 – Issued Share Capital - Dilution Policy

The Company has in place a dilution policy (**Dilution Policy**) which provides that the Company will not, without the approval of shareholders, issue further securities for cash unless :-

- (i) such issues do not result in the aggregate number of securities issued for cash in the 12 months before the issue date exceeding 15% of the entire issued capital of CAP-XX; or
- (ii) such issues are done by way of a rights issue or offering in favour of all holders of securities.

The effect of Resolution to is to ratify these prior issues of shares such that they will not be counted towards the 15% limit for the purposes of the dilution policy and to “reset” or refresh the 15% annual limit effective as at the date the resolution is passed.

If Resolution 5 is not passed, then CAP-XX’s 15% issue capacity under the Dilution Policy will not be refreshed, which will restrict CAP-XX’s ability to issue securities or seek funding by way of capital raisings over the next 12 months.

CAP-XX currently has no plans to raise additional capital, but the Board believes the ability to place shares provides CAP-XX with financing flexibility.