ASX Announcement
17 Oct 2025

Dear Shareholder,

Invitation to Microba Life Sciences' 2025 Annual General Meeting

On behalf of the Board of Directors of Microba Life Sciences Limited, I am pleased to invite you to the 2025 Annual General Meeting (**AGM**). The AGM will be held at Thomson Geer, Level 28, 1 Eagle Street, Brisbane on Wednesday, 19 November 2025 at 10:00am AEST (Brisbane time).

Lodging Your Proxy and Questions

We encourage you to lodge a directed proxy form by 10:00am AEST (Brisbane time) on Monday, 17 November 2025 if you are unable to attend the AGM in person. In addition, please submit any questions ahead of the AGM to give our management team the best opportunity to address them comprehensively during the AGM. Full details on how to participate, either in person or by proxy, can be found in the attached Notice of Annual General Meeting & Explanatory Statement.

Access to AGM Documents

The Notice of Annual General Meeting & Explanatory Statement and Annual Report can be viewed and downloaded from: https://ir.microba.com/announcements

Shareholders who have nominated an email address, and have elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to an electronic copy of the important AGM documents.

In accordance with sections 110C-110H and 110J-110K of the *Corporations Act 2001* (Cth), no hard copy of the Notice of Annual General Meeting & Explanatory Statement will be circulated, unless a shareholder has requested a hard copy.

If you are unable to access any of the important AGM documents online or if you wish to receive a hard copy of the AGM documents please contact our share registry, Automic, on 1300 288 664 (within Australia) or +612 9698 5414 (outside Australia) or via email at hello@automic.com.au

Microba will no longer send a hard copy of meeting documents unless a shareholder requests a copy to be mailed.

We encourage all shareholders to provide an email address so that we can send investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

Shareholders can still elect to receive some or all of their communications in hard copy or electronic form or elect not to receive certain documents such as annual reports.

Updating Your Communication Preferences

To ensure that you receive important updates efficiently, we encourage all shareholders to provide an email address for electronic communications, which includes notices, meeting documents, and annual reports. You can update your communication preferences at https://investor.automic.com.au/.

If you are a shareholder and would like a hard copy of a communication, need further information about the options available to you or have questions about your holding, visit https://investor.automic.com.au/ or contact our share registry, Automic, on 1300 288 664 (within Australia) or +612 9698 5414 (outside Australia) or via email at hello@automic.com.au.

Yours sincerely,



Pasquale Rombola
Chair | Microba Life Sciences Limited

For further information, please contact:

Dr Luke Reid
Chief Executive Officer
luke.reid@microba.com

Investor / Media Relations

investor@microba.com

https://ir.microba.com/welcome

About Microba Life Sciences Limited
Microba Life Sciences is a precision microbiome company driven to improve human health. With world-leading technology for measuring the human gut microbiome, Microba is driving the discovery and development of novel therapeutics for major chronic diseases and delivering gut microbiome testing services globally to researchers, clinicians, and consumers. Through partnerships with leading organisations, Microba is powering the discovery of new relationships between the microbiome, health and disease for the development of new health solutions. For more information visit www.microba.com

This announcement has been authorised for release by the Board of Directors

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Microba Life Sciences Limited
ACN 617 096 652

Notice of Annual General Meeting & Explanatory Statement

To be held at: Thomson Geer, Level 28, 1 Eagle Street, Brisbane QLD 4000

To be held on: Wednesday, 19 November 2025

Commencing at: 10:00 am AEST (Brisbane time)

Important Information
This Notice of Annual General Meeting & Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

Important dates

Deadline for lodgement of Proxy Forms for the Annual General Meeting	10:00 am AEST (Brisbane time) on Monday, 17 November 2025
Annual General Meeting	10:00 am AEST (Brisbane time) on Wednesday, 19 November 2025

Letter from the Chair

Dear Shareholders,

We are pleased to invite you to the Annual General Meeting of Microba Life Sciences Limited ACN 617 096 652 (**Company**) to be held at 10:00 am AEST (Brisbane time) on Wednesday, 19 November 2025 at Thomson Geer, Level 28, 1 Eagle Street, Brisbane, 4000 (**Annual General Meeting**).

The Annual General Meeting will consider customary resolutions. Votes may be submitted during the Annual General Meeting only by those Shareholders in attendance at the Annual General Meeting either in person or through a validly appointed corporate representative. Votes via validly submitted Proxy Forms will also be accepted.

In accordance with Part 1.2AA of the *Corporations Act 2001* (Cth), the Company will only be dispatching physical copies of the Notice of Annual General Meeting & Explanatory Statement to Shareholders who have elected to receive notices of meeting in physical form. The Notice of Annual General Meeting & Explanatory Statement is being made available to Shareholders electronically and can be viewed and downloaded online on the Company's ASX market announcements page (ASX: MAP).

Questions from Shareholders who plan not to attend the Annual General Meeting must be submitted in advance of the Annual General Meeting. It may not be possible to respond to all questions. It is encouraged that Shareholders lodge questions prior to the meeting by submitting your question(s) to the Company Secretary, Mr James Heath, by email at James.Heath@microba.com.

Background to the Resolutions

In addition to customary resolutions, this Annual General Meeting seeks the approval of Shareholders for:

- the re-election of non-executive Directors, Ms Jacqueline Fernley and Dr Hyungtae Kim; and
- the additional 10% placement facility under ASX Listing Rule 7.1A.
- the renewal of the Microba Employee Incentive Plan and the issue of equity securities under the Microba Employee Incentive Plan.

With respect to the Annual General Meeting, this booklet contains the following:

- the Notice of Annual General Meeting for the Annual General Meeting which contains information about the business to be conducted at the Annual General Meeting, including the Resolutions to be put to the Annual General Meeting (see Section B);
- information explaining the business to be conducted at the Annual General Meeting (see the Explanatory Statement at Section D); and
- information on how to vote, how to attend the Annual General Meeting and appoint a proxy to vote on the Resolutions to be passed at the Annual General Meeting (see Section C).

Please read the whole of this booklet carefully as it provides important information on the Annual General Meeting, items of business and the Resolutions that you, as a Shareholder, are being asked to vote on. Should you wish to discuss the matters in this Notice of Annual General Meeting & Explanatory Statement, please do not hesitate to contact the Company Secretary, Mr James Heath, by email at James.Heath@microba.com.

By order of the Board

Dated 17 October 2025



Pasquale Rombola | Chair - Microba Life Sciences Limited

Section A – Glossary

$	Australian dollars.
2025 Annual Report	The Company's annual financial report for the financial year ended 30 June 2025.
AEST	Australian Eastern Standard Time.
Annual General Meeting	The annual general meeting of Shareholders.
ASIC	The Australian Securities & Investments Commission.
ASX	The Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	The listing rules of the ASX.
Auditor's Report	Has the meaning given to that term in paragraph 1.1 of the Explanatory Statement.
Board	The board of directors of the Company.
Closely Related Party	A "Closely Related Party" of a member of the Key Management Personnel means: • a spouse or child of the member; • a child of the member's spouse; • a dependent of the member or the member's spouse; • 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 dealing with the entity; • a company the member controls; or • a person prescribed by the Corporations Regulations.
Company or **Microba**	Microba Life Sciences Limited ACN 617 096 652.
Constitution	The constitution of the Company.
Corporations Act	The *Corporations Act 2001* (Cth).
Corporations Regulations	The *Corporations Regulations 2001* (Cth).
Directors	The directors of the Company.
Directors' Report	Has the meaning given to that term in paragraph 1.1 of the Explanatory Statement.
Equity Securities	Any type of security in the Company, including a Share, option, unit, convertible security, and as otherwise defined in the ASX Listing Rules.
Explanatory Statement	The explanatory statement accompanying the Notice of Annual General Meeting and contained in **Section D** to this booklet.
Financial Report	Has the meaning given to that term in paragraph 1.1 of the Explanatory Statement.
Glossary	The glossary contained in Section A to this booklet.
Key Management Personnel	Has the meaning given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Notice of Annual General Meeting	The notice of the Annual General Meeting accompanying the Explanatory Statement for the Annual General Meeting and contained in Section B to this booklet.
Proxy Form	The Proxy Form accompanying this Notice of Annual General Meeting & Explanatory Statement. Refer to **Section C** for details.
Remuneration Report	The remuneration report set out in the Directors' Report.
Resolution(s)	The resolution(s) contained in the Notice of Annual General Meeting.
Section	A section of this booklet.
Shareholders	The holders of all shares issued in the Company and **Shareholder** means any one of them.
Shares	The ordinary shares on issue in the share capital of the Company and **Share** means any one of them.
Trading Day	Has the meaning given in ASX Listing Rule 19.12.

VWAP	Volume weighted average price.

Section B – Notice of Annual General Meeting

Time and place

Notice is hereby given that the Annual General Meeting will be held as follows:

- Held at: Thomson Geer, Level 28, 1 Eagle Street, Brisbane QLD 4000
- Commencing at: 10:00 am AEST (Brisbane time) on Wednesday, 19 November 2025

Explanatory Statement

The Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered at the Annual General Meeting.

Defined terms

Terms used in this Notice of Annual General Meeting have the meaning given to them in the Glossary in **Section A** of this Notice of Annual General Meeting & Explanatory Statement.

ORDINARY BUSINESS

1. Financial statements and reports

To receive and consider the Company's 2025 Annual Report, which comprises the Directors' Report, the Auditor's Report and the Financial Report for the financial year ended 30 June 2025.

2. Resolution 1: Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, Shareholders adopt the Remuneration Report for the financial year ended 30 June 2025 as disclosed in the Directors' Report for the financial year ended 30 June 2025."

Please note that the vote on this resolution is advisory only, and does not bind the Directors or the Company.

Short Explanation: This Resolution is required as a result of section 250R(2) of the Corporations Act, which requires that a resolution that the remuneration report of a company be adopted must be put to a vote. The vote on this Resolution is advisory only and does not bind the Company.

Voting exclusion statement: In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- a Closely Related Party of such member.

However, the above persons may cast a vote on this Resolution if:

- the person does so as a proxy; and
- the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the remuneration report or a Closely Related Party of such a member; and
- either:
  - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
  - the voter is the Chair of the Annual General Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution and expressly authorises the Chair to vote as the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company or, if the Company is part of a consolidated entity, for the entity.

SPECIAL BUSINESS

3. Resolution 2: Re-election of Ms Jacqueline Fernley as a Director of the Company

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

"That Ms Jacqueline Fernley, who retires by rotation as a Director of the Company in accordance with ASX Listing Rules 14.4 and 14.5 and rule 39 of the Constitution, and being eligible and offering herself for re-election, be re-elected as a Director of the Company."

Short Explanation: This Resolution is required as rule 39.1(c) of the Constitution provides that at each Annual General Meeting, one third of the Directors for the time being must retire from office. Rule 39.8 of the Constitution provides that a retiring Director will be eligible for re-election. ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third Annual General Meeting following the director's appointment or 3 years, whichever is longer. Further, ASX Listing Rule 14.5 requires that a listed company must have at least one director stand for election or re-election at each Annual General Meeting.

4. Resolution 3: Re-election of Dr Hyungtae Kim as a Director of the Company

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

"That Dr Hyungtae Kim, who retires by rotation as a Director of the Company in accordance with ASX Listing Rules 14.4 and 14.5 and rule 39 of the Constitution, and being eligible and offering himself for re-election, be re-elected as a Director of the Company."

Short Explanation: This Resolution is required as rule 39.1(c) of the Constitution provides that at each Annual General Meeting, one third of the Directors for the time being must retire from office. Rule 39.8 of the Constitution provides that a retiring Director will be eligible for re-election. ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third Annual General Meeting following the director's appointment or 3 years, whichever is longer. Further, ASX Listing Rule 14.5 requires that a listed company must have at least one director stand for election or re-election at each Annual General Meeting.

5. Resolution 4: Approval of Additional 10% Placement Facility under ASX Listing Rule 7.1A

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

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

Short Explanation: Approval under ASX Listing Rule 7.1A will enable the Company to issue Equity Securities up to a further 10% of its issued Share capital through placements over a 12-month period after the Annual General Meeting (**10% Placement Facility**). This is in addition to its 15% placement capacity under ASX Listing Rule 7.1.

Voting exclusion statement: The Company will disregard any votes cast in favour of this Resolution by a person (and any associates of such 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).

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

- a person or 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 this Resolution in that way; or
- the Chair of the Annual General 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 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.

6. Resolution 5: Renewal of the Microba Employee Incentive Plan and the issue of Equity Securities under the Microba Employee Incentive Plan

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

"That, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt the employee incentive scheme titled Microba Employee Incentive Plan and for the issue of a maximum of 60,896,303 Equity Securities under that Plan, on the terms and conditions set out in the Explanatory Statement."

Short Explanation: Under ASX Listing Rule 7.2 Exception 13(b), an issue of securities under an incentive scheme will not reduce the 15% placement capacity in ASX Listing Rule 7.1 if within 3 years before the issue date of those securities the Shareholders have approved the issue of Equity Securities under the incentive scheme as an exception to ASX Listing Rule 7.1 and the notice of meeting includes all required information.

ASX Voting exclusion statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is eligible to participate in the Microba Employee Incentive Plan or an associate of that person.

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

- a person or 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.

Corporations Act voting prohibition statements: In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel; or
- a Closely Related Party of such member.

However, the above persons may cast a vote on this Resolution if:

- the person does so as a proxy; and
- the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the remuneration report or a Closely Related Party of such a member; and
- either:
  - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
  - the voter is the Chair of the Annual General Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution and expressly authorises the Chair to vote as the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company or, if the Company is part of a consolidated entity, for the entity.

OTHER BUSINESS

To transact any other business which may be brought forward in accordance with the Constitution.

Section C – How to vote

If you are entitled to vote at the Annual General Meeting, you may vote by attending the meeting in person or by proxy or, in the case of corporate shareholders, by corporate representative.

1. How to vote

If you are entitled to vote at the Annual General Meeting, you may vote by attending the Annual General Meeting in person or by attending the meeting by proxy.

Please note that if you intend to attend the Annual General Meeting, you will need your shareholder number (which can be found on your Proxy Form) for verification purposes.

2. Corporations

To vote at the Annual General Meeting, a Shareholder that is a corporation must appoint an individual to act as its representative. The appointment must comply with section 250D of the Corporations Act. Alternatively, a corporation may appoint a proxy.

3. Voting in person

To vote in person, attend the meeting on the date and at the time and place set out above.

4. Voting by proxy

All Shareholders who are entitled to participate in and vote at the Annual General Meeting have the right to appoint a proxy to participate in the Annual General Meeting and vote in their place. A proxy need not be a Shareholder and can be an individual or a body corporate.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion, or number, of votes which each proxy is entitled to exercise. If no proportion or number is specified, each proxy may exercise up to half of the Shareholder's votes.

Shareholders and their proxies should be aware that:

(a) if a proxy votes, they must cast all directed proxies as directed; and

(b) any directed proxies which are not voted will automatically default to the Chair, which must vote the proxies as directed.

To vote by proxy, you must complete and lodge the Proxy Form using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah 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://investor.automic.com.au/#/loginsah
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

For details on how to complete and lodge the Proxy Form, please refer to the instructions on the Proxy Form.

For your proxy appointment to be effective, it must be received by the Company not less than 48 hours before the Annual General Meeting (i.e. by 10:00 am AEST (Brisbane time) on Monday, 17 November 2025). Proxy Forms received later than this time will be invalid.

You can direct your proxy on how to vote (i.e. to vote 'for' or 'against', or to 'abstain' from voting on, each Resolution) by following the instructions either online or on the Voting Form. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the Constitution to vote, or abstain from voting in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If you appoint the Chair as your proxy but do not direct the Chair on how to vote, then by completing and submitting your voting instructions you are expressly authorising the Chair to vote in favour of each item of business, even where an item of business is directly or indirectly connected to the remuneration of a member of the Key Management Personnel of the Company. The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions, subject to the applicable voting exclusions and prohibitions.

You cannot lodge a direct vote and appoint a proxy for the same voting rights. The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the Shareholder's proxy on that Resolution.

5. Eligibility to vote

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Annual General Meeting are those that are registered Shareholders as at 7.00pm AEST (Brisbane time) on Monday, 17 November 2025. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

6. Voting procedure – on a poll

All Resolutions at this Annual General Meeting will be decided on a poll. Upon a poll, every person entitled to vote who is present in person, or by proxy, will have one vote for each voting share held by that person.

7. Enquiries

For all enquiries, please contact the Company Secretary, Mr James Heath, by email at James.Heath@microba.com.

Section D – Explanatory Statement

This Explanatory Statement forms part of the Notice of Annual General Meeting convening the Annual General Meeting of Shareholders of the Company to be held commencing at 10:00 am AEST (Brisbane time) on Wednesday, 19 November 2025.

Refer to Section C for details on how to attend and vote at the Annual General Meeting.

This Explanatory Statement is to be read in conjunction with the Notice of Annual General Meeting.

Purpose

The purpose of this Explanatory Statement is to provide information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions to be put forward in the Annual General Meeting.

The Directors recommend Shareholders read the Notice of Annual General Meeting and this Explanatory Statement in full before making any decisions relating to the Resolutions contained in the Notice of Annual General Meeting.

Defined terms

Terms used in this Explanatory Statement have the meaning given to them in the Glossary in **Section A** of this Notice of Annual General Meeting & Explanatory Statement in which this Explanatory Statement is contained.

GENERAL INFORMATION

1. Agenda Item 1 – Financial statements and reports

1.1 Purpose

The Corporations Act requires that the report of the directors (**Directors' Report**), the auditor's report (**Auditor's Report**) and the financial report (**Financial Report**) be laid before the Annual General Meeting.

The 2025 Annual Report for the financial year ended 30 June 2025 includes the Directors' Reports, the Auditor's Report and the Financial Report (which includes the financial statements and directors' declaration).

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution require a vote of shareholders at the Annual General Meeting on the 2025 Annual Report.

1.2 Questions to the Chair

Shareholders will be given reasonable opportunity at the Annual General Meeting to raise questions and make comments on the 2025 Annual Report.

In addition to asking questions at the Annual General Meeting, Shareholders may address written questions to the Chair about the management of the Company or to the Company's auditor, Mr Dan Colwell of Pitcher Partners, if the question is relevant to:

- the content of the Auditor's Report; or
- the conduct of its audit of the Financial Report to be considered at the Annual General Meeting.

Note: Under section 250PA(1) of the Corporations Act, a shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

Written questions for the Company's auditor must be delivered by 5:00pm AEST (Brisbane time) on Wednesday, 12 November 2025 to:

The Company Secretary
Microba Life Sciences Limited
Level 10, 324 Queen Street
Or via email to: James.Heath@microba.com.

2. Resolution 1: Adoption of Remuneration Report

2.1 Purpose of Resolution

The Remuneration Report of the Company for the financial year ended 30 June 2025 is set out in the Directors' Report contained in the 2025 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company.

Section 250R(2) of the Corporations Act requires that a resolution that the Remuneration Report of the Company be adopted must be put to a vote.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the Annual General Meeting.

This Resolution is an advisory resolution only, and does not bind the Directors or the Company.

2.2 Voting consequences

Part 2G.2, Division 9 of the Corporations Act provides that if at least 25% of the votes cast on this Resolution are voted against the adoption of the Remuneration Report at the Annual General Meeting, then:

(a) if comments are made on the Remuneration Report at the Annual General Meeting, the Company's Remuneration Report for the next financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reason for this; and

(b) if at the next Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report are against such adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting be called to consider the election of Directors of the Company (**Spill Resolution**). If a Spill Resolution is passed, all of the Directors, other than the managing director, will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.

2.3 Voting exclusion and Directors' recommendations

As set out in the notes to this Resolution, a voting exclusion statement applies with respect to the voting on this Resolution by certain persons connected to the Company.

What this means for Shareholders: If you intend to appoint a member of the Key Management Personnel (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Resolution 1. If you intend to appoint the Chair of the Annual General Meeting as your proxy, you can direct the Chair how to vote by marking the boxes for Resolution 1 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Resolution 1 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

As this Resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with section 250R(2) of the Corporations Act, makes no recommendations regarding this Resolution.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of this Resolution, subject to compliance with the Corporations Act.

3. Resolution 2: Re-election of Ms Jacqueline Fernley as a Director of the Company

3.1 Purpose of Resolution

Ms Jacqueline Fernley was appointed as a Director on 8 September 2022, as approved by Shareholders at the 2022 Annual General Meeting.

Ms Jacqueline Fernley retires from office in accordance with rule 39 of the Constitution and ASX Listing Rules 14.4 and 14.5, and being eligible, offers herself for re-election as a Director.

This Resolution is an ordinary resolution, requiring greater than 50% of votes cast by Shareholders to vote in favour of the Resolution.

3.2 The law

Rule 39.1(c) of the Constitution provides that at each annual general meeting, one third of the Directors for the time being must retire from office. Rule 39.8 of the Constitution provides that a retiring Director will be eligible for re-election.

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

ASX Listing Rule 14.5 requires a listed company to have at least one director stand for election or re-election at each annual general meeting. Given the Company has six Directors, the Company agreed that Ms Jacqueline Fernley would stand down and offer herself for re-election.

3.3 Director resume

Ms Jacqueline Fernley has over 25 years' experience in leading teams and developing products within the financial services sector. She is an experienced investor and has a high degree of financial literacy, capital raising experience and a strong understanding of financial markets and investors. Ms Fernley's experience and skills are a positive addition to the current Microba Board of Directors.

Ms Fernley currently serves as the Chief Investment Officer (CIO) of Mason Stevens where she leads the asset management division of the firm. Prior to joining Mason Stevens, Ms Fernley had previous roles as Head of Equities at JBWere Limited, Head of Research at Wilson HTM and Australian Equity Portfolio Manager at Colonial First State Global Asset Management. Ms Fernley has a Bachelor of Commerce/Law degree, is a holder of the Chartered Financial Analyst (CFA) designation and is a graduate of the Australian Institute of Company Directors (GAICD).

Ms Fernley is also intimately involved in mentoring and supporting women in the financial services industry and ESG, regularly presenting to investment committees, boards and management on these topics. She was recently appointed to the Board of Women in Super NSW.

3.4 Director independence

The Board considers that Ms Jacqueline Fernley is free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with, the exercise of her unfettered and independent judgement and is able to fulfil the role of independent Director for the purpose of the ASX Recommendations.

3.5 Voting exclusion and Directors' recommendations

The Board (with Ms Jacqueline Fernley abstaining) recommends that Shareholders vote in favour of this Resolution. The Chair of the Annual General Meeting intends to vote undirected proxies in favour of this Resolution.

4. Resolution 3: Re-election of Dr Hyungtae Kim as a Director of the Company

4.1 Purpose of Resolution

Dr Hyungtae Kim was appointed as a Director on 14 June 2019 and was re-elected as a Director at the 2022 Annual General Meeting.

Dr Hyungtae Kim retires from office in accordance with rule 39 of the Constitution and ASX Listing Rules 14.4 and 14.5, and being eligible, offers himself for re-election as a Director.

This Resolution is an ordinary resolution, requiring greater than 50% of votes cast by Shareholders to vote in favour of the Resolution .

4.2 The law

Rule 39.1(c) of the Constitution provides that at each annual general meeting, one third of the Directors for the time being must retire from office. Rule 39.8 of the Constitution provides that a retiring Director will be eligible for re-election.

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

ASX Listing Rule 14.5 requires a listed company to have at least one director stand for election or re-election at each annual general meeting.

Given the Company has six Directors, the Company agreed that Dr Hyungtae Kim would stand down and offer himself for re-election.

4.3 Director resume

Dr Hyungtae Kim is an internationally experienced leader in the genomics field having held the positions of Chief Executive Officer of Macrogen, Inc. from 2008 to 2014 and Chief Executive Officer of Macrogen Europe from 2015 to 2017. Macrogen is a company listed on the Korean Securities Dealers Automated Quotations. Dr Kim is now a Director of the Gongwu Genome Information Foundation. He holds a PhD in molecular biology from The George Washington University.

4.4 Director independence

Dr Hyungtae Kim is not currently considered by the Board to be independent as he is a nominee Director of Macrogen, Inc., an entity that has a 3.46% interest in Microba.

4.5 Voting exclusion and Directors' recommendations

The Board (with Dr Hyungtae Kim abstaining) recommends that Shareholders vote in favour of this Resolution.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of this Resolution.

5. Resolution 4: Approval of Additional 10% Placement Facility under ASX Listing Rule 7.1A

5.1 Purpose of Resolution

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 shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of $300 million or less.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% Placement Facility provided for in ASX Listing Rule 7.1A to issue Equity Securities without shareholder approval.

5.2 ASX Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in the ASX Listing Rules 7.1 and 7.1A without further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

5.3 ASX Listing Rule requirements — Description of ASX Listing Rule 7.1A

(a) **Shareholder Approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an Annual General Meeting.

(b) **Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice of the Annual General Meeting, has on issue 608,963,034 Shares, being fully paid ordinary shares.

(c) **Formula for Calculating the 10% Placement Facility**

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12-month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of Shares on issue 12 months before the date of issue or agreement:

(i) plus the number of fully paid ordinary securities issued in the 12 months under an exception to ASX Listing Rule 7.2 other than Exceptions 9, 16 or 17;

(ii) plus the number of fully paid ordinary securities issued in the 12 months on the conversion of convertible securities within ASX Listing Rule 7.2, Exception 9 where:

(A) the convertible securities were issued or agreed to be issued before the commencement of the 12-month period; or

(B) the issue of, or agreement to issue the convertible securities was approved or taken under these rules to have been approved under ASX Listing Rule 7.1 or 7.4;

(iii) plus the number of fully paid ordinary securities issued in the 12 months under an agreement to issue securities within ASX Listing Rule 7.2, Exception 16 where:

(A) the agreement was entered into before the commencement of the 12-month period; or

(B) the agreement or issue was approved, or taken under these rules to have been approved under ASX Listing Rule 7.1 or 7.4;

(iv) plus the number of any other fully paid ordinary securities issued in the 12 months with approval under ASX Listing Rule 7.1 or 7.4;

(v) plus the number of partly paid ordinary securities that became fully paid in the 12 months; and

(vi) less the number of fully paid ordinary securities cancelled in the last 12 months.

Note that **A** has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the last 12 months immediately preceding the date or issue of the shares where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

(d) **ASX Listing Rule 7.1 and ASX Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

In accordance with ASX Listing Rule 7.1, as at the date of the Notice of Annual General Meeting, the Company currently has on issue 608,963,034 Shares and the capacity to issue 91,344,455 Equity Securities (based on this share number).

Under ASX Listing Rule 7.1A the Company requests the additional 10% Placement Facility which will increase the total number of Equity Securities that can be placed without Shareholder approval to 60,896,303 for the next 12 months.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to paragraph (c) above).

(e) **Minimum Issue Price**

The Company may seek to issue the Equity Securities in consideration for cash only. The issue price of Equity Securities issued under ASX Listing Rule 7.1A must not be less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the Annual General Meeting at which approval is obtained;

(ii) the time and date of the Company's next annual general meeting; or

(iii) the time and date of the approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**10% Placement Period**).

5.4 Effect of ASX Listing Rule 7.1A

The effect of this Resolution will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

5.5 Specific information required by ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, information is provided as follows:

(a) **Minimum price -** The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(a) **Risk -** If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

(iii) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and

(iv) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

(b) **Dilution -** The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice of Annual General Meeting.

The table also shows:

(i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of:

(A) issues of ordinary securities that do not require Shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer);

(B) future issues of ordinary securities that are made with approval by Shareholders under ASX Listing Rule 7.1; or

(C) future issues of ordinary securities that are made without approval and within the ASX Listing Rule 7.1 15% issue capacity; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Number of Shares on issue (Variable "A" in Listing ASX Rule 7.1A.2)	Dilution			
	No. of Shares issued under 10% placement capacity (10% voting dilution)	Issue price		
		$0.0425	$0.085	$0.1275
		Issue price at 50% decrease to current price	Issue price at current price	Issue price at 50% increase in current price
		Funds raised		

Current Shares 608,963,034	60,896,303	$2,588,093	$5,176,186	$7,764,279
50% increase to the current Shares 913,444,551	91,344,455	$3,882,139	$7,764,279	$11,646,418
100% increase to the current Shares 1,217,926,068	121,792,606	$5,176,186	$10,352,372	$15,528,557

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

The table has been prepared on the following assumptions:

(i) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;

(ii) no convertible securities (including any convertible securities issued under the 10% Placement Facility) are converted into Shares before the date of issue of the Equity Securities;

(iii) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;

(iv) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting;

(v) the table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;

(vi) the issue of Equity Securities under the 10% Placement Facility consists only of Shares; and

(vii) the issue price is $0.085 being the closing price of Shares on the ASX on 6 October 2025.

(c) **Period of approval -** The Company will only issue the Equity Securities during the 10% Placement Period. The approval of this Resolution for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change of the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

(d) **Purpose of issue -** The Company may seek to issue the Equity Securities in consideration for cash only. In such circumstances, the Company intends to use the funds raised towards funding growth initiatives, as cash consideration for the acquisition of new assets and/or other investments, or as cash for general working capital purposes.

(e) **Disclosure obligations -** The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4. Namely, upon issue of any Equity Securities:

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

(ii) give to the ASX immediately after the issue a list of names of the persons to whom the Equity Securities are issued and the number of Equity Securities issued to each.

(f) **Allocation policy -** The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement

Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice of Annual General Meeting but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

(g) **Issues in prior 12 months -** The Company obtained shareholder approval under ASX Listing Rule 7.1A at the 2024 Annual General Meeting and confirms that no Shares have been issued or agreed to be issued under ASX Listing Rule 7.1A following the 2024 Annual General Meeting.

(h) **Voting Exclusion statement -** A voting exclusion statement is included in the Notice of Annual General Meeting. At the date of the Notice of Annual General Meeting, the Company is not proposing to make an issue of Equity Securities under rule 7.1A.2, as such, no existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

5.6 Voting exclusion and Directors' recommendations

The Board recommends that Shareholders vote in favour of this Resolution.

This Resolution is a special resolution and so requires the approval of 75% or more of the votes cast by Shareholders.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of this Resolution.

6. Resolution 5: Renewal of the Microba Employee Incentive Plan and the issue of equity securities under the Microba Employee Incentive Plan

6.1 Purpose of Resolution

A key component of remuneration provided to senior employees and executives is long-term incentives. Long-term incentives ensure employees have part of their remuneration aligned with Shareholder success.

One of the key foundations of the Company's equity incentive program is the Company's employee incentive plan. The employee incentive plan is designed to:

(a) align employee incentives with Shareholders' interests;

(b) assist employee attraction; and

(c) encourage share ownership by employees.

Resolution 5 seeks Shareholder approval for a renewal of the Microba Employee Incentive Plan (**Microba Employee Incentive Plan**) and the issue of securities under the Microba Employee Incentive Plan for the purposes of ASX Listing Rule 7.2 (Exception 13).

6.2 ASX Listing Rule 7.2 (Exception 13)

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

shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

ASX Listing Rule 7.2 sets out a number of exceptions to ASX Listing Rule 7.1, one of which (Exception 13) is an issue of securities under an employee incentive scheme if, within three years before the date of issue the Shareholders approved the issue of securities under the scheme.

The Microba Employee Incentive Plan was previously approved at the 2024 Annual General Meeting.

The Company seeks shareholder approval to extend the operation of the Microba Employee Incentive Plan for an additional three-year period from the 2025 Annual General Meeting, and update the maximum number of securities that can be issued under that Microba Employee Incentive Plan over than 3 year period without reducing its 15% placement capacity.

To this end, Resolution 5 seeks Shareholder approval for the Microba Employee Incentive Plan under and for the purposes of ASX Listing Rule 7.2 (Exception 13).

6.3 ASX Listing Rule 14.1A

If Resolution 5 is passed, any Equity Securities issued under the Microba Employee Incentive Plan that do not exceed the maximum number set out in this Notice will be excluded in calculating the Company's 15% limit under 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 date of such issue.

If Resolution 5 is not passed, any Equity Securities issued under the Microba Employee Incentive Plan will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date of such issue. Accordingly, the Board may need to consider alternative remuneration arrangements to incentivise its employees, which are consistent with the Company's remuneration principles, including providing an equivalent cash payment or long-term incentive subject to the risk of forfeiture, performance conditions and performance period.

6.4 ASX Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with ASX Listing Rule 7.2 (Exception 13), the following information is provided in compliance with ASX Listing Rule 7.2, Exception 13.

<table>
<tr><td>A summary of the terms of the scheme:</td><td>Please refer to Schedule 1 for a summary of the Microba Employee Incentive Plan.</td></tr>
<tr><td>The number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule:</td><td>As at the date of this Notice of Meeting, the following securities have been issued under the Microba Employee Incentive Plan since it was approved at the 2024 annual general meeting
<table>
<tr><th>Security</th><th>Number</th></tr>
<tr><td>Shares</td><td>Nil</td></tr>
<tr><td>Options</td><td>13,438,078</td></tr>
<tr><td>Performance Rights</td><td>Nil</td></tr>
</table></td></tr>
<tr><td>The maximum number of Equity Securities proposed to be issued under the scheme following the approval:</td><td>The total maximum number of equity securities to be issued under the Microba Employee Incentive Plan for the three years following Shareholder approval is 60,896,303 equity securities, representing 10% of 608,963,034, being the issued share capital at the date of this Notice of Annual General Meeting.</td></tr>
<tr><td>A voting exclusion statement:</td><td>A voting exclusion statement is contained in Resolution 5.</td></tr>
</table>

6.5 Directors' recommendations

The Directors recommend that Shareholders vote in favour of Resolution 5.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 5.

Schedule 1 – Employee Incentive Plan

Terms	Description
Purpose	The purpose of the Employee Incentive Plan (**Plan**) is to reward, motivate and retain 'Eligible Employees' for creating value for the shareholders of the Company (**Shareholders**) by providing Eligible Employees with an opportunity to gain an equity interest in Microba Life Sciences Limited (**Company**).
Eligibility	An offer under the Plan may be made to any eligible employee, being a director, employee or consultant of the Company or related body corporate of the Company who is declared by the board to be eligible or any other person who is declared to be eligible by the board (**Eligible Employee**).
Form of equity	The following incentives may be issued under the Employee Incentive Plan: • **Options,** being an option granted under the Plan to subscribe for, acquire and/or be allocated one share subject to the rules of the Plan; • **Performance Rights,** being a right granted under the Plan to be issued one share subject to the rules of the Plan; • share(s) in the Company (**Shares**) issued pursuant to the exercise of an Option or conversion of a Performance Rights; or • **Incentive Shares**, being any Shares issued as a result of an offer being accepted by the participant of the Plan, (each an **Incentive**).
Maximum allocation	An Offer of Options, Performance Rights or Incentive Shares may only be made under the Plan if the aggregation of the following: • number of Shares that may be issued if each outstanding Option and Performance Right were exercised; plus • the number of Incentive Shares issued, pursuant to the Plan or any other group employee incentive scheme during the previous 3 years does not exceed 10% of the total number of Shares on issue at the time of the proposed issue. The maximum allocation of 10% does not include: • any Incentive issued under section 708 of the Corporations Act or to participants lawfully made outside of Australia; • any Performance Rights where payment is not required from a participant; and • any Incentive that lapses without being exercised.
Offer	The Board may make an offer to the determined Eligible Employee (**Offer**). The Board must give each Eligible Employee who is invited to apply for the Incentives under the Plan an offer letter which may specify the following information in relation to the Offer: • the number of Options, Performance Rights or Incentive Shares; • the conditions on the Offer (**Offer Conditions**); • the date on which the Incentives are granted to a Participant (**Grant Date**); • the fee payable by a Participant on the grant of the Incentives (**Fee**) (if any); • the performance requirements (as specified in the offer letter) which must be met prior to the vesting of an Incentive (**Performance Criteria**) (if any); • the time-based requirements or conditions (as specified in the Offer) which must be met prior to Incentives (as applicable) vesting in a Participant (**Vesting Conditions**) (if any); • the exercise price payable (if any) by a Participant to acquire a Share upon the exercise of an Option as specified in the Offer (**Exercise Price**); • the date when an Offer lapses (**Expiry Date**) and the period commencing on the Grant Date and ending on the Expiry Date (**Term**) (if applicable); • the period up to the Expiry Date during which a vested Option may be exercised (**Exercise Period**) (if applicable); and • the period in which the Performance Criteria must be satisfied in respect of an Incentive (**Performance Period**) (if applicable). An Offer must be accompanied by an application by an Eligible Employee to participate in the Plan (**Application**), the terms and conditions of the relevant Incentive and a copy of the Plan. Once the Application has been returned to the Company, the Eligible Employee becomes a participant in the Plan (**Participant**). A person to whom an Offer is made may accept the Offer by completing the Application.

Quotation	The Company will not seek official quotation of any Options, Performance Rights or Incentive Shares. The Company must use all reasonable endeavours to obtain the grant of quotation of Incentive Shares or Shares issued on exercise of Options or conversion of Performance Rights under this Plan on the ASX and, subject to the ASX Listing Rules, on any other exchange on which Shares are quoted.
Rights attaching to Shares	Any Shares allotted, issued or transferred by the Company to a Participant under the Plan will rank equally with all existing Shares on and from the date of allotment, issue or transfer in respect of all rights, bonus issues and dividends which have a record date for determining entitlements on or after the date of allotment, issue, or transfer of those Shares.
Lapse and forfeiture	An Eligible Employee's Options or Performance Rights will automatically lapse and be cancelled for no consideration at the earliest of the following to occur: • subject to the good and bad leaver provisions, 10 business days after the cessation of employment, contractual engagement or office of a Participant with the Company or any member of the group such that the Participant is no longer an employee, contractor or officer of any member of the group or the Company; • where fraudulent or dishonest actions have occurred or where the board has determined that the Participant has, by any act or omission, brought the group into disrepute or acted contrary to the interests of the Company or the group; • if applicable Performance Criteria and/or Vesting Conditions are not achieved by the relevant time; • the expiry date specified in the offer letter; • where the board has determined that the Participant has, by any act or omission, brought the group into disrepute or acted contrary to the interests of the Company or the group; • the receipt by the Company of notice from the Participant, after a death or total and permanent disablement of the Participant, that the Participant has elected to surrender the Incentives; or • any other circumstances specified in any offer letter pursuant to which the Incentives were issued. An Offer of Options, Performance Rights and/or Incentive Shares can lapse before any of the securities detailed in such Offers are issued in the absolute discretion of the Board. The Board retains the discretion to determine the treatment of Options in the event that the Vesting Conditions or Performance Criteria have not been satisfied and the treatment of Performance Rights in the event that the Performance Period has expired or the Participant has failed to satisfy the Performance Criteria or Vesting Conditions.

Good Leaver and Bad Leaver	**Good Leaver**
	Where a Participant who holds Incentives becomes a '**Good Leaver**', being a Participant who ceases employment or office with the Company and is determined by the Board to be a Good Leaver:
	• all vested Options which have not been exercised in accordance with the rules of the Plan will continue in force and remain exercisable for 90 days after the date the Participant becomes a Good Leaver, unless the board determines otherwise in its sole and absolute discretion, after which the Options will lapse; and
	• the board may at any time, in its sole and absolute discretion (subject to the Corporations Act and ASX Listing Rules), do one or more of the following:
	  • permit unvested Incentives held by the Good Leaver to vest;
	  • permit such unvested Incentives held by the Good Leaver or his or her nominee(s) to continue to be held by the applicable holder, with the board having the discretion to amend the vesting criteria (including any Offer Conditions, Performance Criteria or Vesting Conditions) or reduce the exercise period of such unvested Incentives; or
	  • determine that the unvested Incentives will lapse.
	Bad Leaver
	Where a Participant who holds Incentives becomes a '**Bad Leaver**', being a Participant who ceases employment or office with the Company and is determined at the discretion of the Board to be a Bad Leaver, and includes fraudulent or dishonest actions, all vested and unvested Incentives will lapse and the Board may determine to buy back any Shares issued upon exercise of an Option or conversion of a Performance Rights in accordance with the terms of the Plan.

Buy-back	Incentives issued pursuant to the Plan will be subject to the Company's right to buy-back and may at any time be immediately bought-back by the Company: • if the Participant holding the Incentives ceases employment or office where the Offer Conditions, Performance Criteria and/or Vesting Conditions attaching to the Incentives have not been met by the time of cessation; • the bad leaver provisions set out in the Plan apply; • the fraudulent or dishonest actions provisions set out in the Plan apply; or • the Options, Performance Rights or offer of Incentive Shares have lapsed.
Assignment	Unless otherwise determined by the Board or required by law, Options and Performance Rights held under the Plan may not be transferred or assigned.
Amendment, Termination and suspension	The Board may at any time amend the rules of the Plan or the terms and conditions upon which any Incentives have been issued under the Plan. Other than to comply with any law or the ASX Listing Rules, no amendment to the Rules may be made if the amendment, in the opinion of the board, materially reduces the rights of any Participant in respect of Incentives granted to them prior to the date of the amendment. The Board may at any time terminate or suspend the operation of the Plan for such period or periods as it thinks fit.
Terms and conditions of Options	(**Entitlement**) Each vested Option entitles the Participant holding the Option to subscribe for, or to be transferred, one Share on payment of the Exercise Price. (**Exercise Period**) The Exercise Period will be determined by the board. (**Conditions for Vesting and Exercise**) The Board will determine prior to an Offer being made and specify in the Offer any Performance Criteria and/or Vesting Conditions attaching to the Options. Upon receiving a vesting notification from the Company that the Participant's Incentives have vested and are exercisable, the Participant may exercise the Options within the Exercise Period by delivering a signed notice of exercise and the applicable payment to the Company, subject to the cashless exercise of the Options. (**Cashless settlement**) The Participant may elect to set off the exercise price for the Options against the number of Shares they are entitled to receive upon exercise, in which case the holder would receive Shares to the value of the surplus after the Exercise Price has been set off (**Cashless Exercise Facility**). For the avoidance of doubt, if the Cashless Exercise Facility is elected, the Participant will only be issued the number of Shares equal in value to the difference between the total Exercise Price otherwise payable on the Options being exercised and the then market value of the Shares. If the difference is zero or negative, then a Participant will not be entitled to use the Cashless Exercise Facility. (**Adjustments**) – • **Reorganisation** – In the event of any variation in the share capital (such as a consolidation, subdivision, reduction or capital return), the number of Incentives held will be adjusted in accordance with the applicable ASX Listing Rules so that the Participant does not suffer any material detriment following any variation in the share capital as allowed under the ASX Listing Rules. • **Rights Issue** – If there is a pro-rata issue of new Shares to Shareholders, the Exercise Price or number of underlying Shares into which one Option is exercisable will, in the case of a pro-rata issue, be adjusted in accordance with the ASX Listing Rules. • **Bonus Issue** – If the Company makes a bonus issue of Shares or other securities to existing Shareholders, the number of Shares which must be issued on the exercise of a Participant's Options will be increased to the number of Shares which the Participant would have received if the Participant had exercised those Options before the record date for the bonus issue. (**New issue and other rights**) A participant who holds Options is not entitled to: • notice of, or to vote or attend at, a meeting of the Shareholders; • receive any dividends declared by the Company; • participate in any new issues of securities offered to Shareholders during the term of the Options; or • cash for the Options or any right to participate in surplus assets of profits of the Company on winding up, unless and until the Options are exercised and the Participant holds Shares. (**Change of Control**) Where the Company announces a change of control event (i.e. approval of a scheme of arrangement, a takeover bid, a person acquiring more than

	50.1% of the issued Shares or the sale of the business (**Change of Control Event**)) has occurred or is likely to occur: • a Participant may exercise their Options regardless of the Vesting Conditions having been satisfied; and • where an offer has been made to the Participants on like terms to the terms proposed in relation to issued Shares under the Change in Control Event and this offer has not been accepted by the end of the offer period, the Options will lapse within 10 days of the end of that offer period.
Terms and conditions of Performance Rights	(**Entitlement**) The Board may offer Performance Rights to any Participant in its sole discretion. Each Performance Right confers an entitlement to be provided with one Share. (**Performance Criteria/Vesting Conditions and satisfaction and variation to Performance Criteria/Vesting Conditions**) The Board will determine prior to an Offer being made and specify in the Offer any Performance Criteria, Vesting Conditions, Performance Period or Expiry Date attaching to the Performance Rights. The Board will determine at its sole discretion whether the Performance Criteria and/or Vesting Conditions have been satisfied. (**Lapse of Performance Rights**) Where Performance Rights have not satisfied the Performance Criteria by the end of the Performance Period or the Expiry Date (whichever occurs earlier), those Performance Rights will automatically lapse. (**Adjustment for reorganisation**) If there is any reorganisation of the issued share capital of the Company, the terms of Performance Rights and the rights of the Participant who holds such Performance Rights will be varied, including an adjustment to the number of Performance Rights, in accordance with the ASX Listing Rules that apply to the reorganisation as allowed under the ASX Listing Rules. (**Bonus Issue**) If, during the term of any Performance Rights, Shares are issued pro rata to Shareholders generally by way of bonus issue, the number of Performance Rights to which the Participant is then entitled, shall be increased to a number equal to the number of Shares which the Participant would have been entitled to receive if the Performance Rights then held by the Participant had vested immediately prior to the record date for the bonus issue. **(New issue and other rights**) A Participant who holds Performance Rights is not entitled by virtue of holding those Performance Rights to: • notice of, or to vote or attend at, a meeting of the Shareholders; • receive any dividends declared by the Company; • participate in any new issues of securities offered to Shareholders during the term of the Performance Rights; or • cash for the Performance Rights or any right to participate in surplus assets of profits of the Company on winding up, unless and until the Performance/Vesting Conditions are satisfied and the Participant holds Shares. (**Change of Control**) Where the Company announces a Change of Control Event has occurred or is likely to occur, all granted Performance Rights which have not yet vested or lapsed shall automatically and immediately vest, regardless of whether any Performance Criteria or Vesting Conditions have been satisfied.

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Microba Life Sciences Limited | ABN 82 617 096 652

SAMPLE

Your proxy voting instruction must be received by **10:00am (AEST) on Monday, 17 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

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

STEP 1 - APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

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

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

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

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

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

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://investor.automic.com.au/#/loginsah or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

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 Annual General Meeting of Microba Life Sciences Limited, to be held at **10:00am (AEST) on Wednesday, 19 November 2025 at Thomson Geer, Level 28, 1 Eagle Street, Brisbane QLD 4000** hereby:

Appoint the Chair of the Meeting (Chair) OR 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 or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking 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 1 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report	☐	☐	☐
2	Re-election of Ms Jacqueline Fernley as a Director of the Company	☐	☐	☐
3	Re-election of Dr Hyungtae Kim as a Director of the Company	☐	☐	☐
4	Approval of Additional 10% Placement Facility under ASX Listing Rule 7.1A	☐	☐	☐
5	Renewal of the Microba Employee Incentive Plan and the issue of equity securities under the Microba Employee Incentive Plan	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll 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) ☐☐ / ☐☐ / ☐☐

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

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