



14 October 2022

Dear Shareholder

On behalf of the Board, I am pleased to invite you to attend the 2022 Annual General Meeting (**AGM**) of Genetic Signatures Limited. The following information is enclosed:

- the "Notice of Annual General Meeting" and Explanatory Memorandum; and
- a proxy form.

You have been provided this documentation via email under the provisions of the Treasury Laws Amendment (2021 Measures No. 1) Act. If you still require a paper copy, please contact BoardRoom Pty Ltd on 1300 737 760 during business hours.

AGM

The AGM will be held on Wednesday, 16 November 2022 at 10:00am (Sydney time) at Clifton Venues, Level 13, 60 Margaret St, Sydney, NSW 2000. You are invited to join the Board for refreshments after the meeting.

Business of the AGM

The business of the AGM is set out in the "Notice of Annual General Meeting" (**Notice**). The Notice and Explanatory Memorandum set out important information in relation to the matters to be considered by shareholders at the meeting, and I encourage you to read these materials carefully.

If you are unable to attend in person, you may wish to appoint a proxy to attend and vote at the meeting in your place. Please refer to the Notice and proxy form regarding the appointment of a proxy.

I look forward to seeing as many shareholders as possible at the AGM.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Nfamaras", written over a light blue horizontal line.

Dr Nick Samaras
Chairman
Genetic Signatures Limited

GENETIC SIGNATURES LIMITED ACN 095 913 205

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of Genetic Signatures Limited (**GSS** or **Company**) will be held at:

Date	Wednesday, 16 November 2022
Time	10:00am (Sydney time)
Location	Clifton Venues, Level 13, 60 Margaret St, Sydney, NSW 2000

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on the matters to be considered at the AGM. The Explanatory Memorandum and the proxy form are part of this Notice of Meeting.

A. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the financial year ended 30 June 2022.

Unless the Company's Share Registry has been notified otherwise, shareholders have not been sent a hard copy of the Annual Report. All shareholders can view the Annual Report which contains the Financial Report for the year ended 30 June 2022 on the Company's website at <https://geneticsignatures.com/au/investors/reports/>

B. QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of written questions submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

C. ITEMS FOR APPROVAL

Resolution 1: Re-election of Director – Dr Anthony Radford

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

“That, Dr Anthony Radford, who retires in accordance with clause 6.7 of the Company’s Constitution, having offered himself for election and being eligible, is re-elected as a Director of the Company.”

Resolution 2: Remuneration Report

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

“That, the Company’s Remuneration Report for the financial year ended 30 June 2022, as set out in the Directors’ Report, is adopted.”

The Remuneration Report is set out in the 2022 Annual Report (available at <https://geneticsignatures.com/au/investors/reports/>). Please note that, in accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- a. a member of the KMP whose remuneration details are included in the 2022 Remuneration Report; and
- b. a Closely Related Party of such a KMP (including close family members and companies the KMP controls).

However, the Company need not disregard a vote by a person described above as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing and specifies the way the proxy is to vote (e.g., for, against, abstain) on the resolution; or
- b. the vote is cast by the chair of the meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 3: Election of a Director – Ms Caroline Waldron

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

“That, Ms Caroline Waldron, who retires in accordance with clause 6.2(b) of the Company’s Constitution, having offered herself for election and being eligible, is elected as a Director of the Company”.

Resolution 4: Equity Incentive Plan

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

*“That, for the purposes of ASX Listing Rule 7.2, exception 13, section 260C(4) of the Corporations Act 2001 (Cth) (**Corporations Act**) and for all other purposes, shareholders approve the issue of securities under the Genetic Signatures Limited Equity Incentive Plan on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting.”*

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a. a Director of the Company who is eligible to participate in the Genetic Signatures Limited Equity Incentive Plan; or
- b. an associate of any of those Directors.

However, this does not apply to a vote cast on Resolution 4 by:

- a. a person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- b. the chair of the Meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction to the chair to vote on the resolution as the proxy decides; or
- c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 4 as a proxy by a member of the Key Management Personnel (**KMP**) at the date of the AGM, or a Closely Related Party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

“Key Management Personnel” and “Closely Related Party” have the same meaning as set out in the Corporations Act

Resolution 5: Approval for the issue of Options to a Director, Dr John Melki

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

“That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, the issue of 250,000 Options in the capital of the Company under the Genetic Signatures Limited Equity Incentive Plan to Dr John Melki, the terms of which are set out in the Explanatory Memorandum accompanying this Notice of Meeting, is approved.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- a. a Director of the Company who is eligible to participate in the Genetic Signatures Limited Equity Incentive Plan; or
- b. an associate of any of those Directors.

However, this does not apply to a vote cast on Resolution 5 by:

- a. a person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- b. the chair of the Meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction to the chair to vote on the resolution as the proxy decides; or
- c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

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

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 5 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

D. OTHER INFORMATION

Entitlement to Attend and Vote

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) the Board has determined that persons eligible to attend and vote at the Meeting as a shareholder, are those who are registered shareholders of the Company as at 7.00pm (Sydney time) on Monday, 14 November 2022 (**Entitlement Time**) being two days before the Meeting.

This means that if you are not the registered holder of a share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting by Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's share registry, as an original or by facsimile, **no later than 10:00am (Sydney time) on Monday, 14 November 2022 (Proxy Deadline)**.

Proxy Forms may be submitted in one of the following ways:

- a. **Online** (preferred) via the Company's Share Registry website at www.votingonline.com.au/gssagm2022. Please refer to the Proxy Form for information; or
- b. **By fax** to Boardroom Pty Ltd on +61 2 9290 9655; or
- c. **By mail** to Boardroom Pty Ltd using the reply-paid envelope or GPO Box 3993, Sydney NSW 2001. Please allow sufficient time so that it reaches Boardroom Limited by the Proxy Deadline; or
- d. **By hand delivery** to Boardroom Pty Ltd at Level 12, 225 George Street, Sydney, NSW 2000 (during business hours, Monday to Friday 9.00am – 5.00pm).

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

Voting by Attorney

To vote by attorney at the Meeting, the original power of attorney or other authority (if any) under which the instrument is signed (or a certified copy of that power of attorney or other authority) must be received by the Company **no later than 10:00am (Sydney time) on Monday, 14 November 2022**, being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative.

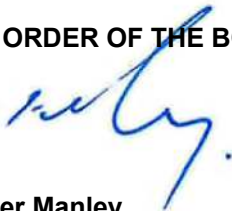
IMPORTANT: If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on Resolutions 2, 4 and 5 then by submitting the Proxy Form you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution, even though the resolution is connected, directly or indirectly, with the remuneration of the KMP. The Chairman intends to vote undirected proxies in favour of all Resolutions.

Shareholder Questions

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. If you wish to submit a question in writing to the Chairman or the Auditor, please email them to the Company Secretary, Peter Manley (peter.manley@geneticsignatures.com) **by 5:00pm (Sydney time) on Wednesday, 9 November 2022**.

Questions will be collated, and during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

BY ORDER OF THE BOARD



Peter Manley
Company Secretary
14 October 2022

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held on Wednesday, 16 November 2022 at 10:00am (Sydney time).

The purpose of this Explanatory Memorandum is to provide shareholders with information that is reasonably required by shareholders to decide how to vote upon the resolutions.

The Directors unanimously recommend shareholders vote in favour of all Resolutions. For reasons of good governance, each Director respectively abstains where that Director has an interest in the outcome of a particular resolution and these interests are identified throughout this Explanatory Memorandum.

All resolutions are ordinary resolutions, which require a simple majority of votes cast by shareholders present and entitled to vote on the resolution. Resolution 2, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolution 1: Re-Election of Director – Dr Anthony Radford

In accordance with clause 6.7 of the Constitution, Dr Anthony Radford retires and, being eligible, offers himself for re-election as a Director.

Dr Radford was appointed as a non-independent Executive Director of the Company in September 2015.

Dr. Radford has a PhD from La Trobe University, and was a member of the CSIRO team that invented the QuantiFERON method for Cellular Immune based diagnostics. He later joined AMRAD in pharmaceutical research and was Head of Development in 2000 when he left to co-found the diagnostic company Cellestis Limited, which listed on the ASX in 2001. Establishing offices and operations in the USA, Europe and Japan, Cellestis developed QuantiFERON–TB Gold, the worldwide benchmark for diagnosis of tuberculosis infection. Dr. Radford was CEO of Cellestis from founding until its acquisition by QIAGEN NV in 2011. He is a Fellow of the Australian Academy of Technology and Engineering, and a recipient of their Clunies Ross Prize.

Dr. Radford currently serves as a member of both the Audit & Risk Committee and the Nomination & Remuneration Committee.

The Directors, excluding Dr Radford, unanimously recommend that shareholders vote in favour of this Resolution 1.

Resolution 2: Remuneration Report

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

The Remuneration Report details the remuneration policies for the Company and:

- reports the remuneration arrangements for Directors and KMP of the Company;
- explains Board policies in relation to the nature and value of remuneration paid to KMP; and
- discusses the relationship between the policy and Company performance.

The Report is available in the Company's 2022 Annual Report (available on the GSS website at <https://geneticsignatures.com/au/investors/reports/>).

The Chairman will give shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote.

This is an advisory resolution only (as stipulated by section 250R(3) of the Corporations Act) and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

A voting exclusion statement is set out under Resolution 2 in the Notice of Meeting.

The Directors abstain, in the interests of good governance, from making a recommendation in relation to this Resolution 2.

Resolution 3: Election of Director – Ms Caroline Waldron

In accordance with clause 6.2(b) of the Constitution, Ms Caroline Waldron retires and, being eligible, offers herself for election as a Director.

Ms Waldron was appointed as a Non-Executive Director of the Company in May 2022.

Ms Waldron is a cross-border advisor and director with over 30 years expertise in governance, marketing, human resources, and digital transformation across a range of sectors. Ms Waldron's formal training is in law and she has been admitted to the Bar of England and Wales and the courts of other jurisdictions including Australia and New Zealand. Ms Waldron holds an LLB (Hons) from the University of London, is a Graduate of the AICD, and a Fellow of Governance Institute of Australia.

Ms Waldron currently serves as Chair of the Audit & Risk Committee.

The Directors, excluding Ms Waldron, unanimously recommend that shareholders vote in favour of this Resolution 3

Resolution 4: Equity Incentive Plan

This resolution seeks to obtain shareholder approval for three years so that securities issued under the Genetic Signatures Limited Equity Incentive Plan (**EIP or Plan**) are not included within the limit of 15% of shares that can be issued without shareholder approval.

Background

In line with the Company's remuneration philosophy, the Board believes that an equity-based incentive is a key component of the "at risk" remuneration arrangements for Directors and employees. The EIP allows the Board to structure at-risk remuneration in a flexible manner, consistent with prevailing market practices. Accordingly, the Directors of the Company seek authorisation to issue Plan Interests (defined below) and the ordinary shares (**Shares**) issued **on exercise of those Plan Interests (Plan Shares)** under the EIP in accordance with ASX Listing Rule 7.2, exception 13 so that any Plan Interests and Plan Shares issued under the EIP are excluded from the maximum number of new equity securities that may be issued by the Company in any 12 month period for a period of three years from the date of approval.

The Board considers it desirable to maintain this flexibility so that it may access capital under ASX Listing Rule 7.1 through subsequent issues as required. The Company is also seeking shareholder approval of the EIP so that it may obtain the benefit of the exemption in section 260C(4) of the Corporations Act for financial assistance provided under an employee share scheme approved by shareholders.

Overview of the Equity Incentive Plan

The Board believes that an appropriately designed long-term incentive is an important component of GSS' remuneration arrangements. The EIP is a key tool to allow GSS to attract and retain talented Directors, executives, managers, employees, contractors and consultants and ensures that the interests of Directors and employees are aligned with those of shareholders in creating long-term shareholder value.

The Company's remuneration philosophy is to ensure that the level and composition of remuneration is competitive, reasonable and appropriate to attract, retain and motivate the Directors and employees with the skills required to deliver the Company's strategy.

In order to provide a long-term incentive that continues to align employees and Directors with the Company's strategies, a flexible equity-based plan is in place that allows the Board to grant different types of performance-based awards depending on the prevailing circumstances. The EIP was established in 2016 with maximum flexibility to deliver different securities from time-to-time (depending on the participant base) with performance measures commensurate with the Company's key business drivers at the time of award.

Under the EIP, the Company may grant appropriately structured long-term incentive awards to Eligible Persons (described below). The EIP will provide the Board with flexibility to grant equity incentives to Eligible Persons in the form of Employee Share Scheme Interests (including Options and Performance Rights) which carry the right, but not the obligation to buy a certain amount of shares in GSS at a predetermined price and will be subject to the terms and conditions of the award (**Plan Interests**) that will vest only on the satisfaction of appropriate hurdles.

The structure of the EIP provides the Board (with the appropriate shareholder approvals) the flexibility to offer remuneration comprised of both cash and Plan Interests, including for example, issuing Plan Interests in lieu of cash payments, allowing the Board to preserve its cash reserves when it is appropriate to do so.

A summary of the terms of the EIP is set out below.

Further information about the Company's remuneration policy and framework is set out in the Company's Remuneration Report in the 2022 Annual Report.

Key terms of the EIP

The Board is empowered under the EIP terms and conditions to determine the key terms of any Plan Interest allocated under the EIP.

Eligibility

The EIP is open to eligible persons, who include employees, contractors, consultants, Directors or any other person whom the Board determines to be eligible to participate in the EIP from time to time (each an "**Eligible Person**", collectively "**Eligible Persons**").

Participation

Each Eligible Person who acquires a legal or beneficial interest in a Plan Interest (including the legal personal representative of the person) becomes a participant in the EIP (**Participant**).

Invitation

An offer by the Board to acquire a Plan Interest and become a Participant in the EIP will be in such form and subject to such conditions as the Board determines. The invitation will specify the terms attaching to the offer, including each of the following (as applicable):

- the number or value of Plan Interests to which the invitation relates and/or the basis on which the number or value of Plan Interests to which the invitation relates is to be determined;
- the date the Plan Interests will be allotted or the basis on which the date on which the Plan Interests will be acquired is to be determined;
- any amount payable by an Eligible Person to acquire the Plan Interests;
- any holding lock period;
- any exercise price payable by Participants (**Exercise Price**);
- the date which unvested Plan Interests will lapse or expire (**Expiry Date**);
- **any conditions that must be satisfied in order for the Plan Interests to vest (Vesting Conditions)**;
- any conditions that must be satisfied in relation to a Participant's or the Company's performance during a specified period (**Performance Conditions**);
- any conditions that will result in the forfeiture of a Plan Interest (**Forfeiture Conditions**); and
- any conditions that must be satisfied before a Plan Share can be disposed of by a Participant (**Disposal Restrictions**).

Rights of Participants

Unless Forfeiture Conditions are triggered or the Expiry Date reached, Plan Interests remain subject to the terms and conditions of the Plan until all applicable Performance Conditions, Vesting Conditions and Disposal Restrictions are achieved.

Where Options or **Performance Rights** have been granted, upon vesting and exercise (as applicable), Participants will receive either a beneficial entitlement to Plan Shares (i.e. subject to Disposal Restrictions) or a legal and beneficial entitlement to Shares (which are no longer held under the Plan). Plan Shares will rank equally with Shares in respect of dividends and voting entitlements.

Where **Performance Rights** are granted, depending on the invitation terms specified, the Board may determine in its absolute discretion that a vested **Performance Right** will be satisfied by the Company making a cash payment to the Participant in lieu of allocating **Plan Shares (Indeterminate Rights)**.

Where Options or **Performance Rights** have been granted, but are unvested or have not been exercised, a Participant is not entitled to participate in a new issue of Shares.

A holder of Plan Interests is not entitled to participate in a new issue of Shares or other securities made by the Company to shareholders merely because he or she holds Options or Performance Rights.

The Company will apply for quotation on the official list of the ASX of the Plan Shares or Shares (as the case may be) or upon the exercise of an Option or a Performance Right that vests under the Plan. The Company will not seek official quotation by ASX of any Options or Performance Rights.

In the event of a change of control, the Board has the discretion to deal with the Plan Interests by:

- converting Participants' Performance Rights to Shares whether or not all conditions have been met;
- permitting the exercise of some or all Options whether all conditions have been met; and/or
- removing any Disposal Restrictions attaching to Plan Shares.

Assignment

Plan Interests issued under the Plan are not transferable or assignable.

Administration

The Plan will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to any applicable Listing Rules) in addition to those set out in the Plan.

Termination and amendment

The Plan may be terminated or suspended at any time by the Board, but any such suspension or termination will not affect nor prejudice rights of any Participant holding Plan Interests at that time. The Plan may be amended at any time by the Board.

Proposed Awards to be made under the Plan in FY23

The Directors intend to invite eligible Participants to apply for a certain number of Options as part of the FY23 Employee Award. Options carry the right, but not the obligation, to acquire fully paid ordinary Shares in the Company on a one-for-one basis upon the payment of the Exercise Price, subject to the satisfaction of the Vesting Conditions set out below.

The Options are granted for nil financial consideration. If any Vested Options are exercised, the Exercise Price of the Option will need to be paid. The Exercise Price payable for the Options will be determined with reference to the volume weighted average market price at which the Shares traded on the ASX for the 30 days immediately preceding the date of any offer (**Invitation**).

Vesting Conditions

The vesting conditions are as follows:

- 25% of Options will vest on the first anniversary from the Grant Date;
- 25% of Options will vest on the second anniversary from the Grant Date;
- 25% of Options will vest on the third anniversary from the Grant Date; and
- 25% of Options will vest on the fourth anniversary from the Grant Date, each a "vesting date".

In general, Participants must remain eligible to participate in the Option Plan on the vesting date for the Options to vest. To remain eligible to participate, Participants must remain employed by or contracted to GSS.

Cessation of employment

Generally, if a Participant leaves GSS before a relevant Vesting Date, they will have up to 30 days to exercise any vested Options, otherwise all unexercised vested Options and unvested Options will lapse.

What happens after the Options vest?

Once the Options have vested, upon payment of the Exercise Price, they are exercised, and the Company will convert the Options into Shares within a reasonable period of time. These Shares will be registered in the Participants' name.

When will Options lapse?

Any Options that:

- do not vest due to the Vesting Conditions not being met; and/or
- are not exercised during the Exercise Period,

will lapse.

Technical Information (for the purposes of the ASX Listing Rules)

The Plan was previously approved on 22 November 2019, at the Company's 2019 AGM.

As at the date of this Notice 5,336,000 Performance Rights/Options have been issued under the EIP since the date of the last shareholder approval of the EIP.

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

Resolution 5: Grant of Options to Managing Director, Dr John Melki

Background

Resolution 5 seeks shareholder approval for the grant of options to the Company's Managing Director (or his nominee) on the terms set out in this resolution (**Options**). The Company has agreed, subject to obtaining shareholder approval, to grant a total of 250,000 Options to Dr John Melki under the terms and conditions of the Genetic Signatures Limited Equity Incentive Plan (**EIP**) which was approved by Shareholders at the 2016 AGM.

No price will be payable by Dr Melki on grant or vesting of the Options. The Exercise Price of the Options will be due and payable at the time Dr Melki exercises any vested Options. The Exercise Price payable for the Options has been calculated as \$0.93, which is the volume weighted average market price at which the Shares traded on the ASX for the 30 days immediately preceding 21 September 2022 (being the date of the offer) (**Invitation**).

Dr Melki is a Director of the Company and therefore a related party under the Corporations Act 2001 (*Cth*) (**Act**).

The ASX Listing Rules (Listing Rules) and the Act set out a number of regulatory requirements which must be satisfied. These are summarised below:

ASX Listing Rule 10.14

Listing Rule 10.14 requires the approval of ordinary shareholders to issue securities under an employee incentive scheme to a director of the Company. Accordingly, approval for the issue of the Options to Dr Melki is required. Approval of this resolution will result in the grant of options under the EIP to Dr Melki falling within exception 14 in Listing Rule 7.2 (in addition to exception 9 which already applies). Therefore, the issue of securities to Dr Melki will not be included in the 15% calculation for the purposes of Listing Rule 7.1. The issue of shares in the Company on the exercise of EIP Options will also be excluded from Listing Rule 7.1. If this resolution is not passed no options will be granted.

Options – terms and conditions

Shareholder approval is sought for the Company to grant Options to Dr Melki under the EIP. The vesting conditions are as follows:

Tranche	% of Options available to vest	Vesting Date
Tranche 1	25	12 months after Grant Date
Tranche 2	25	24 months after Grant Date
Tranche 3	25	36 months after Grant Date
Tranche 4	25	48 months after Grant Date

In general, Dr Melki must remain a Director to remain eligible to participate in the EIP on the vesting date for the Options to vest. This generally means that Options will be subject to tenure conditions but there will generally be no other performance or vesting conditions.

Once vested, Options must be exercised within 15 years of the award of the Options. In the event of cessation of employment, a Participant will have up to 30 days to exercise any vested Options, otherwise all unexercised vested Options and unvested Options are forfeited.

If Dr Melki ceases to be a Director prior to any relevant Vesting Date, Options will lapse.

Price payable

No price will be payable by Dr Melki on grant or vesting of the Options. The Exercise Price of the Options will be due and payable at the time Dr Melki exercises any vested Options. The Exercise Price payable for the Options has been calculated as \$0.93, which is the volume weighted average market price at which the Shares traded on the ASX for the 30 days immediately preceding 21 September 2022 (being the date of the offer) (**Invitation**).

Participants must comply with GSS' Share Trading Policy; however, no other post vesting disposal restrictions will apply to any shares allocated on exercise of any vested Options.

Change of control

In the event of a change of control, that number of Options determined on a pro-rata basis from the date of grant will automatically become exercisable, regardless of whether or not the Vesting Conditions have been met.

Information provided for the purpose of the ASX Listing Rules 10.14 and 10.15

The following information is provided to shareholders in relation to Resolution 5:

- Dr Melki is the Managing Director and Chief Executive Officer of the Company.
- Approval is being sought for the issue of 250,000 Options to Dr John Melki (or his nominee) under the company's EIP for nil financial consideration, which subject to the achievement of vesting conditions, may convert to ordinary shares in the capital of GSS.
- Each Option carries the right, but not the obligation to acquire a certain number of shares in GSS at a predetermined price (**exercise price**) and will be subject to the terms and conditions of the EIP.
- It is anticipated that the Options will be issued by the Company within one (1) month of the AGM, being 16 December 2022, and no later than twelve (12) months after the AGM, being 16 November 2023.
- No amount will be payable on the grant of an Option.
- The predetermined price of the Options will be due and payable at the time the Participant exercises any vested options. The predetermined exercise price payable to convert the Options will be the volume weighted average price at which the shares have traded on the ASX for the 30 days immediately preceding 21 September 2022 and has been calculated at \$0.93 per vested Option.
- The option value has been calculated using a Black-Scholes option pricing model that values the offer at ~\$0.73/option or \$183,199.
- All Directors are entitled to participate in the Plan. At the date of the Notice, the Directors of the Company are Dr Nickolaos Samaras, Dr Anthony Radford AO, Mr Michael Aicher, Dr Neil Gunn, Ms Caroline Waldron and Dr John Melki.
- The EIP was approved by shareholders at the 2016 AGM.

- Since the EIP was approved by shareholders, the Directors have received the following grant of options under the EIP:
 - Dr John Melki (CEO and Managing Director) – 550,000 (100,000 approved by shareholders at the 2016 AGM, 200,000 approved by shareholders at the 2018 AGM, and 250,000 approved by shareholders at the 2020 AGM).
 - Dr Neil Gunn (Non-Executive Director) – 250,000 approved by shareholders at the 2021 AGM
 - No options have been issued to other Non-Executive Directors.
- Dr Melki currently earns total base salary of \$370,800 per annum.
- All funds raised on payment of the exercise price of the Options will be used as working capital.
- There is no loan attaching to the offers of Options.
- A voting exclusion statement is set out under Resolution 5.
- If approval is given for the issue of securities under Listing Rule 10.14, approval is not required under Listing Rule 7.1
- Per Listing Rule 10.15.11, details of any securities issued under the scheme will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14.
- Any additional +persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

The Directors (apart from Dr Melki) who do not have an interest in the outcome of the relevant resolution, unanimously recommend that shareholders vote in favour of Resolution 5 for the reasons set out below:

- *the Company wishes to maximise the use of its cash resources towards the Company's development and equity-based incentives, such as options, are used to supplement cash-based remuneration; and*
- *the granting of the Options package proposed is commensurate with market practice.*