

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Members of QBiotics Group Limited ACN 617 596 139 ('QBiotics' or the 'Company'), will be held at the Radisson Blu Plaza Hotel Sydney, 66 Pitt Street, Sydney NSW 2000, on Friday, 22 November 2024 at 11:00am AEDT.

This document should be read in its entirety. If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional advisor.

The Explanatory Statement, set out below, forms part of this Notice describes the matters to be considered.

A Proxy Form accompanies this Notice of Annual General Meeting. If you are unable to attend the meeting in person, please complete and return the enclosed Proxy Form in accordance with the specified instructions.

### Items of Business

#### 1. Consideration of the audited financial statements and reports

To receive and consider the Directors' report, financial report and independent auditor's report of the Company for the financial year ended 30 June 2024.

Copies of the Company's annual financial report can be obtained through the Company's website [www.qbiotics.com](http://www.qbiotics.com), by contacting the registered office in Taringa Queensland, or by phoning Ms Danielle Bentley on 07 3870 8933 or by emailing [Danielle.Bentley@qbiotics.com](mailto:Danielle.Bentley@qbiotics.com).

Note: There is no requirement for shareholders to approve these reports.

#### 2. Resolutions

##### Resolution 1 – Re-election of Dr Susan Foden as a Director

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

'That Dr Susan Foden, who retires and offers herself for re-election in accordance with Clauses 41.2 and 41.3 of the Company's constitution and, being eligible for election, be re-elected as a Director.'

##### Resolution 2 – Re-election of Hamish Corlett as a Director

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

'That Hamish Corlett, who retires and offers himself for re-election in accordance with Clauses 41.2 and 41.3 of the Company's constitution and, being eligible for election, be re-elected as a Director.'

##### Resolution 3 – Re-election of Mark Fladrich as a Director

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

'That Mark Fladrich, who was appointed as a Director on 20 May 2024 in accordance with Clause 40.1 of the Company's constitution, retires and offers himself for re-election in accordance with Clauses

40.2 and 41.3 of the Company's constitution and, being eligible for election, be re-elected as a Director.'

### Resolution 4 – Re-election of David Phillips as a Director

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

'That David Phillips, who was appointed as a Director on 20 May 2024 in accordance with Clause 40.1 of the Company's constitution, retires and offers himself for re-election in accordance with Clauses 40.2 and 41.3 of the Company's constitution and, being eligible for election, be re-elected as a Director.'

## 3. Other business

To consider any other business brought forward in accordance with the Company's Constitution or as required by law.

## 4. Presentation by the Chief Executive Officer

A presentation highlighting company activities during the year will be given by the Company's Chief Executive Officer, Stephen Doyle, after which shareholders will be given the opportunity to ask questions.

## Other Information

### 1. Entitlement to attend and vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting, all shares will be taken to be held by the persons who held them as registered Shareholders at 4:00pm (AEDT) on 20 November 2024 (Eligible Shareholders). Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### 2. Attending and voting at the meeting

Eligible Shareholders may attend the meeting and vote in person. If you intend to attend the meeting in person, you do not need to submit a Proxy Form.

You may still attend the meeting and vote in person even if you have lodged a Proxy Form. If you have previously submitted a Proxy Form, your attendance will cancel your voting instruction and suspend your proxy appointment while you are present at the meeting.

### 3. Appointing a proxy

You can appoint a proxy to attend and vote on your behalf as an alternative to attending the meeting in person.

The proxy does not need to be a shareholder of the Company.

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

Proxies must be:

- hand delivered to the registered office;
- mailed to the Company's postal address; or
- emailed to the address specified below.

not later than 11:00am (AEDT) on 20 November 2024.

Company's registered office: (hand deliveries)	QBiotics Group Limited Suite 3A, Level 1, 165 Moggill Road, Taringa QLD 4068
Company's postal address:	QBiotics Group Limited PO Box 42, Toowong QLD 4066
Email for lodgement:	<a href="mailto:Danielle.Bentley@qbiotics.com">Danielle.Bentley@qbiotics.com</a>

The Proxy Form has been enclosed. Please read all instructions carefully before completing the Proxy Form.

#### 4. Voting intentions

Subject to any voting restrictions and exclusions, the Chair intends to vote in favour of all resolutions on the agenda.

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chair intends to vote in favour of all resolutions on the agenda.

#### 5. Your privacy

Attendees at the meeting may be video recorded.

By Order of the Board



**Dr Susan Foden**  
Chair

Date: 23 October 2024

# EXPLANATORY STATEMENT

The purpose of this Explanatory Statement is to provide shareholders with information that is reasonable and required by shareholders in order to decide whether or not to approve the resolutions set out in the Notice of Annual General Meeting. The Directors recommend that shareholders read this Explanatory Statement before making their decision on how to vote on the resolutions. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal advisor for assistance.

The Directors recommend that this Explanatory Statement be read in its entirety.

## 1. Consideration of the audited financial statements and reports

Under Section 317 of the Corporations Act, QBiotics is required to lay its annual financial report, directors' report and auditor's report before its shareholders at its Annual General Meeting. The annual financial report is submitted for shareholders' consideration and discussion at the Annual General Meeting as required.

Meeting attendees are invited to direct questions to the Chair in respect of any aspect of the report they wish to discuss.

## 2. Resolutions

### Resolution 1 – Re-election of Dr Susan Foden as a Director

- Under Clause 41.2 of the Company's constitution, a Director must retire from office at the end of the third annual general meeting following the Director's last appointment or three years, whichever is longer.
- Under Clause 41.3, a retiring Director is eligible for re-election.
- Dr Susan Foden retires in accordance with Clause 41.2 and is eligible for re-election pursuant to Clause 41.3.
- Resolution 1 provides for the re-election Dr Susan Foden as a Director of the Company in accordance with Clauses 41.2 and 41.3 of the Company's constitution.
- The Chair of the meeting intends to vote undirected proxies in FAVOUR of resolution 1.



Dr Susan Foden  
MA DPhil

Dr Susan Foden brings over 20 years' experience as director on the boards of small and medium size private and public life science companies in the UK, Norway, Germany and Belgium.

Previous board positions include BTG plc (acquired by Boston Scientific in 2019), and Vectura Group plc where she served for over 10 years as Senior Independent Director and Chair of the Remuneration Committee until 2019.

Susan also chaired, and was a director of, BerGenBio ASA up to its initial public offer on the Oslo Bohrs in 2015 and Neurocentrx Ltd in the UK.

Currently, Susan is the Non-executive Chair of Evgen Pharma plc, a Non-executive Director of Laverock Therapeutics Ltd, an Investment Committee member of CD3, the drug discovery initiative between the European Investment Fund and the University of Leuven in Belgium, and a trustee of the Roslin Foundation in Edinburgh.

Susan's background is in biochemistry with an MA and DPhil in Natural Sciences from the University of Oxford. In 1983 Susan joined the UK's first biotech company, Celltech Ltd and headed up Academic Liaison, establishing some of the early precedents of academic/ biotech partnering and intellectual property development and in-licensing. In 1987 she established CRCT, the technology transfer and development company of what was then Cancer Research Campaign, (now CRT/Cancer Research UK (CRUK)). Over the next 12 years, CRCT was responsible for the development and partnering of many programs, significantly Temodal, Abiraterone (with BTG) and some of the early PARP inhibitors from which CRUK has benefitted from many years of royalty flow. Spin-out companies Cyclacel, Kudos and Sprigen Ltd also came from CRCT.

Outside the UK, CRCT set up Cancer Research Ventures and among others, established links with cancer research centres in Germany, Denmark and New Zealand.

In 2000, Susan joined the London healthcare VC firm, Merlin Biosciences as an Investor Director and was a director on several Merlin investee company boards including the oncology-focused companies, BioVex (acquired by Amgen 2011), and Plamed (acquired by Roche 2008).

Susan was first appointed as a director of QBiotics Group on 14 October 2019 and is also a director of QBiotics Group's wholly owned subsidiary company, QBiotics UK Limited.

## Resolution 2 – Re-election of Hamish Corlett as a Director

- Under Clause 41.2 of the Company's constitution, a Director must retire from office at the end of the third annual general meeting following the Director's last appointment or three years, whichever is longer.
- Under Clause 41.3, a retiring Director is eligible for re-election.
- Hamish Corlett retires in accordance with Clause 41.2 and is eligible for re-election pursuant to Clause 41.3.
- Resolution 2 provides for the re-election Hamish Corlett as a Director of the Company in accordance with Clauses 41.2 and 41.3 of the Company's constitution.
- The Chair of the meeting intends to vote undirected proxies in FAVOUR of resolution 2.



Mr Hamish Corlett  
BCom GDipCouns

Mr Hamish Corlett is a Co-Founder and Partner at TDM Growth Partners, a private investments firm specialising in high growth companies globally. Hamish brings more than 20 years' experience in investing and investment banking from multiple top-tier investment firms to his role on the QBiotics Board.

Hamish was previously a Non-executive Director of Somnomed Limited (May 2018 to October 2024) and Tyro Payments Limited (April 2019 to November 2021).

Hamish holds a Bachelor of Commerce with Honours Class 1 (Accounting and Finance) from the University of Sydney and a Graduate Diploma of Counselling from the Australian College of Applied Psychologists.

Hamish was first appointed as a director of QBiotics Group on 9 April 2021.

### Resolution 3 – Re-election of Mark Fladrich as a Director

- Under Clause 40.1 of the Company’s constitution, the Board may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. Mark Fladrich was appointed as a Director under Clause 40.1 on 20 May 2024.
- Under Clause 40.2, a Director appointed under Clause 40.1 will hold office until the next annual general meeting of the Company, at which the Director may be re-elected.
- Mark Fladrich retires in accordance with Clause 40.2 and is eligible for re-election pursuant to Clause 41.3.
- Resolution 3 provides for the re-election Mark Fladrich as a Director of the Company in accordance with Clauses 40.2 and 41.3 of the Company’s constitution.
- The Chair of the meeting intends to vote undirected proxies in FAVOUR of resolution 3.



Mark Fladrich  
BPharm MBA GAICD

Mark Fladrich is an experienced pharmaceutical executive with a passion for bringing innovative medicines to patients. He has more than 30 years of experience in the pharmaceutical industry, with over 20 years at AstraZeneca.

Mark brings to QBiotech Group broad global commercial strategy and implementation experience across all phases of the pharmaceutical product lifecycle in a broad range of therapy areas including: oncology, wound healing, respiratory, cardiovascular, diabetes and metabolism, gastrointestinal, psychiatric disorders, antibiotics and pain management.

Mark was most recently Chief Commercial Officer of Grunenthal - a mid-sized privately owned German company specialising in pain management, where he led the commercial organisation - expanding Grunenthal’s footprint beyond Europe and Latin America to establish a commercial presence in the US and relaunch an important pain management treatment in that market.

In his 23 years at AstraZeneca, Mark held several senior roles including Vice President Global Strategic Marketing, Country President roles in Germany, Australia and New Zealand and Regional Head of Southern and Western Europe. Prior to joining AstraZeneca, Mark held various roles at Allergan (now part of AbbVie Inc) and Faulding Pharmaceuticals in Australia.

Mark is currently a Board Observer and Strategic Advisor at HealthMatch, a Sydney based digital startup which has developed a platform to enable patients to match themselves to clinical trials. He is also Chair of the Strategic Advisory Board for Atacana, a consulting firm which specialises in competitive intelligence and strategy consulting to the pharmaceutical and biotech industry, currently serving 7 of the top 10 global pharma companies.

Mark holds a Bachelor of Pharmacy (University of South Australia), Master of Business Administration (Macquarie university), and is a member of the Australian Institute of Company Directors.

Mark was appointed as director of QBiotech Group on 20 May 2024.

### Resolution 4 – Re-election of David Phillips as a Director

- Under Clause 40.1 of the Company’s constitution, the Board may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. David Phillips was appointed as a Director under Clause 40.1 on 20 May 2024.
- Under Clause 40.2, a Director appointed under Clause 40.1 will hold office until the next annual general meeting of the Company, at which the Director may be re-elected.

- David Phillips retires in accordance with Clause 40.2 and is eligible for re-election pursuant to Clause 41.3.
- Resolution 4 provides for the re-election David Phillips as a Director of the Company in accordance with Clauses 40.2 and 41.3 of the Company's constitution.
- The Chair of the meeting intends to vote undirected proxies in FAVOUR of resolution 4.



David Phillips  
BSc (Hons)

David Phillips brings to QBiotech Group more than four decades of experience in the global healthcare and pharmaceutical industry. David was previously a senior international marketing executive with Glaxo Wellcome (now GlaxoSmithKlein (GSK)) and also a Managing Partner with GSK's Corporate Venture Fund, SR One.

David spent over a decade at Board level and Chief Business Officer roles at Argenta Discovery, The Automation Partnership and Galapagos NV.

In the latter part of his career, David was both an Executive Director and Non-executive Director of Suda Pharmaceuticals (now Arovella, ASX: ALA). He is now Non-executive Chair of Inosi Therapeutics, a spin-out from Monash University developing novel therapeutics for fibrosis.

David has been responsible for capital raisings globally, as well as the execution of over 50 pharmaceutical and biotechnology deals and 10 mergers and acquisitions.

David holds a Bachelor of Science (Hons) in Pharmacology from Kings College, London.

David was appointed as director of QBiotech Group on 20 May 2024.