

## AGM Notice

14 October 2025

Dear Shareholders

We are pleased to invite you to join the 2025 Annual General Meeting of Clever Culture Systems Limited (the **Company** or **CCS**) (ASX: CC5) which will take place on **Monday, 17 November 2025 at 11.30am (ACDT)**.

This year's meeting will be held as an in-person event at **the offices of CCS, 16 Anster Street, Adelaide, South Australia**. We believe an in-person event provides Shareholders the best opportunity to engage and participate in the meeting.

In addition, for those shareholders who are not able to attend in person, you will be able to observe the meeting remotely via the following Zoom link:

[https://us06web.zoom.us/webinar/register/WN\\_IWIQjdAmSXWJEaVWqpjCEg](https://us06web.zoom.us/webinar/register/WN_IWIQjdAmSXWJEaVWqpjCEg)

*You must register prior to the event to be able to access the webinar. Once registered you will be sent the details for joining the webinar, including a calendar invitation.*

Please note that while the Zoom link will allow you to observe the meeting proceedings, it will not provide a platform for participation. Shareholders wishing to ask questions, vote, or otherwise engage in the meeting will need to attend in person at the meeting venue.

There are four resolutions to be considered at this year's AGM. Resolutions 1, 2 and 4 comprise the usual resolutions relating to the remuneration report, a director election and the additional 10% issuance capacity under ASX Listing Rule 7.1A.

Resolution 3 relates to the proposed issue of 3,545,581 CCS Shares to the Company's CEO and Managing Director, Mr Barnes, in lieu of an annual bonus of \$91,476, otherwise payable in cash. This represents 88% of the maximum annual bonus for the year ended 30 June 2025, being a period in which the Company executed a successful pivot to the pharmaceutical industry. The election by Mr Barnes to receive CCS Shares in lieu of a cash payment represents a commitment to further invest in the Company and assist the management of the Company's available cash. The number of CCS Shares to be issued in lieu of that cash bonus was determined using a price of \$0.0258 per Share, based on the Volume Weighted Average Price of CCS Shares for the month of July 2025. If Shareholder approval is not received, the amount outstanding will be paid in cash.

Specific details of all resolutions are set out in full in the Notice of Meeting and Explanatory Memorandum.

*The Board unanimously supports all resolutions at this AGM (to the extent individual directors do not have an interest in certain resolutions).*

The Company will not be dispatching physical copies of the Notice of Meeting, unless explicitly requested by Shareholders. Instead, a copy of the Notice of Meeting is available at the Company's website at [www.cleverculturesystems.com](http://www.cleverculturesystems.com) and at the Company's Announcements Platform at [www.asx.com.au](http://www.asx.com.au) (ASX: CC5).

If you have elected to receive notices by email, the Company will provide a link to where the Notice of Meeting and other materials can be viewed or downloaded via email. If you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed with this letter, for your convenience.

Whilst Shareholders will be able to vote in-person during the Annual General Meeting, you are encouraged to lodge a proxy ahead of the Annual General Meeting. Shareholders can vote by proxy by completing the enclosed Proxy Form. Instructions on how to appoint a proxy or return the Form are detailed on the Proxy Form.

We encourage all shareholders to access and read the Notice of Meeting prior to voting.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company on +61 8 8227 1555.

Yours Sincerely,

A handwritten signature in black ink, appearing to read 'R. Ridge', with a stylized flourish at the end.

**Ray Ridge**

Company Secretary

**Clever Culture Systems Limited**



## CLEVER CULTURE SYSTEMS LIMITED

ABN 95 107 670 673

### NOTICE OF ANNUAL GENERAL MEETING

to be held at

**Date:** Monday, 17 November 2025

**Time:** 11:30am (Adelaide time)

**Place:** Clever Culture Systems, 16 Anster Street, Adelaide, South Australia 5000

Shareholders will have the opportunity to observe the Annual General Meeting remotely via a Zoom link.

**Please note** that while the Zoom link will allow you to observe the meeting proceedings, it will not provide a platform for participation. Shareholders wishing to ask questions, vote, or otherwise engage in the meeting will need to attend in person at the meeting venue.

**Zoom Link** (for Observation Only):

[https://us06web.zoom.us/webinar/register/WN\\_IWlQjdAmSXWJEaVWqpjCEg](https://us06web.zoom.us/webinar/register/WN_IWlQjdAmSXWJEaVWqpjCEg)

*You must register prior to the event to be able to access the webinar. Once registered you will be sent the details for joining the webinar, including a calendar invitation.*

### AVAILABILITY OF THE NOTICE OF MEETING

In accordance with *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth) (**Treasury Amendment Act**), the Company will not be dispatching physical copies of this Notice unless a shareholder has elected to receive documents in hard copy, in accordance with the time frame specified by 253RB(3) of the Treasury Amendment Act. For each shareholder that the Company has an email address on record, the Company will send an electronic copy of this Notice and material relating to the Meeting or provide a link to where the Notice and other material can be viewed or downloaded by email. To the other Shareholders, the Company will send a letter setting out a URL for viewing or downloading the Notice and other material. If you are unable to attend the Meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.

### This is an important document and requires your attention

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

# Notice of Annual General Meeting

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Notice is given that the 2025 Annual General Meeting of members of Clever Culture Systems Limited (**CCS** or **Company**) (ASX: CC5) will be held as a physical meeting on Monday, 17 November 2025 at 11:30am (Adelaide time).

Shareholders can attend the Annual General Meeting at Clever Culture Systems, 16 Anster Street, Adelaide, South Australia 5000.

The CEO / Managing Director will be providing a presentation at the AGM.

Shareholders attending the AGM will have an opportunity to ask questions on the day. To assist with preparation for the Meeting, shareholders are strongly encouraged to submit any questions they may have of the Company in advance by emailing the Company Secretary at [info@cleverculturesystems.com](mailto:info@cleverculturesystems.com) by midday (Adelaide time) on Friday, 14 November 2025.

## Items of business

### Financial Report

To receive and consider the Financial Report for the year ended 30 June 2025 and the reports of the Directors and the Auditor, as set out in the 2025 Annual Report.

### Company Performance and Prospects

To receive information from the Chief Executive Officer and Managing Director about the Company's performance and future prospects.

#### 1. Resolution 1 – Adoption of Remuneration Report

To consider, and if thought fit, pass the following non-binding resolution as an ordinary resolution:

“That the Remuneration Report for the year ended 30 June 2025 be adopted.”

**Note:** The vote on this resolution is advisory only and does not bind the directors or the Company.

#### 2. Resolution 2 – Re-election of Rebecca Wilson as a Director

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

“That Rebecca Wilson, who retires in accordance with clause 20.2 of the Company's Constitution and being eligible to stand for re-election as a Director of the Company, be re-elected as a Director of the Company.”

#### 3. Resolution 3 – Approval of issue of Shares to a Director, Brenton Barnes

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

“That the issue of 3,545,581 Shares by the Company to Brenton Barnes, as described in the explanatory notes, is approved for all purposes including for the purpose of ASX Listing Rule 10.11.”

#### 4. Resolution 4 – Approval of 10% Placement Facility

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

“That the issue of equity securities comprising up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions described in the explanatory notes, is approved for all purposes including for the purpose of ASX Listing Rule 7.1A.”

## Voting entitlement

The Board has determined, in accordance with the Company's Constitution and the Corporations Regulations, that a person's entitlement to vote at the Annual General Meeting will be taken to be the entitlement of that person shown in the Register of Members at 11.30am (Adelaide time) Saturday, 15 November 2025.

Voting restrictions in relation to Resolutions 1 and 3 apply to the Company's key management personnel and their closely related parties, which also affect proxy voting. In particular, please note that if the Chair of the meeting is appointed as your proxy, and you have not directed them how to vote, then by submitting the proxy form you will be expressly authorising the Chair of the meeting to exercise your undirected proxy on resolutions 1 and 3 even though the resolutions are connected with the remuneration of the Company's key management personnel.

The voting and participation information and explanatory notes form part of this Notice of Meeting.

Dated 9 October 2025

By order of the Board

A handwritten signature in black ink, appearing to read 'R. Ridge', with a stylized flourish at the end.

Ray Ridge

Company Secretary

## Voting and participation

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### Shareholders who are entitled to vote

The Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at 11.30am (Adelaide time) 15 November 2025. Accordingly, those persons are entitled to attend and vote at the meeting.

### Voting Restrictions

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Company's key management personnel named in the Company's Remuneration Report for the year ended 30 June 2025 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's key management personnel at the date of the meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Resolution 1:

- in accordance with a direction in the proxy form; or
- by the Chair of the meeting pursuant to an express authorisation in the proxy form to exercise the proxy, even though Resolution 1 is connected with the remuneration of the Company's key management personnel.

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of the Items set out below by or on behalf of the following persons:

- Resolution 3 by or on behalf of Brenton Barnes and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of shares in the Company);
- Resolution 4 by or on behalf of any person who is expected to participate in, or who will receive a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of shares in the Company). At the time the approval pursuant to Resolution 4 is sought, the Company is not proposing to make an issue of equity securities under Listing Rule 7.1A. Accordingly, no votes cast in favour of Resolution 4 will be excluded,

or an associate of that person or those persons.

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

- a person as 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;
- the chairman 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 chairman to vote on the resolution as the chairman decides; or
- a shareholder 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 shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

A person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 1 and 3 if:

- the proxy is either:
  - a member of the Company's key management personnel; or
  - a closely related party of such a member; and
- the appointment does not specify the way the proxy is to vote on those Resolutions.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though these Resolutions are connected directly or indirectly with remuneration of a member of the Company's key management personnel.

## **Proxies**

Even if planning to attend the meeting, Shareholders are encouraged to lodge a proxy ahead of the meeting.

To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.

A member who is entitled to vote at the meeting, may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of the Company.

Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.

The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.

To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting (or such lesser period as the Directors may permit):

- By mail c/- Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001
- Online: [www.investorvote.com.au](http://www.investorvote.com.au) - To use this facility, you will need your holder number (SRN or HIN), postcode and control number as shown on the proxy form. You will have been taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.
- By facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
- Intermediaries/Custodians can vote online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com) (subscribers only).

## Explanatory notes

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### 1. Financial Report

The Clever Culture Systems Limited Annual Report 2025 (which includes the financial report, the Directors' report and the auditor's report) will be presented to the meeting.

There is no requirement for shareholders to approve these reports. However, the Chair of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company. Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

A copy of the Annual Report has been sent to shareholders (where requested) and is also available on the Company's website at [www.cleverculturesystems.com](http://www.cleverculturesystems.com).

### 2. Company Performance and Prospects

The Chief Executive Officer and Managing Director will provide a presentation in relation to the Company's performance and future prospects.

### 3. Resolution 1 – Adoption of Remuneration Report

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

The Remuneration Report sets out the Company's remuneration arrangements for Directors, including the Managing Director. The Chair of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, shareholders will be asked to vote on the Remuneration Report.

The resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

Under the *Corporations Act 2001* (Cth), if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill' resolution) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.

***The Directors unanimously recommend that you vote in favour of this resolution.***

### 4. Resolution 2 – Re-election of Rebecca Wilson as a Director

Rebecca Wilson is an experienced company director with private, ASX listed and not-for-profit organisations and has significant experience leading companies in important commercial activation phases working with CEOs as both an advisor and Non-executive Director to develop and execute effective business strategies that support accelerated and sustained growth.

In an executive career that spanned 25 years, Rebecca held global leadership roles in marketing communication, investor relations, ESG, capital management, and corporate affairs.

Rebecca is the Non-Executive Chair of global healthcare enterprise technology company Alcidion Limited (ASX ALC), Non-Executive Director of ASX listed enterprise technology company Hansen Technologies (ASX HSN), and Vitura Health (ASX VIT). She is also an Independent Non-Executive Director of Not-for-profit Tomisich Foundation and Veski.

***The Directors (apart from Ms Wilson, who does not make a recommendation) unanimously recommend that you vote in favour of this resolution.***



## 5. Resolution 3 – proposed issue of shares to a Director, Brenton Barnes

### Background to Resolution 3

The CEO and Managing Director, Mr Barnes, is eligible for an annual cash bonus up to a maximum of 30% of his annual salary. A salary package of \$346,500, inclusive of statutory superannuation, applied for the year ended 30 June 2025. Therefore, the maximum bonus for the year ended 30 June 2025 was \$103,950.

The proportion of the maximum bonus that is awarded each year is determined by the Board, based on their assessment of the achievement of preset objectives. The objectives are set by the Board annually at the commencement of each financial year and are aligned with the Group's KPIs.

For the year ended 30 June 2025, an annual bonus was awarded at 88% of the maximum, or \$91,476. Under his contract of employment, Mr Barnes is to be paid the bonus in cash. Mr Barnes proposes to receive CCS Ordinary Fully Paid Shares (Shares) in lieu of cash payment, subject to shareholder approval, to further invest in the Company and assist the management of the Company's available cash.

The 3,545,581 Shares to be issued in lieu of the \$91,476 cash bonus was determined using a price of \$0.0258 per Share, based on the Volume Weighted Average Price (VWAP) of the Shares for the month of July 2025.

### ASX Listing Rule requirements

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of Shares to a director falls within Listing Rule 10.11.1 or 10.11.4 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's shareholders under Listing Rule 10.11.

If the proposed issue of Shares to Mr Barnes is not approved by shareholders, the Company will not be able to proceed with the issue of the Shares to him (or his nominees) and the amount owing will be paid in cash, at the greater of the annual bonus awarded of \$91,476 and the market value of the proposed 3,545,581 Shares based on a 30-day VWAP immediately prior to the AGM.

If the proposed issue of Shares to Mr Barnes is approved by shareholders, the Company will be able to proceed with the issue of securities to him and the purpose of the issue, to provide the remuneration as a share-based payment and conserve the Company's cash resources, will be achieved.

If shareholders approve Resolution 3, further shareholder approval is not required under ASX Listing Rule 7.1, and the Shares issued pursuant to Resolution 3 will not be included in calculating the Company's 15% limit in ASX Listing Rule 7.1.

Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 3:

|                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>The name of the person</b>                                                                                                                                                                                                                                                                                                                                                                                                 | Brenton Barnes or nominees.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Which category in rules 10.11.1 – 10.11.5 the person falls and why</b>                                                                                                                                                                                                                                                                                                                                                     | <p>If the shares are issued to Mr Barnes, as a director of the Company, he is a related party under Listing Rule 10.11.1</p> <p>If the shares are issued to a nominee, that person is an associate of a related party, under Listing Rule 10.11.4</p>                                                                                                                                                                                                                                                                                                                                                                                |
| <b>The number and class of securities to be issued to the person</b>                                                                                                                                                                                                                                                                                                                                                          | 3,545,581 Fully paid ordinary shares.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>If the securities are not fully paid ordinary shares, a summary of the material terms of the securities</b>                                                                                                                                                                                                                                                                                                                | The securities are fully paid ordinary shares.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>The date or dates on or by which the Company will issue the securities, which must not be more than 1 month after the date of the meeting</b>                                                                                                                                                                                                                                                                              | The securities will be issued within 1 month after the date of the Annual General Meeting.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>The price or other consideration the Company will receive for the issue</b>                                                                                                                                                                                                                                                                                                                                                | The Shares are to be issued at a price of \$0.0258 per share, in satisfaction of a cash amount owing of \$91,476.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>The purpose of the issue, including the intended use of the funds raised by the issue</b>                                                                                                                                                                                                                                                                                                                                  | <p>The issue is intended to remunerate the CEO and Managing Director.</p> <p>No funds will be raised by the issue, however the Company's liability to pay a cash amount of \$91,476 will be satisfied through the issue of the Shares.</p>                                                                                                                                                                                                                                                                                                                                                                                           |
| <p><b>If the person is:</b></p> <ul style="list-style-type: none"> <li>• a director and therefore a related party under rule 10.11.1; or</li> <li>• an associate of, or a person connected with, a director under rules 10.11.4 of 10.14.5,</li> </ul> <p><b>and the issue is intended to remunerate or incentivise the director, details (including the amount) of the director's current total remuneration package</b></p> | <p>The remuneration for the person has the following components for the year ended 30 June 2026:</p> <ul style="list-style-type: none"> <li>• A salary package of \$363,825 inclusive of statutory superannuation (2025: \$346,500).</li> <li>• An annual STI comprising a maximum annual bonus of 30% of the CEO and Managing Director's annual salary package, being \$109,147 for the Financial Year ending 30 June 2026 (2025: \$103,950). The proportion of the maximum bonus that is awarded each year is determined by the Board, based on their assessment of the achievement of preset objectives. Mr Barnes was</li> </ul> |

|                                                                                                                |                                                                                                                       |
|----------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|
|                                                                                                                | awarded 88% of the \$103,950 maximum annual bonus applicable to the Financial Year ended 30 June 2025 being \$91,476. |
| <b>If the securities are issued under an agreement, a summary of any other material terms of the agreement</b> | The securities are issued pursuant to an employment agreement on terms that are typical for agreements of its type.   |
| <b>A voting exclusion statement</b>                                                                            | A voting exclusion statement for this Resolution is included in the voting and participation section of the Notice.   |

Brenton Barnes has a notifiable direct and indirect interest in the following securities of the Company:

- 135,713,606 Ordinary shares
- 1,500,000 unlisted options (exercise price \$0.157, expiring 7 August 2026)
- 40,000,000 unlisted options (exercise price \$0.024, vest 10 June 2026 upon continued employment, expiring 10 December 2028)
- 10,000,000 performance shares (vest 10 December 2028 upon continued employment and achievement of the share price hurdle of \$0.07 based on a 90 day VWAP)

***The Directors (apart from Mr Barnes, who does not make a recommendation) unanimously recommend that you vote in favour of this resolution.***

#### **6. Resolution 4 – Approval of a 10% Placement Facility**

Broadly speaking, and subject to a number of exceptions, 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 Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An “eligible entity” means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 4 seeks shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without shareholder approval.

If resolution 4 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

## **Information required under listing rule 7.3A in relation to Resolution 4**

### ***Period for which the 7.1A Mandate is valid***

The 7.1A Mandate will commence on the date of this meeting and expire on the first to occur of the following:

- the date that is 12 months after the date of this meeting;
- the time and date of the Company's next annual general meeting; and
- the time and date of approval by shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

### ***Minimum price***

Any equity securities issued under the 7.1A Mandate must be in an existing quoted class of equity securities and be issued at a minimum price of 75% of the volume weighted average price of equity securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the equity securities are to be issued is agreed by the entity and the recipient of the equity securities; or
- if the equity securities are not issued within 10 trading days of that date, the date on which the equity securities are issued.

### ***Use of funds raised under the 7.1A Mandate***

The Company intends to use funds raised from issues of equity securities under the 7.1A Mandate for the acquisition of new assets or investments (including expense associated with such acquisition), continued expenditure on the Company's current assets or general working capital.

### ***Risk of Economic and Voting Dilution***

Any issue of equity securities under the 7.1A Mandate will dilute the interests of shareholders who do not receive any shares under the issue.

If resolution 4 is approved by shareholders and the Company issues the maximum number of equity securities available under the 7.1A Mandate, the economic and voting dilution of existing shares would be as shown in the table below.

The below table has been prepared based on the following assumptions:

- the Company issues the maximum number of securities available under the additional 10% Placement Facility;
- no unlisted options are converted into shares before the date of the issue of the equity securities;
- 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%;
- the table does not show an example of dilution that may be caused to a particular shareholder by reasons of placements under the 10% Placement Facility, based on that shareholder's holding at the date of the meeting;
- the table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1. Dilution experienced by shareholders may be greater if issues have been made utilising the capacity in Listing Rule 7.1 as well; and
- the issue price is \$0.035, being the closing price of the shares on ASX on 8 October 2025.

| Variable "A" in ASX Listing Rule 7.1A.2                |                     | Dilution                                      |                         |                                                |
|--------------------------------------------------------|---------------------|-----------------------------------------------|-------------------------|------------------------------------------------|
|                                                        |                     | \$0.0175<br>50%<br>decrease in<br>Issue Price | \$0.0350<br>Issue Price | \$0.0700<br>100%<br>increase in<br>Issue Price |
| Current variable "A"<br>1,909,044,523                  | 10% Voting Dilution | 190,904,452                                   | 190,904,452             | 190,904,452                                    |
|                                                        | Funds Raised        | \$3,340,828                                   | \$6,681,656             | \$13,363,312                                   |
| 50% increase in current variable "A"<br>2,863,566,784  | 10% Voting Dilution | 286,356,678                                   | 286,356,678             | 286,356,678                                    |
|                                                        | Funds Raised        | \$5,011,242                                   | \$10,022,484            | \$20,044,967                                   |
| 100% increase in current variable "A"<br>3,818,089,045 | 10% Voting Dilution | 381,808,905                                   | 381,808,905             | 381,808,905                                    |
|                                                        | Funds Raised        | \$6,681,656                                   | \$13,363,312            | \$26,726,623                                   |

Shareholders should note that there is a risk that:

- the market price for the Company's shares may be significantly lower on the issue date than on the date of the annual general meeting; and
- the shares may be issued at a price that is at a discount to the market price for those shares on the date of issue.

#### ***Allocation policy under the 7.1A Mandate***

The recipients of the equity securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of equity securities could consist of current shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- the purpose of the issue;
- alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing shareholders may participate;
- the effect of the issue of the equity securities on the control of the Company;
- the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

#### ***Previous approval under Listing Rule 7.1A***

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 14 November 2024 (**Previous Approval**). The Company has not issued any shares pursuant to the Previous Approval.



# CLEVER CULTURE SYSTEMS

Clever Culture Systems Limited  
ACN 107 670 673

## Need assistance?



**Phone:**  
1300 729 063 (within Australia)  
+61 (3) 9415 4675 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:30am (Adelaide time) on Saturday, 15 November 2025.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 188198**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark ☒ to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Clever Culture Systems Limited hereby appoint

☐ the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Clever Culture Systems Limited to be held at 16 Anster Street, Adelaide, SA 5000 on Monday, 17 November 2025 at 11:30am (Adelaide time) and at any adjournment or postponement of that meeting. **Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman. **Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 3 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

|              |                                                               | For                      | Against                  | Abstain                  |
|--------------|---------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of Remuneration Report                               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Rebecca Wilson as a Director                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Approval of issue of securities to a Director, Brenton Barnes | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Approval of 10% Placement Facility                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically