

CLINUVEL PHARMACEUTICALS LTD

2023 Annual General Meeting

29 September 2023

Dear Shareholder,

I am pleased to invite you to CLINUVEL PHARMACEUTICALS LTD's 2023 Annual General Meeting (AGM), to be held on Tuesday, 31 October 2023 at 10.00am (AEDT). The meeting will be held in-person at The Events Centre at Collins Square, Tower 2, Level 5, 727 Collins Street, Melbourne, VIC 3008, Australia.

Business of the AGM

The business of the meeting, as set out in the Notice of 2023 AGM and accompanying Explanatory Memorandum, is to consider and receive the statutory reports for the financial year ended 30 June 2023, and to pass as ordinary resolutions:

- adoption of the 2023 Remuneration Report;
- re-election of Prof Jeffrey Rosenfeld and myself as Non-Executive Directors; and
- refresh of the CLINUVEL Performance Rights Plan to preserve an annual 15% equity issuance capacity over the next three years.

AGM Resolutions

It was another strong year of financial performance for CLINUVEL, achieving its seventh consecutive year of profitability, ongoing revenue growth and controlled increase to expenses supporting its current expansionary phase. The Company is in its strongest financial position to continue its trajectory on pharmaceutical product development and expanded clinical programs, and the development and launch of PhotoCosmetic products.

Amid a volatile operating environment, impacted by inflationary pressures, the Company's share price rose 20% in the year ended 30 June 2023. Since the announcement of the 2023 financial year results on 29 August 2023, the share price has retraced downward following the trend of global markets. We remain committed to a long-term strategy to advance towards a diversified and sustainable pharmaceutical group, which is set up to generate incremental value. Historically, we have overseen a rise in the share price over 315% in the seven years to 30 June 2023, covering the period since the commencement of commercial operations.

As to resolution 1, in recent years we have responded to feedback to communicate our approach to executive remuneration and simplify executive agreements, and provide greater disclosure on the award of incentives, both short-term (STI) and long-term (LTI), and remuneration for performance. Recognition of these enhancements is reflected in more than 75% of shareholders who voted in favour of the Remuneration Reports in the

past two AGMs. We further advanced the 2023 Remuneration Report, and we seek your support to vote in favour of adopting the Remuneration Report.

As presented in resolution 2 and 3, we also ask for your support to maintain the Board's composition by re-electing Prof Rosenfeld and myself to the Board for a further three years. We have served on the Board for nearly four and nine years, respectively, and remain utmost committed to see through the success of the Company.

This year we are asking shareholders to vote in favour of resolution 4, so any issuance of performance rights as a remuneration-based benefit to staff is not included in the annual limit of 15% of ordinary shares which can be issued, a limit the Company can reach without shareholder approval. Resolution 4 pertains to a renewed approval of the Company's Performance Rights Plan. This mechanism gives the Board the flexibility over the next three years to issue performance rights under a long-term incentive plan to staff without eroding the capacity to issue ordinary shares to a third party or potentially as part of an acquisitive transaction, if required.

For avoidance of doubt, this resolution is not seeking shareholder approval to grant the issue of performance rights to a Director including the CEO.

Each Director – who is permitted to do so – recommends that shareholders vote in “FAVOUR” of Resolutions 1, 2, 3, and 4.

Participation in the AGM

The AGM will be a physical meeting in Melbourne and we will again this year broadcast the AGM live online for our shareholders to listen and observe the meeting (but not participate online). Shareholders who wish to attend the AGM via the live webinar can do so by accessing this link, <https://loghic.eventsair.com/cuv2023agm/cuvagm/Site/Register>, and following the registration instructions to activate the webcast. The AGM online can be accessed from any location with access to the internet via smart phone, tablet device, or computer.

Shareholders can submit questions prior to the meeting by logging into www.investorvote.com.au by 10am Sunday 29 October 2023, as shareholders attending via online broadcast may listen and observe but will be unable to vote online or ask questions during the meeting.

We will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has elected to receive notices of meeting in hard copy, or has otherwise requested a hard copy from the Company. The Notice accompanying this announcement can also be viewed online and downloaded from the Company's website at www.clinuvel.com/investors, or the ASX at www.asx.com.au.

If any changes are required to the AGM, the Company will advise shareholders by way of announcement on ASX, and the details will also be made available on our website at www.clinuvel.com.

The Company encourages all shareholders to submit their directed proxy votes in advance of the AGM. It is important that beneficial shareholders follow the instructions of their custodian on procedures for voting.

We hope you will join us on 31 October.

Yours faithfully

Willem Blijdorp

- END -

About CLINUVEL PHARMACEUTICALS LIMITED

CLINUVEL (ASX: CUV; ADR LEVEL 1: CLVLY; Börse Frankfurt: UR9) is a global specialty pharmaceutical group focused on developing and commercialising treatments for patients with genetic, metabolic, systemic, and life-threatening, acute disorders, as well as healthcare solutions for specialised populations. As pioneers in photomedicine and the family of melanocortin peptides, CLINUVEL's research and development has led to innovative treatments for patient populations with a clinical need for systemic photoprotection, assisted DNA repair, repigmentation and acute or life-threatening conditions who lack alternatives.

CLINUVEL's lead therapy, SCENESSE® (afamelanotide 16mg), is approved for commercial distribution in Europe, the USA, Israel, and Australia as the world's first systemic photoprotective drug for the prevention of phototoxicity (anaphylactoid reactions and burns) in adult patients with erythropoietic protoporphyria (EPP). Headquartered in Melbourne, Australia, CLINUVEL has operations in Europe, Singapore, and the USA. For more information, please go to <https://www.clinuvel.com>. Authorised for ASX release by the Board of Directors of CLINUVEL PHARMACEUTICALS LTD.

Authorised for ASX release by the Board of Directors of CLINUVEL PHARMACEUTICALS LTD

Head of Investor Relations

Mr Malcolm Bull, CLINUVEL PHARMACEUTICALS LTD

Investor Enquiries

<https://www.clinuvel.com/investors/contact-us>

Forward-Looking Statements

This release contains forward-looking statements, which reflect the current beliefs and expectations of CLINUVEL's management. Statements may involve a number of known and unknown risks that could cause our future results, performance, or achievements to differ significantly from those expressed or implied by such forward-looking statements. Important factors that could cause or contribute to such differences include risks relating to: our ability to develop and commercialise pharmaceutical products; the COVID-19 pandemic and/or other world, regional or national events affecting the supply chain for a protracted period of time, including our ability to develop, manufacture, market and sell biopharmaceutical products; competition for our products, especially SCENESSE® (afamelanotide 16mg), PRÉNUMBRA® or NEURACTHEL®; our ability to achieve expected safety and efficacy results in a timely manner through our innovative R&D efforts; the effectiveness of our patents and other protections for innovative products, particularly in view of national and regional variations in patent laws; our potential exposure to product liability claims to the extent not covered by insurance; increased government scrutiny in either Australia, the U.S., Europe, Israel, China and Japan of our agreements with third parties and suppliers; our exposure to currency fluctuations and restrictions as well as credit risks; the effects of reforms in healthcare regulation and pharmaceutical pricing and reimbursement; that the Company may incur unexpected delays in the outsourced manufacturing of SCENESSE®, PRÉNUMBRA® or NEURACTHEL® which may lead to it being unable to supply its commercial markets and/or clinical trial programs; any failures to comply with any government payment system (i.e. Medicare) reporting and payment obligations; uncertainties surrounding the legislative and regulatory pathways for the registration and approval of biotechnology and consumer based products; decisions by regulatory authorities regarding approval of our products as well as their decisions regarding label claims; our ability to retain or attract key personnel and managerial talent; the impact of broader change within the pharmaceutical industry and related industries; potential changes to tax liabilities or legislation; environmental risks; and other factors that have been discussed in our 2023 Annual Report. Forward-looking statements speak only as of the date on which they are made, and the Company undertakes no obligation, outside of those required under applicable laws or relevant listing rules of the Australian Securities Exchange, to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. More information on preliminary and uncertain forecasts and estimates is available on request, whereby it is stated that past performance is not an indicator of future performance.

Contact

 +61 3 9660 4900
+61 3 9660 4909

 www.clinuvel.com

 Level 11, 535 Bourke St
Melbourne, 3000 Vic, Australia

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR ATTENTION

If you are in doubt as to how to deal with it, please consult your financial or other professional adviser



CLINUVEL PHARMACEUTICALS LIMITED

ACN 089 644 119

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM 2023

DATE:

TUESDAY, 31 OCTOBER 2023

TIME:

10.00am (AEDT)

PLACE:

The Events Centre at Collins Square,
Tower 2, Level 5, 727 Collins Street, Melbourne,
VIC 3008, Australia

CLINUVEL

Notice of Annual General Meeting

CLINUVEL PHARMACEUTICALS LIMITED ACN 089 644 119

Notice is given that the
Annual General Meeting of CLINUVEL PHARMACEUTICALS LIMITED
ACN 089 644 119 (Company) will be held at:

Location	The Events Centre at Collins Square, Tower 2, Level 5, 727 Collins Street, Melbourne, VIC 3008, Australia
Date	Tuesday 31 October 2023
Time	10.00am (AEDT)
Live Webcast	https://loghic.eventsair.com/cuv2023agm/cuvagm/Site/Register

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form are part of this Notice.

Terms used in this Notice will, unless the context requires otherwise, have the same meaning given to them in the glossary contained in the Explanatory Memorandum.

ORDINARY BUSINESS

Receipt of the Financial Statements and Reports

To receive and consider the Financial Statements of the Company for the year ended 30 June 2023, together with the Directors' Report and the Independent Auditor's Report as set out in the Annual Report.

Resolution 1 – Adoption of Remuneration Report

To consider, and if in "FAVOUR", to pass the following resolution as an ordinary resolution:

'That, in accordance with Section 250R of the Corporations Act, the Remuneration Report as set out in the Directors' Report for the year ended 30 June 2023 be adopted.'

Resolution 2 – Re-election of Mr Willem Blijdorp

To consider, and if in "FAVOUR", to pass the following resolution as an ordinary resolution:

'That Mr Willem Blijdorp, a Director retiring by rotation in accordance with clause 57 of the Constitution of the Company and the ASX Listing Rules, being eligible and having offered himself for re-election, be re-elected as a Director.'

Resolution 3 – Re-election of Prof Jeffrey Rosenfeld

To consider, and if in "FAVOUR", to pass the following resolution as an ordinary resolution:

'That Prof Jeffrey Rosenfeld, a Director retiring by rotation in accordance with clause 57 of the Constitution of the Company and the ASX Listing Rules, being eligible and having offered himself for re-election, be re-elected as a Director.'

Resolution 4 – Renewal of shareholder approval of Performance Rights Plan

To consider, and if in "FAVOUR", to pass the following resolution as an ordinary resolution:

'That, for the purposes of and in accordance with Listing Rule 7.2 exception 13(b), sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the terms and conditions of the Performance Rights Plan, and the grant of performance rights and issue of Shares on vesting of Performance Rights under the Performance Rights Plan, on the terms and conditions set out in the Explanatory Memorandum.'

The proposed items of business should be read in conjunction with the Explanatory Notes and Explanatory Memorandum which form part of this Notice.

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on the respective resolutions by the following persons:



Resolution	Voting Exclusion Statement
1 – Adoption of Remuneration Report	<p>The Company will disregard any votes cast on Resolution 1 by or on behalf of any member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of such person (Restricted Voter).</p> <p>However, the Company need not disregard a vote if it is cast by:</p> <ul style="list-style-type: none">• a Restricted Voter (who may include the Chair), as a proxy for a Shareholder entitled to vote, appointed in writing that specifies how the proxy is to vote on the proposed resolution (i.e. a directed proxy); or• the Chair, as a proxy for a Shareholder entitled to vote, appointed in writing, that does not specify how the proxy is to vote on the proposed resolution (i.e. undirected proxy) where that appointment as proxy expressly authorises the Chair to exercise the proxy; and <p>it is not cast on behalf of a Restricted Voter.</p>
4 – Renewal of approval of Performance Rights Plan	<p>The Company will disregard any votes cast on Resolution 4 by or on behalf of:</p> <ul style="list-style-type: none">• a person who is eligible to participate in the Performance Rights Plan;• an Associate of a person who is eligible to participate in the Performance Rights Plan; or• a Restricted Voter, as a proxy. <p>However, this does not apply to a vote cast in favour of Resolution 4 by:</p> <ul style="list-style-type: none">• 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; or• the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolutions as the Chair decides, even if the Resolution are connected directly or indirectly with the remuneration of Key Management Personnel; or• a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:<ul style="list-style-type: none">– the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and– the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated 29 September 2023

By order of the Board

Darren Keamy

Company Secretary

Explanatory Notes

Appointing a Proxy and voting online before the Meeting

A Shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy. The proxy need not be a Shareholder.

If you wish to appoint a proxy and are entitled to do so, then complete and return the attached Proxy Form to Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Victoria 3001 Australia or alternatively by fax to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) by **10:00am (AEDT) on Sunday, 29 October 2023**, being no later than 48 hours before the commencement of the Meeting.

Online voting prior to the Meeting will be available at www.investorvote.com.au. You will require your SRN/HIN and the control number (printed on your proxy form).

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

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 you appoint a proxy, it is recommended to direct your proxy how to vote on each item by marking the appropriate boxes on the proxy form. If you do not specify a proxy in your completed proxy vote or if the person you appoint does not participate in the Meeting, the Chair of the Meeting will be taken to be your proxy by default. Any directed proxies that are not voted as directed on a poll at the meeting will automatically default to the Chair of the Meeting, who is required to vote proxies as directed.

If the Chair of the Meeting is appointed as your proxy or becomes your proxy by default, the Chair of the Meeting intends to vote all available undirected proxies in FAVOUR of each item of business (where permissible).

If you appoint the Chair of the Meeting as your proxy, and you do not direct your proxy how to vote on the resolutions set out in Resolution 1 on the proxy form, then by completing and submitting the proxy form, you will be expressly authorising the Chair of the Meeting to exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If:

- you appoint someone other than the Chair of the Meeting as your proxy and direct them how to vote on the proposed resolutions; and
- your nominated proxy does not participate in the Meeting, or does not vote on your behalf on the proposed resolutions,

then the Chair of the Meeting will become your proxy by default and will cast your votes on a poll as directed (where permissible).

If you appoint a Director (other than the Chair of the Meeting) or another member of the Key Management Personnel (or a Closely Related Party of a member of the Key Management Personnel) as your proxy, you should direct them how to vote on the resolutions set out in Resolution 1 by marking the appropriate boxes. If you do not do so, your proxy will not be permitted to vote on your behalf on the resolutions set out in Resolution 1.

Corporate Representative

A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with the Company or its share registry, Computershare Investor Services Pty Limited, in advance of the Meeting or handed in at the Meeting when registering as a Corporate Representative.

Eligibility to Vote and Attend the Meeting

The Company has determined under regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that for the purpose of voting at the Meeting or adjourned meeting, Shares are taken to be held by those persons recorded in the Company's register of Shareholders as at 7:00pm (AEDT) on Sunday, 29 October 2023.

Poll

The Chair of the Meeting intends to call a poll on each of the Resolutions set out in this Notice. The results of the voting on resolutions requiring a shareholder vote at the Meeting will be announced to the ASX promptly after the Meeting.

The Meeting is a private meeting for shareholders. Only members of the Company and/or their proxies can participate in the Meeting.

If you have any queries on how to cast your votes call Darren Keamy on (03) 9660 4900 during business hours.

Explanatory Memorandum

CLINUVEL PHARMACEUTICALS LIMITED ACN 089 644 119 (Company)

This Explanatory Memorandum has been prepared for the Shareholders of the CLINUVEL PHARMACEUTICALS LIMITED ACN 089 644 119 in connection with the business to be conducted at the Annual General Meeting of Shareholders of the Company which will be held at:

Location	The Events Centre at Collins Square, Tower 2, Level 5, 727 Collins Street, Melbourne, VIC 3008, Australia
Date	Tuesday 31 October 2023
Time	10.00am (AEDT)
Live Webcast	https://loghic.eventsair.com/cuv2023agm/cuvagm/Site/Register

This Explanatory Memorandum should be read in conjunction with, and form part of, the accompanying Notice.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum will, unless the context requires otherwise, have the same meaning given to them in the glossary as contained in this Explanatory Memorandum.

ORDINARY BUSINESS

RECEIPT OF THE FINANCIAL STATEMENTS AND REPORTS

Pursuant to section 317 of the Corporations Act, the Company is required to lay before the meeting the Financial Report and the Reports of the Directors and the Auditor to give Shareholders a reasonable opportunity to ask questions or make comment. There is no requirement for Shareholders to approve these reports (other than the non-binding vote on the Remuneration Report forming part of the Directors' Report – see Resolution 1).

Resolution 1 - Adoption of the remuneration report

The Remuneration Report is set out in the Directors' Report of the Company's Annual Report for the year ended 30 June 2023. The Remuneration Report sets out the policy for the remuneration of the Directors and executives.

The Corporations Act requires the Remuneration Report be put to a non-binding vote of the Shareholders. The vote is advisory only and does not bind the Directors or the Company. However, the Directors will consider the outcome of the vote on the Remuneration Report when reviewing the Company's remuneration policies.

If 25% or more of the votes cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of the AGMs on a "spill resolution" that another meeting be held within 90 days at which all the Company's Directors (other than the Managing Director) must be presented for re-election. This is the "two-strikes" rule.

There is no requirement to allow for a possible 'spill' resolution at this Meeting as the 2022 Remuneration Report was accepted by greater holders of 75% of Shares present and eligible to vote at the 2022 Annual General Meeting. The Directors will consider the outcome of the vote on the Remuneration Report when reviewing the Company's remuneration policies.

Recommendation on Resolution 1:

**The Directors unanimously recommend Shareholders
vote in "FAVOUR" of Resolution 1.**

Resolution 2 - Re-election of Mr Willem Blijdorp

Under clause 57 of the Constitution, at each annual general meeting, one third of the Directors (or, if their number is not a multiple of three, then the number nearest to but not exceeding one third) must retire from office.

The Directors retire by rotation, with the Directors who have been the longest in office since being elected or re-elected being the Directors who must resign in any year. The Constitution ensures that no Director is able to remain in office for longer than three years without facing re-election. Directors appointed on the same day may agree amongst themselves or determine by lot which of them must retire, Under the Constitution and the ASX Listing Rules, the Managing Director is exempt from the requirement to retire by rotation (i.e., Dr Wolgen).

To comply with the requirements of clause 57 of the Constitution, Mr Willem Blijdorp must retire at the Meeting. Mr. Blijdorp wishes to continue as a Director and is entitled under the Constitution to seek re-election as a Director at the Meeting which coincides with his retirement, and accordingly offers himself for re-election as a Director.

Biographical Details

Mr Blijdorp is an entrepreneur recognised for having established the B&S Group, one of the largest global trading houses, in a period spanning three decades. Mr Blijdorp has led B&S's growth, with the Dutch group focused on specialty distribution services to serve markets. The B&S Group has worldwide reach and is a leader in its market sector. Formerly B&S Group's CEO, and former member of its Supervisory Board, Mr Blijdorp is a majority shareholder of B&S, focussing on the Group's development and expansion strategy. He led and oversaw the Group's initial public offering on Euronext Amsterdam in March 2018.

In 2014 Mr Blijdorp received acknowledgment for his expertise in mergers and acquisitions and commercial leadership as the Ernst & Young Entrepreneur of the Year in the Netherlands, and runner-up in its European Union awards.

Since becoming a director of CLINUVEL in 2015, Mr Blijdorp has provided valuable knowhow and contributed by setting the Group's long-term strategy for product commercialisation, growth, and plans to diversify CLINUVEL. He provides guidance on business and tax restructuring of the Company, as well as assist in overseeing distribution channels for CLINUVEL's business in photocosmetic products serving a specialised consumer market.

Recommendation on Resolution 2:

**The Directors, other than Mr Blijdorp, recommend Shareholders
vote in "FAVOUR" of Resolution 2.**

Resolution 3 – Re-election of Prof Jeffrey Rosenfeld

Under clause 57 of the Constitution, at each annual general meeting, one third of the Directors (or, if their number is not a multiple of three, then the number nearest to but not exceeding one third) must retire from office.

The Directors retire by rotation, with the Directors who have been the longest in office since being elected or re-elected being the Directors who must resign in any year. The Constitution ensures that no Director is able to remain in office for longer than three years without facing re-election. Directors appointed on the same day may agree amongst themselves or determine by lot which of them must retire, Under the Constitution and the ASX Listing Rules, the Managing Director is exempt from the requirement to retire by rotation (i.e., Dr Wolgen).

To comply with the requirements of clause 57 of the Constitution, Prof Jeffrey Rosenfeld must retire at the Meeting. Prof Rosenfeld wishes to continue as a Director and is entitled under the Constitution to seek re-election as a Director at the Meeting which coincides with his retirement, and accordingly offers himself for re-election as a Director.

Biographical Details

Prof Rosenfeld is an internationally recognised neurosurgeon with extensive experience in senior healthcare and medical research executive roles and a distinguished and decorated career in the Australian Army. He is a retired Major General and a former Surgeon General, Australian Defence Force-Reserves. He has served on eight deployments to Rwanda, Iraq, Solomon Islands, Bougainville and East Timor. He was the Founding Director of Monash University Institute of Medical Engineering (MIME)-Melbourne. He is developing a bionic vision device to restore vision in people without eyesight, and he is also a leader in brain injury research. Prof Rosenfeld was Director of Neurosurgery at the Alfred Hospital for fifteen years, concurrently holding Professor and Head of the Department of Surgery at Monash University for nine years. Prof Rosenfeld is active in many community organisations and champions various charitable causes. Prof Rosenfeld has been an active volunteer for the Australian-Aid funded Pacific Islands Project which transfers clinical skills and knowledge to healthcare professionals in Papua New Guinea, Fiji and the Solomon Islands.

In 2018, Prof Rosenfeld was awarded the Companion of the Order of Australia, which is Australia's highest civilian honour, the Meritorious Service Medal of the United States of America in 2017 and Officer in the Order of the British Empire in 2013. Prof Rosenfeld became an Emeritus Professor at Monash University in January 2021.

Recommendation on Resolution 3:

**The Directors, other than Prof Rosenfeld, recommends Shareholders
vote in "FAVOUR" of Resolution 3.**

Resolution 4 –Renewal of shareholder approval of Performance Rights Plan

BACKGROUND

Resolution 4 seeks Shareholder approval, pursuant to Listing Rule 7.2, Exception 13(b), to renew the Company's Performance Rights Plan.

To enable Performance Rights issued under the Performance Rights Plan to be exempted from contributing towards the rolling annual limit of 15% of issued Shares prescribed by Listing Rule 7.1, the approval of employee incentive schemes, such as the Performance Rights Plan, must be "refreshed" every three years.

The Company last obtained approval under Listing Rule 7.2, Exception 13(b) at the Company's 2017 Annual General Meeting. Approval under Listing Rule 7.2, Exception 13(b) lasts for a period of three years and, consequently, that approval expired at the Company's 2020 Annual General Meeting.

On 1 October 2022, a new employee incentive scheme regime under Division 1A of Part 7.12 of the Corporations Act (**New ESS Rules**) came into force to replace and expand the previous relief provided by ASIC CO 14/1000 (**Class Order**). As a result of those changes, the Company has made some minor amendments to the Performance Rights Plan to align it with the New ESS Rules.

Accordingly, the Company is seeking to renew the approval of the Company's Performance Rights Plan for all purposes including pursuant to Listing Rule 7.2, Exception 13(b).

A summary of the key terms of the Performance Rights Plan is set out in Schedule A.

The purpose of the Performance Rights Plan is to:

- align the interests of employees and Directors of the Company with those of Shareholders;
- provide employees of the Company, Directors and other eligible persons who are considered to be key to the future success of the Company with the opportunity to receive Shares in order to reward, and retain the services of, those persons; and
- recognise employees of the Company, Directors and other eligible persons who are considered to be key to the future success of the Company.

The Board wishes to retain senior management and staff by incentivising and aligning their interest with Shareholders. The Board believes that continuity and value creation through development of new products, services and expanding the use of its existing technologies in new indications and markets will strongly hinge on the retention of current management, who have accumulated intellectual capital on a unique pharmaceutical and cosmetic program.

New regulatory regime for employee incentive schemes / changes to the Performance Rights Plan

The New ESS Rules provide a broad range of regulatory exemptions to businesses making eligible offers under an eligible employee incentive scheme by streamlining the disclosure requirements that apply. The changes include:

- changes to the information that must be provided to an eligible employee when offering to grant Performance Rights;
- changes to the limit on the number of Performance Rights that can be issued under the Performance Rights Plan, including removing the limit where Performance Rights require no monetary consideration;
- changes to the terms that must be contained in a trust deed for an employee share trust established for the purposes of issuing or transferring Shares to participants under the Plan; and
- additional requirements relating to certain misleading and deceptive statements or omissions in offer documents.

ASX Listing Rules

Generally, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of equity securities that a listed company can issue or agree to issue without shareholder approval over any 12 month period up to 15% of the fully paid ordinary shares is had on issue at the start of the period.

Exception 13(b) of Listing Rule 7.2 provides an exception to that rule if shareholder approval is obtained to issue equity securities in the 3 years before the issue date under an employee incentive scheme.

If Resolution 4 is approved by Shareholders, any issues of Securities under the Performance Rights Plan during the next 3 year period will be treated as having been made with the approval of Shareholders and will be excluded in calculating the Company's 15% limit for the purposes of ASX Listing Rule 7.1, subject to the maximum cap described below.

Resolution 4 seeks Shareholder approval so that Securities issued pursuant to the Performance Rights Plan are not included within the limit of 15% of issued Shares that can be issued for a 12 month period without Shareholder approval. For avoidance of doubt, the approval includes those Shares that are exercised upon vesting of the Performance Rights issued pursuant to the Performance Rights Plan.

Regulatory requirements

Pursuant to and in accordance with Listing Rule 7.2, Exception 13(b) the following information is provided in relation to Resolution 4:

- Between 2014 and 2020 when the Performance Rights Plan was approved by Shareholders as an exception to Listing Rule 7.1, 4,767,060 Performance Rights were granted under the Performance Rights Plan. Of these:
 - 2,789,810 Performance Rights were issued to Directors with Shareholder approval under ASX Listing Rule 10.11 at the 2014 Annual General Meeting, and
 - 1,513,750 Performance Rights were issued to the Managing Director with Shareholder approval under ASX Listing Rule 10.11 in the 2019 Annual General Meeting.
- 1,513,750 Performance Rights issued to the Managing Director remain unvested, with the Performance Conditions attached to 226,850 of these Performance Rights (15%) considered met and to be exercisable at the vesting date of 20 November 2023.
- The maximum number of Securities which may be issued as an exclusion to calculating the Company's 15% limit for the purposes of ASX Listing Rule 7.1 is 1,112,000 over the next 3 years (being 2.25% of the Company's issued share capital). This maximum number is not intended to be a prediction of the actual number of Securities to be issued by the Company under the Performance Rights Plan.
- From the 2020 Annual General Meeting to the date of this Notice, being the period of time when there was no Shareholder approval for the purposes of ASX Listing Rule 7.2, Exception 13(b), 1,153,924 Performance Rights were granted to employees under the Performance Rights Plan. These remain unvested as at the date of the Notice, of which 80,665 Performance Rights have either lapsed or been forfeited.
- Copies of the Performance Rights Plan Rules are available from the Company's registered office at Level 11, 535 Bourke Street, Melbourne, Victoria Australia 3000, or may be obtained by Shareholders at no charge by writing to the Company Secretary at that address.

Corporations Act

Shareholders are also being asked to approve the ability for the Board to be able to exercise certain discretions under the Plan in relation to the treatment of unvested or unexercisable rights that may have been granted under the Plan. The Corporations Act provides that the Company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the Company or a Group Company if it is approved by Shareholders or an exemption applies (for example, where the benefit together with other benefits does not exceed the base salary of the relevant person as set out in section 200G).

The term 'benefit' has a wide operation and may include (for example) the accelerated vesting of Performance Rights issued under the Plan. Under the terms of the Plan, the Board has the discretion to determine that some or all of those Performance Rights that have not vested or are not otherwise exercisable at the time an eligible participant ceases employment with the Company either vest, become exercisable or otherwise waive restrictions on the Performance Rights.

If an eligible participant who holds, or has held, a managerial or executive office within the meaning of section 200B ceases employment with the Company, that eligible participant may be entitled to have any Performance Rights issued to them under the Plan vest, or otherwise become exercisable where the Performance Rights were not otherwise (in the discretion of the Board). This constitutes a 'benefit' for the purposes of section 200B. Advance shareholder approval is therefore being sought, for the purposes of sections 200B and 200E of the Corporations Act, to provide benefits which may otherwise be prohibited under section 200B. If shareholder approval is obtained, it will give the Board maximum flexibility to deal with the unvested or unexercisable Performance Rights issued under the Plan granted to executives or key personnel who cease employment. Shareholders are not being asked to approve any increase in the remuneration or benefits payable to relevant personnel, nor any variations to the existing discretions of the Board. Approval is sought in relation to both current and future personnel who hold or have held during the 3 years prior to cessation of employment a managerial or executive office in the Company or a Group Company. The amount and value of the termination benefits for which the Company is seeking approval is the maximum potential benefit that could be provided under the Plan, in order to provide the Board with the discretion to determine the most appropriate termination package for the outgoing executives or key personnel.

There is no obligation for the Board to exercise this discretion. Exercise of the discretion will depend on factors such as the participant's performance, contribution and tenure. The amount and value of any consequent termination benefits that may be received as a result of early exercise of the Performance Rights upon cessation of employment cannot be ascertained in advance. This is because various matters, events and circumstances will or are likely to affect the calculation of the amount and value, including:

- the circumstances of the participant's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy);
- the terms contained within the invitation to participant (such as the applicable vesting conditions)
- number of unvested or unexercisable Performance Rights held by the relevant eligible participant prior to cessation of employment;

- the market price of the Company's shares on the ASX at the relevant time; and
- any other factors that the Board determines to be relevant when exercising its discretion under the Plan.

It can be reasonably anticipated that aspects of the Plan may be amended from time to time in line with market practice and changing governance standards. Where relevant, these changes will be reported in the Company's Remuneration Report. However, it is intended that this approval will remain valid for Board discretions exercised under the Plan, provided that at the time the discretion is exercised the Plan rules contain a discretion for the Board to vest all or a pro rata portion of a participant's unvested Performance Rights or to allow them to continue on foot on the terms of the Plan. If Shareholder approval is not obtained under Resolution 4, it does not prohibit the Board's ability to issue Performance Rights to employees under the Performance Rights Plan. The effect of no Shareholder approval is any issues of Performance Rights will not be included within the limit of 15% of issued Shares that can be issued for a 12 month period without Shareholder approval and Performance Rights issued to an employee in a managerial or executive office of the Company or a Group Company cannot vest or be exercised, in the discretion of the Board, where that employee ceases to be employed by the Company unless another exemption in the Corporations Act applies or without Shareholder approval.

Eligible Persons

The Company advises that under the Performance Rights Plan, each Director is an "Eligible Person" and may be entitled to participate in the Performance Rights Plan. However, the Board has explicitly determined that non-executive Directors are no longer entitled to participate in the Performance Rights Plan.

Recommendation on Resolution 4

Noting that each of the Directors are eligible to participate in the Performance Rights Plan and therefore have a personal interest in the approval of the Performance Rights Plan, the Directors recommend that shareholders vote in favour of re-approving the Performance Rights Plan. The Chair of the meeting intends to vote all available proxies in favour of the re-approval of the Performance Rights Plan.

Glossary

1. Definitions

“**Annual Report**” means the annual report of the Company for the year ended 30 June 2023.

“**Associate**” has the meaning given to that term in the ASX Listing Rules.

“**ASX**” means ASX Limited.

“**ASX Listing Rules**” means the official listing rules and requirements from time to time of the ASX.

“**Board**” means the board of Directors of the Company as constituted from time to time.

“**Chair**” means the person appointed to chair the Meeting convened by the Notice.

“**Closely Related Party**” has the meaning given in section 9 of the Corporations Act.

“**Company**” or “**CLINUVEL**” means CLINUVEL PHARMACEUTICALS LIMITED ACN 089 644 119.

“**Constitution**” means the constitution of the Company.

“**Corporations Act**” means the *Corporations Act 2001* (Cth).

“**Directors**” means the directors of the Company from time to time.

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice.

“**Key Management Personnel**” means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

“**Meeting**” means the Annual General Meeting of Shareholders of the Company convened by the Notice, to be held at 10:00am (AEDT) on 31 October 2023 at The Events Centre at Collins Square, Tower 2, Level 5, 727 Collins Street, Melbourne, VIC 3008, Australia.

“**Notice**” means this notice of meeting which comprises of the notice, Explanatory Memorandum and Proxy Form

“**Performance Condition**” means any condition which must be satisfied or circumstances which must exist before:

(a) a Performance Right vests; and

(b) a holder of the Performance Right, if they so determine, exercises the Performance Right,

as determined by the Board.

“**Performance Right**” means a right entitling a person who holds the performance right, subject to and only on satisfaction (or waiver) of any attaching Performance Conditions and upon vesting, to require the Company to allocate or provide (whether by way of issue or transfer) one Share to him or her, pursuant to a binding contract made by the Company and the person in the manner set out in the Performance Rights Plan.

“**Performance Rights Plan**” means the performance rights plan adopted by the Company.

“**Proxy Form**” means the proxy form attached to the Notice.

“**Resolution**” means a resolution contained in this Notice.

“**Share**” means a fully paid ordinary share in the capital of the Company.

“**Shareholder**” or “**Member**” means a registered holder of a Share.

2. Interpretation

(a) The singular includes the plural and vice versa and words denoting any gender include all genders;

(b) A reference to “\$”, “A\$” or “dollar” is a reference to Australian currency; and

(c) A reference to a time is a reference to Australian Eastern Standard Time or Australian Eastern Daylight Time, whichever is appropriate.

Schedule A – Performance Rights Plan Summary

The Board may, from time to time grant Performance Rights to an Eligible Person (as defined below) upon the terms set out in the Performance Rights Plan (**Plan**) and upon such additional terms and conditions, including any Performance Conditions, as the Board determines (which may include granting Performance Rights in tranches). For the avoidance of doubt, the Board has the sole discretion to determine which Eligible Persons are to be granted Performance Rights and when any such grants of Performance Rights are to be made.

The Board may only grant Performance Rights where an Eligible Person continues to satisfy any relevant conditions imposed by the Board (which may include, without limitation, that the Eligible Person continues to be an employee and/or director (as applicable) of the Company, any of its subsidiaries or any other entity declared by the Board to be a member of the group (Group Company) at the relevant time).

Performance Rights

Unless the Board determines otherwise:

- each Performance Right entitles its holder to one Share upon vesting and exercise of that Performance Right;
- no payment is required for the grant of a Performance Right;
- each Performance Right is unlisted and will not be quoted on the ASX; and
- Performance Rights do not confer on the holder any entitlement to any dividends or other distributions by the Company or any right to attend or vote at any general meeting of the Company.

Eligible Persons

An Eligible Person means a person:

- that is a 'primary participant' or 'related person' (as those terms are defined in section 1100L of the Corporations Act); and
- who the Board determines to be eligible to participate in the Plan (and may include a director of any Group Company).

Performance Conditions

A Performance Condition is any condition determined by the Board which must be satisfied or circumstances which must exist before a Performance Right vests and a person who holds a Performance Right can, if they so determine, exercise the Performance Right.

Vesting of Performance Rights

A Performance Right granted under the Plan will not vest unless:

- the Performance Conditions attaching to the Performance Right have been satisfied or have otherwise been waived by the Board; or
- the Board otherwise determines in accordance with the terms of the Plan (which includes in the event of a takeover, scheme of arrangement or winding-up of the Company as summarised in this schedule).

Lapsing of Performance Rights

An unvested Performance Right will lapse in various prescribed circumstances, unless the Board determines otherwise. Such circumstances include:

- the date and time specified by the Board on or before the grant of the Performance Right;
- if a participant ceases to be an employee and/or director of the Company or any of its subsidiaries for any reason or they cease to satisfy any other relevant conditions imposed by the Board at the time of grant of the Performance Rights;
- failure to meet the Performance Conditions attaching to the Performance Right or any Performance Conditions no longer, in the opinion of the Board, being capable of being satisfied in accordance with their terms;
- if, in the opinion of the Board, a participant acts fraudulently or dishonestly, is in breach of their duties or obligations to any Group Company, has committed act of harassment or discrimination or has done any act which has brought the Group or any Group Company into disrepute (this may also apply to vested Performance Rights if determined by the Board);
- the 7 year anniversary of the date of grant of the Performance Right, unless otherwise provided in the offer to the participant.

Trading of Performance Rights

Each Performance Right granted under the Plan cannot be dealt with other than with prior written consent of the Board or by force of law upon death of the holder of the Performance Right (and then only to the holder's legal personal representative) or if the holder of the Performance Right becomes bankrupt (and then only to the holder's trustee in bankruptcy). Any attempt to deal with the Performance Right by the participant other than the reasons described will result in the immediate lapsing of the performance rights (unless the Board determines otherwise).

Exercise of Performance Rights

The exercise of a Performance Right is conditional upon the Performance Right having vested. If a Performance Right has vested, the holder of the Performance Right is entitled, in accordance with the exercise procedure set out in the Plan, to require the Company to issue, or procure the transfer to, him or her (or their personal representative) the number of Shares to which they are entitled from the exercise of the Performance Right within 10 business days, subject the terms of the Performance Rights Plan.

The Company may, in its absolute discretion, elect to make a cash payment to the participant for the Market Value of the Shares in lieu of issuing Shares, which is calculated as at any particular date, as the weighted average market price (rounded to the nearest cent) of Shares traded on ASX during the 10 trading days (within the meaning of the ASX Listing Rules) immediately preceding that date or any other calculation as determined by the Board.

Capital Reorganisation

If Shares are issued pro rata to the Shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment) involving capitalisation of reserves or distributable profit or any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company is effected, the number of Performance Rights to which each participant is entitled, or any amount payable on vesting and exercise of the Performance Rights, or both as appropriate, will be adjusted in the manner determined by the Board to ensure that no advantage or disadvantage accrues to the participant as a result of such corporate actions (subject to compliance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation).

Takeover, Scheme of Arrangement and Winding-up

In the event of a takeover bid (as defined in the Corporations Act) where the bidder and its associates acquire a relevant interest in at least 50% of the voting Shares of the Company, the Board may determine that all or a specified number of a participant's Performance Rights immediately vest. Any granted Performance Right which does not vest following the Board's determination will automatically and immediately lapse, unless the Board determines otherwise.

The Board may determine that all or a specified number of a participant's Performance Rights automatically vest where:

- a Court orders a meeting to be held in relation to a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies;
- any person becomes bound or entitled to acquire Shares in the Company under section 414 of the Corporations Act or Chapter 6A of the Corporations Act;
- any other merger, consolidation or amalgamation involving the Company occurs or is proposed where the Board determines that the relevant circumstances constitute a change in control of the Company;
- the Company or any Group Company enters into an agreement or agreements to sell, in aggregate, a majority in value of the business or assets of the Group to a person or persons that are not Group Companies;
- the Company passes a resolution for voluntary winding up; or
- an order is made for the compulsory winding up of the Company.

If no determination is made or if the Board determines that some or all of a participant's Performance Rights do not vest, those Performance Rights will automatically and immediately lapse, unless the Board determines otherwise.

Shares issued under the Performance Rights Plan

Any Shares issued under the Plan upon vesting and exercise of a Performance Right will rank equally in all respects with other Shares for the time being on issue except as regards any rights attaching to such Shares by reference to a record date prior to the date of their issue. The Company will apply for quotation of Shares issued under the Plan, unless the participant is prohibited from trading in the Company's securities by the Company's written policies (**Blackout Period**) then the Company may delay the issue of the Shares until 10 Business Days following the expiration, as applicable, of the Blackout Period or the day on which the insider trading or takeover provisions no longer prevent the issue of the Shares.

- The Company may implement any other procedures it considers appropriate to restrict a participant from trading in Shares issued under the Plan in accordance with these transfer restrictions.

Plan Trustee

The Company may, at the sole discretion of the Board, determine that any Shares issued upon exercise of a Performance Right be acquired by a Plan Trustee and then, from time to time, transferred to a participant. The Trust Deed of the trust established will comply with the obligations set out in section 1100S of the Corporations Act and will only be established for the purposes of issuing or transferring Shares to Participants under the Plan.

Other

- The Board may at any time by resolution amend all or any of the provisions of the Plan, provided that such amendment is in compliance with the ASX Listing Rules and provided that no amendment is made to the terms of any granted Performance Right which reduces the rights of the participant in respect of that Performance Right

without the prior written consent of the participant, unless the amendment is introduced primarily for the purposes of complying with present or future legislation, to correct a manifest error or mistake, to benefit the administration of the Plan or to take into consideration possible adverse tax implications.

- The Board may terminate or suspend the Plan at any time, provided that such termination or suspension does not materially adversely affect the existing rights of participants.
- The Board may waive in whole or in part any terms or conditions (including any Performance Condition) in relation to any Performance Rights granted under the Plan, but will only exercise such a discretion in exceptional circumstances.
- The Board may decide on appropriate procedures for administering the Plan and make regulations for the administration and operation of the Plan.
- The Board may waive any breach of a provision of the Plan.
- The Board may resolve conclusively all questions of interpretation arising under or concerning the Plan and any dispute of any kind that arises under the Plan.
- Each participant must adhere to the Company's Share Trading Policy found on the Company's website and to the insider information provisions of the Corporations Act.
- No participant has any right to compensation or damages as a result of termination of his or her office, employment or other contract with a Group Company for any reason (whether lawful or unlawful) in connection with the participant ceasing to have rights under the Plan as a result of the termination.



CLINUVEL
CLINUVEL PHARMACEUTICALS LTD
ABN 88 089 644 119

CUVRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Clinuvel Pharmaceuticals Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:


Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia


Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Clinuvel Pharmaceuticals Limited

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Sunday, 29 October 2023.**

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 and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at 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: 183056

SRN/HIN:

For Intermediary Online subscribers (custodians) go to 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 Clinuvel Pharmaceuticals 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 Clinuvel Pharmaceuticals Limited to be held at The Events Centre at Collins Square, Tower 2, Level 5, 727 Collins Street, Melbourne, VIC 3008 on Tuesday, 31 October 2023 at 10:00am (AEDT) 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 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 4 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 4 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 Mr Willem Blijdorp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Prof Jeffrey Rosenfeld	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Renewal of shareholder approval of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each items 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 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director 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