

10 October 2022

Dear Shareholders

2022 Annual General Meeting

On behalf of the Board of Monash IVF Group Limited (**MVF**), I am pleased to invite you to our 2022 Annual General Meeting (**AGM**) commencing at 2:00pm (AEDST) on Friday, 11 November 2022.

This year's AGM will be conducted as a *hybrid* meeting where shareholders and appointed proxyholders will be able to attend and participate in person or virtually via an online platform.

In person: KPMG
Tower Two
Level 36, Meeting room 36.21
Collins Square
727 Collins Street
Melbourne VIC 3008

Virtually: To access the meeting, please enter the following link into your web browser on your computer or online device – <https://meetings.linkgroup.com/MVF22>

The following AGM documents accompany this letter –

- **2022 Notice of Meeting**
- **Proxy Form**
- **Shareholder Questions Form**
- **Virtual Meeting Online Guide**

Copies of the accompanying AGM documents are also available on the Monash IVF Group website - <https://www.monashivfgroup.com.au/investor-centre/agms/>

Details regarding the opportunities for shareholders to ask questions at the meeting are contained in the Notice of Meeting. For shareholders that elect to attend the AGM virtually via the online platform, instructions on how to vote and ask questions through the online platform, as well as verbally, are set out in the Virtual Online Guide.

I encourage you to submit any questions for the AGM ahead of the meeting so we can address as many of the more frequently asked questions as possible on the day.

Monash IVF Group's 2022 Annual Report was also released today. Should you wish to read this document online, it is available to view and download at: <https://www.monashivfgroup.com.au/investor-centre/annual-reports/>

Shareholders should monitor the ASX announcements platform and Monash IVF Group website where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the AGM.

I look forward to your attendance and participation at the AGM.

Yours sincerely

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

Richard Davis
Chairman
Monash IVF Group Limited

For personal use only

Notice of 2022 Annual General Meeting

10 October 2022

Notice is hereby given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of Monash IVF Group Limited (the **Company** or **Monash IVF Group**) will be held in person and available online on **Friday, 11 November 2022 at 2pm (AEDT)**.

Shareholders may choose to attend the meeting in person or virtually.

In person: KPMG
Tower Two
Level 36, Meeting room 36.12
Collins Square
727 Collins Street
Melbourne VIC 3008

Virtually: To access the meeting, please enter the following link into your web browser on your computer or online device – <https://meetings.linkgroup.com/MVF22>

The Virtual Meeting platform will enable Shareholders to:

- See the Meeting presentation material and listen to the Meeting live;
- Vote online during the Meeting;
- Participate, ask questions and make comments online (orally and electronically) during the Meeting.

Voting on all resolutions will be conducted by a poll.

Shareholders may also cast their votes at the Meeting by appointing a proxy (preferably the Chairman of the Meeting) from 2pm on 9 November 2022 or voting online during the Meeting.

In the event of a technological failure that prevents Shareholders from having a reasonable opportunity to participate in the Meeting, the Company will provide an update on its website and the ASX platform to communicate the details of the postponed or adjourned Meeting to Shareholders.

If it becomes necessary to make further alternative arrangements for holding the Meeting, the Company will provide Shareholders with as much notice as practicable. Further information will be made available on the Company's website and the ASX platform.

www.monashivfgroup.com.au

Business of the AGM

Item 1 - Consideration of Monash IVF Group Financial Reports

To receive and consider the Financial Report, Director's Report and Auditor's Report for the year ended 30 June 2022.

Item 2 – Adoption of the Remuneration Report (non-binding advisory vote)

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

"That the Remuneration Report, which forms part of the Director's Report for the year ended 30 June 2022, be adopted."

Note: As per the Corporations Act 2001 section 250R, the vote on this resolution will be advisory only and will not bind the Directors of the Company. A voting exclusion statement applies to this resolution as per the Explanatory Notes in this document.

The Chair of the meeting intends to vote all available proxies in favour of Item 2.

Item 3 – Re-election of Directors

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

- 3a *"That Ms Zita Peach, a Non-Executive Director of the Company, and being eligible, offers herself for election, be re-elected as a Director of the Company."*
- 3b *"That Mr Richard Davis, a Non-Executive Director of the Company, and being eligible, offers himself for election, be re-elected as a Director of the Company."*

A summary of each Director's background and experience is set out in the Explanatory Notes of this document.

Item 4 – Approval of long term incentive grant of performance rights to the CEO under the FY2023 executive long term incentive plan

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

"That approval be given for all purposes, including ASX listing rules 10.14, for the grant of performance rights to Michael Knaap, as his annual long term incentive grant for the year ending 30 June 2023 on the terms described in the Explanatory Notes accompanying this Notice of Meeting".

Note: A voting exclusion statement applies to this resolution as per Explanatory Notes in this document.

The Chair of the meeting intends to vote all available proxies in favour of Item 4.

By order of the Board



Malik Jainudeen
Company Secretary

10 October 2022

Notice of Annual General Meeting

Annual Report

Monash IVF Group Annual Report is accessible via the website
<https://www.monashivfgroup.com.au/investor-centre/annual-reports/>

Eligibility to Vote

For the purpose of determining entitlement to vote at the Meeting, shares will be taken to be held by the persons who are registered holders at 7.00pm (AEDT) on Wednesday 9 November 2022. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

Participating at the Meeting

Shareholders are requested to participate in the AGM in person or virtually via our virtual AGM platform at <https://meetings.linkgroup.com/MVF22> or via a Direct Voting Form or the appointment of a proxy. We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

Enter <https://meetings.linkgroup.com/MVF22> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN); and
- Proxyholders will need their proxy code which Link Market Services will provide via email within 24 hours prior to the Meeting. Alternatively the proxy code can be obtained by calling the Share Registry on 1300 554 474 the day of the meeting.

Shareholders can also ask questions and make comments verbally during the AGM. Shareholders will need to contact Link Market Services on 1800 990 363 or +61 1800 990 363 before 5pm AEDT by Wednesday 9 November 2022 to obtain a personalised PIN number to ask a question or make a comment via the telephone. If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question or make a comment verbally – however, you can still submit questions or make comments in the other ways described below.

To ask a question or make a comment via telephone please dial 1800 870 861 or +61 2 9189 8866 after 1:45pm on the day of the Meeting. You will receive instructions on how to ask a question or make a comment during the Meeting from the phone moderator.

More information about how to participate in the Meeting by telephone is available in the Virtual Meeting Guide available at [AGMs | Monash IVF Group](#) or by contacting Link Market Services on 1800 990 363 or +61 1800 990 363.

Further information on how to participate virtually is set out in this Notice and the Online Platform Guide.

All shareholders will have a reasonable opportunity to ask or submit questions or make comments during the AGM via the virtual AGM platform at the appropriate time while the meeting is in progress, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many Shareholders as possible have the opportunity to ask and submit questions and make comments, Shareholders are requested to observe the following:

- all Shareholder questions and comments should be articulated or stated clearly and should be relevant to the business of the Meeting, including matters arising from the Financial Report, Directors' Report (including the Remuneration Report) and Auditor's Report, and general questions and comments about the performance, business or management of the Company;
- if a Shareholder has more than one question or comment on an item, all questions and comments should be asked or submitted at the one time; and

- Shareholders should not ask questions or make comments at the Meeting regarding personal matters or those that are commercial in confidence.

Shareholders who prefer to register questions in advance of the Meeting are invited to do so. A Shareholder Question Form has been included with this Notice and is also available on the Company's website: [AGMs | Monash IVF Group](#)

We will attempt to address the more frequently asked questions during the Chairman and Group Managing Director's presentations to the Meeting.

Voting by Proxy

In the interest of public health and safety and as a result of COVID-19, and whilst the meeting can be attended in person, the Meeting will also be available virtually. Shareholders may participate in the Meeting online via the Virtual Meeting platform provided by Link Market Services – <https://agmlive.link/MVF22>

You may still participate by lodging a proxy vote prior to the Meeting or vote in person at the Meeting or online during the Meeting (described in further detail below).

In accordance with section 249L of the Corporations Act 2001 (Cth), a shareholder may attend the AGM and vote or may appoint a proxy to vote on the shareholder's behalf.

A member who is entitled to cast 2 or more votes but prefers to use a proxy vote may appoint no more than 2 proxies. If 2 proxies are appointed the proportion or number of votes each proxy is entitled to exercise may be specified. If no proportion or vote number is specified, each proxy may exercise half the number of votes.

A proxy does not need to be a Shareholder. A body corporate appointed as a member's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the AGM.

If a Shareholder has not directed the proxy on how to vote, the proxy may vote as the proxy deems fit, and similarly if the Shareholder appoints the Chair of the AGM as proxy but does not direct the Chair on how to vote on an item, the Chair will vote in accordance with his voting intention as stated, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

Lodging your Proxy Form

Proxy forms should be lodged online at [Link Market Services](#) in accordance with the instruction provided on the website. To use this facility, you will need your Holder Identification Number (HIN) or Securityholder Reference Number (SRN). This is located on the front of your Shareholder letter and you will be deemed to have signed your proxy form if you lodge it in accordance with the instructions on the website.

Alternatively, you can lodge your completed and signed proxy form (together with any power of attorney or other authority under which the appointment was signed, or a certified copy of the authority, letter of representation, or power of attorney) and received by 2pm on Wednesday, 9 November 2022. This can be returned by:

- a) Post using the reply-paid envelope provided or posted to:
Monash IVF Group Ltd
c/- Link Market Services Ltd
Locked Bag A14, Sydney South NSW 1235
- b) Hand delivered to Level 12, 680 George Street, Sydney NSW 2000
- c) Fax to Link Market Services Limited on +61 2 9287 0309

Proxy voting by the Chair

The Chairman intends to vote undirected proxies in favour of all proposed resolutions. In the event that there is a change to the Chairman's intention to vote it will be announced on the Monash IVF Group website before the AGM. The Chairman's decision on how to vote on all occasions is conclusive.

Where the Chair is appointed as a Shareholder's proxy on Item 2 or Item 4, (or he becomes your proxy by default) and the Shareholder has not specified the way in which the Chair is to vote on Item 2 or Item 4, the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for these items of business.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act 2001 (Cth) in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act 2001 (Cth). The Certificate must be lodged with the Company before the AGM. The Company will retain the certificate.

Voting at the Meeting

In accordance with section 250JA(1)(a) of the Corporations Act, voting on all items of business will be conducted on a poll. You may vote at the Meeting in one of 3 ways:

- In person;
- Using the online platform. We recommend logging into the online platform at least 15 minutes prior to the scheduled start time by entering <https://meetings.linkgroup.com/MVF22> into a web browser on your computer or online device. Securityholders will need their SRN or HIN;
- Proxyholders will need their proxy code which Link Market Services will provide via email within 24 hours prior to the Meeting.

Online voting will be open between the commencement of the Meeting at 2pm (Sydney time) on 11 November 2022 and the time at which the Chair announces voting closure.

More information about online participation in the Meetings is available on the Online Platform Guide.

Explanatory Notes

Item 1 - Consideration of Monash IVF Group Financial Reports

The Financial Reports including the Director's Report and Auditor's Report (the **Reports**) for the year ended 30 June 2022 will be laid before the AGM. There is no requirement for a formal resolution on this item. However, the Chairman will allow reasonable opportunity for shareholders to ask questions and make comments on the operations and Management with regard to the Reports. Shareholders will also be given a reasonable amount of time to ask the appointed Auditor representative questions about the content and conduct of the audit.

Item 2 – Adoption of the Remuneration Report (non-binding advisory vote)

The Remuneration Report for the year ended 30 June 2022 outlines the remuneration arrangements of Monash IVF Group in accordance with the requirements of the Corporations Act 2001 and its regulations. The information has been audited as required by section 308 of the Corporations Act 2001.

The Remuneration Report addresses the following issues:

1. Remuneration governance
2. Principles used to determine the nature and amount of remuneration
3. Executive remuneration including fixed remuneration and at-risk remuneration
4. Non-executive Director remuneration
5. Details of remuneration for key management personnel
6. Loans to key management personnel
7. Key management personnel shareholdings
8. Group performance.

Following consideration of the Remuneration Report, the Chairman will give shareholders reasonable opportunity to ask questions or to comment on the report before the resolution that the Remuneration Report be adopted be put to the vote. The resolution of this item is advisory only and non-binding for the Company or Board.

The Directors recommend that Shareholders vote in favour of Item 2.

Voting exclusions

As required by the Corporations Act 2001, the Company will disregard any votes cast on Item 2 by any member of the Company's key management personnel (**KMP**), or as proxy by a person who is a member of the Company's KMP, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, unless the person votes as a proxy appointed in writing that specifies how the shareholder wishes to vote. In addition, the Chairman of the AGM will be able to vote as a proxy appointed in writing that expressly authorises him to vote on the resolution even though that resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP.

Item 3 - Re-election of Directors

In accordance with the Company's constitution, an election of Directors must occur at every Annual General Meeting. The following Directors have offered themselves for re-election and election:

3a Re-election of Ms. Zita Peach as a Director

Ms Zita Peach was most recently re-elected as a director at the Company's 2019 annual general meeting.

Ms Peach has more than 25 years of commercial experience in the pharmaceutical, biotechnology, medical devices and health services industries, and has worked for major industry players such as CSL Limited and Merck Sharp & Dohme, the Australian subsidiary of Merck Inc.

Ms Peach's most recent executive position is Managing Director for Australia and New Zealand and Executive Vice President, South Asia Pacific for Fresenius Kabi, a leading provider of pharmaceutical products and medical devices to hospitals. Previously, Ms Peach was Vice President, Business Development, for CSL Limited, a position she held for 10 years.

Ms Peach currently serves on the Boards of ASX listed companies, Pacific Smiles Group Limited (Chair) and Starpharma Holdings Limited (Non-Executive Director).

Ms Peach is a Fellow of the Australian Institute of Company Directors and a Fellow of the Australian Marketing Institute.

The Board considers Ms Peach to be an independent director.

The Directors (other than Ms Peach) recommend that Shareholders vote in favour of item 3a as the Board considers that Ms Peach's extensive commercial and ASX-listed company director experience as detailed above greatly enhance the Board's commercial and governance abilities, making her a valuable contributor to the Board.

3b Re-election of Mr Richard Davis as a Director

Mr. Richard Davis joined the Group in June 2014 and is currently serving as a non-executive director of ASX listed companies, InvoCare Limited and Australian Vintage Limited (Chairman). Mr Davis was most recently re-elected as a director at the Company's 2020 Annual General Meeting.

Mr Davis worked for InvoCare for 20 years until 2008. For the majority of that time he held the position of CEO and managed the growth of that business through a number of ownership changes and over 20 acquisitions, including offshore in Singapore.

Prior to InvoCare Limited, Mr Davis worked as an accounting partner of Bird Cameron. Mr Davis holds a Bachelor of Economics from the University of Sydney.

The Board considers Mr Davis to be an independent director.

The Directors (other than Mr Davis) recommend that Shareholders vote in favour of item 3b as the Board considers that Mr Davis's extensive accounting and ASX-listed company director experience as detailed above greatly enhance the Board's financial and governance abilities, making him a valuable contributor to the Board.

Item 4 - Approval of long term incentive grant of performance rights to the CEO under the FY2023 executive long term incentive plan

Pursuant to ASX Listing Rule 10.14, the Company is seeking shareholder approval for the grant of performance rights to Mr. Michael Knaap, Managing Director and Chief Executive Officer (**MD** and **CEO**), as part of his Long Term Incentive (**LTI**) award for FY2023.

Key terms of the FY23 LTI grant

The LTI Plan is designed to align the interests of the Managing Director and Chief Executive Officer with the interests of shareholders by providing the opportunity to receive an equity interest in Monash IVF Group through the granting of performance rights. If approved by shareholders, the performance rights will be granted under the operation of the Company's Equity Incentive Plan.

Mr Michael Knaap's annual remuneration package includes the following:

- Total Fixed Remuneration (base salary and packaged benefits) of \$594,825 (**TFR**);

- A target short-term incentive (**STI**) opportunity of 65% of his fixed remuneration (i.e. \$386,636), subject to the achievement of certain performance criteria measures approved by the Board. The STI criteria is subject to both financial and non-financial outcomes and is payable in cash;
- A LTI award comprising the granting of performance rights up to 90% of his fixed remuneration (ie. \$535,342) (subject to shareholder approval, as described further below).

Mr Knaap will be granted 532,599 performance rights, which has been determined by dividing Mr Knaap's LTI maximum opportunity of \$535,342 (equivalent to 90% of Mr Knaap's TFR) by the volume weighted average share price of the Company's shares traded on the ASX on the 10 trading days (**VWAP**) following the announcement of the FY2022 financial results.

As the performance rights form part of Mr Knaap's remuneration, they will be granted at no cost and there will be no amount payable on vesting. On vesting, each performance right entitles Mr Knaap to one ordinary share in the Company (**Share**) plus an additional number of Shares calculated on the basis of the dividends which would have been paid on that one Share had it been issued at the time of grant of the performance right and assuming that those dividends were reinvested at the closing price of Shares on the distribution date of those dividends. Prior to vesting, performance rights do not entitle Mr Knaap to any dividends or voting rights.

Performance conditions

The LTI performance rights are granted in 2 tranches with each tranche subject to separate vesting conditions based upon external measures as follows:

- Tranche one – 70% of the performance rights will be subject to a Basic Earnings Per Share (**EPS**) hurdle. No vesting occurs below the threshold level EPS of 10% per annum;
- Tranche 2 – 30% of the performance rights will be subject to a Relative Total Shareholder Return (**TSR**) hurdle relative to the ASX300 Healthcare Accumulation Index excluding CSL Limited (**Index**). No vesting occurs if the TSR is less than the Index performance. TSR growth is calculated based on the 10 day closing VWAP after the FY2022 and FY2025 results announcements, adjusted for capital movements and inclusive of dividends on a reinvestment basis at the ex-div date.

These hurdles and vesting schedules are set out below:

Tranche one: Basic EPS Performance (70% weighting)	Tranche 2: Relative TSR Performance (30% weighting)	Portion of performance rights that will vest against the relevant target
Less than 10% per annum	Less than Index return	0%
10% per annum	Equal to Index return	20%
Between 10% and 12%	Between Index return and Index return + 5%	Straight line pro-rata vesting
At or above 12% per annum	Equal to or > Index return + 5%	100%

Testing of the performance conditions

Tranche one: Basic EPS

The performance period will run from 1 July 2022 to 30 June 2025. The hurdle for 70% of the rights is based on an earnings per share hurdle which measures the compound growth of the Company's basic earnings per share (**EPS**) over a 3 year period from 1 July 2022 to 30 June 2025. Basic EPS is subject to audit applying the requirements of Australian Accounting Standard AASB 133. EPS may be normalised by adjustment for any amounts in respect of the period individually significant, non-recurring, abnormal or unusual gains or losses of the Group, whether realised or unrealised. The base EPS is the underlying FY2022 EPS of 5.7 cents. No vesting occurs at below a threshold level of EPS growth of 10% per annum. 20% will vest at threshold performance, 100% will vest at maximum performance of EPS growth of 12% or above, with pro rata vesting between threshold and maximum.

Tranche 2: Relative TSR

The hurdle for the other 30% of the rights are based on the Company's total shareholder return (**TSR**) relative to the ASX300 Healthcare Accumulation Index excluding CSL Limited (**Index**) from the 10 day closing VWAP period after the FY2022 and FY2025 results announcements. In respect of the tranche, no performance rights will vest if the TSR performance is less than the Index performance. 20% will vest at threshold performance when TSR equals Index returns, 100% will vest at maximum performance if TSR equals Index returns +5% on an annualised basis, with pro rata vesting between threshold and maximum. TSR is calculated based on the closing share price, adjusted for capital movements and inclusive of dividends on a reinvestment basis at the ex-div date, as at the start of the performance period and the end of the performance period.

Other key terms of the LTI Plan

Event for a performance right to lapse

A performance right granted will lapse, amongst other relevant events:

- if the vesting conditions are not satisfied within the relevant time period; or
- on the fifteenth anniversary of the date the performance rights were granted.

Cessation of employment

Subject to the discretion of the Board, on the cessation of employment of Mr Knaap with the Monash IVF Group, the performance rights will not lapse and will remain to be tested at the end of the performance period. At the time of cessation of employment, the Board has a discretion to determine that some or all of the performance rights will lapse and the Board may have regards to the facts and circumstances at the time of cessation of employment, including the proportion of performance period in which Mr Knaap was employed by the Monash IVF Group.

Change of control

Where a Control Event occurs, the Board may determine that Mr Knaap's unvested performance rights will vest, lapse, remain subject to existing vesting conditions or be subject to substitute vesting conditions. A Control Event occurs where:

- a person who previously had voting power in Monash IVF Group Limited of less than 50% obtains voting power of more than 50% through a takeover bid;
- a takeover bid for Monash IVF Group Limited is declared unconditional at a time prior to the bidder being entitled to 50% of the issued ordinary shares;
- a court convenes a meeting of Monash IVF Group Limited shareholders to vote on a proposed scheme of arrangement pursuant to which control of the majority of ordinary shares may change; or
- any transaction or event that in the opinion of the Board may result in a person becoming entitled to exercise control over Monash IVF Group Limited.

In exercising that discretion, the Board may have regard to any relevant matter, including the circumstances of the Control Event, the extent to which the applicable vesting conditions have been satisfied and/or the proportion of the performance period that has elapsed at that time.

Malus and Clawback

If the Board determines that Mr Knaap has committed any act of fraud, dishonesty, breach of his or her obligations to the Monash IVF Group or is knowingly involved in a material misstatement of financial statements, the Board may determine that:

- the vesting conditions and/or the performance period for the performance rights should be altered or reset;
- unvested performance rights shall lapse;
- vested but unexercised performance rights are forfeited;
- Shares resulting from the exercise of vested performance rights are forfeited;
- cash amounts paid in settlement of vested performance rights must be repaid; or

- net proceeds of the sale of Shares resulting from the exercise of vested performance rights must be repaid.

Restrictions on dealing

Mr Knaap must not sell, transfer, hedge or otherwise deal with performance rights. Mr Knaap will be free to deal with the Shares allocated on vesting of the performance rights, subject to the requirements of Monash IVF Group's Securities Trading Policy.

Settlement of vested performance rights

After the vesting of the performance rights Mr Knaap may deliver a notice of exercise to the Company that requires the Company to settle Mr Knaap's performance rights in shares, which may be issued or acquired on market, or with a cash equivalent amount, or a combination of both, as determined by the Board. Details of any shares issued under the LTI Plan will be published in the Company's annual report for the relevant period.

Other required information – ASX Listing Rules

- A summary of the material terms of the performance rights and the value the Company attributes to the performance rights is set out above. Mr Knaap's grant has been structured as an issue of performance rights because performance rights create share price alignment between Mr Knaap and shareholders.
- Mr Knaap is the only Director eligible to participate and receive performance rights under the LTI Plan. No associate of any Director is entitled to participate. No additional person covered by ASX Listing Rule 10.14 (including any director) who becomes entitled to participate in an issue of securities under the LTI Plan will participate until approval is obtained under ASX Listing Rule 10.14;
- Mr Knaap has been granted 1,403,200 in aggregate performance rights under the LTI Plan since it was first adopted in 2017. The acquisition price for those performance rights was nil. No other Director (or associate of any Director) has received securities under the LTI Plan;
- There is no loan provided in relation to performance rights (or the Shares underlying them);
- ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. Pursuant to Listing Rule 7.2 Exception 14, if item 4 is approved, approval under ASX Listing Rule 7.1 is not required for any issue of shares resulting from the vesting and exercise of the performance rights. Those shares would not be included in the Company's 15% limit and would enable that proportion of the 15% limit to be used for a future issue of equity securities;
- If the grant of performance rights is approved, they will be issued to Mr Knaap as soon as possible and no later than 12 November 2022;
- Details of any securities (including performance rights) issued under the LTI Plan will be published in the Company's annual report for the relevant period in which they were issued. The Company's annual report will note that approval for the issue of those securities was obtained under ASX Listing Rule 10.14;
- If shareholder approval for the grant of performance rights to Mr Knaap is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Knaap.

Voting exclusion statement

As required by the Corporations Act 2001, Monash IVF Group Limited will disregard any votes cast on Item 4 as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties where the proxy appointment does not specify the way the proxy is to vote on Item 4.

However, the Chairman of the AGM will be able to vote as a proxy appointed in writing that expressly authorises him to vote on the resolution even though that resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP.

As required by ASX Listing Rule 10.15, the Company will disregard any vote cast in favour of Item 4 by or on behalf of any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 (including a director (or associates of a director)) eligible to participate in the LTI Plan and any of their associates. However, Monash IVF Group Limited need not disregard a vote cast in favour of Item 4 if:

- (a) It is cast by a person as a proxy or attorney of a person who is entitled to vote on Item 4, in accordance with the directions given to the proxy or attorney to vote on item 4 in that way;
- (b) It is cast by the Chairman of the AGM as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with a direction given to the Chairman to vote on Item 4 as the Chairman decides; or
- (c) It is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
 - 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 Item 4; and
 - the holder votes on Item 4 in accordance with the directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

The Directors (other than Mr Knaap) recommend that Shareholders vote in favour of Item 4.


LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
Monash IVF Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



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PROXY FORM

I/We being a member(s) of Monash IVF Group Limited (the Company) and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (AEDT) on Friday, 11 November 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **KPMG, Tower Two, Level 36, Meeting room 36.21 Collins Square, 727 Collins Street Melbourne VIC 3008**, or logging in online at <https://meetings.linkgroup.com/MVF22> (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

For Against Abstain*

2 Adoption of the Remuneration Report (non-binding advisory vote)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3a Re-election of Ms Zita Peach as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3b Re-election of Mr Richard Davis as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Approval of long term incentive grant of performance rights to the CEO under the FY2023 executive long term incentive plan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

MVF PRX2201N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (AEDT) on Wednesday, 9 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Monash IVF Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

LODGE YOUR QUESTIONS

ONLINE
<https://investorcentre.linkgroup.com>

BY MAIL

 Monash IVF Group Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

BY FAX

+61 2 9287 0309


BY HAND

 Link Market Services Limited
 Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO

Telephone: +61 1300 554 474


X99999999999

Please use this form to submit any questions about Monash IVF Group Limited ("the Company") that you would like us to respond to at the Company's 2022 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **5:00pm (AEDT) Friday, 4 November 2022**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to (please mark the most appropriate box)

☐
☐
☐

 Performance or financial reports
 Remuneration Report
 My question is for the auditor

☐
☐
☐

 A resolution being put to the AGM
 Sustainability/Environment
 Future direction

☐
☐

 General suggestion
 Other

☐
☐
☐

 Performance or financial reports
 Remuneration Report
 My question is for the auditor

☐
☐
☐

 A resolution being put to the AGM
 Sustainability/Environment
 Future direction

☐
☐

 General suggestion
 Other

 For personal use only
 QUESTIONS

Virtual Meeting Online Guide

For personal use only

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/MVF22>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

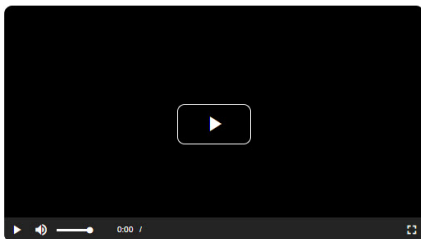
SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

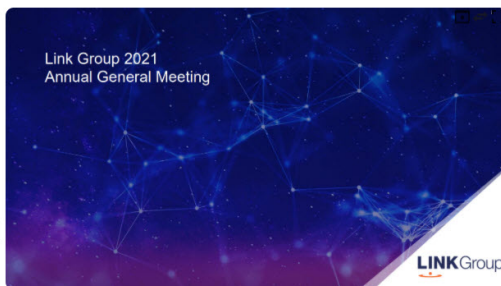
If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



The presentation will begin at XX:XX am/pm ZONE



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio
- Sustainability Report
- Notice of meeting
- Online Guide

ABC COMPANY PTY LTD

X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote Partial Vote

Resolution 2B

☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MRL ABC AS A DIRECTOR

Resolution 2C

☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3

☒ For ☐ Against ☐ Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4

☒ For ☐ Against ☐ Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

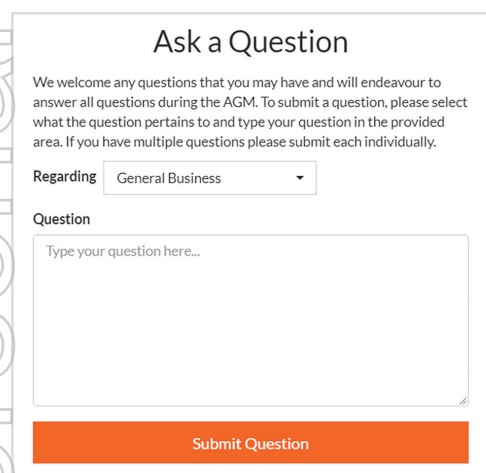
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question'. It contains a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this is a 'Regarding' section with a dropdown menu currently set to 'General Business'. Underneath is a 'Question' section with a large text area containing the placeholder 'Type your question here...'. At the bottom of the form is an orange button labeled 'Submit Question'.

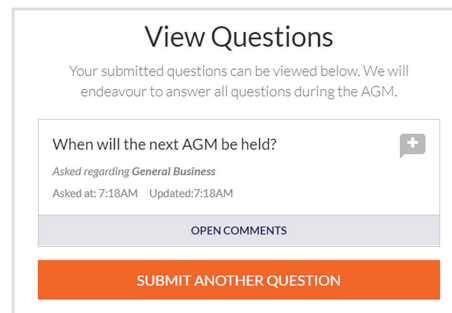
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' box is titled 'View Questions'. It contains the text: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.' Below this is a list of questions. The first question is 'When will the next AGM be held?'. It is categorized as 'Asked regarding General Business' and shows 'Asked at: 7:18AM' and 'Updated: 7:18AM'. There is a small speech bubble icon with a plus sign to the right of the question. Below the question list is a grey button labeled 'OPEN COMMENTS' and an orange button labeled 'SUBMIT ANOTHER QUESTION'.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:
Conference Call Number: 1800 870 861
International Call Number: +61 2 9189 8866

Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to enter your **PIN** followed by the hash key. This will verify you as a securityholder and allow you to ask a question at the Meeting.

Step 3

Once you have entered your **PIN**, you will be greeted by a moderator. Once the moderator has verified your details you will be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

When it is your time to ask your question, you will hear an auto prompt that your line has been unmuted and you can then start speaking.

Note, if at any time you no longer wish to ask your question, you can lower your hand by **pressing *1** on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

Step 3

Your line will be muted once your question has been answered.

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au