



LUMOS DIAGNOSTICS HOLDINGS LIMITED
ACN 630 476 970

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Friday, 24 October 2025

Time of Meeting:
9:30am (AEDT)

Location of Meeting: Zoom Webinar
Registration Link: https://vistra.zoom.us/webinar/register/WN_JMJFQFmxRVm6p2UEqAE0Vw

The Meeting will be held virtually via a webinar conferencing facility. If you are a Shareholder who wishes to attend and participate in the virtual Meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

The Notice of Meeting has been given to those entitled to receive it by use of one or more technologies. The Notice of Meeting is also available on the Australian Securities Exchange Market Announcements Platform and on the Company's website www.lumosdiagnostics.com.

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

LUMOS DIAGNOSTICS HOLDINGS LIMITED

ACN 630 476 970

Registered office: Suite 2, Level 11, 385 Bourke Street, Melbourne VIC 3000

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Lumos Diagnostics Holdings Limited (the "Company" or "LDX") will be held via Zoom Webinar at 9:30am (AEDT) on Friday, 24 October 2025 ("Annual General Meeting", "AGM" or "Meeting").

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (AEDT) on Wednesday, 22 October 2025.

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

Shareholders attending the AGM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the Meeting to also cast their votes on the proposed resolutions at the AGM.

The virtual Meeting can be attended by registering through the link below:

When: Friday, 24 October 2025 at 9:30am (AEDT)
Topic: LDX: 2025 Annual General Meeting

Register in advance for this webinar:

https://vistra.zoom.us/webinar/register/WN_JMJFQFmxRVm6p2UEqAE0Vw

After registering, you will receive a confirmation email containing information about joining the Meeting. As noted previously, the Company strongly recommends its Shareholders to lodge a directed proxy as soon as possible in advance of the Meeting even if they are planning to attend the Meeting online. The Company will conduct a poll on each resolution presented at the Meeting. The Company will accept questions during the Meeting either by submitting a question through the Q&A box located on screen or by raising the hand function also located on screen at which point the Company will allow your question verbally.

The Company is happy to accept and answer questions submitted prior to the Meeting by email to cosec@lumosdiagnostics.com. The Company will address relevant questions during the course of the Meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any Shareholders who wish to attend the AGM online should therefore monitor the Company's website and its ASX announcements for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: LDX) and on its website at <https://lumosdiagnostics.com/invest>.

AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, including defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

Defined terms used in this Notice have the meanings given to them in the Glossary at the end of this Notice.

ORDINARY BUSINESS

Receipt and consideration of Financial Statements and Reports

To receive and consider the Annual Report of the Company for the financial year ended 30 June 2025, which includes the Financial Report, the Directors' Report, and the Auditor's Report.

Note: Except for as set out in Resolution 1, there is no requirement for Shareholders to approve these reports. Accordingly, no resolution will be put to Shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

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

"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 30 June 2025 be adopted."

Note: In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 1 is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

A voting prohibition applies to this Resolution as outlined in Note 6.

Resolution 2: Re-election of Bronwyn Le Grice as a Director of the Company

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

"That, for the purposes of Clause 47(a) of the Constitution, Listing Rule 14.4, and for all other purposes, Bronwyn Le Grice, who retires by rotation in accordance with the Constitution of the Company, and who, being eligible, offers herself for re-election, be re-elected as a Director of the Company."

There are no voting exclusions or prohibitions on this Resolution.

Resolution 3: Approval to issue 10,000,000 performance rights to Mr Douglas Ward

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

"That the grant of 10,000,000 Long Term Incentive Plan performance rights (being a right to acquire up to 10,000,000 fully paid ordinary shares in the Company, subject to satisfaction of relevant vesting conditions), and the issue of any fully paid ordinary shares in the Company pursuant to the exercise or conversion of such performance rights, to Mr Douglas Ward, Managing Director and Chief Executive Officer of the Company, under the Company's Long Term Incentive Plan and on the terms described in the Explanatory Statement, be approved under and for the purpose of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes."

A voting exclusion and prohibition applies to this Resolution as outlined in Note 6.

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Resolution 4: Approval to issue 12,000,000 performance rights to Mr Douglas Ward

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

"That the grant of 12,000,000 Long Term Incentive Plan performance rights (being a right to acquire up to 12,000,000 fully paid ordinary shares in the Company, subject to satisfaction of relevant vesting conditions), and the issue of any fully paid ordinary shares in the Company pursuant to the exercise or conversion of such performance rights, to Mr Douglas Ward, Managing Director and Chief Executive Officer of the Company, under the Company's Long Term Incentive Plan and on the terms described in the Explanatory Statement, be approved under and for the purpose of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes."

A voting exclusion applies to this Resolution as outlined in Note 6.

Resolution 5: Ratification of the issue of 7,500,000 Shares to Tenmile

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 9 September 2025 of 7,500,000 fully paid ordinary shares in the Company to Tenmile as described in the Explanatory Statement."

A voting exclusion applies to this Resolution as outlined in Note 6.

Resolution 6: Ratification of the issue of 7,500,000 Shares to Ryder Capital

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 9 September 2025 of 7,500,000 fully paid ordinary shares in the Company to Ryder Capital as described in the Explanatory Statement."

A voting exclusion applies to this Resolution as outlined in Note 6.

Resolution 7: Renewal of the Company's Long-Term Incentive Plan

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

"That, under and for the purposes of ASX Listing Rule 7.2 Exception 13(b), and for all other purposes, approval is given for the Company to issue Equity Securities under the Company's Long-Term Incentive Plan as an exception to Listing Rule 7.1 on the terms and conditions as set out or described in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

A voting exclusion and prohibition applies to this Resolution as outlined in Note 6.

SPECIAL BUSINESS**Resolution 8: Reinsertion of Proportional Takeover Provision**

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

"That the proportional takeover provisions contained in clauses 80 and 81 of the Company's Constitution be reinserted with effect from the date of the Meeting."

There are no voting exclusions or prohibitions on this Resolution.

Resolution 9: Approval of 10% Placement Facility

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

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the fully paid ordinary issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

A voting exclusion applies to this Resolution as outlined in Note 6.

By the order of the Board



Tracy Weimar
Company Secretary
Dated: 19 September 2025

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Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7:00pm (AEDT) on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
 - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
 - b. Each Shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a Shareholder of the Company.
 - d. Where a Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
 - e. If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - f. A proxy must be signed by the Shareholder or their attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
 - g. To be effective, Proxy Forms must be received by the Company's share registry (Computershare Investor Services Pty Ltd) no later than 48 hours before the commencement of the Meeting, this is no later than 9:30am (AEDT) on Wednesday, 22 October 2025. Any proxy received after that time will not be valid for the scheduled Meeting.
4. **Corporate Representative**
Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising them to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or upon registering as a corporate representative.
5. **How the Chair will vote Undirected Proxies**
Subject to the restrictions set out in Note 6 below, the Chair of the Meeting will vote undirected proxies in favour of all proposed resolutions the subject of this Meeting.
6. **Voting Prohibitions and Voting Exclusions**
Resolution 1
In accordance with sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes purported to be cast, on this Resolution by, or on behalf of, a member of the Key Management Personnel ("KMP"), details of whose remuneration are included in the remuneration report, or a Closely Related Party of such a member (either being a "KMP voter"), unless the KMP voter is casting a vote on behalf of a person who is not a KMP voter (including as a proxy) and either:
 - a. the KMP voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
 - b. the KMP voter is the Chair of the Meeting and the appointment of the Chair as proxy:
 - i) does not specify the way the proxy is to vote on the Resolution; and
 - ii) expressly authorises the Chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a KMP for the Company or the consolidated entity.

If you appoint the Chair of the Meeting as your proxy and you do not direct the Chair of the Meeting on how to vote, you will be expressly authorising the Chair of the Meeting to exercise the proxy even if the relevant Resolution is connected directly or indirectly with the remuneration of a KMP the Company or the consolidated entity.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on this Resolution, the Chair of the Meeting will vote any proxies which do not indicate on their proxy form the way the Chair of the Meeting must vote in favour of this Resolution. In exceptional circumstances, the Chair of the Meeting may change their voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair of the Meeting to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Resolution 2

There are no voting exclusions or prohibitions on this Resolution.

Resolutions 3 and 4

The Company will disregard any votes cast in favour of either of these Resolutions by or on behalf of:

- a. a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Long-Term Incentive Plan, including but not limited to Mr Douglas Ward; or
- b. an associate of that person.

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

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

Furthermore, a vote must not be cast as proxy on any of these Resolutions by a member of the KMP (as defined by the Corporations Act), or a Closely Related Party of a KMP and any such vote purported to be cast will be disregarded.

However, a KMP may cast a vote on any of these Resolution(s) as proxy if:

- a. the KMP is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution(s); or
- b. the KMP is the Chair of the Meeting and the written appointment of the Chair of the Meeting as proxy:
 - i) does not specify the way the proxy is to vote on the Resolution(s); and
 - ii) expressly authorises the Chair of the Meeting to exercise the proxy even though the Resolution(s) is or are connected directly or indirectly with the remuneration of a KMP of the Company or the consolidated entity.

If you appoint the Chair of the Meeting as your proxy and you do not direct the Chair of the Meeting on how to vote, you will be expressly authorising the Chair of the Meeting to exercise the proxy even if the Resolution(s) is or are connected directly or indirectly with the remuneration of a KMP of the Company or the consolidated entity.

Furthermore, in accordance with section 200E of the Corporations Act, a vote must not be cast on any of these Resolutions (in any capacity) by or on behalf of Mr Ward or an associate thereof (any of these being a "Restricted Voter"), and any such votes attempted to be cast will be excluded.

However, a Restricted Voter may cast a vote on any of these Resolution(s) if:

- a. it is cast by the Restricted Voter as a proxy appointed by writing that directs how to vote on the Resolution(s); and
- b. it is not cast on behalf of the Restricted Voter.

Resolution 5

The Company will disregard any votes cast in favour on this Resolution by Tenmile and any associate thereof, or any person who is a counterparty to the agreement being approved.

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

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

Resolution 6

The Company will disregard any votes cast in favour on this Resolution by Ryder Capital and any associates thereof, or any person who is a counterparty to the agreement being approved.

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

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

Resolution 7

The Company will disregard any votes cast in favour of this Resolution by any person eligible to participate in the Company's Long Term Incentive Plan, and any of their associates.

However, this does not apply to a vote cast in favour the Resolution by:

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

A vote must not be cast as proxy on this Resolution by a KMP voter. However, a KMP voter may cast a vote on behalf of a person who is not a KMP voter if:

- a. the KMP voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- b. the KMP voter is the Chair of the Meeting and the appointment of the Chair as proxy:
 - i) does not specify the way the proxy is to vote on the Resolution; and
 - ii) expressly authorises the Chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a KMP for the Company or the consolidated entity.

If you appoint the Chair of the Meeting as your proxy and you do not direct the Chair of the Meeting on how to vote, you will be expressly authorising the Chair of the Meeting to exercise the proxy even if the relevant Resolution is connected directly or indirectly with the remuneration of a KMP for the Company or the consolidated entity.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on this Resolution, the Chair of the Meeting will vote any proxies which do not indicate on their proxy form the way the Chair of the Meeting must vote in favour of this Resolution. In exceptional circumstances, the Chair of the Meeting may change their voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair of the Meeting to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Resolution 8

There are no voting exclusions or prohibitions on this Resolution.

Resolution 9

As at the date of despatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement is not required by Listing Rule 7.3A.7.

However, if, between the date of despatch of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A.2, the Company will disregard votes cast in favour of this Resolution by or on behalf of:

- a. any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder or ordinary securities in the Company); or
- b. an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

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

7. Special Resolutions

Resolutions 8 and 9 are proposed special resolutions. For a special resolution to be passed, at least 75% of votes validly cast on the Resolution by Shareholders (by number of Shares) must be in favour of these proposed Resolutions.

8. Enquiries

Shareholders are invited to contact the Company Secretary at cosec@lumosdiagnostics.com or on (03) 9087 1598 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

ORDINARY BUSINESS

Receipt and consideration of Financial Statements and Reports

A copy of the Annual Report for the financial year ended 30 June 2025 (which incorporates the Company's Financial Report, Directors' Report (including the Remuneration Report) and the Auditor's Report) is available on the Company's website at <https://lumosdiagnostics.com/invest> or via the Company's announcement platform on ASX. Alternatively, you may obtain a copy free of charge in hard copy form by contacting the Company by email cosec@lumosdiagnostics.com or phone at (03) 9087 1598, and you may request that this occurs on a standing basis for future years. There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be given reasonable opportunity at the Meeting to ask questions and make comments on the Financial Report, the Directors' Report, and the Auditor's Report. Questions for the Company's auditors relating to the conduct of the audit, preparation and contents of the audit report, accounting policies adopted by the Company in relation to the preparation of its financial statements, and the independence of the auditors in relation to the conduct of the audit, must be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office or via email at cosec@lumosdiagnostics.com.

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the annual general meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the remuneration report at the AGM.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a Spill Resolution) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must be put up for re-election.

At the Company's last annual general meeting, the votes cast against the Remuneration Report were less than twenty-five (25%) per cent of the total votes cast on that resolution and, accordingly, a Spill Resolution will not, under any circumstances, be required for this Meeting.

Voting Prohibition

Refer to Note 6 for voting prohibitions.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting prohibitions on this Resolution (set out in the Notice), that each Director (or any Closely Related Party of a Director) is excluded from voting their Shares on this Resolution, the Board encourages all eligible Shareholders to cast their votes in favour of this Resolution.

Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 2: Re-election of Bronwyn Le Grice as a Director of the Company

Background

Clause 47(a) of the Constitution of the Company and Listing Rule 14.4 require that a Director must retire from office no later than the longer of the third annual general meeting of the Company or three years, following that Director's last election or appointment (whichever is longer). Ms Bronwyn Le Grice, appointed as Director on 1 November 2020, is retiring in accordance with these requirements and, being eligible, offers herself for re-election.

Ms Le Grice has over two decades of executive experience spanning health technology commercialisation, venture capital, capital raising and industry advocacy.

Formerly an Investment Director at leading healthcare VC firm, BioScience Managers, Ms Le Grice has significant experience across buy side and sell side transactions specifically within the health and medical technology sectors. As Founder and CEO of ANDHealth since 2017, Ms Le Grice has created Australia's leading digital health commercialisation organisation. Under her leadership, ANDHealth has coalesced over \$100m of new, non-dilutive funding and services into Australia's digital and connected health technology sector.

Ms Le Grice currently has served as a Member of the National Health & Medical Research Council (NHMRC) since 2021, and chairs the inaugural NHMRC-MRFF Industry, Philanthropy and Commercialisation Committee, providing strategic advice on industry and philanthropic involvement in health and medical research, development and commercialisation.

Ms Le Grice has a Bachelor of Commerce from the University of Western Australia and a Masters of Commercial Law from the University of Melbourne.

Voting Exclusions and Prohibitions

There are no voting exclusions or prohibitions on this Resolution.

Board Recommendation

The Board (with Ms Le Grice abstaining in her capacity as Director of the Company) recommends that Shareholders vote in favour of the re-election of Ms Le Grice as it considers that her qualifications, experience, skills, and expertise are appropriate for the Board position and will enable her to act in the best interests of the Company and its Shareholders. The Board also considers Ms Le Grice as an independent Non-Executive Director of the Company.

Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 3: Approval to issue 10,000,000 performance rights to Mr Douglas Ward (or his nominee)

Resolution 4: Approval to issue 12,000,000 performance rights to Mr Douglas Ward (or his nominee)

Background

The Company proposes, subject to Shareholder approval, to grant and issue to Mr Ward, Managing Director and Chief Executive Officer:

- a) Under Resolution 3 - 10,000,000 performance rights which, if they vest, will result in the issue of up to 10,000,000 fully paid ordinary shares in the Company pursuant to the Company's Long Term Incentive Plan ("LTIP");
- b) Under Resolution 4 - 12,000,000 performance rights which, if they vest, will result in the issue of up to 12,000,000 fully paid ordinary shares in the Company pursuant to the Company's LTIP.

For the avoidance of doubt, the performance rights are not a 'bonus' or 'bonus shares' – performance rights cannot be traded or sold or exchanged for any monetary value. Performance rights only vest and result in the issue of fully paid ordinary shares in the Company if, and to the extent that, the vesting conditions are satisfied and will be issued and vest in accordance with the terms and conditions of the LTIP Rules. Otherwise, the performance rights will lapse, and no Shares will be issued in relation to them.

On 8 May 2025, the Company issued performance rights to employees under the Company's Long Term Incentive Plan, other than Mr Ward. The proposed issue of performance rights to Mr Ward contemplated by Resolution 3 is on the same terms as those issued to the other employees.

The Company is proposing an issue of 10,000,000 performance rights to Mr Ward under Resolution 3 to increase his interests in the Company to approximately 4% of the total number of securities on issue in the Company, aligning his interests with that of the Shareholders of the Company.

The Company is proposing a further issue of 12,000,000 performance rights to Mr Ward under Resolution 4 to increase his interests in the Company to approximately 5% of the total number of securities on issue in the Company, aligning his interests with that of the Shareholders of the Company.

The Board believes that it is appropriate to use performance rights to incentivise Mr Ward as this remunerates him appropriately given the circumstances of the Company. Performance rights provide an appropriate and meaningful form of remuneration that aligns with Shareholder interests. The Board believes that the ownership of performance rights will be to the benefit of all Shareholders as this will motivate Mr Ward to remain in the Company's employ to carry on the role of implementing and executing the Company's strategies and overseeing operations. In particular, the Board considers that the value attributed to the performance rights (as described below) represents reasonable remuneration for Mr Ward as if the Company and Mr Ward were dealing at arm's length.

Resolution 3 seeks Shareholder approval to grant 10,000,000 performance rights, and to issue 10,000,000 Shares in the Company, subject to satisfaction of relevant vesting conditions, to Mr Doug Ward, under the Company's LTIP and the terms described in the Explanatory Statement.

Resolution 4 seeks Shareholder approval to grant 12,000,000 performance rights, and to issue 12,000,000 Shares in the Company subject to satisfaction of relevant vesting conditions, to Mr Doug Ward, under the Company's LTIP and the terms described in the Explanatory Statement.

Terms of performance rights under Resolution 3

Terms	
Type	Performance Rights
Number	10,000,000
Consideration	Nil consideration
Vesting Conditions	<p>Subject to Shareholder approval, the relevant period commencing from 8 May 2025 ("Grant Date") and ending as follows:</p> <ul style="list-style-type: none"> Tranche 1 (50%, being 5,000,000): 12 months from the Grant Date ("Vesting Date") Tranche 2 (50%, being 5,000,000): 24 months from the Grant Date ("Vesting Date") <p>Vesting of the performance rights are also subject to service condition of continued employment being satisfied at time of Vesting Date(s).</p> <p>The Performance Rights automatically convert to shares upon vesting.</p>
Restrictions on Dealing	<p>The performance rights are not transferrable.</p> <p>Once vesting conditions have been achieved, and the performance rights have been converted into Shares, Mr Ward will be able to deal with the Shares issued to him under this Resolution, subject to the requirements of the Company's Securities Trading Policy.</p>
Other terms	<p>The performance rights automatically convert into Shares upon vesting.</p> <p>The Performance Rights will expire if Mr Ward ceases employment or other engagement with the Company during the vesting period.</p>

Terms of performance rights under Resolution 4

Terms	
Type	Performance Rights
Number	12,000,000
Consideration	Nil consideration
Vesting Conditions	<p>From the Grant Date and ending as follows:</p> <ul style="list-style-type: none">Tranche 1 (50%, being 6,000,000): At the CLIA Waiver study completion with all clinical end points met ("Vesting Date")Tranche 2 (50%, being 6,000,000): 24 months from the Grant Date ("Vesting Date") <p>Vesting of the performance rights are also subject to service condition of continued employment being satisfied at time of Vesting Date(s).</p> <p>The Performance Rights automatically convert to shares upon vesting.</p>
Restrictions on Dealing	<p>The performance rights are not transferrable.</p> <p>Once vesting conditions have been achieved, and the performance rights have been converted into Shares, Mr Ward will be able to deal with the Shares issued to him under this Resolution, subject to the requirements of the Company's Securities Trading Policy.</p>
Other terms	<p>The performance rights automatically convert into Shares upon vesting.</p> <p>The Performance Rights will expire if Mr Ward ceases employment or other engagement with the Company during the vesting period.</p>

Director's Remuneration Package and Interests

As at 11 September 2025, the details (including the amount) of the current total remuneration package of Mr Ward to whom (or to whose nominee(s)) the Shares would be issued if Resolutions 3 and 4 are passed are:

Name of Director	Position	Remuneration Package Details
Doug Ward	Managing Director and CEO	US\$499,550 base salary per annum, annual short term incentive allocation of 50% of base salary conditional on achievement of key milestones as determined by the Board of Lumos, and long-term incentive allocation as separately approved by the Board of Lumos and Shareholders.

The above does not include the value of the proposed Performance Rights, nor the value of any securities previously issued to Mr Ward as remuneration.

The Company has prepared an assessment of the indicative fair value of the Performance Rights as summarised below. The value is indicative only, based on assumptions relevant at the date of the calculation.

The Performance Rights outlined in Resolution 3 have been calculated using the 10-VWAP of the Company's shares in March 2025. The issue of performance rights to other employees at that time were made on 8 May 2025. Refer to ASX announcement on 9 May 2025. Different assumptions may be relevant at issue date which may alter the value of the Shares for financial reporting purposes.

The total remuneration package in the above table would be increased by the amount set out in the following table, based on the assumptions.

Assessment	Resolution 3	Resolution 4
Indicative fair value per Performance Rights*	A\$0.0260	A\$0.0978
Number of Performance Rights	10,000,000	12,000,000
Total A\$	A\$260,000	A\$1,173,600
AUD:USD FX Rate (at the time)	0.63	0.65
Total US\$	US\$163,800	US\$762,840
Value per Vesting Condition 1	US\$81,900	US\$381,420
Value per Vesting Condition 2	US\$81,900	US\$381,420

*The indicative fair value per Performance Rights for Resolution 3 was calculated based on the 10-day VWAP on 26 March 2025 at the time of employee performance rights grant undertaken at the time and which was announced on 9 May 2025 for those employees. The indicative fair value per Performance Rights for Resolution 4 was calculated based on the 10-day VWAP on 21 August 2025.

As at the 11 September 2025, Mr Ward has the following direct and indirect interests in Shares and/or Options of the Company:

Director/Shareholder (and/or Associate(s))	Existing		Options (Unquoted)
	Shares	%	
Doug Ward	475,000 fully paid ordinary shares 2,743,000 fully paid ordinary shares Total: 3,218,000 fully paid ordinary shares	0.415%	2,995,000 Unlisted Options exercisable at \$0.0589, expiring 26 August 2027 7,500,000 Unlisted Options exercisable at \$0.30, expiring 18 July 2029 10,100,000 Unlisted Options exercisable at \$0.0243, expiring 8 May 2028

At the 2024 Annual General Meeting, shareholder approval was received for the issue of 5,337,000 restricted Shares based on vesting conditions, being the continued service as Managing Director for the one-year period after approval date. This vesting condition is expected to be achieved around 14 November 2025, and the shares would be issued at that time. This would increase the total number of fully paid ordinary shares held by Mr Ward to 8,555,000 fully paid ordinary shares representing 1.103% of the number of issued shares as of 11 September 2025.

If Mr Ward's proposed 10,000,000 Performance Rights in Resolution 3 were issued and converted into shares, and there were no other issue of shares, including those relating to proposed resolutions to be considered at this Meeting), the above percentage would increase as follows:

	Existing %	New %
Mr Ward, Resolution 3, 10,000,000 Performance Rights converted into 10,000 000 fully paid ordinary shares	0.415%	1.704%

If Mr Ward's proposed 12,000,000 Performance Rights in Resolution 4 were issued and converted into shares, and there were no other issue of shares, including those relating to proposed resolutions to be considered at this Meeting), the above percentage would increase as follows:

	Existing %	New %
Mr Ward, Resolution 4, 12,000,000 Performance Rights converted into 12,000 000 fully paid ordinary shares	0.415%	1.96%

If both Mr Ward's proposed 10,000,000 Performance Rights in Resolution 3 and 12,000,000 Performance Rights in Resolution 4 were issued and converted into shares, and there were no other issue of shares, the above percentage would increase as follows:

	Existing %	New %
Mr Ward, Resolution 3 and 4, 10,000,000 Performance Rights plus 12,000,000 Performance Rights converted into 22,000 000 fully paid ordinary shares	0.415%	3.25%

ASX Listing Rule requirements

As noted above, the Company is proposing to issue Performance Rights to Mr Ward (the "Issue").

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 a director of the company;
- 10.14.2 an associate of a director of the company; or
- 10.14.3 a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Issue falls within Listing Rule 10.14.1 above, as the Plan constitutes an "employee incentive scheme" under the ASX Listing Rules, and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

Resolutions 3 and 4 therefore seek the required shareholder approval to the Issue under and for the purposes of Listing Rule 10.14.

If Shareholders approve Resolutions 3 and 4, the Company will proceed with the issue of the performance rights to Mr Ward on the terms and conditions as set out in this Notice. If Shareholder approval is given for the purposes of Listing Rule 10.14, approval will not be required under Listing Rule 7.1, and the performance rights issued pursuant to these Resolutions will not deplete the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholders do not approve either of Resolution 3 or 4, the proposed issue of performance rights to Mr Ward will not proceed, and the Board will need to consider alternative remuneration methods. To ensure the Company can attract and retain the executive talent, the Board considers it is important for the Company to offer incentives to its Managing Director and executives that are in line with market practice, keeping in mind that the Managing Director and CEO is based in the United States, and in alignment with the interests of Shareholders.

Furthermore, Exception 14 in Listing Rule 7.2 provides that Listing Rule 7.1 does not apply where Shareholder approval for an issue of securities is obtained under Listing Rule 10.14.

Information provided in accordance with ASX Listing Rule 10.15

- a. The proposed recipient is Mr Douglas Ward, the Managing Director and Chief Executive Officer of the Company.
- b. As a director of the Company, Mr Ward falls into the category described in Listing Rule 10.14.1.
- c. A total of 10,000,000 performance rights are being proposed to be granted to Mr Ward under Resolution 3.
- d. A total of 12,000,000 performance rights are being proposed to be granted to Mr Ward under Resolution 4.
- e. Mr Ward's current remuneration package is comprised of US\$499,550 base salary per annum, annual short term incentive allocation of 50% of base salary conditional on achievement of key milestones as determined by the Board, and long-term incentive allocation as separately approved by the Board and Shareholders.

- f. The total number of securities previously issued to Mr Ward under the Plan are as follows, noting that they were acquired for nil consideration:
- a. 2,995,000 Unquoted Options with each Unquoted Option exercisable at \$0.0576 and will vest on a straight-line, pro-rata basis calculated monthly over a 2 year period from 26 August 2022, expiring 26 August 2027 and will, upon exercise, entitle the holder to one fully paid ordinary share in the Company. The material terms of the LTIP are set out in Annexure A;
 - b. 7,500,000 Unquoted Options with each Unquoted Option exercisable at \$0.2987 and will vest on a straight-line, pro-rata basis calculated monthly over a 2 year period from 26 August 2022, expiring 18 July 2029 and will, upon exercise, entitle the holder to one fully paid ordinary share in the Company. The material terms of the LTIP are set out in Annexure A;
 - c. 10,100,000 Unquoted Options with each Unquoted Option exercisable at \$0.0230 and will vest over two years from 9 May 2023, with 50% of Unquoted Options vesting pro-rata calculated on a daily basis thereafter with 100% of the Unquoted Options vested by 9 May 2024. The Unquoted Options expire 8 May 2028 and will, upon exercise, entitle the holder to one fully paid ordinary share in the Company. The material terms of the LTIP are set out in Annexure A;
 - d. 5,337,000 restricted Shares were approved by Shareholders at the 2024 Annual General Meeting subject to the satisfaction of the vesting condition of continued service as Managing Director for the one-year period after approval date and are expected to be issued around 14 November 2025.
- g. The performance rights the subject of Resolution 3 will, if they vest, result in the issue of up to 10,000,000 fully paid ordinary shares in the Company pursuant to the Company's LTIP Rules. To vest, the Vesting Conditions, as outlined under *Terms of performance rights under Resolution 3*, will have to be satisfied.
- h. The performance rights the subject of Resolution 4 will, if they vest, result in the issue of up to 12,000,000 fully paid ordinary shares in the Company pursuant to the Company's LTIP Rules. To vest, the Vesting Conditions, as outlined under *Terms of performance rights under Resolution 4*, will have to be satisfied.
- i. The Company is issuing performance rights as a form of equity security as it is a cost effective, non-cash incentive and in accordance with the information above.
- j. As set out above, the total value the entity attributes to these securities is \$260,000 (US\$163,800 using an exchange rate of AUD:USD of 0.63 at the time) for Resolution 3 and \$1,173,600 (US\$762,840 using an exchange rate of AUD:USD of 0.65) for Resolution 4.
- k. If Shareholder approval is obtained, the performance rights will be granted no later than three years after the date of the Meeting.
- l. The performance rights will be issued for nil consideration.
- m. A summary of the material terms of the LTIP Rules has been provided under **Annexure A**.
- n. No loan will be made by the Company in relation to the grant of the performance rights to Mr Ward.
- o. Details of any securities issued under the LTIP Rules will be published in each annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- p. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTIP Rules after these Resolutions are approved and who are not named in this Notice and Statement will not participate until approval is obtained under that rule.

Retirement/Termination Benefits approval – section 200B and s200E Corporations Act

Sections 200B and 200E of the Corporations Act prohibit a company from giving a benefit to a person who holds (or has held in the previous three years) a managerial or executive office with the Company or its subsidiaries, if that benefit is given in connection with that person's retirement from office and is in excess of that person's average annual base salary over the relevant period, unless the benefit is approved by Shareholders or an exemption applies.

Approval is therefore sought under section 200E of the Corporations Act to allow for the Board to determine to accelerate vesting of some or all of Mr Ward's unvested Options/Performance Rights in the event Mr Ward ceases employment in 'good leaver' circumstances being cessation other than due to resignation or dismissal for cause or poor performance and for the benefit not to be a termination benefits for the purposes of the Corporations Act. Where Mr Ward ceases as a 'bad leaver' (which includes by resignation or dismissal for poor performance), all unvested Options/Performance Rights will lapse, unless the Board determines otherwise.

If Shareholder approval is obtained, the value of the approved benefits will be disregarded when calculating Mr Ward's termination benefits cap for the purpose of subsection 200F(2)(b) or subsection 200G(1)(c) of the Corporations Act. The approval will be effective from the date the Resolution is passed until the conclusion of the 2028 Annual General Meeting (that is, for a period of approximately three years).

The value of any benefit relating to the Options/Performance Rights given in connection with Mr Ward ceasing to hold managerial or executive office cannot presently be ascertained. However, matters, events and circumstances that will, or are likely to, affect the calculation of that value are:

- the number of Options/Performance Rights held by Mr Ward prior to cessation of his/her employment;
- the date when, and circumstances in which, Mr Ward ceases employment;
- whether performance hurdles are waived or (if not waived) met, and the number of Options/Performance Rights that vest (which could be all of the Options/Performance Rights held by Mr Ward; and
- the market price of the Company's shares on ASX on the date Shares are provided to Mr Ward upon vesting of the Options/Performance Rights.

Corporations Act – Chapter 2E

The Board has formed the view that the issue of performance rights to Mr Ward (or his nominee) do not require Shareholder approval under section 208 of the Corporations Act as the issues constitute "reasonable remuneration" in accordance with section 211 of the Corporations Act.

A "financial benefit" is defined in section 229 of the Corporations Act and includes granting an option to a related party. Section 228 of the Corporations Act defines a "related party" for the purposes of Chapter 2E to include:

- a. directors of the public company (section 228(2)(a)); and
- b. an entity controlled by directors of the public company (section 228(4)). Section 228(5) provides that an entity is a related party of a public company at a particular time if the entity was a related party of the public company of a kind referred to in subsection (1), (2), (3) or (4) at any time within the previous 6 months.

In reaching this view, the Board considers the proposed grant of performance rights aligns the interests of Mr Ward with the interests of Shareholders. The grant of performance rights to Mr Ward is a cost-effective form of remuneration when compared to the payment of cash consideration. The Board believes that having regard to the Company's current cash position, and the Company's objective to use available cash to fund its operations in the near future, compensating Mr Ward in performance rights is in line with current market practices.

Voting Exclusion and Prohibition

A voting exclusion and prohibition in respect of this Note 6 has been included in this Notice of Meeting.

Board Recommendation

The Board (with Mr Ward abstaining given his personal interest in these Resolutions) recommends that Shareholders vote in favour of Resolutions 3 and 4.

Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of these Resolutions.

Resolution 5: Ratification of the issue of 7,500,000 Shares to Tenmile

Resolution 6: Ratification of the issue of 7,500,000 Shares to Ryder Capital

Background

The Company is seeking shareholder approval for the issue of 7,500,000 Shares to each of Tenmile and Ryder Capital on 9 September 2025 as per the terms and conditions of the Loan Facility as announced to the market on 17 July 2025.

ASX Listing Rules

Listing Rules 7.1 allow the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, unless one of the exceptions in Listing Rule 7.2 applies. The Shares issued to Tenmile and Ryder Capital were within the Company's available placement capacity under Listing Rules 7.1.

Under Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of Shareholders for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 at the time and Shareholders subsequently approve it. As the Shares were within the Company's Listing Rule 7.1 placement capacity, were not issued under any of the exceptions in Listing Rule 7.2 and were not previously approved by Shareholders, the Company now seeks Shareholder ratification of the Shares under Resolutions 6 and 7 pursuant to Listing Rule 7.4 in order to retain as much flexibility as possible to issue additional equity securities over the 12 month period following the issue of the Shares, without having to obtain shareholder approval for such issues under Listing Rule 7.1.

If the Resolutions are approved, the prior issue of the Shares may be treated by the Company as having been made with Shareholder approval under Listing Rules 7.1. The Company will therefore be able to issue additional equity securities without the Shares the subject of these Resolutions counting towards the 15% threshold for the purposes of Listing Rule 7.1.

If the Resolutions are not approved, the prior issue of the Shares will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1. The Company will therefore have the Shares as counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1. This will limit the Company's placement capacity under the Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- a. 7,500,000 Shares in the Company were allotted and issued on 9 September 2025 to Tenmile (Resolution 5).
- b. 7,500,000 Shares in the Company were allotted and issued on 9 September 2025 to Ryder Capital (Resolution 6).
- c. the Shares were issued for a deemed issue price of \$0.03 each (3 cents), versus the 20-day VWAP of \$0.07 (7 cents) prior to signing the Term Sheet on 17 July 2025.
- d. the Shares were issued in lieu of a cash payment regarding the Establishment and Service Fees, in accordance with the terms of the Loan Facility (a summary of the material terms of which has been provided under **Annexure B**) entered into between the Company and Tenmile and Ryder Capital.

Voting Exclusion

A voting exclusion in respect of this Note 6 has been included in this Notice of Meeting.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolutions 6 and 7.

Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of these Resolutions.

Resolution 7: Renewal of the Company's Long-Term Incentive Plan Rules

Background

The Company's Long Term Incentive Plan (LTIP) was initially approved by shareholders at the Company's 2021 Annual General Meeting and an updated version of the LTIP approved by shareholders at the 2023 and 2024 Annual General Meetings.

Resolution 7 seeks Shareholders approval to 'renew' the Company's LTIP whereby the issuing capacity has reduced by placement since the issued capacity approval at the 2024 Annual General Meeting.

The approval of the LTIP and any securities to be issued pursuant to the LTIP is sought pursuant to Listing Rule 7.2, Exception 13(b), sections 295B(2) and 260C(4) of the Corporations Act.

The Board is committed to incentivising and retaining the Company's employees (including a director employed in an executive capacity) and such other persons as the Board determine, in a manner which promotes alignment of their interests with Shareholder interests. Additionally, the Board considers equity-based compensation an integral component of the Company's remuneration platform as it allows it to be fiscally prudent by conserving cash resources while still enabling it to offer market-competitive remuneration arrangements.

No directors or their associates can or will be issued securities under the Long Term Incentive Plan (LTIP) unless Shareholder approval of specific issues to them is obtained.

The Company's LTIP was last approved by Shareholders at the Company's 2024 Annual General Meeting. The objects of the LTIP are to:

- a. provide eligible employees with an additional incentive to work to improve the performance of the Company;
- b. attract and retain eligible employees essential for the continued growth and development of the Company;
- c. promote and foster loyalty and support amongst eligible employees for the benefit of the Company; and
- d. enhance the relationship between the Company and eligible employees for the long-term mutual benefit of all parties; and
- e. provide eligible participants with the opportunity to acquire equity securities in the Company, in accordance with the LTIP.

If Shareholders approve this Resolution, the grant of Equity Securities (and the issue of any new Shares pursuant to these Equity Securities) under the LTIP will not be included in the 15% limit imposed by ASX Listing Rule 7.1 for a period of three years from the date of the AGM.

If this Resolution is not approved by Shareholders, any Equity Securities issued by the Company under the LTIP will be included in the formula to calculate the number of securities which the Company may issue in any 12-month period using ASX Listing Rule 7.1 ("15% Placement Capacity").

ASX Listing Rules

Listing Rule 7.1 requires that Shareholder approval is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12-month period.

Listing Rule 7.2 exception 13(b) provides an exception to Listing Rule 7.1 for securities issued under an employee incentive scheme, such as the EIP, within 3 years after Shareholder approval of the issue of Equity Securities under that scheme as an exception to Listing Rule 7.1. The Company therefore seeks approval of the issue of Equity Securities under the EIP pursuant to Listing Rule 7.2 Exception 13(b) to refresh its capacity under so that issues of securities under the EIP do not impede the capacity of the Company to issue up to a further 15% of its capital without Shareholder approval.

Corporations Act

Approval is also sought for the purposes of sections 259B and 260C of the Corporations Act to allow maximum flexibility and to avoid any technical Corporations Act issues.

Section 259B(1) of the Corporations Act provides that a company must not take security over Shares in itself except as permitted by the Corporations Act. Section 259B(2) of the Corporations Act provides that the Company may take security over Shares in itself under an employee share scheme that has been approved by Shareholders at a general meeting.

Under section 260C(4) of the Corporations Act, a company may financially assist a person to acquire its Shares if the financial assistance is given under an employee share scheme that is approved by Shareholders at a general meeting.

Information required for Listing Rule 7.2, exception 13(b)

Unquoted Options already issued

Since the approval of the Company's LTIP at the Annual General Meeting held in November 2024, the Company has not issued any unquoted options under the LTIP.

Performance Rights already issued

Since 14 November 2024, the date on which Shareholders approved the previous LTIP, the Company has issued 37,288,002 performance rights under the LTIP.

A summary of the LTIP is set out in **Annexure A**. A copy of the LTIP is also available on the Company's website at <https://lumosdiagnostics.com/invest>.

Maximum number of Equity Securities to be issued under the LTIP

Approval is sought, for the purposes of Listing Rule 7.2, Exception 13(b), to issue up to 38,500,000 Equity Securities over a period of up to three years from the date of the Meeting. Any additional issues under the LTIP above that number would require further Shareholder approval, unless they were made from the Company's 15% placement capacity under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to issue Equity Securities under the plan to eligible participants over a period of 3 years. The issue of any Equity Securities to eligible participants under the Plan (up to the maximum number of 38,500,000 Equity Securities) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the company or the related party is, in ASX's opinion, such that approval should be obtained. The future issues of securities under the Plan will still be deemed to be issued under the Plan even though Shareholder approval is obtained under the Listing Rule 10.14.

If this Resolution is not passed, the Company will be able to proceed with the issue of Equity Securities under the Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the twelve (12) month period following the issue of the Equity Securities.

A summary of the LTIP rules is set out in the Annexure A to this Notice of Meeting.

In the Board's opinion, this Resolution will assist the Company in managing its capital requirements efficiently by ensuring that the Company's annual issue limit is not diminished by issues of securities under the LTIP, and capacity is available for capital management initiatives and acquisitions, if necessary and appropriate.

Voting Exclusion and Prohibition

Please refer to Note 6 for voting exclusions and prohibitions on this Resolution.

Board Recommendation

The Board recommends that shareholders vote in favour of renewing the approval of the Company's LTIP.

Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

SPECIAL BUSINESS

Resolution 8: Reinsertion of Proportional Takeover Provision

Background

Clauses 80 and 81 of the Company's Constitution contained provisions pertaining to the approval of proportional takeover schemes if there were to be any partial takeover bids for the Company's securities ("Proportional Takeover Provisions").

A proportional takeover scheme is a takeover scheme made or purports to be made under section 635(b) of the Corporations Act.

Part 6.5 Subdivision 5C of the Corporations Act provides that these Proportional Takeover Provisions cease to apply at the end of 3 years from their adoption (or last renewal). Given that clauses 80 and 81 was not renewed at the sunset date on 4 March 2023, the Board believes it is appropriate that the Proportional Takeover Provisions of the Company's Constitution (clauses 80 and 81) be reinserted.

In seeking Shareholder approval for the reinsertion of the Proportional Takeover Provisions, the Corporations Act requires the below information to be provided to members.

Effect of provisions proposed to be reinserted

Clause 80 of the Constitution provided that the Company was prohibited from registering any transfer of shares giving effect to a contract of sale pursuant to a proportional takeover bid unless and until after the proposed transfer had been approved by Shareholders at a general meeting of the Company ("Prescribed Resolution").

The person making the offer for the securities ("Bidder") (and their associates) could not vote on the Prescribed Resolution and the Prescribed Resolution required the approval of more than one half of members entitled to vote at that meeting. A transfer giving effect to a contract resulting from the acceptance of an offer made under a proportional takeover scheme could not be registered unless and until a prescribed resolution to approve the proportional takeover scheme had been passed or was taken to have been passed in accordance with Clause 81.

Reason for the Resolution

Clauses 80 and 81 of the Constitution are being proposed for reinsertion as they were not renewed at the sunset date, as prescribed under clause 80 of the Constitution. Section 648(G)(1) of the Corporations Act provides that Proportional Takeover Provisions such as the ones provided in clauses 80 and 81 cease to apply at the end of 3 years from their adoption (which was on 4 March 2021) or their last renewal.

The Board believes that Shareholders should have the choice of considering whether to accept a bid for what might become control of the Company without the Shareholders having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). To have this choice, clauses 80 and 81 need to be reinserted. If clauses 80 and 81 are reinserted and any proportional takeover bid (if any) is subsequently approved by Shareholders, each Shareholder will have the right to make a separate decision whether that Shareholder wishes to accept the (proportional takeover) bid for their own securities.

Awareness of current acquisition proposals

As at 11 September 2025, none of the Directors are aware of any proposal for any person to acquire (or increase the extent of) a substantial interest in the Company from its current level.

Advantages and disadvantages of the Proportional Takeover Provisions

As there have been no takeover bids made for any of the Shares in the Company, there has been no application of clauses 80 and 81.

Potential advantages and disadvantages of the proposed Resolution for both directors and Shareholders

An advantage to the Directors of reinserting the Proportional Takeover Provisions is that the Board will be able to assess the Shareholder's acceptance or otherwise of a proportional takeover bid should one be made.

As stated above, reinserting clauses 80 and 81 provides Shareholders with the choice of considering whether to accept a bid for what might become control of the Company without Shareholders having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). If clauses 80 and 81 are not reinserted, Shareholders will not have this opportunity. On the other hand, it may be argued that the reinsertion of clauses 80 and 81 may make proportional takeover bids more difficult to succeed and therefore effectively discourage proportional takeover bids being made and reduce the freedom for Shareholders to sell some of their securities.

Voting Exclusions and Prohibitions

There are no voting exclusions or prohibitions on this Resolution.

Board Recommendation

Balancing the above advantages and disadvantages, the Board is of the view that the advantages of reinserting the Proportional Takeover Provisions outweigh any disadvantages and unanimously recommend the reinsertion. Accordingly, Shareholder approval is sought pursuant to this Resolution.

Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 9: Approval of 10% Placement Facility

Background

The Company is seeking Shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. The effect of this Resolution is to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period (as defined below) without, or in addition to, using the Company's 15% Capacity under Listing Rule 7.1.

ASX Listing Rules information

a. Summary of Listing Rule 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its Shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period ("15% Capacity").

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its Annual General Meeting, to increase this 15% limit by an extra 10% ("10% Placement Facility") to 25%.

An 'eligible entity' for the purposes of Listing Rule 7.1A means an entity which is not included in the S&P/ASX 300 Index, and which has a market capitalisation of \$300 million or less. The Company is, at 11 September 2025, an eligible entity for these purposes. Note however that if, on the date of the Meeting, the market capitalisation of the Company exceeds \$300 million or the Company has been included in the S&P/ASX 300 Index, then this Resolution will no longer be effective and will be withdrawn.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without further Shareholder approval.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in LR 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

b. Formula for calculating the 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12-month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

- A** is the number of shares on issue at the commencement of the “relevant period” (which, for the Company, is the 12-month period immediately preceding the date of the issue or agreement:
- (A) plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
 - (B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
 - (C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the relevant period; or
 - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
 - (D) plus the number of fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.1 or 7.4;
 - (E) plus the number of partly paid shares that became fully paid in the relevant period;
 - (F) less the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% Capacity under Listing Rule 7.1. The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula stated above.

c. Type and number of Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at 11 September 2025, has on issue the following classes of quoted Equity Securities:

ASX security code and description	Total number
LDX: Ordinary Fully Paid	775,663,549

Specific information required by Listing Rule 7.3A

a. Placement Period

The period for which the approval of the 10% Placement Facility will be valid (as set out in Listing Rule 7.1A.1) commences on the date of this Meeting and expires on the first to occur of the following:

- (a) the date that is 12 months after the date of this Meeting;
 - (b) the time and date of the Company's next annual general meeting; and
 - (c) the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- ("10% Placement Period")

The Company will only issue and allot the Equity Securities approved under the 10% Placement Facility during the 10% Placement Period.

b. Minimum Issue Price and Cash Consideration

The Equity Securities, which are to be in an existing quoted class of the Company, will be issued for cash consideration at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
- (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

c. Purposes of the funds raised

The purposes for which the funds raised by an issue of Equity Securities under rule 7.1A.2 may be used by the Company include:

- (a) consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s); and
- (b) continued expenditure on the Company's current business and/or general working capital.

d. Risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the dilution table below.

Shareholders may be exposed to economic risk and voting dilution, including the following:

- (a) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of this Meeting; and
- (b) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The dilution table below shows the potential dilution of existing Shareholders on the basis of the market price of its quoted ordinary securities as at 11 September 2025 ("Current Share Price") and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at 11 September 2025.

The dilution table also shows:

- (a) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Issue Price		
		\$0.07 50% decrease in Current Share Price	\$0.14 Current Share Price	\$0.28 100% increase in Current Share Price
Current Variable A 775,663,549 Shares	10% Voting Dilution	77,566,355 Shares	77,566,355 Shares	77,566,355 Shares
	Funds raised	\$5,429,645	\$10,859,290	\$21,718,579
50% increase in current Variable A 1,163,495,324 Shares	10% Voting Dilution	116,349,532 Shares	116,349,532 Shares	116,349,532 Shares
	Funds raised	\$8,144,467	\$16,288,935	\$32,577,869
100% increase in current Variable A 1,551,327,098 Shares	10% Voting Dilution	155,132,710 Shares	155,132,710 Shares	155,132,710 Shares
	Funds raised	\$10,859,290	\$21,718,579	\$43,437,159

This dilution table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
- No convertible security is exercised and converted into ordinary securities before the date of the issue of the Equity Securities;
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of ordinary securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The Current Share Price is \$0.14 (14 cents) being the closing market price of the ordinary securities on ASX on 11 September 2025.

e. Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to relevant factors including, but not limited to, the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial, and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at 11 September 2025 but may include existing substantial Shareholders, subject to compliance with Listing Rule 10.11, and/or new Shareholders who are not related parties or associates of a related party of the Company.

f. Previous Issues under Listing Rule 7.1A.2

Information about Equity Securities issued under Listing Rule 7.1A.2 in the 12-month period preceding the date of the Meeting is set out as follows:

- (a) The Company has not issued or agreed to issue any Equity Securities under Listing Rule 7.1A.2 in the 12-month period preceding the date of this Meeting.
- (b) The Company had not agreed, before the 12-month period referred to in the preceding paragraph, to issue any Equity Securities under rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

Special Resolution

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution. This means it requires approval of 75% of the votes cast by Shareholders present or represented, and eligible to vote.

Voting Exclusions

A voting exclusion statement is set out in Note 5 of the Notice.

Board Recommendation

The Board believes that this Resolution is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution.

Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Disclosure

The Company considers this Statement to contain all material information known to it that could reasonably be required by a Shareholder in deciding how to vote on the proposed Resolutions other than information that would be unreasonable to require the Company to disclose because it has previously disclosed that information to Shareholders.

For personal use only

ANNEXURE A –TERMS OF THE LONG-TERM INCENTIVE PLAN (“LTIP” OR “LUMOS LTIP”)

Term	Description
Administration	The Lumos LTIP is administered by the Board.
Eligibility	Full-time and part-time employees (including a Director employed in an executive capacity) and Non-executive Directors of Lumos and any other person that the Directors determine is eligible to receive awards under the Lumos LTIP.
Awards	<p>The Lumos LTIP provides Lumos with flexibility to grant the following types of awards:</p> <ul style="list-style-type: none"> options to subscribe for Shares, including, for participants who are subject to the U.S. Internal Revenue Code (Code), options that qualify as incentive stock options (within the meaning of Section 422 of the Code) or options that do not so qualify (each an Option); rights to be paid a cash amount determined by the price of Shares at a specified time or the movement in price over a period of time (Incentive Rights); ability to subscribe for Shares that may be subject to restrictions, including on transfer, until specified conditions are satisfied (Restricted Shares); or rights to receive Shares or cash, based on specified performance factors (Performance Rights), (together Awards).
Shares	Shares issuable under the Lumos LTIP may be newly issued Shares or already issued Shares acquired and held (except in the case of participants who are citizens or residents of the United States of America or otherwise subject to the Code (U.S. Participants)) by an employee benefit trust established by Lumos. Up to 15% of the Shares on issue at the date of adoption of the Lumos LTIP may be issued pursuant to awards granted to U.S. Participants under the Lumos LTIP, all of which may be issued pursuant to incentive stock options (within the meaning of Section 422 of the Code).
Conditions	<p>The Board will determine the terms and conditions of each award, including:</p> <ul style="list-style-type: none"> the type of Award; the number or value of Shares or other consideration subject to the Award; if the Award is an Option, the exercise price of the Option, or if it is any other type of Award, the purchase price (if any) payable for the Shares under the Award (except that, in the case of an Option granted to a U.S. Participant, the exercise price may never be lower than the fair market value on the date of grant); and any vesting conditions, including service and/or performance conditions. The terms and conditions of each award will be set out in an award agreement. <p>Options that are intended to qualify as incentive stock options (within the meaning of Section 422 of the Code) will have terms and conditions that satisfy the requirements of Section 422 of the Code.</p>
Exercise price or Purchase price	<p>The exercise price or purchase price will be determined by the Board (except that, in the case of an Option granted to a U.S. Participant, the exercise price may never be lower than the fair market value of a Share on the date of grant).</p> <p>In the case of an Option intended to qualify as an incentive stock option (within the meaning of Section 422 of the Code) granted to a U.S. Participant who owns Shares representing more than 10% of the total combined voting power of all classes of shares of Lumos or any parent or subsidiary (Ten Percent Shareholder), the exercise price must be at least 110% of the fair market value of a Share on the date of grant.</p>
Vesting and exercise	<p>Options will become exercisable when the applicable vesting conditions have been satisfied. The exercise of a Option may only be effected in a form and manner specified in the invitation or as otherwise determined by the Board. On exercise of an Option, and subject to a cashless exercise of Options or cash equivalent payments (see below), the participant must pay the exercise price for that Option.</p> <p>Incentive Rights and Performance Rights will vest and be settled by the delivery of Shares (or, where applicable, cash) when the applicable vesting or performance conditions have been satisfied.</p> <p>Restricted Shares will cease to be restricted when the applicable vesting conditions have been satisfied in accordance with the award agreement.</p>

	<p>At the time of exercise of the Options, and subject to Board approval, the participant may elect not to be required to provide payment of the exercise price for the specified number of Options, but that on exercise of those Options the Company will transfer or issue to the participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Options.</p> <p>Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 10 trading days immediately preceding that given date, or any other calculation as determined by the Board.</p> <p>Unless the terms of an invitation provide otherwise, the Board may determine that the exercise of an Option or the vesting of a Performance Right will be satisfied by the Company making a cash payment to the participant in lieu of an allocation of Shares. The Board may determine that some or all of a participant's Options or Performance Rights will be settled in this manner</p>
Maximum Number	<p>The Company must not make an offer of Securities under the Lumos LTIP in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:</p> <ul style="list-style-type: none"> the total number of Shares that may be issued or acquired upon exercise of the convertible securities offered; plus the total number of Shares issued or that may be issued as a result of offers that were both received in this jurisdiction (as defined in section 9 of the Corporations Act) and made in connection with an employee share scheme (as defined in section 1100L(1) of the Corporations Act) at any time during the previous 3 year period, <p>would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time.</p> <p>The maximum number of Equity Securities proposed to be issued under the Lumos LTIP for the purposes of Listing Rule 7.2, Exception 13 will be as approved by Shareholders from time to time (ASX Limit). This means that, subject to the following paragraph, the Company may issue up to the ASX Limit under the Lumos LTIP without seeking Shareholder approval and without reducing its placement capacity under Listing Rule 7.1.</p> <p>The Company will require prior Shareholder approval for the acquisition of Equity Securities under the Lumos LTIP to Directors, their associates and any other person whose relationship with the Company or a Director or a Director's associate is such that, in ASX's opinion, the acquisition should be approved by Shareholders. The issue of Securities with Shareholder approval will not count towards the ASX Limit.</p>
Lapsing and forfeiture	<p>An Option will lapse on the date specified in the grant (or three years after vesting if not specified), or any earlier date specified in the award agreement (for example, upon failure to satisfy a vesting condition). However, an Option granted to a U.S. Participant who is also a California resident may not have an expiration date earlier than the 10th anniversary of the date of grant. An Option intended to qualify as an incentive stock option (within the meaning of Section 422 of the Code) may not have an expiration date later than the 10th anniversary of the date of grant, and such an Option granted to a Ten Percent Shareholder may not have an expiration date later than the 5th anniversary of the date of grant.</p> <p>The Company notes the provision that the expiration date be no earlier than the 10th anniversary of the date of grant for a U.S. Participant is not in keeping with the guidance in ASX Guidance Note 19 but is important for the Company's ability to attract, retain and incentivise its U.S. based Participants who make up the majority of the Company's employees. The Company notes that it is important that the Company is able to offer competitive remuneration packages relevant to the market circumstances where it operates.</p> <p>Restricted Shares will become subject to forfeiture or compulsory transfer, and Incentive Rights and Performance Rights will lapse, on the occurrence of a date or circumstance specified in the award agreement (for example, upon failure to satisfy a vesting or performance condition).</p>

Dealing Restrictions	A participant may not dispose of an award in any manner, other than on his or her death or if permitted by Lumos or under an award transfer program approved by Lumos that permits transfers in specified circumstances.
Leaver	<p>The Board may specify in the terms of an invitation or make a determination as to how an participant's Awards will be treated on the occurrence of the participant ceasing to be an eligible participant for the purposes of the Lumos LTIP. Applicable treatment may include:</p> <ul style="list-style-type: none"> • vesting on the cessation date; • options only be exercisable within a specified period; or • lapse or forfeit of the Awards.
Change of control	<p>Where there is a change of control event (for example, a takeover bid, scheme of arrangement, merger or any other transaction or event that in the Board's opinion is a change of control event), the Board may determine, subject to the ASX Listing Rules, with respect to each award, that:</p> <ul style="list-style-type: none"> • Awards, to the extent not fully vested, will become vested and exercisable in full or in part; • Options may be exercised within a specific period only, otherwise they will lapse; • disposal restrictions or any other terms which apply to the Awards cease to apply; or • Lumos, on behalf of the employee, will direct the trustee to transfer trust shares into the employee's name.
Award adjustments	<p>In order to minimise material advantage or disadvantage to a participant resulting from a variation in Lumos' issued share capital, before the delivery of Shares or payment to a participant, Lumos may, subject to the ASX Listing Rules, appropriately and proportionately adjust the exercise price and/or number and/or class of Shares subject to each outstanding Option or Award, provided that the exercise price or purchase price of any Share may not be less than the nominal value of a Share, and a fraction of a Share will not be issued.</p> <p>For Options granted to U.S. Participants who are residents of the State of California, a proportionate adjustment shall be made to the number of shares purchasable and the Exercise Price thereof under any Option granted pursuant to the Plan in the event of a stock split, reverse stock split, stock dividend, recapitalisation, combination, reclassification or other distribution of or on the Shares without the receipt of consideration by Lumos.</p>
Amendments	<p>Subject to the following paragraph, the Board may at any time by resolution amend all or any of the provisions of the Lumos LTIP, including (without limitation) the terms or conditions of any Awards granted under the Lumos LTIP and determine that any amendments to the Lumos LTIP be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to the provisions of the Lumos LTIP may be made without consent or approval of more than 50% of the participants holding Awards where the amendment adversely affects the existing rights of the participants in respect of any granted Awards (excluding permitted amendments).</p>
ASX Listing Rule	The Lumos LTIP and awards made under it are always subject to the ASX Listing Rules and applicable law.

ANNEXURE B - LOAN FACILITY MATERIAL TERMS

Lenders	Tenmile and Ryder Capital are the Lenders, with each lender providing 50% of the funds.
Facility Limit	A\$5.0 million, available to be drawn at the discretion of Lumos. Each drawdown will comprise a minimum amount of A\$0.5 million and will not exceed A\$1.5 million.
Security	Senior secured, with first-ranking general security over the assets of the Company.
Conditions Precedent	<ul style="list-style-type: none"> • Entry into a definitive long form agreement to give effect to the Loan Facility. • Entry into a general security deed to give effect to the security. • Lumos obtains either: (i) a waiver from ASX of any requirement under ASX Listing Rule 10.1 to obtain the approval of its shareholders in respect of the grant of the security and the satisfaction of the conditions specified in the ASX waiver; or (ii) the approval of its shareholders under and for the purposes of ASX Listing Rule 10.1 in respect of the grant of the security. • Extinguishment of all existing debt facilities, security interests, guarantees or other financing arrangements including the unused second tranche of the convertible note facility of A\$4.0 million with Lind and SBC. <p>The parties obtaining such other third-party consents, waivers or regulatory approvals which are necessary or desirable.</p>
Facility Term	12 months from the first drawdown under the Loan Agreement (Maturity Date), with an option for the Company to extend terms, for up to an additional 12 months.
Establishment Fee	<p>6% establishment/set up fee, on the full facility paid in equity, with the issue of 10.0 million ordinary shares.</p> <p>3% line / service fee, on the full facility paid in equity, with the issue of 5.0 million ordinary shares.</p> <p>6% final payment/maturity fee, paid on the “actual principal amount drawn”. Payable in cash or shares or a combination of both (with the consent of the Lenders). Should the fee be paid in shares, such shares will be calculated and issued based on the lower of: (i) a 10% discount to the 10-day VWAP share price; or (ii) if a concurrent capital raising is completed, at the price of that capital raising. The maturity fee is payable at the earliest of repayment of the outstanding amount, the Maturity Date or upon the occurrence of an event of default or early repayment event (see ‘Other Conditions’ below), even if Lumos exercises the option to extend the loan period.</p> <p>If required, Lumos will be required to seek shareholder approval under and for the purposes of Item 7 section 611 of the Corporations Act in respect of any shares proposed to be issued to the Lenders.</p>
Interest Rate Summary	15% per annum for the first 12 months. If the Company exercises its option to extend the loan, then the interest rate is 20% per annum for months 13–18 and 25% per annum for months 19–24.
Repayment Schedule	Monthly repayments of 5% of group product sales revenue against the outstanding principal. Remaining principal and accrued interest repayable at maturity. Early repayment permitted at the Company’s discretion, without penalty.
Other Conditions	<p>Principal and interest to be repaid at a qualifying event, including capital raise of A\$15.0 million or more, asset sale if majority or 50% of business, and change of control.</p> <p>Standard protection provisions for the Lenders, negative covenants by the Company around taking on other debt facilities or providing security, and distributions.</p> <p>A liquidation preference of 2.0x (on the outstanding principal and interest amount).</p>

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means the Australian Dollars;

“US\$” means the United States Dollars;

“**10% Capacity** or **10% Placement Facility**” refers to the placement capacity prescribed under the Listing Rule 7.1A;

“**15% Capacity** or **15% Placement Capacity**” refers to the placement capacity prescribed under the Listing Rule 7.1;

“**10% Period** or **10% Placement Period**” means the period referred to under the Explanatory Statement for Resolution 9;

“**AEDT**” means Australian Eastern Daylight Time;

“**Annual General Meeting** or **AGM**” has the meaning given in the introductory paragraph of the Notice;

Annual Report means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the period ended 30 June 2025;

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

“**ASX**” means ASX Limited ABN 66 630 476 970 or the Australian Securities Exchange, as the context requires;

“**ASX Limit**” means maximum number of Equity Securities proposed to be issued under the LTIP for the purposes of Listing Rule 7.2, Exception 13 as approved by Shareholders from time to time;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**Awards**” has the same meaning as in the Company’s LTIP;

“**Bidder**” means the person making an offer for securities under the Proportional Takeover Provisions;

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**CLIA**” means clinical laboratory improvement amendments;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Code**” has the same meaning as in the Company’s LTIP;

“**Company**” means Lumos Diagnostics Holdings Limited ACN 630 476 970;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

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

“**Current Share Price**” means the share price of LDX’s ordinary security as at 11 September 2025;

“**Director**” means a Director of the Company;

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Incentive Rights**” has the same meaning as in the Company’s LTIP;

“**Key Management Personnel** or **KMP**” means persons 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;

“**KMP voter**” means a KMP or a Closely Related Party of such a member;

“**LDX**” means Lumos Diagnostics Holdings Limited ACN 630 476 970;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Long Term Incentive Plan** or **Plan** or **LTIP**” means the Company’s Incentive Plan as announced on to the ASX on 1 July 2021;

“**Market Value**” means has the same meaning as that given in the LTIP;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Option(s)**” has the same meaning as in the Company’s LTIP;

“**Participant**” means Eligible Participant as defined in the Company’s LTIP;

“**Performance Rights**” has the same meaning as in the Company’s LTIP;

“Placement Capacity” means the 15% or 10% capacity under Listing Rules 7.1 or 7.1A, respective, as the context requires;

“Prescribed Resolution” refers to Resolution 8 of this Notice of Meeting;

“Proportional Takeover Provisions” refers to clauses 80 and 81 of the Company’s Constitution;

“Proxy Form” means the proxy form attached to the Notice;

“Remuneration Report” means the remuneration report which forms part of the Directors’ Report of Lumos Diagnostics Holdings Limited for the financial period ended 30 June 2025 and which is set out in the 2025 Annual Report;

“Resolution” means a resolution referred to in the Notice;

“Restricted Voter” means, in respect to Resolutions 3 and 4, Mr Douglas Ward or an associate thereof.

“Restricted Shares” has the same meaning as in the Company’s LTIP;

“Ryder Capital” means Ryder Capital Management Pty Ltd (ACN 623 412 868) or their nominees;

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

“Shareholder” means Shareholder of the Company;

“Tenmile” means Tenmile Ventures Pty Ltd (ACN 657 117 130) or their nominees;

“Trading Day” means a day determined by ASX to be a trading day in accordance with the Listing Rules;

“Vesting Conditions” means any of the conditions, as outlined in the respective Resolutions outlined in the Notice, that need to be satisfied before the performance rights vest;

“Vesting Date” means any of the vesting dates referred to under the respective Resolutions outlined in the Notice, and on which the performance rights will vest subject to the achievement of the Vesting Conditions; and

“VWAP” means volume weighted average price.



Lumos Diagnostics Holdings Limited
ABN 66 630 476 970

LDX

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
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Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30am (AEDT) on Wednesday, 22 October 2025.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

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: 999999
SRN/HIN: I999999999
PIN: 99999

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.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

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.



I 9999999999

I ND

■ **Proxy Form**

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Lumos Diagnostics Holdings 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 Lumos Diagnostics Holdings Limited to be held as a virtual meeting on Friday, 24 October 2025 at 9:30am (AEDT) ("Meeting") 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, 3, 4 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3, 4 and 7 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, 3, 4 and 7 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.

Ordinary Items of Business

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Bronwyn Le Grice as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval to issue 10,000,000 performance rights to Mr Douglas Ward	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval to issue 12,000,000 performance rights to Mr Douglas Ward	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratification of the issue of 7,500,000 Shares to Tenmile	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Ratification of the issue of 7,500,000 Shares to Ryder Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Renewal of the Company's Long-Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Items of Business

Resolution 8 Reinsertion of Proportional Takeover Provision	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

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Computershare

