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288 Victoria Parade  
East Melbourne VIC 3002

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[www.integraldiagnostics.com.au](http://www.integraldiagnostics.com.au)

## 2025 Notice of Annual General Meeting

29 September 2025, Melbourne

Integral Diagnostics Limited (ASX: IDX) will hold its 2025 Annual General Meeting on Friday, 31 October 2025 at 10:00am (Melbourne Time).

Shareholders are able to participate in the AGM in person or online:

In person: At the offices of Herbert Smith Freehills Kramer, Level 24, 80 Collins Street, Melbourne VIC 3000.

Online: Computershare Meeting Platform at <https://meetnow.global/MG9ZVGL> using the instructions set out in the Notice of Annual General Meeting.

In accordance with ASX Listing Rule 3.17.1, the following documents are attached:

- Notice and Access Letter;
- Notice of Annual General Meeting;
- Proxy Voting Form; and
- Online Meeting Guide.

### For further details contact

Integral Diagnostics Limited

John Merity

Company Secretary

Tel: +0418 817 255

Email: [jmerity@idxgroup.com.au](mailto:jmerity@idxgroup.com.au)

Authorised for lodgement by the Company Secretary.

### About IDX:

*Integral Diagnostics (IDX) is a leading provider of medical imaging services across Australia and New Zealand. IDX employs some of Australasia's leading radiologists and diagnostic imaging specialists in a unique medical leadership model that ensures quality patient care, service and access. Good medicine is good business. For more information, please visit [www.integraldiagnostics.com.au/](http://www.integraldiagnostics.com.au/).*

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Integral Diagnostics Limited  
ABN 55 130 832 816

## Need assistance?



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



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

IDX

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

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## Integral Diagnostics Limited Annual General Meeting

The Integral Diagnostics Limited Annual General Meeting will be held on Friday, 31 October 2025 at 10:00am (Melbourne time). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

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

For your proxy appointment to be effective it must be received by 10:00am (Melbourne time) Wednesday, 29 October 2025.



### ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/MG9ZVGL>

For instructions refer to the online user guide [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)



### ATTENDING THE MEETING IN PERSON

The meeting will be held at:  
The offices of Herbert Smith Freehills Kramer, Level 24, 80 Collins Street, Melbourne, Victoria

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.



# Notice of Annual General Meeting

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2025

# INVITATION TO SHAREHOLDERS FROM THE CHAIR OF INTEGRAL DIAGNOSTICS

Dear Fellow Shareholder,

I am pleased to invite you to IDX's 2025 AGM. The AGM is an important part of the IDX calendar and we encourage you to read these materials and attend the meeting.

Shareholders can attend and participate in the meeting in person or online using a smartphone, tablet, or computer.

Further information on how to participate in the meeting is provided on page 05 of this Notice of Meeting.

If you choose to attend in person, this year's meeting will be held at 10.00am (Melbourne time) on Friday, 31 October 2025 at the offices of Herbert Smith Freehills Kramer, Level 24, 80 Collins Street, Melbourne, Victoria.

## Notice of Meeting

In this Notice of Meeting are:

- Items of Business (page 03)
- Important Information regarding the meeting (page 05)
- Explanatory Memorandum (page 09)

Your personalised proxy form is also enclosed with this Notice.

## Voting by proxy

If you are unable to attend the meeting and wish to vote, please either submit your proxy online or complete and return your proxy form no later than 10.00am (Melbourne time) on Wednesday, 29 October 2025. Further details on how to submit or return your proxy form are set out on page 07 and in the proxy form.

## Shareholder emails and electronic communications

If you haven't done so already, I encourage you to make the switch to paperless communications. It enables us to provide you with information more quickly, at lower cost and with less impact to the environment in line with our sustainability strategy. To make the switch, contact our share registrar, Computershare, on one of the methods outlined on our website at [www.integraldiagnostics.com.au/my-shareholding/](http://www.integraldiagnostics.com.au/my-shareholding/).

## Attendance in person on the day

If you are able to attend in person, you will need to register on arrival. Registration will open from 9.00am (Melbourne time). Following the meeting, you are welcome to join the Board and our senior management team for light refreshments.

I look forward to welcoming you to our AGM.



**Toby Hall**

Chair  
29 September 2025

## ITEMS OF BUSINESS

Notice is hereby given that the 2025 Annual General Meeting (AGM or Meeting) of Integral Diagnostics Limited (the Company or IDX) will be held as a hybrid meeting (in person and online), on Friday, 31 October 2025, commencing at 10.00am (Melbourne time) at the offices of Herbert Smith Freehills Kramer, Level 24, 80 Collins Street, Melbourne, Victoria and online at <https://meetnow.global/MG9ZVGL>.

Further details in respect of each of the resolutions proposed in this Notice of Meeting are set out in the Explanatory Memorandum which accompanies and forms part of this Notice.

### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report of the Company and its controlled entities and the Reports of the Directors and Auditors for the year ended 30 June 2025.

### 2. REMUNERATION REPORT

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

**"That the Remuneration Report for the year ended 30 June 2025 be adopted."**

Note: Voting exclusions apply to this item of business. Please see page 07 for further details.

This resolution is advisory only and does not bind the Directors or the Company.

### 3. ELECTION OF MS LAURA McBAIN AS A DIRECTOR

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

**"That, Ms Laura McBain, who was appointed on 20 December 2024, retires and being eligible, be elected as a Director of the Company."**

Details of the qualifications and experience of Ms McBain are set out in the Explanatory Memorandum.

### 4. ELECTION OF DR KEVIN SHAW AS A DIRECTOR

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

**"That, Dr Kevin Shaw, who was appointed on 20 December 2024, retires and being eligible, be elected as a Director of the Company."**

Details of the qualifications and experience of Dr Shaw are set out in the Explanatory Memorandum

### 5. ELECTION OF DR MANISH MITTAL AS A DIRECTOR

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

**"That, Dr Manish Mittal, who was appointed on 5 February 2025, retires and being eligible, be elected as a Director of the Company."**

Details of the qualifications and experience of Dr Mittal are set out in the Explanatory Memorandum.

### 6. APPROVAL OF EQUITY GRANTS TO THE MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER

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

**"That approval be given for all purposes, including ASX Listing Rule 10.14, for the granting to the Company's Managing Director and Chief Executive Officer, Dr Ian Kadish of:**

- a. **114,688 LTI Rights as his annual long-term incentive grant for the year ended 30 June 2026; and**
- b. **71,911 Capitol Merger Performance Incentive Rights, on the terms described in the Explanatory Memorandum."**

Note: Voting exclusions apply to this item of business. Please see page 07 for further details.

# ITEMS OF BUSINESS


## 7. APPROVAL OF FINANCIAL ASSISTANCE

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

**“That for the purposes of section 260B(2) of the Corporations Act 2001, approval is given for the financial assistance to be provided by the Company’s wholly owned subsidiary Imaging@Olympic Park Pty Ltd in connection with the Acquisition, as described or defined in the Explanatory Memorandum.”**

The accompanying Important Information and Explanatory Memorandum form part of this Notice of Meeting.

By order of the Board



John Merity

Company Secretary  
29 September 2025

## IMPORTANT INFORMATION

### ANNUAL REPORT

The Company's 2025 Annual Report is available at: [www.integraldiagnostics.com.au/reports/](http://www.integraldiagnostics.com.au/reports/)

### SHAREHOLDERS ENTITLED TO VOTE

For the purposes of the Meeting, shares will be taken to be held by the persons who are registered as shareholders as at 7.00pm (Melbourne time) on Wednesday, 29 October 2025. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to vote at the Meeting.

### PARTICIPATING IN PERSON

Registration for the AGM will open at 9.00am (Melbourne time) on Friday, 31 October 2025.

Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting.

### PARTICIPATING IN THE MEETING USING THE ONLINE PLATFORM

Shareholders and proxyholders who are unable to attend the AGM in person may participate in the AGM online using the Computershare Meeting Platform.

By participating in the Meeting using the online platform you will be able to:

- hear the Meeting discussion and view the presentations;
- ask questions orally and in writing while the Meeting is in progress; and
- vote in real time during the Meeting.

Shareholders and proxyholders who wish to participate in the AGM online via the Computershare Meeting Platform may do so at <https://meetnow.global/MG9ZVGL>. Online registration will open one hour before the meeting starts.

To make the registration process for the Computershare Meeting Platform quicker, shareholders should have their SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact the Company's share registrar, Computershare Investors Services Pty Limited (Computershare) on +61 3 9415 4024 one hour prior to the meeting to obtain their login details.

On opening the Computershare Meeting Platform:

- Click on 'Join Meeting Now'; and
- Shareholders in Australia should enter their SRN/HIN and postcode registered to the holding. Overseas shareholders should select the country of the registered holding from the drop-down list.

For more information regarding participation in the AGM online, including browser requirements, please see the Online User Guide available at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

### TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the AGM for those participating using the Computershare Meeting Platform. The Chair of the Meeting has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising their discretion, the Chair of the Meeting will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where they consider it appropriate, the Chair of the Meeting may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, shareholders are encouraged to lodge a directed proxy by 10.00am (Melbourne time) on Wednesday, 29 October 2025 to ensure that their votes are counted.

### VOTING

Each of the resolutions set out in this Notice of Meeting will be decided by way of a poll. You may vote at the AGM in one of two ways:

- live and at the Meeting in person or online using the Computershare Meeting Platform, or by proxy, attorney, or representative; or
- in advance of the Meeting, by appointing a proxy, directing your proxy how to vote, and returning the proxy form by 10.00am (Melbourne time) on Wednesday, 29 October 2025.

If you have appointed a proxy to attend the Meeting and then you also attend the Meeting (in person or online) your proxy will not be revoked, however if you vote on one or more items of business, your proxy will not be eligible to vote on those items of business.

The Chair of the Meeting will open the poll at the beginning of the Meeting and the poll will remain open until the Chair of the Meeting announces that the poll is closed.

Subject to the voting exclusions, every shareholder has one vote for each share held.

### REQUIRED MAJORITY

In the case of Items 2 to 6 of business, the resolutions must be passed by more than 50% of all votes cast by shareholders entitled to vote on the resolution (whether in person or by proxy, attorney, or representative). Item 7 is a special resolution and must be passed by 75% (or more) of all votes cast by shareholders entitled to vote on the resolution (whether in person or by proxy, attorney or representative).

## IMPORTANT INFORMATION

### PROXIES

If you are a shareholder entitled to vote, you may appoint a proxy. If you are a shareholder entitled to cast two or more votes, you may appoint two proxies and specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes.

If you are unable to participate in the Meeting online or choose not to attend the Meeting, you are encouraged to appoint a proxy to cast your vote for you.

A proxy need not be a shareholder of the Company. Shareholders are encouraged to notify an appointed proxy of their appointment to enable them to participate in the Meeting and to exercise their voting instructions. Appointed proxies attending the Meeting online will need to contact Computershare Investor Services on +61 3 9415 4024 one hour prior to the AGM to obtain a username and password to ask questions and to vote online. Further details are available in the Online User Meeting Guide available at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

If you do not name your proxy in your completed proxy form or if the person you appoint as proxy does not attend the AGM, or attends the AGM but does not vote, the Chair of the Meeting will be taken to be your proxy by default. In accordance with the Corporations Act 2001 (Cth) (Corporations Act), any directed proxies that are not voted as directed on a poll at the Meeting will automatically default to the Chair of the Meeting, who is required to vote proxies as directed.

Voting exclusions apply to Items 2 and 6 which affect proxy voting. In particular, the Company's key management personnel (KMP) and their closely related parties will not be able to vote as your proxy on Items 2 and 6 unless you direct them how to vote by marking a voting box for those items, or the Chair of the Meeting is your proxy. The term 'closely related party' is defined in the Corporations Act and includes the KMP's spouse, dependents, and certain other close family members, as well as any companies controlled by the KMP, or the KMP's spouse, dependents, and certain other close family members.

If you intend to appoint a proxy, please ensure that you direct them how to vote on Items 2 and 6.

If you appoint the Chair of the Meeting as your proxy or the Chair of the Meeting becomes your proxy by default, and you do not direct your proxy how to vote on Items 2 and 6 by validly submitting your proxy form, you will be expressly authorising the Chair of the Meeting to cast your vote on Items 2 and 6 as the Chair of the Meeting sees fit, even though the resolutions are connected, directly or indirectly, with the remuneration of the Company's KMP.

The Chair of the Meeting intends to vote all available proxies in favour of the resolutions.

### CORPORATE SHAREHOLDERS AND PROXIES

If a shareholder is a body corporate it will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative.

Body corporate representatives should lodge satisfactory evidence of his or her appointment with Computershare no later than 48 hours prior to the AGM, unless it has been previously given to the Company.

### ATTORNEYS

If a shareholder appoints an attorney to attend and vote at the Meeting on their behalf, the power of attorney (or a certified copy) must be given to Computershare by 10.00am (Melbourne time) on Wednesday, 29 October 2025, unless it has previously been provided to the Company.

If you have appointed an attorney to attend the Meeting and then you also attend the Meeting (in person or online) your attorney will not be revoked, however if you vote on one or more items of business, your attorney will not be eligible to vote on those items of business.

## LODGEMENT OF PROXY APPOINTMENTS

In order to take effect, the proxy appointment (and the power of attorney or other authority under which it is signed, if any) must be received by Computershare, no later than 10.00am (Melbourne time) on Wednesday, 29 October 2025. Shareholders can lodge their proxy in the manner outlined below.

### Online

Shareholders may submit their proxy online by visiting [www.investorvote.com.au](http://www.investorvote.com.au). To use this option, shareholders will need the Company's control number 138019, their SRN or HIN and postcode. Shareholders will be taken to have signed the proxy form if it is lodged in accordance with the instructions on the website.

A proxy appointed under power of attorney or similar authority may be lodged electronically in the same manner, provided the power of attorney/authority, or a certified copy thereof, has been physically lodged with Computershare. Computershare will keep a record of the authority under which the appointment was made.

The online proxy facility may not be suitable for some shareholders, including those who wish to appoint two proxies with different voting instructions.

### By post

The proxy's appointment and, if applicable, the authority appointing an attorney, may be sent by post to the Computershare at the address or fax number set out below:

Integral Diagnostics Limited  
C/- Computershare Investor Services Pty Limited  
GPO Box 242, Melbourne VIC 3001

### Custodian voting

For intermediary online subscribers only (Custodians) please submit your voting intentions at [www.intermediaryonline.com](http://www.intermediaryonline.com).

## VOTING EXCLUSIONS

### Voting on Item 2

The Company will disregard any votes cast on Item 2:

- a. by or on behalf of a member of the Company's KMP whose remuneration is disclosed in the Company's Remuneration Report for the year ended 30 June 2025 and their closely related parties, regardless of the capacity in which the vote is cast; and
- b. as a proxy by a member of the Company's KMP at the date of the Meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Item 2:

- c. in accordance with a direction in the proxy form; or
- d. by the Chair of the Meeting pursuant to an express authorisation to exercise the proxy as the Chair of the Meeting thinks fit even though Item 2 is connected with the remuneration of the KMP.

### Voting on Item 6

The Company will disregard any votes cast on Item 6:

- a. in favour of the resolution by or on behalf of Dr Ian Kadish or any of his associates, regardless of the capacity in which the vote is cast; and
- b. as a proxy by a member of the Company's KMP at the date of the Meeting or their closely related parties,

unless the vote is cast on Item 6 by:

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

## IMPORTANT INFORMATION

### SHAREHOLDER QUESTIONS

In accordance with the Corporations Act and the Company's past practice, a reasonable opportunity will be given to shareholders at the Meeting to ask questions about, or make comments on, the management of the Company and the Remuneration Report.

Similarly, a reasonable opportunity will also be given to shareholders at the Meeting to ask the Company's auditor, PricewaterhouseCoopers, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company, and the independence of the auditor.

For shareholders attending online, instructions on how to log on to ask questions (orally and in writing) during the Meeting are set out in the Online User Meeting Guide available on Computershare's website at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide). Please note, only shareholders, proxyholders, attorneys, and authorised representatives may ask questions online and only once they have been verified.

Written questions may also be submitted by shareholders in advance of the Meeting, including questions for the Company's auditor. Written questions to the Company's auditor prior to the Meeting must be limited to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company, and the independence of the auditor.

Shareholders are encouraged to submit their questions in advance of the Meeting by submitting an online question via [investorvote.com.au](http://investorvote.com.au). Written questions must be received no later than 5.00pm (Melbourne time) on Friday, 24 October 2025.

The Chair of the Meeting will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

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## EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice of Meeting and has been prepared to assist shareholders in understanding the items of business at the 2025 Annual General Meeting.

### ITEM 1: FINANCIAL STATEMENTS AND REPORTS

The Company's Annual Report for 2025 (which includes the Directors' Report, the Financial Report and the Auditor's Report, collectively the Reports) will be presented to the Meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders on the Reports. However, shareholders will be given a reasonable opportunity to ask questions about and make comments on the management of the Company.

Also, a reasonable opportunity will be given to shareholders as a whole at the Meeting to ask the Company's auditor, PricewaterhouseCoopers, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit questions in advance of the Meeting in accordance with the instruction on page 08 of this notice.

### ITEM 2: REMUNERATION REPORT

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, this resolution is advisory only and does not bind the Directors or the Company. Nevertheless, the Board will take into account the outcome of the vote and discussion at the Meeting when considering the future remuneration policies and practices of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Directors and Executive KMP of the Company. The Remuneration Report is part of the Annual Report for the year ending 30 June 2025 and can be found on pages 35 to 61 of the Annual Report.

Shareholders will have a reasonable opportunity at the Meeting to ask questions about or make comments on the Remuneration Report.

#### Recommendation

The Board unanimously recommends the adoption of the Remuneration Report.

### ITEM 3: ELECTION OF MS LAURA MCBAIN AS A DIRECTOR

Laura McBain (BCom) was appointed as an independent Non-Executive Director of the Company on 20 December 2024 following the merger between IDX and Capitol Health Limited (Capitol) and after having undergone appropriate background checks. She had been a non-executive Director of Capitol since 2021.

Ms McBain is an experienced executive and non-executive director with a strong background in the food, beverage, and consumer industries, specialising in brand development, fast growth, corporate governance, financial oversight, and business development. Her experience includes senior leadership roles as Managing Director at Bellamy's Australia Limited and Maggie Beer Holdings Limited, where she drove strategic growth, operational excellence, and stakeholder engagement.

Ms McBain currently serves as a Non-Executive Director at Tasmanian Irrigation Pty Ltd and the Tasmanian Devils AFL Club (TFC AFL Limited). Previously, she held Non-Executive Director roles at Lark Distilling Ltd (ASX:LRK) and Export Finance Australia.

In recognition of her leadership and contributions, Ms McBain was named the 2013 Telstra Tasmanian Businesswoman of the Year and the Telstra Australian Businesswoman of the Year (Private and Corporate).

Ms McBain is considered by the Board to be an independent Director.

The Board believes Ms McBain's governance, financial and business development experience will provide a meaningful contribution to the Board and support her election.

#### Recommendation

The Board (with Ms McBain abstaining) unanimously recommends the election of Ms McBain as a Director of the Company.

# EXPLANATORY MEMORANDUM

## ITEM 4: ELECTION OF DR KEVIN SHAW AS A DIRECTOR

Dr Kevin Shaw (MBBS, FRANZCR) was appointed as an independent Non-Executive Director of the Company on 20 December 2024 following the merger between IDX and Capitol and after having undergone appropriate background checks. He had been a non-executive Director of Capitol since 2021.

Dr Shaw is a highly qualified radiologist with subspecialty training in neuroradiology and musculoskeletal imaging. He is the current Director of Medical Imaging at Barwon Health. He obtained his medical degree from Monash University in 2006 and completed his radiology training at Royal Melbourne Hospital.

Dr Shaw is also a Clinical Professor at Deakin Medical School. He is a past examiner for the Royal Australian and New Zealand College of Radiologists (RANZCR) and previously sat on the College's Anatomy Exam Review Panel. He has been an MRI Clinical Reviewer for the College since 2014.

Dr Shaw currently sits on the Medical Advisory Committee, Technology/Clinical Practice Committee, and Mortality Committee at Barwon Health, as well as the Medical Imaging Advisory Board at Deakin University. He is a councillor for Australian Medical Association, Victoria as the State Representative for RANZCR.

Dr Shaw is considered by the Board to be an independent Director.

The Board believes Dr Shaw's expertise as a radiologist and experience as a Director of Medical Imaging will provide a meaningful contribution to the Board and support his election.

### Recommendation

The Board (with Dr Shaw abstaining) unanimously recommends the election of Dr Shaw as a Director of the Company.

## ITEM 5: ELECTION OF DR MANISH MITTAL AS A DIRECTOR

Dr Manish Mittal (MBBS (Hons), MD, FRCR, FRANZCR, FSCMR) was appointed as a Radiologist Executive Director of the Company on 5 February 2025 following the completion of appropriate background checks.

Dr Mittal obtained his medical qualifications from Lucknow University where he was Dux of the medical school and his post graduate qualifications from Delhi University. He is a Fellow of both the UK and Australia & New Zealand Royal Colleges of Radiology.

Dr Mittal's professional focus is on MRI, including musculoskeletal, prostate, and cardiac imaging in addition to extensive experience in neuroradiology and abdominal radiology. Dr Mittal also has extensive experience in hospital settings including emergency and trauma. He has held teaching roles at Melbourne University and Deakin University.

Dr Mittal has worked within IDX and its precursor businesses for over 18 years and held senior clinical governance and leadership roles across a number of IDX business units which have enabled him to develop a deep understanding of the IDX operating businesses. He is currently the Clinical Director of IDXt, IDX's fast growing teleradiology business, and also a consultant radiologist at Gold Coast University Hospital.

As Dr Mittal is a full-time employed radiologist of the Company, he is not considered by the Board to be an independent Director. While Dr Mittal is not an independent Director by virtue of his employment, he is independent of the senior leadership team and his responsibilities do not extend to the day-to-day management of the Company.

The Board believes Dr Mittal brings objective judgement to the Board's deliberations and that this expertise in radiology combined with his deep understanding of IDX's business will provide a meaningful contribution to the Board and support his election.

### Recommendation

The Board (with Dr Mittal abstaining) unanimously recommends the election of Dr Mittal as a Director of the Company.

## ITEM 6: APPROVAL OF EQUITY GRANTS TO THE MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER

Under ASX Listing Rule 10.14.1, a listed company must not issue securities to a director under an employee incentive scheme unless it obtains the approval of its shareholders. The Company is seeking shareholder approval for the grant to the Company's Managing Director and Chief Executive Officer, Dr Ian Kadish of:

- 114,688 performance rights relating to his long-term incentive (LTI) award for the year ended 30 June 2026 (FY26) (LTI Rights); and
- 71,911 performance rights relating to the Capitol Merger Performance Incentive (Merger Rights) as well as for the issue of any shares on vesting of the Merger Rights.

Subject to shareholder approval, the LTI Rights and Merger Rights (together the Awards) will be granted under the Integral Diagnostics Equity Incentive Plan. If shareholder approval is obtained, the Awards will be granted as soon as practical after the Meeting, and in any event, within 12 months. If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Dr Kadish.

### a. FY26 LTI Rights

#### Key terms of the FY26 LTI award

The Company's LTI plan is designed to align the interests of Dr Kadish with the interests of shareholders by providing him with the opportunity to receive an equity interest in the Company through the granting of LTI Rights. The Company is using performance rights for the LTI Rights grant because they create share price alignment between Dr Kadish and shareholders.

As disclosed in the 2025 Remuneration Report, as a result of Dr Kadish's announced retirement which takes effect on 30 June 2026 and the agreement between Dr Kadish and the Company, the LTI Rights proposed to be awarded to Dr Kadish will be pro-rated for the portion of the performance period served (i.e. one year out of the three-year performance period from 1 July 2025 to 30 June 2028) (LTI Performance Period) and subject to meeting the performance conditions, any LTI Rights that vest under the LTI Plan will be settled in cash.

Dr Kadish's LTI opportunity is 100% of his FY26 fixed remuneration being \$846,248. The number of LTI Rights proposed to be granted to Dr Kadish is 114,668 which has been calculated by dividing Dr Kadish's LTI opportunity by the volume weighted average share price of the Company's shares traded on the ASX over the 30 days up to and including 30 June 2025 (being \$2.46) and dividing that total number by three to reflect the pro-rating of his FY26 LTI award.

As the LTI Rights will form part of Dr Kadish's remuneration, they will be granted at no cost and there will be no amount payable by Dr Kadish on vesting.

#### Performance conditions for the LTI Rights

Dr Kadish's LTI Rights will be eligible to vest subject to the satisfaction of the following performance conditions:

- aggregate earnings per share (EPS) (50% weighting); and
- relative total shareholder return (TSR) (50% weighting).

Each of these performance conditions will be separately assessed over the three-year LTI Performance Period.

#### Aggregate EPS performance condition

EPS measures the earnings generated by the Company attributable to each share on issue on a fully diluted basis. The aggregate EPS performance condition will be measured by reference to the cumulative Company EPS over the three-year LTI Performance Period.

The EPS performance condition was selected because of its correlation with long-term shareholder return and its lower susceptibility to short-term share price volatility.

The percentage of LTI Rights subject to the EPS performance condition that will be eligible for vesting (if any) will be determined as follows:

Aggregate EPS (cents per share) over three years	% of LTI Rights that vest in the aggregate EPS tranche
Less than 35cps	Nil
Equal to 35cps	20%
Between 35cps and 45cps	Straight line pro rata vesting between 20% and 100%
Equal to, or above, 45cps	100%

# EXPLANATORY MEMORANDUM

## Relative TSR performance condition

TSR measures the growth in the Company’s share price together with the value of any cash dividends and any other shareholder benefits paid during the LTI Performance Period (and assuming those dividends and other shareholder benefits were reinvested in additional shares in the Company).

Relative TSR provides a direct link between executive remuneration and shareholder return relative to the Company’s peers. In respect of the LTI Rights, the Company has determined that the relevant peer group to measure the Company’s TSR against is the S&P/ASX300 Accumulation Index, excluding Banks<sup>1</sup> and Resource companies. Relative TSR will be measured over the three-year LTI Performance Period. The Board has determined that this is most appropriate comparator group for the FY26 LTI award grant given the Company’s market capitalisation and industry.

The percentage of LTI Rights subject to the Relative TSR performance condition that will be eligible for vesting (if any) will be determined as follows:

Relative TSR over three years	% of LTI Rights that vest in the relative TSR tranche
Below the 51st percentile	Nil
51st percentile	50%
Greater than 51st and less than 75th percentile	Straight line pro rata Vesting between 50% and 100%
75th percentile and above	100%

## Testing of the performance conditions

The performance conditions will be tested at the end of the three-year LTI Performance Period. Calculation of the performance conditions and outcomes will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant to ensure that the results are appropriate (including any adjustments for unusual or non-recurring items that the Board considers appropriate). The number of LTI Rights that vest (if any) will be determined by the Board following completion of testing. Any remaining portion of the LTI Rights that do not vest will lapse. If the performance conditions are determined to be satisfied, the LTI Rights will automatically vest by reference to the vesting schedules above (subject to the malus and clawback provisions described below).

## b. Merger Rights

### Key terms of the Capitol Merger Performance Incentive

As disclosed in the 2025 Remuneration Report, the Company awarded a transaction specific performance incentive to Executives and Senior Management in relation to the merger with Capitol Health Limited (Capitol), given its transformative nature for the Company.

Dr Kadish’s Capitol Merger Performance Incentive opportunity was 48.75% of his FY25 fixed remuneration, being \$400,530. The incentive was structured in two stages:

- Stage 1 totalling \$205,400: 50% delivered as cash following merger implementation and 50% to be delivered as deferred equity in the form of performance rights based on the volume weighted average share price of the Company’s shares traded on the ASX over the 30 days up to and including the merger implementation date and which vest on 20 December 2025.
- Stage 2 totalling \$195,130: 50% delivered as cash in September 2025 and 50% to be delivered as deferred equity in the form of performance rights awarded effective 1 July 2025 based on the volume weighted average share price of the Company’s shares traded on the ASX over the 30 days up to and including 30 June 2025 and which vest on 1 July 2026 subject to the performance conditions.

The performance rights were subject to a service condition to the vesting date, entitle the holder to one ordinary share in the Company (or an equivalent cash payment in lieu of an allocation of shares), are granted by the Company at no cost to the participant and no payment is required to be made on vesting and exercise of the performance rights, and do not carry any voting or dividend entitlements prior to vesting and exercise.

### Performance conditions for the Merger Rights

The performance condition attaching to Stage 1 was the successful implementation of the merger. The performance conditions attaching to Stage 2 were the achievement of merger synergies in excess of the \$10.0m in pre-tax net cost synergies projected at the time the transaction was announced (75% weighting) and the delivery of a successful integration process to protect the value and culture of both businesses (25% weighting).

<sup>1</sup>. Banks are defined as entities included in the official S&P/ASX 300 Banks Index including NAB, Virgin Money Ltd, Judo Capital Holdings Ltd, CBA, ANZ, Westpac, BOQ, Bendigo & Adelaide Bank Ltd and MyState Ltd

### Testing of the performance conditions

The Capitol merger was implemented on 20 December 2024. The number of Merger Rights proposed to be granted to Dr Kadish for Stage 1 is 34,233 which has been calculated by dividing 50% of Dr Kadish's Stage 1 Capitol Merger Performance Incentive opportunity by the 30 day volume weighted average share price of the Company's shares traded on the ASX prior to the merger implementation date (being \$3.00).

For the Stage 2 performance conditions, the Board determined that the net merger synergies target was achieved, as in the first six months following the merger \$7.0m in cost synergies were delivered and full synergies of \$14.0m are expected by the end of the 2025 calendar year. The Board also determined a final award of 20% for the merger integration process condition after taking into account a small decrease in employee engagement during the relevant period. Accordingly, the number of Merger Rights proposed to be granted to Dr Kadish for Stage 2 is 37,678 which has been calculated by taking a 95% award of the Stage 2 incentive, dividing by 50% for the deferred equity element and dividing that amount by the 30-day volume weighted average share price of the Company's shares traded on the ASX prior to 30 June 2025 (being \$2.46).

### c. Key terms of the Integral Diagnostics Equity Incentive Plan

The LTI Rights and Merger Rights will be granted under the Integral Diagnostics Equity Incentive Plan (Plan), the key terms of which include:

#### Cessation of employment

Where employment is terminated for cause or ceases due to resignation (other than for death, permanent disability, serious illness, or retirement), all unvested Awards will automatically lapse, unless the Board determines otherwise.

If Dr Kadish ceases employment for any other reason (including for retirement), all of his Awards will remain on foot and be subject to the original performance condition, as if he had not ceased employment, unless the Board determines otherwise.

### Change of control

Where there is likely to be a change of control in the Company, the Board has the discretion to accelerate vesting of some or all of the Awards (but, in the case of LTI Rights, not less than a pro-rata portion, calculated based on the portion of the LTI Performance Period that has elapsed and tested based on performance against the LTI performance conditions to that date). Where only some of the Awards are vested on a likely change of control, the remainder of the Awards will immediately lapse.

If a change of control occurs before the Board exercises its discretion, a pro-rata portion of the Awards (equal to the portion of the relevant performance period that has elapsed up to the change of control) will vest. The Board retains discretion to determine whether the remaining unvested Awards will vest or lapse.

### Malus and clawback

The Board has broad "clawback" powers to determine that Awards lapse, any shares allocated are forfeited, or that amounts are to be repaid in certain circumstances (for example, in the case of gross misconduct or as a result of fraud, dishonesty or breach of duties or obligations of any other person).

### Other terms of the Plan

Under the Plan, the Board may amend or waive any terms or conditions in relation to incentive securities, subject to the ASX Listing Rules. Also, subject to the ASX Listing Rules, the Board may make such adjustments to the terms of the Awards awarded under the Plan as the Board considers appropriate in order to minimise or eliminate any material advantage or disadvantage to Dr Kadish resulting from a corporate action or capital reconstruction, including any return of capital. The Remuneration Report in the Company's Annual Report for the financial year ended 30 June 2025 contains further details about the Plan and the terms of the LTI and Capitol Merger Performance Incentive.

# EXPLANATORY MEMORANDUM

## d. Additional information provided in accordance with the ASX Listing Rules

As a managing director of the Company, Dr Kadish is a “director”, for the purposes of Listing Rule 10.15.1.

Dr Kadish’s current total remuneration package is:

Remuneration Type	Details
FY26 Total Fixed Remuneration (including superannuation) (TFR)	\$846,248
Short term incentive	100% of TFR at maximum
Long Term Incentive	100% of TFR at maximum (please see above regarding the pro rating of the LTI for FY26)

In prior years, the following rights have been granted to Dr Kadish under the Plan:

- A total of 1,958,271 performance rights in relation to the Company’s LTI plan, of which 1,019,150 have lapsed.
- A total of 55,107 deferred equity rights in relation to the Company’s STI plan.

Dr Kadish is the only Director entitled to participate in, and receive, LTI Rights and STI Rights under the Plan.

No loan will be made by the Company in relation to the acquisition of the Awards or allocation to Dr Kadish of any shares on vesting of the Awards.

Details of any Awards or shares issued under the Plan will be published in the Company’s Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule unless an exception under Listing Rule 10.16 applies.

Voting exclusions apply to this item of business. See page 07.

## e. Recommendation

The Board (with Dr Kadish abstaining) unanimously recommends that shareholders approve the grant of the Awards to Dr Ian Kadish under the Company’s Equity Incentive Plan.

## ITEM 7: APPROVAL OF FINANCIAL ASSISTANCE

Pursuant to section 260A(1) of the Corporations Act 2001 (Cth) (Corporations Act), a company may financially assist a person to acquire shares in the company or a holding company of the company if the assistance is approved by shareholders under section 260B of the Corporations Act.

Under section 260B(1) of the Corporations Act, the financial assistance must be approved by a resolution passed by the shareholders of the relevant company.

In addition, under section 260B(2) of the Corporations Act, if immediately after the acquisition, the company will be a subsidiary of another domestic corporation that is listed in Australia, then the financial assistance must be approved by a special resolution passed by the shareholders of that other domestic corporation.

The purpose of this section is to explain in further detail the proposed financial assistance resolution set out in the Notice of Meeting which must be passed under section 260B(2) of the Corporations Act to enable Imaging @ Olympic Park Pty Ltd (IOP) to financially assist IDX in connection with the Acquisition (as described or defined below). This resolution is required as, immediately following completion of the Acquisition (as described below), IDX was a holding company of IOP (as described or defined below).

### Debt Financing Arrangements

The Company and its wholly owned subsidiary Integral Diagnostics Financing Pty Ltd (together, the Borrowers) have entered into various debt financing arrangements. Pursuant to the terms of the debt financing arrangements, the Borrowers currently have or will in the future have access to debt facilities (including, amongst other things, cash advance facilities, bank guarantee/letter of credit facilities and transactional banking facilities), equipment leasing or hiring arrangements and hedging arrangements (together, the Facilities).

The debt financing arrangements are currently governed by, amongst other documents:

- a Common Provisions Deed dated 18 December 2024 and as amended from time to time (CPD);
- each ‘Facility Agreement’ (as defined in the CPD); and
- each other ‘Finance Document’ (as defined in the CPD),

(together, the Finance Documents).

The Finance Documents contain, amongst other things, guarantees and indemnities in respect of the payment and other obligations under the Finance Documents and undertakings, representations, warranties, and events of default consistent with financing arrangements of this nature or as required by the financiers.

### Acquisition

On 20 December 2024, the Company completed its merger with Capitol by acquiring 100% of its issued share capital by way of a scheme of arrangement. Capital Radiology Pty Ltd (Capitol Radiology) was a wholly owned subsidiary of Capitol and, at the time of implementation of the scheme of arrangement, held approximately 75% of the issued share capital in IOP. On 23 December 2024, Capital Radiology purchased the remaining share capital in IOP (the Acquisition).

The consideration paid in connection with the Acquisition was funded with the proceeds of loans under the Facilities. Any earn out payments which may in the future become payable by Capitol Radiology in connection with the Acquisition may also be funded with the proceeds of loans under the Facilities.

### Proposed Financial Assistance

Under the terms of the CPD, it is a requirement that IOP (in its personal capacity and as trustee of Imaging @ Olympic Park Unit Trust (IOP Trust)) become an obligor under the CPD by executing an accession letter under the CPD.

Upon execution of the accession letter referred to above, IOP will (amongst other things) become bound by the guarantees, indemnities and undertakings and give the representations and warranties in the CPD.

In addition, IOP may, or may be required to:

- borrow amounts under the Finance Documents or incur other indebtedness under the Finance Documents;
- make available directly or indirectly its cash flows or cash flows of the IOP Trust (whether through dividends, capital distributions, intercompany loans or otherwise) or other resources in order to enable the Company or its other subsidiaries to comply with their payment and other obligations under the Finance Documents;
- consent or agree to amendments to the Finance Documents or enter into other Finance Documents;
- provide additional support which may include incurring additional obligations and/or providing additional guarantees, mortgages, and/or charges; and/or
- provide other financial assistance in connection with the applicable Acquisition including, without limitation, in connection with any refinancing.

### Corporations Act Requirements

The entry by IOP into, and the performance by IOP of its rights and obligations under, the documents described above and the participation by IOP in the funding arrangements and other transactions, all as described above, constitutes the giving of financial assistance in connection with the applicable Acquisition, within the meaning of section 260A(1) of the Corporations Act.

Pursuant to section 260B(2) of the Corporations Act, it is proposed that the giving of the financial assistance by IOP be approved by the shareholders of the Company.

In addition, approval under section 260B(1) of the Corporations Act will be separately sought from the shareholders of IOP.

### Reason for the Proposed Financial Assistance

The reason for the giving of the financial assistance described above is to enable the Company and its other subsidiaries to comply with their obligations under the CPD and the other Finance Documents. If such obligations are not complied with an 'Event of Default' will occur under the Finance Documents and the funding under the Finance Documents may be required to be repaid.

### Effect of the Proposed Financial Assistance

The substantial effect of the financial assistance described above on IOP is that it will have guaranteed all amounts payable under the Finance Document. In addition, its operations will be restricted by the representations, warranties and undertakings given by them under the Finance Documents.

As the Company and certain of its subsidiaries are already liable for amounts payable under the Finance Documents, the giving of the financial assistance described above by IOP is unlikely to have any adverse effect on the Company and the directors of the Company do not believe there are any disadvantages to the Company of the proposed resolution.

The advantage to the Company of the proposed resolution is that the Company and its other subsidiaries will be able to comply with its obligations under the CPD and the other Finance Documents. This will avoid an 'Event of Default' occurring under the CPD. If an 'Event of Default' occurred, the financiers may require immediate repayment of the amounts outstanding under the Finance Documents.

### Notice to ASIC

As required by section 260B(5) of the Corporations Act, copies of the Notice of Meeting and this Explanatory Memorandum as sent to the shareholders were lodged with the Australian Securities & Investments Commission prior to their dispatch to the shareholders.

## EXPLANATORY MEMORANDUM

### Other Relevant Information

The directors consider that this section contains all information known to the Company that would be material to the shareholders in deciding how to vote on the Item 7 proposed resolution other than information which it would be unreasonable to require the Company to include because it has been previously disclosed to the shareholders of the Company.

### Recommendation

The Board unanimously recommends that shareholders vote in favour of this resolution to provide financial assistance.



Integral Diagnostics Limited  
ABN 55 130 832 816

IDX

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

## Need assistance?



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



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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.00am (Melbourne time) Wednesday, 29 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.

### CORPORATE REPRESENTATIVE

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

## Lodge your Proxy Form:

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### Online:

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

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I999999999**  
**PIN: 99999**

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

### By Mail:

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



**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.



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■ Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Integral Diagnostics Limited hereby appoint

☐

the Chair  
of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chair 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 Chair 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 Integral Diagnostics Limited to be held at the offices of Herbert Smith Freehills Kramer, Level 24, 80 Collins Street, Melbourne, Victoria and online on Friday, 31 October 2025 at 10.00am (Melbourne time) and at any adjournment or postponement of that meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Items 2 and 6 (except where I/we have indicated a different voting intention in step 2) even though Items 2 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

**Important Note:** If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Items 2 and 6 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 poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Election of Ms Laura McBain as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Election of Dr Kevin Shaw as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Election of Dr Manish Mittal as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Approval of Equity Grants to the Managing Director & Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Approval of Financial Assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair 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



# ONLINE MEETING GUIDE



## GETTING STARTED

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://meetnow.global/au> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

## TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

### Australian Residents

SRN or HIN and postcode of your registered address.

### Overseas Residents

SRN or HIN and country of your registered address.

### Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting to receive an email invitation.

## PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <https://meetnow.global/au>. Then enter the company name in the 'Search for meeting' field. Select and click on the displayed meeting.

### Search for meeting

Please enter Company or Meeting Name. Enter 3 or more characters. e.g. Computershare

Or select the country where the company is based.

Australia

### To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If within Australia, also enter your postcode.

### or To register as a proxyholder

To access the meeting, click on the link in the invitation email sent to you. Or select 'Invitation' and enter your invite code provided in the email.

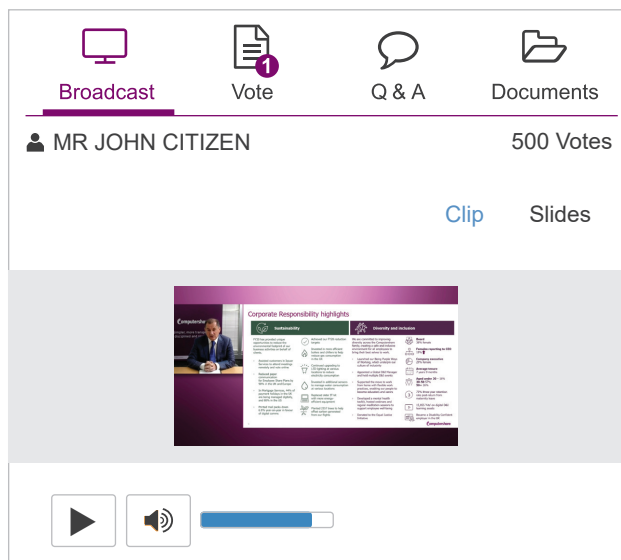
### or To register as a guest

Select 'Guest' and enter your details.



## Broadcast

The webcast will appear automatically once the meeting has started. If the webcast does not start automatically, press the play button and ensure the audio on your computer or device is turned on.

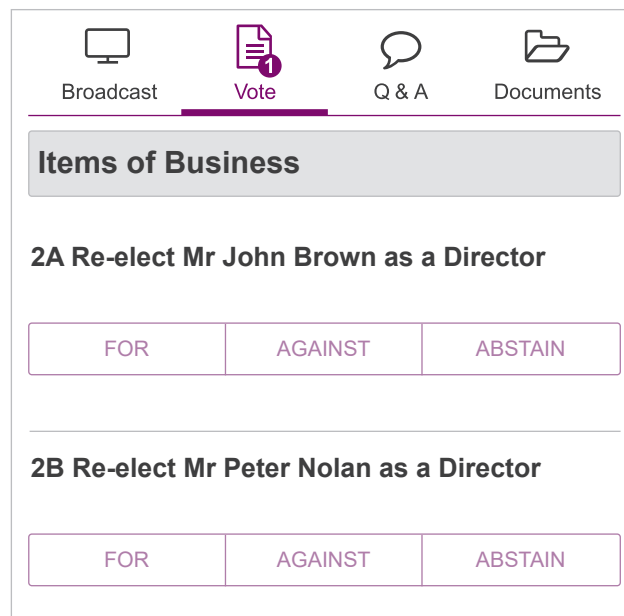


## Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

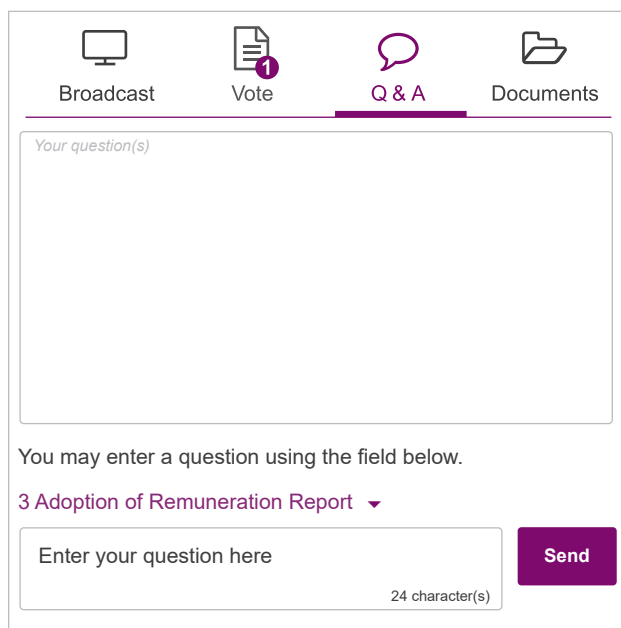
To change your vote, select 'Click here to change your vote' and press a different option to override.



## Q & A

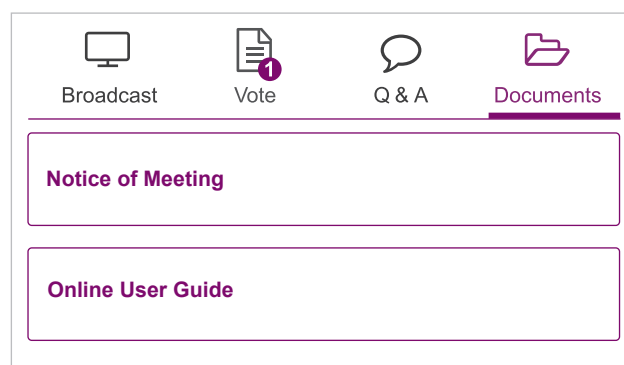
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the virtual meeting platform.



## Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.



## FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.