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2026 Notice of Annual General Meeting

28 September 2026, Melbourne

Integral Diagnostics Limited (ASX: IDX) will hold its 2026 Annual General Meeting on Thursday, 29 October 2026 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.

Online: Computershare Meeting Platform at http://meetnow.global/MP47PKC 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
John Merity
Company Secretary
Tel: 0418 817 255
Email: 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/

Integral Diagnostics Limited
ABN 55 130 832 816

Need assistance?

Phone:
1300 850 505 (within Australia)
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Online:
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Integral Diagnostics Limited Annual General Meeting

The Integral Diagnostics Limited Annual General Meeting will be held on Thursday, 29 October 2026 at 10:00am (Melbourne time). You are encouraged to participate in the meeting using the following options:

ACCESS THE NOTICE OF MEETING AND MAKE YOUR VOTE COUNT

To access the Notice of Meeting and other meeting documentation, and to lodge a proxy, visit 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

For your proxy appointment to be effective it must be received by 10:00am (Melbourne time) Tuesday, 27 October 2026.

ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: http://meetnow.global/MP47PKC

For instructions refer to the online user guide 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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idx integral DIAGNOSTICS

2026

INVITATION TO SHAREHOLDERS

Dear Fellow Shareholder,

On behalf of Integral Diagnostics Limited (**Company** or **IDX**), I am pleased to invite you to IDX's 2026 Annual General Meeting (**AGM** or **Meeting**). The AGM is an important part of the IDX calendar and we encourage you to read these materials and attend the meeting.

This year's AGM will be held on Thursday, 29 October 2026 commencing at at 10.00am (Melbourne time) at the offices of Herbert Smith Freehills Kramer, Level 24, 80 Collins Street, Melbourne, Victoria.

Shareholders who cannot attend in person can participate in the meeting online using a smartphone, tablet, or computer at: http://meetnow.global/MP47PKC. Further details on how to participate online are set out at page 15 of this Notice of Meeting.

In this Notice of Meeting are:

- Items of Business (page 03)
- Explanatory Memorandum (page 05)
- Important Information regarding the AGM (page 15)

Your personalised proxy form is also enclosed with this Notice.

There are a number of items of business on the 2026 AGM agenda and the Board, excluding interested Directors where relevant, recommends that shareholders vote in favour of the proposed resolutions.

Shareholders are encouraged to lodge a direct vote or directed proxy in advance of the AGM. If you wish to lodge a direct vote or appoint a proxy, you can do so before 10.00am (Melbourne time) on Tuesday, 27 October 2026. Further details on how to submit or return your proxy form are set out on page 16 and in the proxy form.

Shareholders are also encouraged to submit written questions by email or online in advance of the AGM before 5:00pm (Melbourne time) on Thursday, 22 October 2026. Please note that individual responses will not be sent to shareholders.

If you are able to attend in person, you will need to register on arrival. Registration will open from 9.00am. 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
25 September 2026

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ITEMS OF BUSINESS

Important information on each item of business is set out in the Explanatory Memorandum which accompanies and forms part of this Notice.

1. DISCUSSION OF FINANCIAL STATEMENTS AND REPORTS

To discuss the Financial Report, Directors' Report, Sustainability Report and Auditor's Reports for the year ended 30 June 2026.

2. REMUNERATION REPORT

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

"That the Remuneration Report for the year ended 30 June 2026 be adopted."

Note: Voting exclusions apply to this item of business. Please see page 17 for further details.

3. RE-ELECTION OF MR TOBY HALL AS A DIRECTOR

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

"That Mr Toby Hall, being eligible, be re-elected as a Director."

Details of the qualifications and experience of Mr Hall are set out in the Explanatory Memorandum.

4. RE-ELECTION OF MS INGRID PLAYER AS A DIRECTOR

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

"That Ms Ingrid Player, being eligible, be re-elected as a Director."

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

5. APPROVAL OF EQUITY GRANTS TO THE CEO

To consider and, if thought appropriate, pass the following resolutions as separate ordinary resolutions:

5(a) Grant of FY27 STI Deferred Equity Rights

"That approval be given for all purposes for the grant of Deferred Equity Rights to Chief Executive Officer and Managing Director Mr Jason Martinez under the IDX FY27 Short Term Incentive Plan on the terms set out in the Explanatory Memorandum."

5(b) Grant of FY27 LTI Performance Rights

"That approval be given for all purposes for the grant of 369,458 Performance Rights to Chief Executive Officer and Managing Director Mr Jason Martinez under the IDX FY27 Long Term Incentive Plan on the terms set out in the Explanatory Memorandum.

Note: Voting exclusions apply to this item of business. Please see page 17 for further details.

6. APPROVAL OF EQUITY GRANTS TO DR IAN KADISH

To consider and, if thought appropriate, pass the following resolutions as separate ordinary resolutions:

6(a) Pro-rata grant of additional FY26 LTI Performance Rights

"That approval be given for all purposes for the pro-rata grant of an additional 71,060 Performance Rights to former Chief Executive Officer and Managing Director Dr Ian Kadish under the IDX FY26 Long Term Incentive Plan on the terms set out in the Explanatory Memorandum."

6(b) Pro-rata grant of FY27 LTI Performance Rights

"That approval be given for all purposes for the pro-rata grant of 87,181 Performance Rights to former Chief Executive Officer and Managing Director Dr Ian Kadish under the IDX FY27 Long Term Incentive Plan on the terms set out in the Explanatory Memorandum.

Note: Voting exclusions apply to this item of business. Please see page 17 for further details.

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ITEMS OF BUSINESS

7. APPROVAL OF ISSUE OF SECURITIES UNDER THE COMPANY'S EQUITY INCENTIVE PLAN

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

"That approval be given for all purposes for issues of securities under the Company's Equity Incentive Plan on the terms set out in the Explanatory Memorandum."

Note: Voting exclusions apply to this item of business. Please see page 17 for further details.

8. RENEWAL OF THE PROPORTIONAL TAKEOVER APPROVAL PROVISIONS IN THE CONSTITUTION

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

"That pursuant to section 648G of the Corporations Act 2001 (Cth), the existing proportional takeover provisions contained in rule 6 of the Company's Constitution be renewed for a period of three years from the date of this meeting."

By order of the Board

John Merity

Company Secretary
25 September 2026

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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 2026 AGM.

ITEM 1: DISCUSSION OF FINANCIAL STATEMENTS AND REPORTS

The Company's Annual Report for 2026 (which includes the Directors' Report, the Financial Report, the Sustainability Report and the Auditor's Reports (collectively the **Reports**) will be presented to the AGM.

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 Reports and the management of the Company.

Also, a reasonable opportunity will be given to shareholders to ask the Company's auditor, PwC, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report on the Financial Report and Sustainability 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 AGM in accordance with the instructions on page 18 of this notice.

ITEM 2: REMUNERATION REPORT

The Corporations Act requires that at a listed company's AGM, a resolution that the Remuneration Report be adopted must be put to 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 AGM 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 Key Management Personnel of the Company. The Remuneration Report is part of the 2026 Annual Report and can be found on pages 61 to 83 of the Annual Report.

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

Voting exclusions apply to this item of business. Please see page 17 for further details.

Recommendation

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

The Chair of the AGM intends to vote all available proxies in favour of item 2.

ITEM 3: RE-ELECTION OF MR TOBY HALL AS A DIRECTOR

Mr Hall was appointed as an independent Non-Executive Director of the Company on 28 September 2023 and became Chair on 29 November 2023. He is also the Chair of the Nomination Committee and a member of the Audit Committee and the People, Culture and Remuneration Committee.

Mr Hall has deep healthcare executive leadership experience in Australia and New Zealand and is an experienced board and committee chair. From 2014 to 2022, Mr Hall was the Group CEO of St Vincent's Health Australia, the second largest non-government provider of hospital and care services in the country. He has also overseen multi-site, for-profit generating businesses at both board and executive levels in employment services, early learning services and aged care.

Mr Hall also has extensive involvement in policy development at a federal level in Australia, having served on committees established by Prime Ministers, Deputy Prime Ministers, Health Ministers, Employment and Social Services Ministers.

Mr Hall holds a Master of Business Administration degree and is a Member of the Chartered Institute of Management Accountants and a Graduate of the Australian Institute of Company Directors.

He is currently a Non-Executive Director of Ingenia Communities Group (ASX: ING), a director of the Papua New Guinea Sustainable Development Fund, and a Director of the Indonesia based Siloam International Hospitals Tbk PT.

Mr Hall is considered by the Board to be an independent Director.

The Board believes Mr Hall's extensive healthcare leadership experience, together with his expertise in regulatory policy and stakeholder management enables him to make a substantial contribution to the Company and the Board. The Board strongly supports his re-election and his continued leadership as Chair of the Board.

Recommendation

The Board (with Mr Hall abstaining) unanimously recommends that shareholders vote in favour of the re-election of Mr Hall as a Director.

The Chair of the AGM intends to vote all available proxies in favour of item 3.

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ITEM 4: RE-ELECTION OF MS INGRID PLAYER AS A DIRECTOR

Ms Player was appointed as an independent Non-Executive Director of the Company on 29 August 2023. She is also Chair of the Risk, Compliance and Sustainability Committee and a member of the Audit Committee, the People, Culture and Remuneration Committee and the Nomination Committee.

Ms Player brings over 20 years experience at senior executive and board level across healthcare, health technology and industrial sectors. She has extensive leadership and governance experience navigating a range of sensitive and complex commercial, policy and stakeholder issues in highly regulated industries with large, geographically dispersed workforces.

She is an experienced former Executive and current Non-Executive Director with international commercial and regulatory experience in mergers and acquisitions, corporate governance, capital developments, risk and sustainability. During her executive career she held senior executive roles with Healthscope Ltd, including the positions of Group Executive – Legal, Governance and Sustainability, and General Counsel and Company Secretary.

Ms Player holds a Bachelor of Economics & Bachelor of Laws (Hons) and is a member of the Australian Institute of Company Directors.

Ms Player is currently a Non-Executive Director of Cleanaway Waste Management Limited (ASX: CWY) and Cogstate Limited (ASX: CGS) and a Director of the Epworth Foundation.

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

The Board believes Ms Player's extensive legal, risk management, healthcare and sustainability skills and expertise are particularly valuable to her contributions as a Board member and strongly support her re-election.

Recommendation

The Board (with Ms Player abstaining) unanimously recommends that shareholders vote in favour of the re-election of Ms Player as a Director.

The Chair of the AGM intends to vote all available proxies in favour of item 4.

ITEM 5: APPROVAL OF EQUITY GRANTS TO CEO

5(a) Grant of FY27 STI Deferred Equity Rights

5(b) Grant of FY27 LTI Performance Rights

As outlined in the 2026 Remuneration Report, IDX's Executive Remuneration Framework comprises:

- fixed remuneration (delivered as salary and superannuation);
- short term incentives under the IDX Short Term Incentive Plan (**STI Plan**) (with 50% delivered as cash and 50% delivered as deferred equity rights vesting after one year subject to continuous service); and
- long term incentives under the IDX Long Term Incentive plan (**LTI Plan**) (with 100% delivered as performance rights vesting after three years subject to performance conditions).

Shareholders are being asked to approve two separate grants of equity securities to Mr Jason Martinez, the Chief Executive Officer and Managing Director:

- future deferred equity rights under the FY27 STI Plan (**STI Deferred Equity Rights**); and
- 369,458 performance rights under the FY27 LTI Plan (**LTI Performance Rights**).

The number of STI Deferred Equity Rights to be granted to Mr Martinez will be determined following the assessment of his FY27 STI award by the Board after 30 June 2027, but prior to the 2027 Annual General Meeting. For this reason, the Company is seeking shareholder approval to grant the FY27 STI Deferred Equity Rights so that Mr Martinez can receive any STI award for FY27 at the same time as other executives of the Company.

Mr Martinez's current remuneration package comprises:

Remuneration Type	Details
FY27 Total Fixed Remuneration (including superannuation) (**TFR**)	$750,000
Short term incentive	50% of TFR 'at target' and up to 100% of TFR 'at stretch'
Long Term Incentive	100% of TFR at maximum

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. As the Managing Director of the Company, Mr Martinez is a "director" for the purposes of Listing Rule 10.14.1.

FY27 STI Deferred Equity Rights

Key terms of the FY27 STI Plan

The aim of the Company's STI award is to help drive performance within the Company by providing a STI to reward executives for the achievement of the Company's performance goals for the financial year. The Company uses STI Deferred Equity Rights because they create share price alignment between Mr Martinez and shareholders and are contingent on Mr Martinez's ongoing employment with the Company.

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Under the STI Plan, Mr Martinez has the ability to earn 50% of FY27 TFR 'at target' and a maximum potential STI opportunity of up to 100% of TFR 'at stretch'. Mr Martinez's entitlement under the FY27 STI award will be determined by taking into account performance against financial, strategic and sustainability measures (**KPIs**) over the period from 1 July 2026 to 30 June 2027.

Final awards under the FY27 STI Plan will be delivered to participants 50% in cash and 50% in STI Deferred Equity Rights (intended to be granted in or around September 2027). The vesting of STI Deferred Equity Rights is subject to Mr Martinez's continued employment by the Company for a 12-month period ending on the trading day after the date of the FY27 results announcement to the ASX (expected in or around August 2027).

The number of STI Deferred Equity Rights to be issued to Mr Martinez under the STI Plan cannot be determined until the end of the 2027 financial year when Mr Martinez's performance has been assessed against the relevant STI KPIs. However, the maximum number of STI Deferred Equity Rights which can be granted will be calculated by dividing 50% of his FY27 STI award as determined by the Board by the volume weighted average price of the Company's shares over the 30 trading days prior to 30 June 2027, rounded up to the nearest whole number. The Board retains discretion to award less than the maximum or no STI at all. The shareholder vote approves only the potential equity delivery mechanism.

Each STI Deferred Equity Right entitles Mr Martinez to one ordinary share in the Company on vesting. The Board retains discretion to make a cash equivalent payment in lieu of an allocation of shares. Prior to vesting, STI Deferred Equity Rights do not entitle Mr Martinez to any dividends or voting rights. No amount is payable by Mr Martinez to take up the STI Deferred Equity Rights.

Details of Mr Martinez's performance against the financial, strategic and sustainability measures of the FY27 STI and the Board's award under the STI will be disclosed in the FY27 Remuneration Report.

FY27 LTI Performance Rights

Key terms of the FY27 LTI Plan

The Company's LTI Plan is designed to align the interests of Mr Martinez with the interests of shareholders by providing him with the opportunity to receive an equity interest in the Company through the granting of LTI Performance Rights. The Company is using performance rights because they create share price alignment between Mr Martinez and shareholders but do not provide him with the full benefits of share ownership (such as dividend and voting rights) unless and until the LTI Performance Rights vest.

It is proposed that Mr Martinez be granted 369,458 FY27 LTI Performance Rights. The number to be granted has been calculated by dividing Mr Martinez's FY27 LTI opportunity (being 100% of his FY27 TFR) by the volume weighted average price of the Company's shares over the 30 trading days prior to 30 June 2026 (being $2.03), rounded up to the nearest whole number.

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

Each LTI Performance Right entitles Mr Martinez to one ordinary share in the Company on vesting. The Board retains discretion to make a cash equivalent payment in lieu of an allocation of shares. Prior to vesting, LTI Performance Rights do not entitle Mr Martinez to any dividends or voting rights.

Performance measures for the FY27 LTI Performance Rights

Mr Martinez's LTI Performance Rights will be eligible to vest subject to assessment against the following performance measures:

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

Each of these performance measures will be separately assessed over the three-year period from 1 July 2026 to 30 June 2029 (**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 Performance Rights subject to the EPS performance measures that will be eligible for vesting (if any) will be determined as follows:

Aggregate EPS over three years	% of LTI Performance Rights that vest
Less than 37.5cps	Nil
Equal to 37.5cps	20%
Between 37.5cps and 47.5cps	Straight line pro rata vesting between 20% and 100%
Equal to, or above, 47.5cps	100%

Relative TSR performance measures

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 were reinvested in additional shares in the Company).

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Relative TSR provides a direct link between executive remuneration and shareholder return relative to the Company's peers. In respect of the LTI Performance 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[1] and Resource companies. The Board has determined that this is most appropriate comparator group for the FY27 LTI grant given the Company's market capitalisation and industry.

The percentage of LTI Performance 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 Performance Rights that vest
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 measures

The performance measures will be tested at the end of the LTI Performance Period. Calculation of the performance measures 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.

The Board also has discretion to amend, waive or replace any of the terms of the LTI Performance Rights, including as a result of a corporate action or capital reconstruction or where vesting conditions are no longer appropriate (e.g. following a significant unexpected event or circumstances), to address any material advantage or disadvantage to the holder relative to the position reasonably anticipated at the time of the grant.

The number of LTI Performance Rights that vest (if any) will be determined by the Board following completion of testing. Any remaining portion of the LTI Performance Rights that do not vest will lapse. If the performance measures are determined to be satisfied, the LTI Performance Rights will automatically vest by reference to the vesting schedules above (subject to the malus and clawback provisions).

Key terms of the Integral Diagnostics Equity Incentive Plan

The LTI Performance Rights and STI Deferred Equity Rights will be granted under and subject to the terms of the Company's Equity Incentive Plan. The key terms of the Equity Incentive Plan are detailed in Item 7 of the Explanatory Memorandum.

Additional information provided in accordance with the ASX Listing Rules

No STI Deferred Equity Rights or LTI Performance Rights have been previously granted to Mr Martinez under the Plan.

Mr Martinez is the only Director entitled to participate in, and receive, LTI Performance Rights and STI Deferred Equity Rights under the Plan.

If shareholder approval is obtained, the LTI Performance Rights will be granted within 7 days of the AGM and the STI Deferred Equity Rights may be awarded in or around September 2027.

No loan will be made by the Company in relation to the acquisition of the LTI Performance Rights or STI Deferred Equity Rights or allocation to Mr Martinez of any shares on vesting of the rights.

Details of any awards under the LTI plan or STI Plan 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.

Outcome if shareholder approval is not obtained

If shareholder approval is not obtained for the proposed grant of STI Deferred Rights and/or LTI Performance Rights, the relevant grant to the CEO will not proceed. This may impact IDX's ability to incentivise the CEO, to align his interests with those of shareholders and to align his remuneration arrangements with the remuneration arrangements of IDX's other senior executives. In these circumstances, the Board will need to consider alternative arrangements to appropriately remunerate and incentivise Mr Martinez.

Voting exclusions apply to this item of business. Please see page 17 for further details.

Recommendation

The Board (with Mr Martinez abstaining) considers the CEO's total remuneration package, including the proposed grant of STI Deferred Equity Rights and LTI Performance Rights to be appropriate in all the circumstances. The Board (with Mr Martinez abstaining) recommends that shareholders vote in favour of items 5(a) and 5(b).

The Chair of the AGM intends to vote all available proxies in favour of items 5(a) and 5(b).

[1] 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

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ITEM 6: APPROVAL OF EQUITY GRANTS TO DR IAN KADISH

6(a) Pro-rata grant of additional FY26 LTI Performance Rights

6(b) Pro-rata grant of FY27 LTI Performance Rights

On 6 May 2025, Dr Kadish announced his intention to retire as Managing Director and Chief Executive Officer of IDX after nine years. Dr Kadish initially agreed to continue to serve as Managing Director and CEO until 31 December 2025 thereafter commencing a six month notice period until his retirement on 30 June 2026.

IDX's new Managing Director and CEO, Mr Jason Martinez was appointed on 10 November 2025 but was unable to commence in the role until 6 August 2026. In these circumstances, and at the request of the Board, Dr Kadish agreed to extend his term as Managing Director and CEO until Mr Martinez's commencement as CEO, and then commence a six-month notice period until his retirement on 15 February 2027.

As consideration for Dr Kadish agreeing to extend his term as CEO and delay his retirement as set out above, the Board agreed to seek shareholder approval for the issue to Dr Kadish of additional LTI Performance Rights to reflect his extended period of service.

Shareholders are being asked to approve two separate pro-rata grants of equity securities to Dr Kadish:

- 71,060 additional performance rights under the FY26 LTI Plan (**FY26 LTI Performance Rights**); and
- 87,181 performance rights under the FY27 LTI Plan (**FY27 LTI Performance Rights**).

The Board considers it appropriate to make the proposed grants because:

- at the request of the Board, Dr Kadish agreed to extend his employment term as Managing Director and CEO due to the unforeseen delay in Mr Martinez taking on the role. Dr Kadish was under no obligation to agree to the extension and his willingness to do so has ensured continuity of leadership for the Company;
- the grants are consistent with IDX's Executive Remuneration Framework, under which Dr Kadish is eligible to participate in both the FY26 and FY27 LTI Plans for the period of his employment;
- the FY26 and FY27 LTI Performance Rights proposed to be granted to Dr Kadish will have the same performance measures, the same three-year performance period and the same terms as rights granted to other FY26 and FY27 LTI participants;
- performance rights align the interests of Dr Kadish with the interests of shareholders because the rights proposed to be granted to Dr Kadish will only vest on the Company achieving ambitious earnings per share and relative total shareholder return metrics;
- the number of FY26 LTI Performance Rights previously granted to Dr Kadish and approved by shareholders at the 2025 Annual General Meeting was calculated based on Mr Kadish's initial retirement date of 30 June 2026. The proposed grant simply 'tops up' the previous grant of of rights to reflect Dr Kadish's extended retirement date of 15 February 2027; and
- the number of FY27 LTI Performance Rights proposed to be granted has also been calculated based on Dr Kadish's period of service as CEO in FY27 and his extended retirement date of 15 February 2027. Dr Kadish will continue to provide ongoing services and support to the Board and to Mr Martinez during his notice period including in relation to a number of legacy matters in particular, the IQ earn-out dispute, where the Board regards it as critical to have access to and contribution from, Dr Kadish. The FY27 LTI Performance Rights recognise this contribution and maintain Dr Kadish's alignment with shareholder outcomes through the full three-year performance period until vesting is determined.

Under ASX Listing Rule 10.11.1, a listed company must not issue securities to a 'related party' unless it obtains the approval of its shareholders. Dr Kadish is a 'related party' for the purposes of Listing Rule 10.11.1 as he was the Company's Managing Director within six months of the date of the AGM.

Additional FY26 LTI Performance Rights

At the 2025 Annual General Meeting, shareholders approved the grant of 114,668 FY26 LTI Performance Rights[1] to Dr Kadish. This represented one third of his FY26 LTI entitlement, being the pro-rata amount for the period to Dr Kadish's initial retirement date of 30 June 2026 within the three year FY26 LTI performance period of 1 July 2025 to 30 June 2028.

It is proposed to grant Dr Kadish an additional 71,060 FY26 LTI Performance Rights, being the pro-rata allocation for the additional 8 month period of service to Dr Kadish's new retirement date of 15 February 2027. The number to be granted has been calculated using the same FY26 LTI opportunity for Dr Kadish and the same IDX share price used for the FY26 LTI calculation[2].

The additional FY26 LTI Performance Rights will be granted on the same terms, including the same performance measures and performance period as the LTI Performance Rights approved by shareholders at the 2025 Annual General Meeting. Details of the FY26 LTI performance conditions were included in the 2025 Notice of Annual General Meeting.

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FY27 LTI Performance Rights

It is proposed that Dr Kadish be granted 87,181 FY27 LTI Performance Rights. This number has been calculated by dividing Dr Kadish's FY27 LTI opportunity (being 100% of his FY27 total fixed remuneration which was unchanged from FY26) by the volume weighted average price of the Company's shares over the 30 trading days prior to 30 June 2026 (being $2.03), and pro-rating that amount for the period of Dr Kadish's employment in FY27 over the three year FY27 LTI performance period of 1 July 2026 to 30 June 2029, rounded up to the nearest whole number[3].

The FY27 LTI Performance Rights will be granted with the same performance measures, the same performance period of 1 July 2026 to 30 June 2029, and otherwise on the same terms as the FY27 LTI Performance Rights offered to other executives of the Company. The performance measures for the FY27 LTI Performance Rights are detailed in Item 5.

Testing of the performance measures

The performance measures for the FY26 and FY27 LTI Performance Rights will be tested at the end of the respective three-year LTI performance periods. Calculation of the performance measures 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.

The Board also has discretion to amend, waive or replace any of the terms of the LTI Performance Rights, including as a result of a corporate action or capital reconstruction or where vesting conditions are no longer appropriate (e.g. following a significant unexpected event or circumstances), to address any material advantage or disadvantage to the holder relative to the position reasonably anticipated at the time of the grant.

The number of LTI Performance Rights that vest (if any) will be determined by the Board following completion of testing. Any award will be delivered in cash following the end of the relevant performance period. Any remaining portion of the LTI Performance Rights that do not vest will lapse.

Key terms of the Integral Diagnostics Equity Incentive Plan

The LTI Performance Rights will be granted under and subject to the Company's Equity Incentive Plan. The key terms of the Equity Incentive Plan are detailed in Item 7 of the Explanatory Memorandum.

Additional information provided in accordance with the ASX Listing Rules

If shareholder approval is obtained, the LTI Performance Rights will be granted as soon as practical after the AGM, and in any event within one month after the AGM.

The LTI Performance Rights will be granted at no cost and there will be no amount payable by Dr Kadish on vesting.

Voting exclusions apply to this item of business. Please see page 17 for further details.

Recommendation

The Board considers the proposed grant of FY26 and FY27 LTI Performance Rights to Dr Kadish to be appropriate in all the circumstances. The Board recommends that shareholders vote in favour of items 6(a) and 6(b).

The Chair of the AGM intends to vote all available proxies in favour of items 6(a) and 6(b).

ITEM 7: APPROVAL OF ISSUE OF SECURITIES UNDER THE COMPANY'S EQUITY INCENTIVE PLAN

In 2017, the Company established the Equity Incentive Plan (**Plan**) and at the 2017 AGM shareholders approved the issue of securities under the Plan for a period of three years. At the 2020 and 2023 Annual General Meetings, shareholders approved renewal of the Company's ability to issue securities under the Plan for a further three years.

The Plan is designed to align the interests of eligible employees with the interests of shareholders by providing the opportunity for participants in the Plan to receive an equity interest in the Company through the granting of incentive securities subject to the satisfaction of performance measures and conditions and the terms of the Plan.

Shareholder approval for the issue of any securities under the Plan is being sought so that the securities granted or issued by the Company under the Plan do not count towards the Company's 15% annual limit on issuing securities without shareholder approval for the next three years.

ASX Listing Rule 7.1 prohibits an entity from issuing more than 15% of its securities in any 12 month period, without obtaining shareholder approval (unless an exception applies).

ASX Listing Rule 7.2, Exception 13, provides that an issue of securities under an employee incentive scheme will not count towards the 15% placement capacity if, within 3 years before the date of the issue, holders of ordinary securities have approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

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1. Dr Kadish's FY26 LTI opportunity was 100% of his FY26 fixed remuneration being $846,248. The number of LTI Rights granted to Dr Kadish was 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 to 30 June 2026.
2. FY26 LTI opportunity of $842,248/$2.46/(594 days of employment out of a performance period of 1,095 days) less 114,668 FY26 LTI Performance Rights already granted.
3. FY27 LTI opportunity of $842,248/$2.03/(229 days of employment out of a performance period of 1,095 days).

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Approval is being sought for a further three years, at which time it must be renewed, or it will expire. If this resolution is not passed, issues of securities under the Plan may still be made but must fall within the 15% placement capacity at the time of issue. The last approval of the issue of securities under the Plan was on 29 November 2023.

The terms and conditions of the Plan are summarised as follows:

Offers under the Plan and eligibility

Under the Plan, the Board may invite eligible employees (being an employee of the Integral Diagnostics Group (including a director employed in an executive capacity) or any other person who is declared by the Board to be eligible to receive a grant of incentive securities under the Plan) to participate in a grant of incentive securities, which may comprise restricted shares, performance rights and/or options (**Incentive Securities**). Offers will be made to eligible employees on the terms set out in the Plan and on any additional terms as the Board determines.

Vesting and exercise

Restricted shares, options and/or performance rights granted under the Plan will vest, and in the case of options, become exercisable, where any performance measures and any other relevant measures advised to the participant by the Board have been satisfied.

On vesting of a performance right or following the exercise of an option (as the case may be), the Board will allocate the number of shares in respect of which the performance rights have vested, or the options have been exercised. Any shares issued under the Plan will rank equally in all respects with other shares on issue at that time (except as regards to any rights attaching to such shares by reference to a record date prior to the date of their issue). The Board has discretion to determine that the Vesting of a right or an option will be satisfied by the Company making a cash payment in lieu of an allocation of shares for the equivalent value of the performance right or option.

Cessation of employment

Where a participant ceases to be an employee of the Group, the Board may determine (in its absolute discretion) that some or all of a participant's unvested Incentive Securities lapse, vest, are forfeited, are exercisable for a prescribed period (if applicable), or are no longer subject to some of the restrictions that previously applied. Alternatively, the Board may specify in any offer to the participant how the participant's Incentive Securities are to be treated on cessation of employment.

Change of control

In the event of a takeover bid, transaction, event or state of affairs that, in the Board's opinion, is likely to result in a change of control of the Company, the Board may, in its absolute discretion, determine that all or a specified number of a participant's Incentive Securities vest or cease to be subject to restrictions (as applicable).

In the event of an actual change in the control of the Company then, unless the Board determines otherwise, a pro rata portion of all unvested Incentive Securities will immediately vest or cease to be subject to restrictions (as applicable) based on the portion of the vesting period that has elapsed.

If only some of a participant's unvested Incentive Securities will vest in the above instances, all Incentive Securities that remain unvested will lapse, unless the Board determines a different treatment.

Alternatively, the Board may specify in any offer to the participant how the participant's Incentive Securities are to be treated on a change of control of the Company.

Corporate actions/reconstructions

In accordance with the terms of the Plan, prior to the allocation of shares to a participant upon vesting of performance rights or exercise of options (as the case may be), the Board may make any adjustments it considers appropriate to the terms of a performance right and/or option granted to a participant in order to minimise or eliminate any material advantage or disadvantage to a participant resulting from a corporate action or capital reconstruction.

Amendments

The Board may amend the terms of the Plan, or any Incentives issued under the Plan, including amending, waiving or replacing any vesting conditions attached to any Incentive Securities issued under the Plan, if the Board considers those vesting conditions are no longer appropriate or applicable provided that the interests of the holder are not, in the opinion of the Board, materially prejudiced or advantaged relative to the position reasonably anticipated at the time of the grant.

Dealings in Incentive Securities

Subject to the Company's Securities Dealing Policy, any dealing in respect of an Incentive Security is prohibited unless the Board determines otherwise or the dealing is required by law.

Clawback and malus provisions

If, in the opinion of the Board, a participant's Incentive Securities vest or may vest as a result of the fraud, dishonesty or breach of duties or obligations of any other person, the Board may determine that Incentive Securities held on behalf of the participant will lapse or be forfeited, and/or that the participant must pay or repay as a debt proceeds from shares allocated to the participant under the Plan.

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Administration of the Plan

The Plan is administered by the Board which has the power to determine appropriate procedures for administration of the Plan including to implement an employee share trust for the purposes of delivering and holding shares on behalf of participants upon the grant or exercise of Incentive Securities (as applicable), and may delegate their power arising under the Plan.

Other Information

The following Incentive Securities have been granted to eligible employees under the Plan since the last approval of the issue of securities under Plan (for the purpose of ASX Listing Rule 7.2) in November 2023:

Year	STI Deferred Equity Rights and other STI rights	LTI Performance Rights
2023	150,427	729,476
2024	256,555	971,382
2025	853,036[1]	943,545
2026	224,800[2]	1,530,360[3]
Total	**1,484,818**	**4,174,763**

1. Includes STI incentives granted to the former CEO of Capitol Health agreed as part of the merger in December 2024 and incentives granted to IDX executives under the Capitol Merger Performance Incentive.
2. STI Deferred Equity Rights approved by the Board but not granted as at the date of this Notice.
3. LTI Performance Rights approved by the Board but not granted as at the date of this Notice. Note that proposed grants to Mr Jason Martinez and Dr Ian Kadish remain subject shareholder approval.

Grants of STI Deferred Equity Rights and LTI Performance Rights are limited to the Company's Senior Leadership Team.

The maximum number of Incentive Securities proposed to be issued under the Plan following shareholder approval is 15,000,000.

Voting exclusions apply to this item of business. Please see page 17 for further details.

Recommendation

The Board (with Mr Martinez abstaining given he is a participant in the Plan) unanimously recommends that shareholders vote in favour of the issue of securities under the Company's Equity Incentive Plan.

The Chair of the AGM intends to vote all available proxies in favour of item 7.

ITEM 8. RENEWAL OF THE PROPORTIONAL TAKEOVER APPROVAL PROVISIONS IN THE CONSTITUTION

The Corporations Act permits a company to include in its constitution provisions that prohibit the registration of transfers of shares acquired under a proportional or partial takeover bid unless a resolution is passed by shareholders approving the bid. In effect, the approval of Item 8 will enable the Company to refuse to register shares acquired under a proportional takeover bid unless that bid is approved by a majority of shareholders.

Section 648G(1) of the Corporations Act provides that a company's proportional takeover approval provisions, unless sooner omitted from its constitution, cease to apply at the end of three years from adoption or renewal as appropriate unless otherwise specified. When the provisions cease to apply the Company's constitution is modified by omitting the provisions. A company may adopt its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e. by special resolution of shareholders).

The Company's constitution (including the proportional takeover provisions set out in rule 6) was adopted on 29 November 2023. Accordingly, the proportional takeover provisions included in the Constitution will cease to apply after 29 November 2026 unless renewed by the proposed special resolution. If approved by shareholders, the proportional takeover approval provisions will be in exactly the same terms and will have effect for three years from the date of the AGM.

The proportional takeover provisions, which are contained in rule 6 of the Constitution, are designed to assist shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company.

The Corporations Act requires that the following information be provided to shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

Effect

A proportional takeover bid is one where an offer is made to each shareholder for a proportion of that shareholder's shares (that is, less than 100%). The specified proportion must be the same in the case of all shareholders. This means that control of the Company may pass without shareholders having the chance to sell all their shares to the bidder and the bidder may take control of the Company without paying an adequate amount for gaining control.

The Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made shareholders must vote on whether to accept or reject the proportional takeover bid and that decision will be binding on all shareholders. This provision allows shareholders to decide collectively whether a proportional takeover bid is acceptable in principle and it may ensure that any partial offer is appropriately priced.

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The provisions set out in the Company's Constitution state that, in the event of a proportional takeover bid being made, the Directors must hold a meeting of the shareholders entitled to vote for the purpose of considering and, if thought fit, passing a resolution to approve the proportional takeover bid. A resolution approving the bid must be voted on by the 14th day before the last day of the bid period, during which the offers under the proportional takeover bid remain open, or a later day allowed by the Australian Securities and Investments Commission. The resolution will be passed if more than 50% of votes are cast in favour of the approval. The bidder and its associates are not allowed to vote on the resolution.

If no such resolution is voted on at least 14 days before the last day of the takeover bid period, the resolution will be deemed to have been approved. This effectively means that shareholders may only prohibit a proportional takeover bid by passing a resolution rejecting the proportional takeover bid.

If the resolution is approved or deemed to have been approved, a transfer of IDX shares under the proportional takeover bid may be registered provided it complies with the other provisions of the Corporations Act and the Constitution.

If the resolution is rejected, the registration of any transfer of shares resulting from the proportional takeover bid is prohibited and the proportional takeover bid is deemed by the Corporations Act to have been withdrawn.

The Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. If no resolution is voted on by the deadline, the bid is taken to have been approved.

The proportional takeover approval provisions do not apply to full takeover bids. The renewed provisions will expire after three years, unless again renewed by shareholders by a special resolution. Similar provisions are commonly found in the constitutions of publicly-listed companies on the ASX and are regularly renewed.

Reasons for proposing the resolution

Part 6.5 Subdivision 5C of the Corporations Act permits the inclusion and renewal of proportional takeover provisions in the Constitution.

The Directors consider that shareholders should continue to have the opportunity to vote on a proposed proportional takeover bid.

If the proportional takeover approval provision is not in the Constitution, a proportional takeover bid may enable control of the Company to pass without shareholders having the opportunity to sell all of their shares to the bidder. Shareholders may therefore be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares.

The proportional takeover approval provisions decrease this risk because they allow shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

No knowledge of any acquisition proposals

At the date of this Notice, no Director of the Company is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Review of proportional takeover provisions

While proportional takeover approval provisions have been in effect under the Company's Constitution, an unsuccessful off-market takeover bid was made for the Company in November 2017. This takeover bid did not activate the proportional takeover provisions available in the Constitution as they were not relevant to the bid.

Accordingly, there are no actual examples against which to assess the advantages or disadvantages of the existing proportional takeover approval provisions (that is, rule 6 of the existing Constitution) for the Directors and shareholders of the Company. The Directors are not aware of any potential takeover bid that was discouraged by rule 6.

Potential advantages and disadvantages

The Directors of the Company consider that the proposed renewal of the proportional takeover provisions has no potential advantages or disadvantages for Directors because they remain free to make a recommendation on whether a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for shareholders of the Company are:

- shareholders have the right to decide by majority vote whether a proportional takeover bid should proceed;
- the provisions may assist shareholders to avoid being locked in as a minority;
- the bargaining power of shareholders is increased and this may assist in ensuring that any proportional bid is adequately priced; and
- knowing the view of the majority of shareholders assists each individual shareholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject that offer.

Some potential disadvantages of the proportional takeover provisions for shareholders of the Company are:

- the provisions are a hurdle to, and may discourage, the making of proportional takeover bids in respect of the Company;
- shareholders may lose an opportunity of selling some of their shares at a premium; and
- the chance of a proportional takeover bid being successful may be reduced.

The Board considers that the potential advantages for shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

Recommendation

The Board unanimously recommends that shareholders vote in favour of renewing the existing proportional takeover provisions contained in rule 6 of the Company's Constitution.

The Chair of the AGM intends to vote all available proxies in favour of item 8.

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IMPORTANT INFORMATION

ANNUAL REPORT

The Company's 2026 Annual Report is available at: www.integraldiagnostics.com.au/reports/

SHAREHOLDERS ENTITLED TO VOTE

For the purposes of the AGM, shares will be taken to be held by the persons who are registered as shareholders as at 7.00pm (Melbourne time) on Tuesday, 27 October 2026. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to vote at the AGM.

PARTICIPATING IN PERSON

Registration for the AGM will open at 9.00am (Melbourne time) on Thursday, 29 October 2026.

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 AGM.

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 http://meetnow.global/MP47PKC. 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 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.

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 Tuesday, 27 October 2026, 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 Tuesday, 27 October 2026.

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 FOR RESOLUTIONS

Items 2 to 7 of business are ordinary resolutions, meaning 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 8 is a special resolution and must be passed by more than 75% of all votes cast by shareholders entitled to vote on the resolution (whether in person or by proxy, attorney or representative).

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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

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 affecting proxies

Voting exclusions apply to Items 2, 5(a), 5(b), 6(a), 6(b) and 7 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 those Items 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, 5(a), 5(b), 6(a), 6(b) and 7.

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, 5(a), 5(b), 6(a), 6(b) and 7 by validly submitting your proxy form, you will be expressly authorising the Chair of the Meeting to cast your vote on those Items 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 Tuesday, 27 October 2026, 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 Tuesday, 27 October 2026. Shareholders can lodge their proxy in the manner outlined below.

Online

Shareholders may submit their proxy online by visiting www.investorvote.com.au. To use this option, shareholders will need the Company's control number **189071**, 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.

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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 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.

VOTING EXCLUSIONS

Item 2 - Remuneration Report

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 2026 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.

Item 5 - Approval of equity grants to the CEO

5(a) Grant of FY27 STI Deferred Equity Rights

5(b) Grant of FY27 LTI Performance Rights

The Company will disregard any votes cast on Items 5(a) and 5(b):

a. in favour of the resolution by or on behalf of Mr Martinez 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 Items 5(a) and 5(b) 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.

Item 6 - Approval of equity grants to Dr Ian Kadish

6(a) Pro-rata grant of additional FY26 LTI Performance Rights

6(b) Pro-rata grant of FY27 LTI Performance Rights

The Company will disregard any votes cast on Items 6(a) and 6(b):

a. in favour of the resolution by or on behalf of Dr 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 Items 6(a) and 6(b) 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.

Item 7 - Approval of issue of securities under the Company's Equity Incentive Plan

The Company will disregard any votes cast on Item 7:

a. in favour of the resolution by or on behalf of a person who is eligible to participate in the Company's Equity Incentive Plan and their 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 7 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, 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

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.

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, PwC, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Reports on the Finance Report and Sustainability 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. 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 on the Finance Report and Sustainability 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. Written questions must be received no later than 5.00pm (Melbourne time) on Thursday, 22 October 2026.

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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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

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.00am (Melbourne time) Tuesday, 27 October 2026.**

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 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: I9999999999
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

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.

For personal use only

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

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 Thursday, 29 October 2026 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, 5(a), 5 (b), 6(a), 6(b), and 7 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 5(a), 5(b), 6(a), 6(b), and 7 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, 5(a), 5(b), 6(a), 6(b), 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 poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 2	Remuneration Report	☐	☐	☐
Item 3	Re-election of Mr Toby Hall as a Director	☐	☐	☐
Item 4	Re-election of Ms Ingrid Player as a Director	☐	☐	☐
Item 5	**Approval of equity grants to the CEO**			
Item 5(a)	Grant of FY27 STI Deferred Equity Rights	☐	☐	☐
Item 5(b)	Grant of FY27 LTI Performance Rights	☐	☐	☐
Item 6	**Approval of equity grants to Dr Ian Kadish**			
Item 6(a)	Pro-rata grant of additional FY26 LTI Performance Rights	☐	☐	☐
Item 6(b)	Pro-rata grant of FY27 LTI Performance Rights	☐	☐	☐

		For	Against	Abstain
Item 7	Approval of issue of securities under the Company's Equity Incentive Plan	☐	☐	☐
Item 8	Renewal of the proportional takeover approval provisions in the Constitution	☐	☐	☐

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	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

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

Mobile Number	Email Address

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computershare

ONLINE MEETING GUIDE

Computershare

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.

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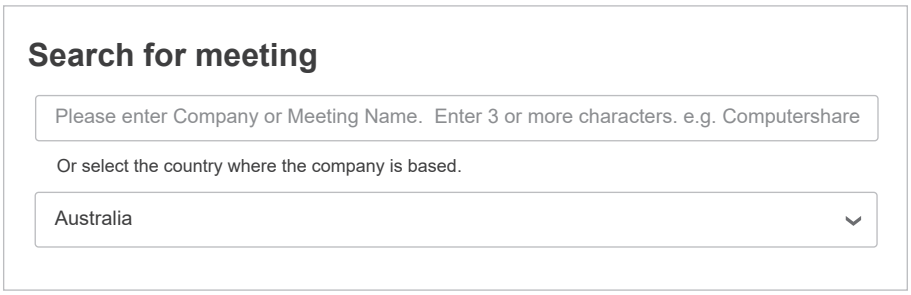
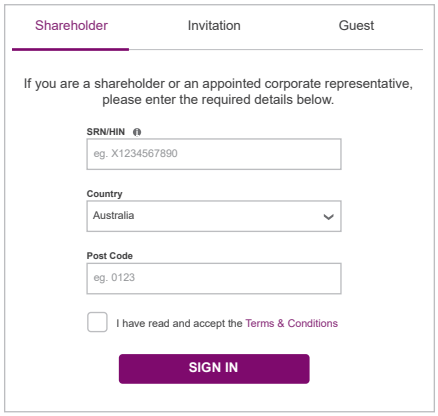
PARTICIPATING AT THE MEETING

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.



To register as a shareholder

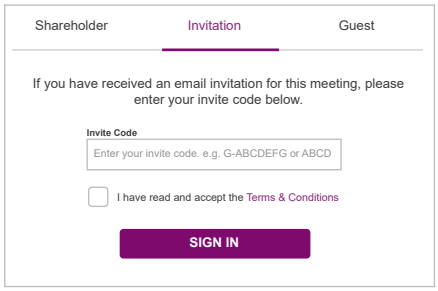
Select 'Shareholder', enter your SRN or HIN and select your country. If within Australia, also enter your postcode.



or

To register as a proxyholder

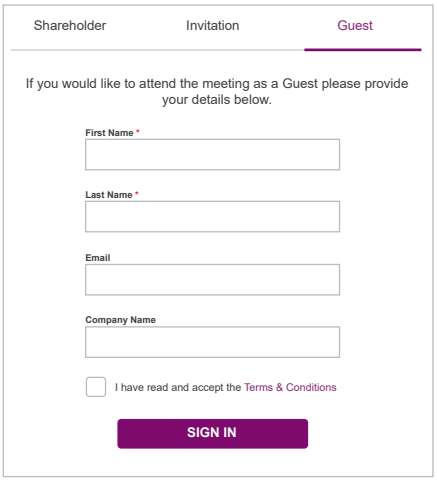
To access the meeting, click on the link in the invitation email sent to you. Or select 'Invitation' and enter your invite code provided in the email.



or

To register as a guest

Select 'Guest' and enter your details.



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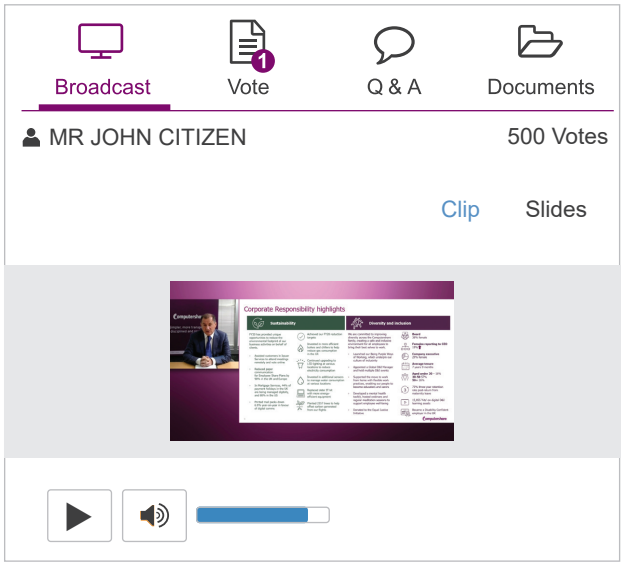
Broadcast

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.

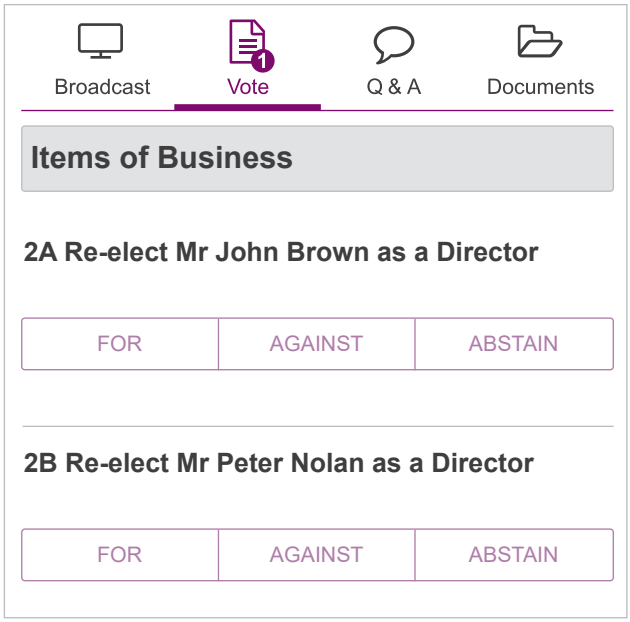


Vote

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.

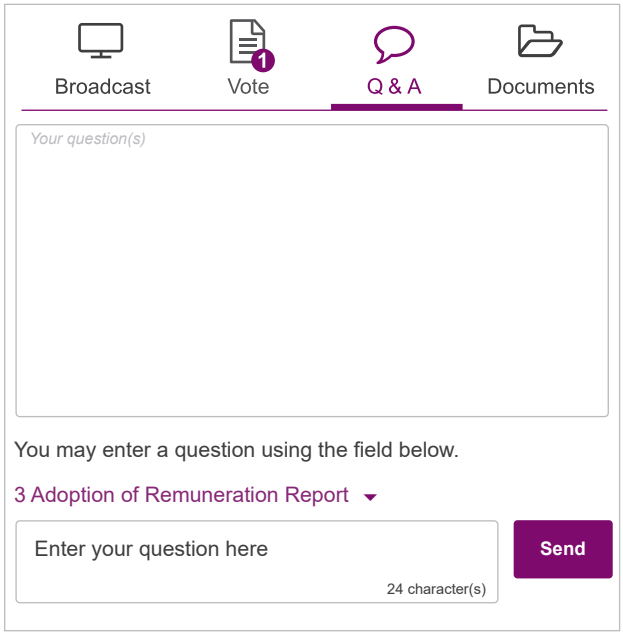
To change your vote, select 'Click here to change your vote' and press a different option to override.



Q & A

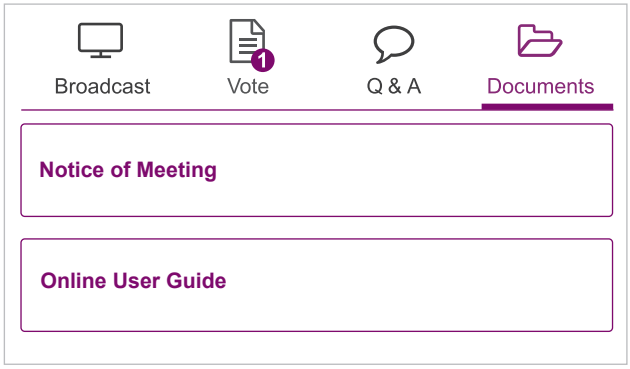
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

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.

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