SONIC HEALTHCARE LIMITED

20 October 2026

Company Announcements
Australian Securities Exchange
39 Martin Place
SYDNEY NSW 2000

NOTICE OF ANNUAL GENERAL MEETING 2026

In accordance with ASX Listing Rule 3.17, attached is a copy of the Notice and Access Letter, Notice of Meeting and Proxy Form in relation to Sonic Healthcare Limited's (ASX: SHL ; ADR: SKHHY) (***Sonic***) 2026 Annual General Meeting, which will be held as a hybrid meeting on Thursday, 19 November 2026 commencing at 9.00am Brisbane time (10.00am Sydney time).

The Notice and Access Letter, Notice of Meeting and Proxy Form will be made available to shareholders today.

In accordance with the Corporations Act:

- Sonic will not be dispatching physical copies of the Notice of Meeting to shareholders, unless a shareholder has made a valid election to receive documents in hard copy; and

- Sonic's 2026 Annual Report, which was lodged with the ASX on 24 September 2026, is accessible online at www.sonichealthcare.com/annual-reports, and will be sent only to those shareholders who have requested a copy.

This announcement has been authorised by Sonic's Company Secretary, whose contact details for further information are as follows:

Paul Alexander
Company Secretary
Sonic Healthcare
Telephone: +61 2 9855 5444
Email: paul.alexander@sonichealthcare.com

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SONIC HEALTHCARE LIMITED

ABN 24 004 196 909

Need assistance?

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

Online:
www.investorcentre.com/contact

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

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Sonic Healthcare Limited Annual General Meeting 2026

The Sonic Healthcare Limited Annual General Meeting will be held on Thursday, 19 November 2026 at 9:00am Brisbane time (10:00am Sydney 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 and use the below information:

Control Number:

SRN/HIN:

PIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 9:00am Brisbane time (10:00am Sydney time) on Tuesday, 17 November 2026.

ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: https://meetnow.global/MATJGZ2

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

ATTENDING THE MEETING IN PERSON

The meeting will be held at: Sullivan Nicolaides Pathology, 24 Hurworth Street, Bowen Hills, Brisbane QLD 4006

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.

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SONIC HEALTHCARE LIMITED

THIS DOCUMENT IS IMPORTANT

If you do not understand it or are in any doubt about how to act, you should consult your stockbroker, solicitor, accountant or other professional adviser immediately.

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NOTICE OF ANNUAL GENERAL MEETING 2026

AND

EXPLANATORY MEMORANDUM

The Annual General Meeting (***AGM***) of shareholders will be held on Thursday, 19 November 2026, commencing at 9.00am Brisbane time (10.00am Sydney time). The AGM will be held as a hybrid meeting providing shareholders with an opportunity to either attend in person or to participate online. To attend in person and engage with directors, shareholders are invited to Sullivan Nicolaides Pathology, 24 Hurworth Street, Bowen Hills, Brisbane QLD. Following the AGM, Sonic will host an in-person tour of its Brisbane hub laboratory where the AGM will be held. Investors wishing to attend are invited to register their interest (please note that the number of participants for the tour is limited so early registration is recommended) via the following link:
https://www.sonichealthcare.com/sonic-healthcare-brisbane-hub-laboratory-tour/

Shareholders can also participate in the AGM using the online platform which will include a facility for shareholders to ask questions in relation to the business of the meeting and to vote in real time at the meeting. These processes are set out in this Notice of Meeting.

Whilst shareholders will be able to ask questions and vote online during the meeting, you are encouraged to lodge a proxy ahead of the meeting at www.investorvote.com.au.

Proxies must be appointed in accordance with the instructions set out in this Notice of Meeting. Proxy appointments and any authority documents must be received by no later than 9.00am Brisbane time (10.00am Sydney time) on Tuesday, 17 November 2026.

A copy of Sonic's Annual Report for the financial year ended 30 June 2026 is accessible on Sonic's website at the following address: www.sonichealthcare.com/annual-reports. As permitted by the *Corporations Act 2001* (Cth) (*Corporations Act*), a physical copy of the Annual Report has been sent only to shareholders who have elected to receive a physical copy.

Level 22, Grosvenor Place, 225 George Street, Sydney NSW 2000, Australia
T +61 2 9855 5444 | **F** +61 2 9878 5066 | **E** contactus@sonichealthcare.com.au
Sonic Healthcare Limited ABN 24 004 196 909
www.sonichealthcare.com

SONIC HEALTHCARE LIMITED

How to participate in the online AGM

Shareholders can participate in the AGM and watch the webcast online from their computer or mobile device by entering the URL https://meetnow.global/MATJGZ2 in their browser.

The online platform will allow shareholders to view the meeting, vote and ask questions in real-time. To assist the meeting to run smoothly, shareholders are encouraged to lodge questions prior to the AGM. Questions may be submitted by emailing shareholder@sonichealthcare.com or by submitting an online question when lodging your proxy vote online at www.investorvote.com.au.

Important information: To access the portal and participate online, you will require your security holder number (SRN or HIN) and postcode, or if overseas your three character country code which can be obtained on the User Guide accessible on Sonic's website at the following address www.sonichealthcare.com/agm. Security holders can register from 8.30am Brisbane time (9.30am Sydney time) on Thursday, 19 November 2026.

How to submit your vote in advance of the meeting

Proxy appointments and any authority documents must be received by no later than 9.00am Brisbane time (10.00am Sydney time) on Tuesday, 17 November 2026. Instructions on how to appoint a proxy are on the online voting website, www.investorvote.com.au. Your proxy may be appointed in a variety of ways described on page 6 of the Notice of Meeting under 'Proxies'.

Further information on how to attend and participate online is set out on page 8 of this Notice of Meeting. We look forward to engaging with shareholders in this way, and we hope that you will either attend in person or participate online in the AGM.

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Notice of Annual General Meeting 2026

Notice is given that the 2026 Annual General Meeting of Sonic Healthcare Limited (***Sonic*** or the ***Company***) will be held as a hybrid meeting on Thursday, 19 November 2026, commencing at 9.00am Brisbane time (10.00am Sydney time).

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider:

(a) the Financial Report and Sustainability Report of the Company;

(b) the Directors' Report; and

(c) the Auditor's Report,

for the financial year ended 30 June 2026.

Election of Directors

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

1. *THAT Professor Mark Compton, who retires in accordance with Article 71 of the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.*

2. *THAT Mr Neville Mitchell, who retires in accordance with Article 71 of the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.*

3. *THAT Professor Suzanne Crowe, who retires in accordance with Article 71 of the Company's Constitution and, being eligible, offers herself for re-election, is re-elected as a Director of the Company.*

4. *THAT Mr Chris Wilks, who retires in accordance with Article 71 of the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.*

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Remuneration Report

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

5. *THAT the Remuneration Report for the financial year ended 30 June 2026 is adopted.*

***Note** that the vote on this resolution is advisory only and does not bind the Company or its Directors.*

Please refer to the instructions in the Additional Information – Proxies section on page 6 for details of how to appoint a proxy for this resolution.

VOTING EXCLUSION STATEMENT:

Sonic will disregard any votes cast (in any capacity) on Resolution 5 by or on behalf of a member of the key management personnel (being each Director of Sonic) or their closely related parties (including as proxy), unless the vote is cast by that person as proxy for a person entitled to vote in accordance with the direction on the Proxy Form, or where there is no specified voting direction, the vote is cast by the Chairman of the meeting as proxy, having been expressly authorised to vote on this resolution, even though it is connected with the remuneration of the Directors. A "closely related party" is defined in the Corporations Act and includes a spouse, dependent and certain other close family members, as well as any companies controlled by the Directors.

Approval of the issue of securities under the Sonic Healthcare Limited Employee Option Plan and Sonic Healthcare Limited Performance Rights Plan as an exception to ASX Listing Rule 7.1

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

6. *THAT, for the purposes of seeking approval as an exception to ASX Listing Rule 7.1 and all other purposes, the issue of options, and shares following the valid exercise of such options, under and in accordance with the terms of the Sonic Healthcare Limited Employee Option Plan be approved.*

7. *THAT, for the purposes of seeking approval as an exception to ASX Listing Rule 7.1 and all other purposes, the issue of performance rights, and shares following the valid exercise of such performance rights, under and in accordance with the terms of the Sonic Healthcare Limited Performance Rights Plan be approved.*

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Executive Director Remuneration – Approval of long term incentives

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

8. *THAT, for the purposes of ASX Listing Rules 10.14 and 7.1 and all other purposes, the grant of long term incentives up to a maximum value of $3,500,000 to Dr Jim Newcombe, Managing Director and Chief Executive Officer, under the Sonic Healthcare Limited Employee Option Plan and the Sonic Healthcare Limited Performance Rights Plan and the subsequent allotment of shares in respect of those incentives on the terms summarised in the Explanatory Notes, be approved.*

9. *THAT, for the purposes of ASX Listing Rules 10.14 and 7.1 and all other purposes, the grant of long term incentives up to a maximum value of $1,505,343 to Mr Chris Wilks, Finance Director and Chief Financial Officer, under the Sonic Healthcare Limited Employee Option Plan and the Sonic Healthcare Limited Performance Rights Plan and the subsequent allotment of shares in respect of those incentives on the terms summarised in the Explanatory Notes, be approved.*

VOTING EXCLUSION STATEMENT:

Sonic will disregard any votes cast in favour of:

- Resolutions 6 and 7 by or on behalf of any person who is eligible to participate under the Sonic Healthcare Limited Employee Option Plan or the Sonic Healthcare Limited Performance Rights Plan or any of their respective associates; and
- Resolutions 8 and 9 by or on behalf of any Director of Sonic (including Dr Newcombe and Mr Wilks), or any of their associates.

However, the Company need not disregard a vote cast in favour, if it is cast by:

- such persons as proxy or attorney for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney on the Proxy Form; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- 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.

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In addition, the Company will disregard votes cast by a Director (or any of their closely related parties) as proxy, where the appointment does not specify the way the proxy is to vote, unless the proxy is the Chairman of the meeting and has been expressly authorised to vote on behalf of someone entitled to vote on this resolution, even though it is connected with the remuneration of the Directors.

Please refer to the instructions in the "Additional Information – Proxies" section below for details of how to appoint a proxy for these resolutions.

Renewal of Proportional Takeover Bid Approval Provisions

To consider and, if thought fit, to pass with or without amendment, as a **special** resolution:

10. *THAT the modification of the Company's Constitution to renew the proportional takeover bid approval provisions contained in clauses 113 to 115 of the Constitution for a period of three years from the date of approval of this Resolution is approved under and for the purposes of sections 648G(4) and 136(2) of the Corporations Act and for all other purposes.*

ADDITIONAL INFORMATION:

This Notice of Meeting is accompanied by an Explanatory Memorandum which provides an explanation of the business of the meeting, including the proposed resolutions.

Voting Entitlements

1. For the purposes of the 2026 AGM, the shares of the Company that are on issue as at 6.00pm Brisbane time (7.00pm Sydney time) on Tuesday, 17 November 2026 will be taken to be held by those persons recorded on the register of shareholders at that time. Accordingly, you will be entitled to vote at the meeting if, and only if, you are a registered shareholder of the Company at 6.00pm Brisbane time (7.00pm Sydney time) on Tuesday, 17 November 2026. Transfers registered after that time will be disregarded in determining shareholders entitled to attend and vote at the meeting.

Custodian Voting

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

Proxies

3. A shareholder has a right to appoint a proxy, who need not be a shareholder of the Company.

4. If a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

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5. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of the shareholder's voting rights (disregarding fractions).

6. You may appoint a proxy using an electronic facility available at the website www.investorvote.com.au. At the website, shareholders will be able to view an electronic version of the Proxy Form, which will accept proxy appointments and register them accordingly. A shareholder who wishes to use this facility must register their proxy appointment by no later than 9.00am Brisbane time (10.00am Sydney time) on 17 November 2026.

   Shareholders are encouraged to notify an appointed proxy of their appointment to enable them to participate in the meeting and to exercise your voting instructions. Appointed proxies participating in the AGM online will need to contact Computershare Investor Services on +61 3 9415 4024 to obtain an email invitation to access the online platform.

   Completed Proxy Forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be received by Computershare no later than 9.00am Brisbane time (10.00am Sydney time) on Tuesday, 17 November 2026. The Proxy Form and authority must be returned as set out below:

   - by post to: Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001; or
   - by facsimile to: Computershare Investor Services Pty Limited 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

7. Directed Proxy Votes

   If you specifically direct a proxy how to vote on a proposed resolution, the proxy may only vote on that item in the way that you have directed. If you appoint someone other than the Chairman of the meeting as your proxy and give them voting instructions, the Chairman of the meeting must cast those proxy votes on your behalf on a poll if your nominated proxy does not do so.

8. Undirected Proxy Votes

   You are encouraged to consider how you wish to direct your proxy to vote. Other than the Company's key management personnel or their closely related parties voting as a proxy on Resolutions 5, 6, 7, 8 and 9, if a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as they think fit. Should any resolution, other than those specified in this Notice of Meeting, be proposed at the meeting, a proxy may vote on that resolution as they think fit.

   If you wish to appoint a Director of Sonic (other than the Chairman) or their closely related party or associate (as applicable to the relevant resolution) as your proxy, you must specify how they should vote on Resolutions 5, 6, 7, 8 and 9 by completing the "For", "Against" or "Abstain" boxes on the Proxy Form. If you do not do so, your proxy will not be able to exercise your vote on your behalf for those resolutions.

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If you appoint the Chairman (or the Chairman is appointed by default) as your proxy in relation to Resolutions 5, 6, 7, 8 and 9 but do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution on the Proxy Form, you expressly authorise the Chairman to exercise your proxy in relation to Resolutions 5, 6, 7, 8 and 9 even though the items are connected directly or indirectly with the remuneration of Directors. If you wish to appoint the Chairman as proxy with a direction to vote against, or to abstain from voting on Resolutions 5, 6, 7, 8 and 9, you must specify this by completing the "Against" or "Abstain" boxes on the Proxy Form.

The Chairman intends to vote undirected proxies in favour of all items of business.

9. Further details on how to participate in the online AGM

Shareholders can submit questions in relation to the business of the meeting, and vote on the resolutions in real time during the meeting via the online meeting platform.

Shareholders participating in the meeting using the online platform will be able to vote between the commencement of the meeting and the closure of voting as announced by the Chairman during the meeting.

By participating in the meeting online you will be able to:

- hear and view meeting slides;
- submit questions at the appropriate time whilst the meeting is in progress; and
- vote during the meeting.

Instructions on how to log on to ask questions during the meeting are outlined below and are available on Sonic's website at www.sonichealthcare.com/agm. Please note, only shareholders may ask questions online and only once they have been verified. It may not be possible to respond to all questions raised during the meeting. Shareholders are therefore encouraged to lodge questions prior to the AGM. Questions may be submitted by emailing shareholder@sonichealthcare.com or by submitting an online question when lodging your proxy vote online at www.investorvote.com.au.

If you choose to participate in the meeting online, registration will open at 8.30am Brisbane time (9.30am Sydney time) on Thursday, 19 November 2026.

To participate in the AGM online, you can log in to the meeting from your computer or mobile device, by entering the URL in your browser:
https://meetnow.global/MATJGZ2

Shareholders will need the following information to participate in the AGM in real-time:

1. Your SRN or HIN; and
2. The postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the Online Meeting Guide (link below) for their password details.

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Further information regarding participating in the AGM online, including browser requirements, is detailed in the AGM Online Meeting Guide available on Sonic's website www.sonichealthcare.com/agm.

10. All resolutions will be by poll

The Chairman intends to call a poll on each of the resolutions set out in this Notice of Meeting.

Technical Difficulties

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where he considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions and voting shareholders attending the AGM in person. For this reason, shareholders are encouraged to lodge a proxy by 9.00am Brisbane time (10.00am Sydney time) on 17 November 2026 even if they plan to attend online.

By ORDER of the Board of Directors

Paul Alexander
Company Secretary

Dated: 20 October 2026

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SONIC HEALTHCARE LIMITED

EXPLANATORY MEMORANDUM

ORDINARY BUSINESS

Financial Statements and Reports

The Financial Report and Sustainability Report of the Company and the reports of the Directors and Auditor's for the financial year ended 30 June 2026 will be laid before the AGM, as required by the Corporations Act. Shareholders can access a copy of the reports (which form part of Sonic's 2026 Annual Report) on the Company's website at www.sonichealthcare.com. As permitted by the Corporations Act, a physical copy of the Annual Report has been sent only to shareholders who have elected to receive a physical copy.

During this item of business, shareholders will be provided with a reasonable opportunity to ask questions about, and make comments on, the reports and the management, business and performance of the Company.

Shareholders will also be given a reasonable opportunity to ask a representative of 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, the policies adopted by the Company in relation to the preparation of the Sustainability Report or the independence of the auditor in relation to the conduct of the audit. Shareholders may also submit a written question to PricewaterhouseCoopers if the question is relevant to the content of the Auditor's Report for the financial year ended 30 June 2026 or the conduct of the audit of the financial report for that year. Questions for the auditor must be received by the Company by no later than Thursday, 12 November 2026. At the meeting, PricewaterhouseCoopers will be given the opportunity to answer, or table written answers to, relevant questions.

Resolutions 1, 2, 3 and 4 – Election of Directors

Under Article 71 of the Constitution of the Company and in accordance with the ASX Listing Rules, no Director, other than the Managing Director, may hold office for a continuous period in excess of 3 years or past the third AGM following the Director's appointment, whichever is the longer, without submitting for re-election. Professor Mark Compton, Mr Neville Mitchell, Professor Suzanne Crowe and Mr Chris Wilks are required to retire as Directors at the end of the 2026 AGM but, being eligible, offer themselves for re-election.

As disclosed in the Company's 2026 Annual Report, Mr Mitchell has informed the Board that, should he be re-elected at this year's Annual General Meeting, he will permanently retire from the Board by the end of that three-year term (in 2029). Ms Kate Spargo has also previously advised that she will permanently retire from the Board by the end of her current 3-year term (in 2027). Board and Board committee succession planning and renewal continues to be a priority. A process to recruit one, and perhaps two, new independent Non-executive Directors over the next twelve months is currently underway, having been paused whilst the Board concentrated on succession of the CEO role, and to allow further consideration of the skills and experience required once the CEO and significantly revised executive team were in place.

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Board recommendation for Resolutions 1 – 4

The Board (excluding the relevant Directors in respect of their own re-election) supports the re-election of Professor Mark Compton, Mr Neville Mitchell, Professor Suzanne Crowe and Mr Chris Wilks and recommends that shareholders vote in favour of each resolution.

Biographical details of the relevant Directors are set out below.

Professor Mark Compton AM
Chairman
BSc MBA FAICD FCHSM, FIML FRS (NSW)
Non-executive, independent Director, appointed October 2014 (Chairman from November 2015)

Prof Compton has extensive senior executive experience in healthcare services. He is currently Adjunct Professor in Management (Healthcare Leadership) at Macquarie University (Macquarie Business School), Non-executive Director of The Hospitals Contribution Fund of Australia and Non-executive Chairman of not-for-profit organisations St Luke's Care and the Order of St John (St John Ambulance).

His previous experience includes Chief Executive Officer of each of St Luke's Care, Immune Systems Therapeutics Limited and the Royal Flying Doctor Service of Australia. He was also Chief Executive Officer and Managing Director of the formerly ASX-listed companies SciGen Limited and Alpha Healthcare Limited.

Prof Compton has also held a number of non-executive director roles, including as Non-executive Chairman of ASX-listed Next Science Limited from May 2021 (Non-executive Director from 2018) to 23 August 2023, and for formerly ASX-listed Independent Practitioner Network Limited (2004-2008). He was also Chairman of the Woolcock Institute of Medical Research, Non-executive Director of Macquarie University Hospital and Chairman and Chancellor of St John Ambulance Australia (having served as a volunteer for more than 50 years).

In recognition of his work in the healthcare sector and his service to the community, he was awarded the Centenary Medal of the Commonwealth of Australia, appointed by Her Majesty the Queen as a Knight in the Order of St John in 2004 and as Bailiff Grand Cross in 2017, and was appointed as a Member of the Order of Australia (AM) in January 2010.

Prof Compton is a member of the Audit Committee and the Remuneration and Nomination Committee. He resides in Bowral, NSW and currently holds (personally) 459 and (beneficially) 16,557 Sonic shares. In recommending his re-election, the Board considered Prof Compton's tenure, independence of thought and judgement, performance, extensive experience in healthcare services and strong leadership as Chairman. The Board considers continuity of Board leadership particularly important during the transition of Company leadership from a very long serving CEO to the new CEO (Dr Jim Newcombe, appointed November 2025) and the need for support and stability in that transition. Such a transition is not a rapid event but a process over time and includes the Board's interaction with new executives appointed by the new CEO to strengthen the Company's leadership team.

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Prof Compton has the Board's unanimous support to continue as Chairman and to provide valuable leadership and ongoing support through this period of transition. Having regard to his tenure and all relevant circumstances, the Board considers Prof Compton to be an independent Director and his re-election to be in the best interests of shareholders.

Neville Mitchell

BCom CA

Non-executive, independent Director, appointed September 2017

Mr Mitchell is a qualified Chartered Accountant with international healthcare and finance experience. He was Chief Financial Officer and Company Secretary of ASX-listed Cochlear Limited (until March 2017), a world leading medical device developer, manufacturer and seller of hearing devices.

Mr Mitchell is currently on the boards of ASX and NZX -listed Fisher and Paykel Healthcare Corporation (Non-executive Director from November 2018, Non-executive Chair from August 2024) and ASX-listed Sigma Healthcare Limited (Non-executive Director from February 2023). He was formerly a Non-executive Director of ASX-listed Osprey Medical, Inc. (from July 2012 until May 2022) and QBiotics Group Limited (from November 2017 to May 2023). He has also performed roles with a number of industry and government committees.

Mr Mitchell is Chair of the Audit Committee and a member of the Risk Management Committee. Mr Mitchell resides in Sydney, NSW and currently holds (beneficially) 9,770 Sonic shares. In recommending his re-election, the Board recognised that he brings a wealth of international healthcare and finance experience to Sonic's Board. The Board considers him to be an independent Director.

Professor Suzanne Crowe AO

MBBS (Hons) FRACP MD FAICD

Non-executive, independent Director, appointed April 2020

Professor Crowe is a qualified medical specialist and physician-scientist, holding MBBS (Hons) and MD degrees from Monash University, and specialist qualifications in Infectious Diseases from the Royal Australasian College of Physicians. She is a Fellow of the Australian Institute of Company Directors, a Fellow of the Australian Academy of Health and Medical Sciences and holds a Diploma in Medical Laboratory Technology from the Royal Melbourne Institute of Technology University.

Professor Crowe's current positions include Non-executive Director of ASX and Nasdaq-listed Avita Medical, Inc. (from January 2016), and Emeritus Professor of Medicine at Monash University, Melbourne (from 2020). She was a Non-executive Director of St Vincent's Health Australia Ltd from January 2013 until October 2021. She retired from Burnet Institute as Associate Director in 2018 following a 30-year research career, having played an integral role in Burnet's development as a global research organisation.

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Professor Crowe retired as Principal Specialist in Infectious Diseases at The Alfred Hospital, Melbourne in 2019 after 35 years of service. She has served as a Member of the Prime Minister's Science Engineering and Innovation Council (India/China Working Group), as Head of the World Health Organization (WHO) Regional Reference Laboratory for HIV Resistance Testing and as an HIV advisor to WHO for 25 years. She was appointed as an Officer of the Order of Australia (AO) in 2020, in recognition of her distinguished service to health and aged care administration, clinical governance, biomedical research, and to education.

Professor Crowe is Chair of the Risk Management Committee and a member of the Remuneration and Nomination Committee. She resides in Melbourne, Victoria and currently holds (personally) 3,788 and (beneficially) 6,125 Sonic shares. In recommending her re-election, the Board recognised that she brings to the position specialist medical expertise and a diverse range of medical leadership experience. The Board considers her to be an independent Director.

Christopher Wilks

BCom FAICD
CFO and Finance Director
Executive Director, appointed December 1989

Mr Wilks became Finance Director and Chief Financial Officer of Sonic Healthcare in 1993. He has a background in chartered accounting and investment banking and was previously a partner in a private investment bank. Mr Wilks has held directorships in a number of public companies and is currently a Non-executive Director of Silex Systems Limited (since 1988), a listed company divested by Sonic in 1996.

Mr Wilks resides in Sydney, NSW and currently holds (personally) 535,799 and (beneficially) 112,867 Sonic shares. In recommending Mr Wilks' re-election, the Board has acknowledged the role he performs within Sonic is broader than the usual Chief Financial Officer role and Mr Wilks' strategic input, experience and reputation in the market are considered extremely valuable to Sonic.

Resolution 5 – Remuneration Report

Sonic's 2026 Annual Report contains the Company's 2026 Remuneration Report (forming part of the Directors' Report), which sets out the Board's remuneration policy and reports the remuneration arrangements in place and outcomes for key management personnel for the financial year ended 30 June 2026.

In designing the structure and measures used in Sonic's remuneration approach, the Sonic Board has been mindful of balancing shareholder interests with those of Sonic's key executives. The Board wants to reward shareholders for their trust in the Company, as well as reward excellent, long serving and committed executives. The Board remains committed to achieving the appropriate balance between shareholder and executive rewards and continues to monitor the alignment of Sonic's remuneration approach with Company performance.

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The remuneration policy and arrangements in place for the financial year ended 30 June 2026 were consistent with the prior year.

In accordance with the Corporations Act, the vote on Resolution 5 will be advisory only and will not bind the Directors or the Company.

Under the Corporations Act, a 25% or higher "no" vote on the remuneration report resolution at an Annual General Meeting triggers a reporting obligation on a listed company to explain in its next annual report how shareholders' concerns are being addressed. If a 25% or higher "no" vote on the subsequent remuneration report occurs at the next Annual General Meeting, a resolution must be put to shareholders (a "spill resolution") that another general meeting be convened to consider the election of certain Directors (the "spill meeting").

If the spill resolution is carried by an ordinary majority, the spill meeting must be held within 90 days and all Directors that were Directors when the 25% "no" vote was passed will cease to hold office immediately before the spill meeting (except for the Managing Director) and the general meeting will vote on whether those Directors should be re-elected.

Shareholders will be provided with a reasonable opportunity to ask questions about the 2026 Remuneration Report at the AGM.

Board recommendation for Resolution 5

The Board recommends that shareholders vote in favour of Resolution 5.

Resolutions 6 and 7 - Approval of the issue of securities under the Sonic Healthcare Limited Employee Option Plan and Sonic Healthcare Limited Performance Rights Plan as an exception to ASX Listing Rule 7.1

The issue of securities under the Sonic Healthcare Limited Employee Option Plan (the ***Option Plan***) was last approved by shareholders for the purposes of an exception to ASX Listing Rule 7.1 at the 2023 AGM on 16 November 2023. Since the date of that approval, a total of 29,335,904 options have been issued under the Option Plan, (including 444,508 options approved by shareholders at the 2023 AGM). 554,508 of these options have lapsed as performance conditions for vesting were not achieved and 28,781,396 have not yet vested.

The issue of securities under the Sonic Healthcare Limited Performance Rights Plan (the ***Performance Rights Plan***) was last approved by shareholders for the purposes of an exception to ASX Listing Rule 7.1 at the 2023 AGM held on 16 November 2023. Since the date of that approval, a total of 430,495 performance rights have been issued under the Performance Rights Plan (including 84,747 performance rights approved by shareholders at the 2023 AGM) of which 77,551 have been exercised. 86,753 of these performance rights have lapsed as performance conditions for vesting were not achieved and 266,191 have not yet vested.

Shareholder approval is accordingly being sought under Resolutions 6 and 7 for the purposes of Exceptions 9 and 13 in ASX Listing Rule 7.2 as an exception to Listing Rule 7.1.

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A voting exclusion statement is included in this Notice of Meeting. The material terms of the Option Plan and Performance Rights Plan are summarised below.

If shareholders approve the issue of securities under an employee incentive scheme (such as the Option Plan and Performance Rights Plan) as an exception to Listing Rule 7.1, then the annual 15% limit on issues of equity securities under Listing Rule 7.1 will not apply to any issue under that scheme for the 3 years following the date of approval. Accordingly, if Resolutions 6 and 7 are passed, the number of securities (shares or options) issued under the Option Plan and Performance Rights Plan by the Company for the 3 years following the date of this AGM will not count towards the annual 15% limit on the number of equity securities that Sonic may issue without shareholder approval. The Company believes it to be an appropriate corporate governance practice to seek approval of the issue of securities under the Option Plan and Performance Rights Plan as an exception to Listing Rule 7.1.

If shareholders do not approve the issue of securities under the Option Plan and Performance Rights Plan as an exception to Listing Rule 7.1, grants under the Option Plan and Performance Rights Plan by the Company on or after 19 November 2026 will count towards the 15% annual limit on the number of equity securities that Sonic may issue without shareholder approval.

Board recommendation for Resolutions 6 and 7

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

Summary of Option Plan

The terms of the Option Plan are summarised below.

1. Participants

The Company may offer options under the Option Plan as it sees fit to the following persons:

- a full-time or part-time employee of the Company, any associated body corporate of the Company, and any other entity the results of which form part of the consolidated financial results of the Company for financial reporting purposes (the ***Group***);
- an executive Director of the Group who has been such an executive Director for a continuous period of one year; and
- any other person (excluding Non-executive Directors) that provides services to a member of the Group and who the Board declares to be an employee for the purposes of the Option Plan.

2. Exercise price

Unless determined otherwise by the Board, the exercise price of an option issued under the Option Plan will be determined by adding 5 cents to the weighted average sale price per share for Sonic shares sold on the ASX in the five business days preceding the date of issue of the option.

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3. Exercise of options

Unless determined otherwise by the Board, the options will vest and become exercisable as follows:

- up to 50% of the options held may be exercised after 30 months from the date of issue;
- up to 75% of the options held may be exercised after 42 months from the date of issue;
- up to 100% of the options held may be exercised after 54 months from the date of issue; and
- options may not be exercised at any time after 58 months from the date of issue of the options, or if the options have lapsed.

If an option holder ceases to be an employee or executive Director by reason of dismissal, resignation or expiry of contract (other than as a result of the person reaching retirement age or suffering an illness or incapacity), the options held by that person will lapse unless the Company determines otherwise. If an option holder ceases to be an employee or executive Director by reason of retirement (as defined in the Option Plan), the options held by that person will remain capable of exercise in accordance with the time periods described above unless the Company determines otherwise.

Options may be exercised after the option holder gives the Company notice together with payment of the exercise price. If the option holder is not employed by an Australian based entity, shares will be issued to the option holder within 21 days of the Company's receipt of the exercise notice. If the option holder is employed by an Australian based entity, shares will either be issued to, acquired by or allocated to the trustee of the Sonic Healthcare Employee Share Trust (the *Trust*) within 21 days of the Company's receipt of the exercise notice. Shares held in the Trust are held on behalf of the Participant unless withdrawn from the Trust in accordance with the Option Plan.

At the Board's discretion an offer letter may specify additional vesting conditions and/or an exercise price and vesting period different to those specified under the terms of the Option Plan.

4. Consideration

Any monetary consideration payable for an issue of options must not exceed the lesser of 1 cent and 1% of the exercise price of the option.

5. Maximum number of shares

The number of shares that would be issued were each option under the Option Plan exercised must not at any time exceed 5% of the total number of shares in the Company on issue disregarding issues of options or issues of shares on the exercise of options following an offer or invitation to a person situated outside Australia or by an excluded offer or invitation. The maximum number of shares proposed to be issued under the Option Plan within the three-year period from the date of the passing of Resolution 6 will not exceed 24,711,898 shares, representing 5% of the shares on issue in the Company as at the date of this Notice of Meeting.

Shares issued on the exercise of an option will rank equally in all respects with other issued ordinary shares in the Company and the Company must apply for the quotation of such shares.

6. Takeover bid

If a takeover bid or other publicly announced proposal is made in respect of shares in the Company which the Board reasonably believes is likely to lead to a change of control (as defined in the Option Plan), any unexercised options may become exercisable (for a period of time) at the Board's discretion, having regard to pro-rata performance (including based on time of continued employment) and the circumstances around the potential change of control. After such period, unexercised options will continue in force subject to the terms of the Option Plan.

7. Adjustment

In the event of a pro-rata bonus or cash issue, the number of shares underlying the options on issue and/or the exercise price of the options may be adjusted in accordance with the ASX Listing Rules and the terms of the Option Plan. Adjustments will also be made if certain changes to the capital structure of Sonic occur, including consolidations, sub-divisions, reductions or returns.

8. Rights to new issues

Options do not confer on the relevant holder any rights to participate in new issues of securities by the Company or any other body corporate, except any rights arising in respect of a reorganisation of the Company's issued capital.

9. Alteration of the Option Plan

Subject to the requirements of the ASX Listing Rules, the Board may at any time vary the terms of the Option Plan, provided that the interests of the Participants are not, in the opinion of the Board, materially prejudiced.

Summary of Performance Rights Plan

1. Participants

All Directors and full-time or part-time employees are eligible participants under the Performance Rights Plan. The Board may, in its sole and absolute discretion, determine that an eligible participant may participate in the Performance Rights Plan and make an invitation to that participant.

2. Exercise Price

A performance right has a nil exercise price.

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3. Exercise of Performance Rights

Upon an invitation being made, the Board will determine the vesting conditions (if any) attaching to the performance rights. At the Board's discretion as set out in the invitation letter, a vested performance right will be exercisable by a participant by delivery to the Company of a signed exercise notice, or will be automatically exercised within the period specified by the Board in the invitation letter. Upon exercise of performance rights, the Board will instruct the trustee of the Trust to acquire, subscribe for and/or allocate shares to the participant, and the trustee will hold those shares on trust for the participant. Each performance right that is exercised entitles the participant to one share.

The performance rights will lapse on the earlier of:

- the cessation of employment of a participant (unless the Board exercises discretion where the participant is a good leaver); any vesting conditions not being satisfied (or the Board determining that they cannot be met prior to the expiry date); and the expiry date.

4. Consideration

No consideration is payable in respect of performance rights.

5. Maximum Performance Rights Allocation

The number of performance rights granted under the Performance Rights Plan must not exceed (assuming all outstanding performance rights were exercised) a maximum of 10% of the total number of shares in the Company on issue at the time of the grant of the performance rights. Shares issued for the purposes of the Performance Rights Plan will rank equally in all respects with other issued ordinary shares in the Company and the Company must apply for the quotation of such shares. The maximum number of shares proposed to be issued under the Performance Rights Plan within the three-year period from the date of the passing of Resolution 7 will not exceed 49,423,795 shares, representing 10% of the shares on issue in the Company as the date of this Notice of Meeting.

6. Capital Reconstructions

If the capital of the Company is reconstructed the performance rights and/or plan shares (as the case may be) will be treated in accordance with the ASX Listing Rules.

7. Amendment of the Performance Rights Plan

Subject to the requirements of the ASX Listing Rules and the Company's Constitution, the Board may at any time vary the terms of the Performance Rights Plan, provided that the interests of the Participants are not, in the opinion of the Board, materially prejudiced.

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Resolutions 8 and 9 - Approval of long term incentives for Dr Jim Newcombe, Managing Director and Chief Executive Officer, and Mr Chris Wilks, Finance Director and Chief Financial Officer

Background

Properly designed equity incentives are an important component of senior executive remuneration. Sonic's Executive Directors receive annual grants of equity-based remuneration in the form of options and performance rights over shares in Sonic Healthcare Limited (conditional on approval by shareholders), subject to performance conditions with measurement periods of three years.

Annual grants allow the Company to determine the appropriate performance hurdles each year for the grant being made, adjust the mix between type of instruments for changes in circumstances (e.g. tax law), and / or select different measures to take into account changes in the Company's strategy or context. Shareholders have the opportunity to vote on the proposed grants each year, taking into account recent Company performance.

The Remuneration and Nomination Committee has designed the current proposed grant of options and performance rights to these key Executives to ensure their remuneration is in line with market and appropriate to retain their services, after taking into consideration their other remuneration components. Shareholder and proxy adviser firm feedback on previous grants have also been taken into account.

The Board is seeking shareholder approval to align these key Executives' long term interests with those of shareholders. The Board believes it is appropriate to grant performance based equity to support long term shareholder returns and value creation.

The existing equity-based long term incentive arrangements for Dr Newcombe and Mr Wilks provide performance incentives through to the 2028 financial year (having been approved by shareholders at the 2024 and 2025 AGM's). The Board believes Dr Newcombe should build a significant shareholding in Sonic Healthcare Limited over time by receiving part of his remuneration in the form of options and performance rights over shares in Sonic Healthcare Limited as long term incentives that vest subject to performance conditions. Mr Wilks has been in his current role since 1993. His knowledge, experience, and the reputation he has in the market is considered extremely valuable to the Company. Mr Wilks has been one of the main driving forces behind Sonic's growth and value creation over the last three decades.

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As required by ASX Listing Rule 10.15.4, the details of the Executives' annual remuneration are as follows:

	Fixed Remuneration (*FR*)	Short Term Incentives (*STI*)	Long Term Incentives (*LTI*)
Dr Jim Newcombe (current remuneration)	$1,750,000	100% of FR at Target 150% of FR at maximum	177.8% of FR at target 200% of FR at maximum
Mr Chris Wilks (current remuneration)	$1,248,000	129.3% of FR at target 171.4% of FR at maximum	107.2% of FR at target 120.6% of FR at maximum

Dr Newcombe's fixed and total target remuneration amounts for the 2027 financial year remain unchanged since his appointment on 20 November 2025. Mr Wilks' fixed and total target remuneration (which had remained unchanged since 2023), increased by 4% from 1 July 2026, having previously remained constant since 2023 (with the exception of an additional short term incentive amount of up to $300,000 related to successful integration with the new senior leadership team, which applied for FY2026 and applies again for FY2027). Shareholders are referred to the Remuneration Report for further details of the Executives' remuneration.

Short term and long term incentive amounts are targets, subject to challenging performance hurdles and may not ever be received by the Executives. In the past 5 years, on average, 42% of available LTI options and performance rights have vested.

In accordance with the requirements of ASX Listing Rule 10.15.5, the number of securities that have been issued in total over the years of their tenure to each of Dr Newcombe and Mr Wilks under the Option Plan and Performance Rights Plan are as follows. Please note that the issues for Mr Wilks have occurred over a period of approximately 30 years. The issues for Dr Newcombe have occurred over the period from November 2021.

Options and Rights	Dr Jim Newcombe	Mr Chris Wilks
Options issued but not exercised or forfeited	490,342	400,192
Options issued, subsequently forfeited as performance conditions not met or otherwise lapsed in accordance with their terms of issue	20,000	2,438,862
Options vested and exercised Average price paid to exercise ($)	Nil Nil	3,765,628 $8.73
Rights issued but not exercised or forfeited	69,390	84,080
Rights issued, subsequently forfeited as performance conditions not met	Nil	208,671
Rights vested and exercised Average price paid to exercise ($)	Nil Nil	248,093 Nil

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Approval under ASX Listing Rule 10.14

Shareholder approval of the issue of the securities proposed under Resolutions 8 and 9 is required under ASX Listing Rule 10.14.1, which prohibits the Company from permitting any Director of the Company to acquire newly issued securities under an employee incentive scheme, such as the Option Plan and the Performance Rights Plan, without the approval of shareholders. Resolutions 8 and 9 seek shareholders' approval to the grant of LTI to provide performance incentives through to the 2029 financial year with a maximum value of:

- Dr Newcombe: $3,500,000 ; and
- Mr Wilks: $1,505,343

on the terms set out in this Notice of Meeting, as both Dr Newcombe and Mr Wilks are Directors of Sonic and approval is being sought under ASX listing Rule 10.14.1 and for all other purposes. 50% of this value will be issued as options over ordinary shares in Sonic under the Option Plan, and the remaining 50% will be issued as performance rights over ordinary shares in Sonic under the Performance Rights Plan. No consideration will be payable for the options or performance rights (however, an exercise price will be payable for the exercise of any options). The number of options and the number of performance rights to be issued, respectively, to each executive will be calculated in accordance with the valuation methodology set out on page 26.

The proposed LTI options and performance rights will vest three years from grant date, if challenging performance conditions (detailed below) are met for the period of three years to 30 June 2029. They will expire 5 years from grant date. Options can only vest when the market price of Sonic shares is higher than the exercise price.

If shareholder approval is obtained under Resolutions 8 and 9, it is intended that the options and performance rights will be granted to Dr Newcombe and Mr Wilks on the date of the 2026 AGM Meeting or shortly after that date (but not later than 3 years after the AGM or any adjournment of it).

A summary of the material terms of the Option Plan and the Performance Rights Plan is included within this Notice of Meeting (see the explanatory notes to Resolutions 6 and 7).

No loans have or will be made in respect of the Directors' proposed acquisition of options or performance rights under Resolutions 8 and 9.

Details of any securities issued under the Option Plan or the Performance Rights Plan will be published in each annual report of the Company relating to the period in which securities have been issued, including that approval for the issue of such securities was obtained under ASX Listing Rule 10.14.

Dr Newcombe and Mr Wilks are the only Directors who have been invited by the Board to be eligible to participate in the Option Plan or the Performance Rights Plan. Any other Directors, or associates of such Directors, of the Company who become entitled to participate in the Option Plan or the Performance Rights Plan after Resolutions 8 and 9 are approved, who are not named in this Notice of Meeting, will not participate until approval is obtained under Listing Rule 10.14.

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Performance conditions

Vesting of the options and performance rights is subject to challenging performance conditions that are designed to align the interests of the Executive Directors with those of shareholders.

Each performance condition will be applied separately to the options and performance rights as follows:

- 45% of the options and 45% of the performance rights are subject to the first performance condition *(PC1)*;
- 22% of the options and 22% of the performance rights are subject to the second performance condition (*PC2*); and
- 33% of the options and 33% of the performance rights are subject to the third performance condition *(PC3).*

Note that these percentages are impacted by the potential to earn up to a maximum of 150% for PC3. Based on target remuneration (as opposed to maximum) the percentages would be 50% (PC1), 25% (PC2) and 25% (PC3).

The performance conditions are as follows:

(a) PC1 – Total Shareholder Return (*TSR*)

Under PC1, Sonic's performance will be ranked by percentile according to its TSR relative to the TSR of the companies comprising the S&P ASX 100 Accumulation Index (excluding Banks and Resource companies). Relative TSR has been chosen as a performance hurdle as it provides a direct link between executive remuneration and shareholder return relative to the Company's peers. A relative measure is important, as it removes from the assessment broad market share price movements which are out of the control of the Executives. The Executive Directors will not derive any value from the LTI subject to PC1 unless Sonic's performance exceeds the median of the benchmark group.

The percentage of options and performance rights subject to PC1 that vest will be as follows:

TSR Ranking achieved	Percentage of Options and Rights that vest
Below the 51st percentile	Nil options and rights to which PC1 applies
51st percentile	50% of options and rights to which PC1 applies
Greater than 51st and less than 75th percentile	Pro rata between 50% and 100% of options and rights to which PC1 applies
75th percentile and above	100% of options and rights to which PC1 applies

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(b) PC2 – Return on Invested Capital (*ROIC*)

ROIC is calculated as Earnings before Interest and Tax, less related tax and minority interests, divided by average capital employed (a more detailed description of how ROIC is calculated is provided in the 2026 Annual Report, on page 7). It is expressed as a percentage. ROIC has been chosen as a performance hurdle as the Board believes that a primary focus in coming years should be improvement in the return from the substantial investments the Company has made into its businesses.

The Board sets a ROIC target at the beginning of each measurement year, taking into account market conditions and company-specific factors at the time. After completion of the three-year measurement period, the average of the actual ROIC over the three years will be compared to the average of the three ROIC targets (*Target Average ROIC*).

Measurement of the average actual ROIC will exclude any significant uncontrollable or one off events, and the initial impact of business development initiatives, as approved by the Board.

The percentage of options and performance rights subject to PC2 that vest will be as follows:

Average ROIC for FY2027 to FY2029	Percentage of Options and Rights that vest
Less than Target Average ROIC	Nil options and rights to which PC2 applies
Equal to Target Average ROIC	50% of options and rights to which PC2 applies
Greater than Target Average ROIC and less than 110% of Target Average ROIC	Pro rata between 50% and 100% of options and rights to which PC2 applies
110% of Target Average ROIC or greater	100% of options and rights to which PC2 applies

(c) PC3 – Earnings Per Share (*EPS*) Growth

This hurdle will be measured by comparing the Company's aggregate EPS over 3 years against an aggregate EPS target. EPS is calculated as Net Profit after Tax divided by the fully diluted weighted average number of ordinary shares on issue during a year, and for the purposes of the performance condition, will be calculated on a "constant currency" basis, using the same currency exchange rates to convert the 2027, 2028 and 2029 financial year foreign earnings into AUD as applied in the 2026 financial year, being the average rates for that year. Growth in EPS has been chosen as a hurdle as it is a direct measure of Company performance and maintains a strong correlation with long term shareholder return. Using a constant currency measure of EPS removes volatility from exchange rate movements that are out of the control or influence of the Executives.

The percentage of options and performance rights subject to PC3 that vest will be as follows:

Aggregate EPS for FY2027 to FY2029	Percentage of Options and Rights that vest
Less than 407 cents	Nil options and rights to which PC3 applies
407 cents	50% of options and rights to which PC3 applies based on target remuneration
Greater than 407 cents and less than 447 cents	Pro rata between 50% and 100% of options and rights to which PC3 applies based on target remuneration
447 cents	100% of options and rights to which PC3 applies based on target remuneration
Greater than 447 cents and less than 491 cents	Pro rata between 100% and 150% of options and rights to which PC3 applies based on target remuneration
491 cents or greater	150% of options and rights to which PC3 applies based on target remuneration

407 cents per share equates to compound annual growth of 5%, 447 cents per share equates to compound annual growth of 10% and 491 cents equates to compound annual growth of 15%, in each case over a base of 123.0 cents per share, which was the EPS for 2026.

If necessary to avoid an anomalous result, the Board may make adjustments in measuring performance under PC2 and PC3 to ensure the intent of the incentive plan is maintained.

Options and performance rights for which the performance conditions are not satisfied will be forfeited immediately after the performance measurement is finalised. There will be no retesting.

Following vesting of options and/or performance rights, ordinary shares in Sonic may be provided either by way of an issue of new shares or the purchase of existing shares on market by the trustee of the Trust in accordance with the relevant Plan rules. Options and performance rights are not eligible for dividends.

Should Dr Newcombe or Mr Wilks cease employment before their options and/or performance rights vest, the treatment of their unvested options and/or performance rights will depend on the circumstances of their cessation:

- Where they cease employment due to resignation or termination for cause (including gross misconduct), all of their unvested options and/or performance rights will automatically lapse.

- Where they cease employment in any other circumstances (including retirement), a pro-rata number (based on the portion of the performance period which has elapsed), of their unvested options and/or performance rights will remain on foot and be tested at the end of the performance period, and vest to the extent that the applicable performance conditions have been achieved.

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Notwithstanding the above, the Board retains full discretion to determine a different treatment in relation to their unvested options and/or performance rights.

For the proposed LTI, if a takeover bid or other public proposal is made for voting shares in the Company which the Board reasonably believes is likely to lead to a change of control, unvested options and performance rights may vest at the Board's discretion, having regard to pro-rata performance and the circumstances leading to the potential change of control.

Malus and clawback

Where, in the opinion of the Board, an executive has obtained, or will obtain, an unfair benefit as a result of an act which:

- constitutes fraud, or dishonest or gross misconduct in relation to the affairs of the Group or any Group Company;
- brings the Group or any Group Company into disrepute;
- is in breach of their obligations to the Group or any Group Company, including compliance with any applicable Company policy;
- constitutes a failure to perform any other act reasonably and lawfully requested of the participant; or
- has the effect of delivering strong Company performance in a manner which is unsustainable or involves unacceptably high risk, and results, or is likely to result, in a detrimental impact on Company performance following the end of the period;

the Board may, to ensure that no unfair benefit is obtained by the executive, in its absolute discretion, subject to applicable laws, determine any treatment in relation to the options and performance rights, including, without limitation, to:

- vary downwards (including to nil) the number of options and performance rights that vest;
- reset the performance conditions and/or alter the period applying to the options and performance rights;
- deem all or any options and performance rights which have not vested to have lapsed or been forfeited (as relevant);
- transfer shares held by or on behalf of the executive to a holding as determined by the Board, or require the executive to effect such a transfer;
- where resulting shares have been sold, require the executive to pay an amount of cash to the Company; or
- determine any other treatment in relation to the options and performance rights as the Board deems fit.

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Valuation

The number of options to be issued to each Executive will be calculated based on a Black Scholes methodology valuation at the date of issue (proposed to be the date of the 2026 AGM or shortly after), and the exercise price of the options will be determined using the Volume Weighted 5-day Average Market Price (***5 day VWAP***) for Sonic shares preceding the date of issue. The valuations will not allow for any discount relating to the performance conditions. For example, using a date of issue of 1 October 2026, the number of options and performance rights would be calculated as follows:

Notional valuation date	1 October 2026
Sonic 5 day VWAP share price	$18.81
Exercise price of options	$18.81
Share price volatility	23.9%
Estimated dividend yield	5.45%
Maximum life of the options (grant date to expiry assuming vesting)	5 years
Risk free rate (based on Australian Government bonds)	5.02%
Average value of options	$2.897
Percentage of maximum value of LTI to be issued as options	50%
Maximum value of LTI for Dr Newcombe ((200% x $1,750,000)	$3,500,000
Maximum value of LTI for Mr Wilks (25% x $1,338,802 x 150%)+(75% x $1,338,082)	$1,505,343
Options that would be issued to Dr Newcombe using these assumptions	604,073
Options that would be issued to Mr Wilks using these assumptions	259,811

The number of performance rights to be issued to each Executive will be calculated at the date of issue by dividing 50% of the maximum value of LTI by the 5 day VWAP for Sonic shares preceding the date of grant. For example, based on a 5 day VWAP of A$18.81, Dr Newcombe would be issued 93,036 performance rights (50% of $3,500,000 divided by $18.81) and Mr Wilks would be issued 40,014 performance rights (50% of $1,505,343 divided by $18.81).

The options and performance rights will not be listed on the ASX. Upon exercise, the shares issued or acquired will be held on trust by the trustee of the Trust until withdrawn in accordance with the terms of the applicable Plan.

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Issues of securities since the last approval by shareholders

1. Options

At the 2025 AGM, shareholders approved the issue of LTI resulting in the issue of options for nil consideration under the Option Plan as follows:

- Dr Newcombe – 345,342 options (exercise price: $21.18) issued on 20 November 2025; and
- Mr Wilks – 233,760 options (exercise price: $21.18) issued on 20 November 2025.

These options will vest three years from grant date, if challenging performance conditions are met for the period of three years to 30 June 2028. They will expire five years from grant date.

2. Performance Rights

At the 2025 AGM, shareholders approved the issue of LTI resulting in the issue of performance rights for nil consideration under the Performance Rights Plan as follows:

- Dr Newcombe – 50,481 performance rights (nil exercise price) issued on 20 November 2025; and
- Mr Wilks – 34,170 performance rights (nil exercise price) issued on 20 November 2025.

These performance rights will vest three years from grant date, if challenging performance conditions are met for the period of three years to 30 June 2028. They will expire five years from grant date.

Performance rights were also issued for nil consideration under the Performance Rights Plan on 24 September 2026 in part satisfaction of the Executives' 2026 STI. These performance rights are exercisable from 1 March 2027 until 1 October 2027 (expiry date). The exercise of these performance rights will be satisfied by existing Sonic shares purchased on-market. The resulting shares are to be held by the trustee of the Trust until at least 24 September 2028. The number of rights issued was as follows:

- Dr Newcombe – 18,909 performance rights (nil exercise price); and
- Mr Wilks – 22,340 performance rights (nil exercise price).

There have been no other securities issued to Directors or their associates under the Option Plan or Performance Rights Plan since the last approval by shareholders.

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Board recommendation for Resolutions 8 and 9

Following a recommendation by the Remuneration and Nomination Committee, the Board has approved the proposed LTI grants. The Remuneration and Nomination Committee has agreed these arrangements with Dr Newcombe and Mr Wilks, subject to shareholders' approval. Should shareholders not approve the issue of the options and performance rights, the Remuneration and Nomination Committee will need to negotiate alternative arrangements.

The Board (other than Dr Newcombe or Mr Wilks, given their interest) recommend that shareholders vote in favour of Resolutions 8 and 9.

Resolution 10 – Renewal of Proportional Takeover Bid Approval Provisions

Background

The Company's Constitution contains proportional takeover bid approval provisions (***Proportional Takeover Provisions***) which enable the Company to refuse to register securities acquired under a proportional takeover bid unless a resolution is passed by shareholders in general meeting approving the offer.

Under the Corporations Act, proportional takeover provisions expire after three years from adoption or renewal and may then be renewed. The Proportional Takeover Provisions in the current Constitution will expire on 16 November 2026 and will cease to apply on that date, unless renewed.

Resolution 10 seeks the approval of shareholders to modify the Constitution by renewing the Proportional Takeover Provisions for a further three years under sections 648G(4) and 136(2) of the Corporations Act. The proposed Proportional Takeover Provisions are identical to those previously contained at clauses 113 to 115 of the Constitution, and a copy of the Constitution can be accessed via https://www.sonichealthcare.com/constitution.

The Corporations Act requires the Company to provide shareholders with an explanation of the Proportional Takeover Provisions as set out below.

Information required by section 648G of the Corporations Act

(a) What is a proportional takeover bid?

A proportional off-market takeover bid (***Proportional Takeover Bid***) is a takeover offer sent to all shareholders but only for a specified portion of each shareholder's securities. Accordingly, if a shareholder accepts in full the offer under a Proportional Takeover Bid, it will dispose of the specified portion of its securities in the Company and retain the balance of the securities.

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(b) Effect of renewal

If renewed and if a Proportional Takeover Bid is made to shareholders of the Company, pursuant to clauses 113 to 115 of the Constitution, the Board of the Company may either:

- convene a meeting of shareholders to vote on a resolution to approve the proportional takeover; or
- approve the proportional takeover by means of a postal ballot.

The resolution is taken to have been passed if a majority of securities voted at the meeting, excluding the securities of the bidder and its associates, vote in favour of the resolution. Where the resolution approving the Proportional Takeover Bid is passed, transfers of securities resulting from accepting the Proportional Takeover Bid are registered provided they otherwise comply with the Corporations Act, the ASX Listing Rules, the ASX Operating Rules and the Company's Constitution. If the resolution is rejected, then under the Corporations Act the Proportional Takeover Bid is deemed to be withdrawn.

The Directors consider that shareholders should have the opportunity to renew the Proportional Takeover Provisions. Without the Proportional Takeover Provisions applying, a Proportional Takeover Bid for the Company may enable effective control of the Company to be acquired without shareholders having the opportunity to dispose of all of their securities to the bidder. Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their securities whilst leaving themselves as part of a minority interest in the Company.

Without the Proportional Takeover Provisions, if there was a Proportional Takeover Bid and shareholders considered that control of the Company was likely to pass, shareholders would be placed under pressure to accept the Proportional Takeover Bid even if they did not want control of the Company to pass to the bidder. Renewing the Proportional Takeover Provisions will make this situation less likely by permitting shareholders to decide whether a Proportional Takeover Bid should be permitted to proceed.

(c) No knowledge of present acquisition proposals

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

(d) Potential advantages and disadvantages

The renewal of the Proportional Takeover Provisions will enable the Directors to formally ascertain the views of shareholders about a Proportional Takeover Bid. Without these provisions, the Directors are dependent upon their perception of the interests and views of shareholders. Other than this advantage, the Directors consider that renewal of the Proportional Takeover Provisions has no potential advantages or potential disadvantages for them, as they remain free to make a recommendation on whether a Proportional Takeover Bid should be accepted.

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The Directors consider that renewing the Proportional Takeover Provisions benefits all shareholders in that they will have an opportunity to consider a Proportional Takeover Bid and then attend or be represented by proxy at a meeting of shareholders called specifically to vote on the proposal. Accordingly, shareholders are able to prevent a Proportional Takeover Bid proceeding if there is sufficient support for the proposition that control of the Company should not be permitted to pass under the Proportional Takeover Bid. Furthermore, knowing the view of shareholders assists each individual shareholder to assess the likely outcome of the Proportional Takeover Bid and whether to accept or reject that bid.

As to the possible disadvantages to shareholders of renewing the Proportional Takeover Provisions, potentially, the proposal makes a Proportional Takeover Bid more difficult and a Proportional Takeover Bid may therefore be discouraged. This may reduce the opportunities which shareholders may have to sell all or some of their securities at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's Share price. The Proportional Takeover Provisions may also be considered an additional restriction on the ability of individual shareholders to deal freely on their securities.

The Directors consider that there are no other advantages or disadvantages for Directors or shareholders which arose during the period during which the Proportional Takeover Provisions were in effect, other than those discussed in this section.

On balance, the Directors consider that the possible advantages outweigh the possible disadvantages so that the renewal of the Proportional Takeover Provisions is in the interest of shareholders.

Resolution 10 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

Board recommendation for Resolution 10

The Board recommends that shareholders vote in favour of Resolution 10.

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SONIC HEALTHCARE LIMITED

ABN 24 004 196 909

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 **9:00am Brisbane time (10:00am Sydney time) on Tuesday, 17 November 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. Refer to the Additional Information section of the Notice of Meeting and Step 1 of this form for information on appointing proxies.

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.
If you wish to appoint a member of Sonic's key management personnel (including its Directors) or their closely related parties (other than the Chairman) as your proxy, you must specify how they should vote on Items 5 to 9 by marking the appropriate box. If you do not, your proxy will not be able to vote for Items 5 to 9.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

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

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 189232

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Sonic Healthcare Limited hereby appoint

☐ **the Chairman of the Meeting** **OR** _____

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Sonic Healthcare Limited to be held at Sullivan Nicolaides Pathology, 24 Hurworth Street, Bowen Hills, Brisbane QLD 4006 and as an online meeting on Thursday, 19 November 2026 at 9:00am Brisbane time (10:00am Sydney time) and at any adjournment or postponement of that meeting.

I/we acknowledge that the Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: If I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy on Items 5 to 9 (except where I/we have indicated a different voting intention below) even though the Chairman is, and those items are connected directly or indirectly with the remuneration of, a member of Sonic's key management personnel.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman of the Meeting to vote for or against or abstain from voting on Items 5 to 9 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS		For	Against	Abstain
Resolution 1	Re-election of Professor Mark Compton as a Non-executive Director	☐	☐	☐
Resolution 2	Re-election of Mr Neville Mitchell as a Non-executive Director	☐	☐	☐
Resolution 3	Re-election of Professor Suzanne Crowe as a Non-executive Director	☐	☐	☐
Resolution 4	Re-election of Mr Chris Wilks as a Director	☐	☐	☐
Resolution 5	Adoption of Remuneration Report	☐	☐	☐
Resolution 6	Approval of the issue of securities under the Sonic Healthcare Limited Employee Option Plan	☐	☐	☐
Resolution 7	Approval of the issue of securities under the Sonic Healthcare Limited Performance Rights Plan	☐	☐	☐
Resolution 8	Approval of long term incentives for Dr Jim Newcombe, Managing Director and Chief Executive Officer	☐	☐	☐
Resolution 9	Approval of long term incentives for Mr Chris Wilks, Finance Director and Chief Financial Officer	☐	☐	☐
Resolution 10	Renewal of Proportional Takeover Bid Approval Provisions	☐	☐	☐

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	**Director**	**Director/Company Secretary**	**Date**

Update your communication details *(Optional)*

Mobile Number _____

Email Address _____

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

SHL

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