Pro Medicus Limited
450 Swan Street Richmond
Victoria 3121 Australia
T +61 3 9429 8800
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promedicus.com

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23 October 2026

Dear Shareholder,

On behalf of the Board, I am pleased to invite you to attend the Annual General Meeting (**AGM**) of Pro Medicus Limited (**Pro Medicus**) which will be held on Wednesday 25 November 2026 commencing at 10.00am (AEDT).

Notice of Meeting

The Notice of Meeting for the AGM which sets out the resolutions being put to the meeting, important participation and voting information and the Explanatory Memorandum is available on the Pro Medicus website at **www.promed.com.au/investors.**

Participation in the AGM – before the meeting

Vote or appoint a proxy

- Return the hard-copy Voting/Proxy Form or vote online at **au.investorcentre.mpms.mufg.com**. If you appoint a proxy other than the Chairman, you must provide your intended proxy's email address
- To be valid, your vote or proxy appointment must be received by **10.00am (AEDT)** on **Monday 23 November 2026.**

Ask a question

- Submit questions online at **au.investorcentre.mpms.mufg.com** by **5.00pm, Friday 20 November 2026.**

Participation in the AGM – at the meeting

In person

The meeting will be held as a hybrid meeting, with attendance at Leonda By The Yarra, 2 Wallen Road, Hawthorn, VIC, 3122 and online access.

Join online

- Enter **https://meetings.openbriefing.com/PME26** into a web browser
- Enter your name, phone number, email, and participant type and select 'Register' to register
- If you are a shareholder, enter your SRN/HIN and postcode. The SRN/HIN is on the top of your Voting/Proxy Form
- If you are a proxy, enter the code that Link will email to you 12 hours before the AGM
- The portal will display a split screen of the live webcast and AGM presentation slides
- For further information on how to attend online, please refer to the Online Meeting Guide at **http://www.promed.com.au/investors.**

Vote online

Only shareholders, proxyholders, body corporate representatives or attorneys can vote.

- Once you have registered via the portal, your voting card will appear on the bottom left of your screen
- Voting will open at the start of the AGM
- Select 'Get a Voting Card' to complete your voting card
- If you have more than one shareholding, please continue to click on 'Get a Voting Card' to receive multiple cards for each of your additional holdings

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Ask a question online
Only shareholders, proxyholders, body corporate representatives or attorneys can ask questions.

- Click on the 'Ask a Question' box at the top or the bottom of the webpage
- Select the category/resolution to which your question relates from the 'Regarding' menu and type your question
- Questions will be read aloud to the AGM

Please refer to the Online Meeting Guide at **http://www.promed.com.au/investors** for further details about attending via the online portal. If you need assistance, please call +61 1800 990 363.

On behalf of the Board, I would like to thank you for your continued support, and we look forward to your attendance and participation at the AGM.

Yours sincerely,



Danny English
Company Secretary

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services

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2026
Notice of
Annual General Meeting

Wednesday 25 November 2026
10.00am AEDT

Pro Medicus Limited
ACN 006 194 752

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Participation in the AGM

The Annual General Meeting (**AGM**) of Pro Medicus Limited (**Pro Medicus**) will be held on Wednesday 25 November 2026 commencing at 10.00am (AEDT) at Leonda By The Yarra, 2 Wallen Road, Hawthorn, VIC 3122.

To make the meeting as accessible as possible for all Shareholders, we are offering the following options.

Shareholders can participate in the AGM in the following ways:

Before the AGM

AGM Notice of Meeting

Access online at **www.promed.com.au/investors**.

Request a hard copy of the Notice of Meeting by phone +61 1300 554 474 or email **support@cm.mpms.mufg.com**

Vote or appoint proxy

Return the hard copy Proxy Form or vote online at **au.investorcentre.mpms.mufg.com.**

To be valid, your proxy appointment must be received by **10.00am AEDT** on **Monday 23 November 2026**

Ask a question

Submit questions online at **au.investorcentre.mpms.mufg.com** by **5.00pm on Friday 20 November 2026**

At the AGM

Join online

Enter https://meetings.openbriefing.com/PME26 into a web browser.

- Enter your name, phone number, email and participant type and select 'Register' to register.
- If you are a Shareholder, enter your SRN/HIN
- If you are a proxy, enter the code that MUFG Corporate Markets will email to you 24 hours before the AGM

Vote online

Only Shareholders, proxyholders, body corporate representatives or attorneys can vote.

- Once you have registered via the portal, your voting card will appear on your screen.
- Voting will open at the start of the AGM.
- Select 'Get a Voting Card' to vote

Ask a question online

Only Shareholders, proxyholders, body corporate representatives or attorneys can ask questions.

- Click on the 'Ask a Question' box at the top or the bottom of the webpage.
- Select the category/resolution to which your question relates from the 'Regarding' menu and type your question.
- Questions will be read aloud verbatim at the AGM

Attend and ask questions by web phone

If you wish to ask a question or make a comment orally rather than via the online platform, you can participate in the AGM via web phone. Only Shareholders, proxyholders, body corporate representatives or attorneys can listen to the AGM and ask questions. Further, it will not be possible to vote by web phone.

Please refer to the Virtual Meeting Online Guide at **http://www.promed.com.au/investors** for further details about attending via the online portal.

If you need assistance, please call +61 1300 554 474.

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Chair's message

23 October 2026

Dear Pro Medicus Shareholder,

On behalf of the Board, I am pleased to invite you to attend the AGM of Pro Medicus Limited which will be held on Wednesday 25 November 2026 commencing at 10.00am (AEDT).

The meeting will be held as a hybrid meeting, with physical attendance at Leonda By The Yarra, 2 Wallen Road, Hawthorn, VIC, 3122 and online access.

All Pro Medicus investors can participate in the AGM, either in person or through the online platform at https://meetings.openbriefing.com/PME26. Details on how to join online are set out in the attached Notice of Meeting and in the Virtual Meeting Online Guide which are available on our website at **www.promed.com.au/investors.**

Shareholders participating in the AGM through the online platform or by web phone will have the opportunity to submit or ask questions of the Board and Pro Medicus' external auditors during the AGM. If you would like to ask a question prior to the AGM, please do so through our Share Registry at au.investorcentre.mpms.mufg.com.

Please read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider how to vote on each resolution related to the items of business of the AGM.

I encourage you to read our 2026 Annual Report which provides a detailed overview of business performance last financial year https://www.promed.com.au/investors/annual-reports/

Thank you for your continued support of Pro Medicus. My fellow Directors and I look forward to the opportunity to provide you with a progress update and to hear your views at our AGM.

Yours sincerely,



Peter T. Kempen AM
Chair

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Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of the Shareholders of Pro Medicus Limited (**Company** or **Pro Medicus**) will be held as a hybrid meeting, on Wednesday, 25 November 2065 at 10:00am Australian Eastern Daylight Time (AEDT) (**Meeting**). Shareholders can participate in the Meeting via the online platform at https://meetings.openbriefing.com/PME26, via web phone or in person at Leonda By The Yarra, 2 Wallen Road, Hawthorn, VIC 3122.

The Explanatory Memorandum accompanying this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum, Voting Procedures and the Proxy Form comprise part of this Notice.

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Items of business

Item 1: Financial statements and reports

To receive and consider the Financial Report, the Directors' Report and the Auditors' Report for the Company for the year ended 30 June 2026.

All Shareholders can view the Annual Report, which contains the Financial Report for the year ended 30 June 2026, at https://promed.com.au/investors/annual-reports.

Item 2: Remuneration Report

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

"To adopt the Remuneration Report for the year ended 30 June 2026."

Notes:

(i) In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.

(ii) A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

Item 3: Election of Directors

Item 3.1: Re-election of Ms Deena Shiff

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

"That Ms Deena Shiff, being a Director who is retiring in accordance with the Company's Constitution and Listing Rule 14.4, and being eligible, offers herself for re-election, be re-elected as a director of the Company."

Item 3.2: Re-election of Dr Leigh Farrell

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

"That Dr Leigh Farrell, being a Director who is retiring in accordance with the Company's Constitution and Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a director of the Company."

Item 3.3: Re-election of Mr Anthony Hall

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

"That Mr Anthony Hall, being a Director who is retiring in accordance with the Company's Constitution and Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a director of the Company."

Item 3.4: Election of Mr Timothy Reed

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

"That Mr Timothy Reed, being a Director who was appointed by the Directors on 01 October 2026 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and being eligible, offers himself for election, be elected as a director of the Company."

Item 4: Approval to issue securities under the Pro Medicus Limited Long-Term Incentive Plan

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

"That approval is given to issue securities under the Pro Medicus Limited Long-Term Incentive Plan under ASX Listing Rule 7.2 Exception 13(b) on the terms and conditions set out in the Explanatory Memorandum."

ASX Listing Rule voting exclusion - In accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of this Resolution 4 by or on behalf of a person who is eligible to participate in the Pro Medicus Limited Long-Term Incentive Plan or an associate of those persons.

Corporations Act voting exclusion - In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution 4 if:

(a) the proxy is either:
    a. a member of the Key Management Personnel; or
    b. a Closely Related Party of such a member; and
(b) the appointment does not specify the way the proxy is to vote on this Resolution 4.

However, the above prohibition does not apply if:

(c) the proxy is the Chair; and
(d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution 4 is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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Voting Procedures

All resolutions will be by poll

In accordance with the Company's Constitution (**Constitution**) the Chair intends to demand a poll on each of the resolutions proposed at the Meeting. Each resolution considered at the Meeting will therefore be conducted by a poll. The Chair considers voting by poll to be in the interests of Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

Entitlement to vote

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 07.00pm (AEDT) on Monday 23 November 2026 (**Entitlement Time**).

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

How to vote – before the AGM

Appointment of Proxy

A Shareholder who is entitled to vote at this Meeting is entitled to appoint not more than two proxies to vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Items 2 (see the Explanatory Memorandum):

- If a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines; and
- If a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting.

Submitting your Proxy Form

To be valid, a Proxy Form must be received by the Company in the manner set out in this Notice.

The Chair's decision on the validity of a vote cast by a proxy or vote cast in person, is conclusive and the Company reserves the right to declare invalid any Proxy From not received in this manner.

For your proxy vote prior to the AGM to be effective, your completed, signed and lodged Proxy Form (together with the relevant original power of attorney, or a certified copy if the proxy is signed by an attorney, must be received by the Company's Share Registry, MUFG Corporate Markets (AU) Limited, no later than 10.00am (AEDT) on Monday 23 November 2026 (**Proxy Deadline**). After this time, you will still be able to lodge your vote during the AGM by using the online platform.

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Proxy forms may be submitted in one of the following ways:

Online: Via the Company's Share Registry at au.investorcentre.mpms.mufg.com You will need your Securityholder Reference Number (**SRN**) or Holding Identification Number (**HIN**) and postcode for your shareholding.

Mobile device: Using a mobile device by scanning the QR code on the back of the Proxy Form. You will also need your SRN or HIN and postcode for your shareholding.

By post: Pro Medicus Limited C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches MUFG Corporate Markets by the Proxy deadline.

By fax: (02) 9287 0309 (within Australia), +61 2 9287 0309 (from outside Australia).

By hand delivery:

MUFG Corporate Markets (AU) Limited

Parramatta Square, Level 22, Tower 6,

10 Darcy Street, Parramatta NSW 2150

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

Power of Attorney

A proxy appointment and the original power of attorney (if any) under which the proxy appointment is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than the Proxy Deadline.

How to vote – during the AGM

Using the online platform

Shareholders can vote directly using the online platform https://meetings.openbriefing.com/PME26 at any time between the commencement of the AGM (10.00am AEDT on Wednesday 25 November 2026) and the closure of voting as announced by the Chair during the AGM.

Shareholders will be able to cast their vote using the electronic voting card received after clicking the 'Get a Voting Card' button. If you have more than one shareholding, continue to click on 'Get a Voting Card' to receive cards for each of your holdings. Shareholders can then choose to vote at any time during the meeting. A change can be made to your vote at any time while voting remains open.

More information about how to use the online platform, including how to vote and ask questions online during the AGM, is available in the Virtual Meeting Online Guide, which has been lodged with the ASX and is available at our website at www.promed.com.au/investors**.** If you intend to use the online platform, we recommend that you check to ensure the online platform works on your device before the AGM.

Proxy Voting by the Chair

For Item 2 (Remuneration Report), where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on Items 2, the Shareholder is expressly authorising the Chair to vote in accordance with the Chair's voting intentions for these items of business, even though Item 2 is connected directly or indirectly with the remuneration of Key Management Personnel (**KMP**).

The Chair intends to vote all undirected proxies in favour of all the resolutions in the Notice of Meeting, including Item 2.

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Submitting questions

Before the AGM

Shareholders can submit questions in advance of the AGM via the Share Registry website at au.investorcentre.mpms.mufg.com

Please submit any questions by 5.00pm on Friday 20 November 2026.

Questions will be collated, and the Chair and/or Chief Executive Officer will seek to address as many of the more frequently raised topics as possible during the AGM. Please note that individual responses will not be sent to Shareholders.

During the AGM

Shareholders will be able to submit or ask questions or comments at any time during the meeting:

- if attending online: by using the 'Ask a Question' tab on the screen. We encourage you to ask your questions as early as possible in the meeting. The questions will be read out at the meeting verbatim on your behalf.
- If attending by web phone (once registered via the process described in the online guide). When it is time to ask your question, the moderator will introduce you to the Meeting, your line will be unmuted, and you can then start speaking. Your line will be muted once your question is answered.

By order of the Board.



Danny English
Company Secretary
23 October 2026

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Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in relation to the business to be conducted the Company's AGM to be held at 10.00am AEDT on Wednesday, 25 November 2026.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote on the resolutions.

Subject to the abstentions noted below in respect of each resolution, the Board recommends that Shareholders vote in favour of all resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

The resolutions in Items 3 and 4 are ordinary resolutions, which require a simple majority of votes cast by Shareholders entitled to vote on the resolution. The resolution in Item 2 relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

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Item 1 – Financial statements and reports

As required by section 317 of the Corporations Act the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented at the Meeting. The Financial Report contains the financial statements of Pro Medicus Limited.

There is no requirement for a formal resolution on this Item.

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company, and to ask questions about, or make comments on, the Remuneration Report. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, Ernst & Young (**EY**)**,** questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the financial year ended 30 June 2026, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of EY in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters and the way to do this is outlined earlier in this Notice.

Item 2 – Remuneration Report

The Company has prepared a Remuneration Report for consideration and adoption by Shareholders. The Remuneration Report on pages 30-42 of the Company's Annual Report for the year ended 30 June 2026 sets out the remuneration policies of the Company and reports on the remuneration arrangements and outcomes for KMP, including the directors and executives of the Company. The 2026 Annual Report is available at www.promed.com.au/investors/annual-reports.

As provided by section 250R (3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments from Shareholders when considering the Company's remuneration policies.

Board recommendation

The Board recommends that Shareholders vote **FOR** the resolution in Item 2.

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Voting Exclusion

The Company will disregard any votes cast on Item 2 by, or on behalf of

(a) any member or a former member of the KMP whose remuneration details are disclosed in the Company Remuneration Report; or

(b) a Closely Related Party of such a KMP,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the Proxy Form.

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Item 2 because the Company's proxy appointment expressly authorised the Chair of the Meeting to exercise undirected proxies, even though the Item is connected with the remuneration of a member of the Company's KMP.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

Item 3 – Re-election of directors

In accordance with the Company's Constitution and the Listing Rules, an election of Directors must be held at each annual general meeting.

The Constitution states that one-third of all Directors (excluding the Managing Director and Directors appointed during the year by the Board) must retire at every annual general meeting and are eligible to stand for re-election. The Directors to retire pursuant to the Constitution are the Directors (other than the Managing Director) who have held office the longest since being appointed or last being elected. In the case where Directors were elected on the same day, the Directors to retire are determined by agreement between the Directors, or a ballot. Further, ASX Listing Rule 14.4 states that a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer.

Ms Deena Shiff, Dr Leigh Farrell, Mr Anthony Hall and Mr Timothy Reed are due for re-election by rotation, with Ms Shiff, Dr Farrell and Mr Hall having last been elected by Shareholders on 20 November 2023.

The election of each of the candidates must be considered and voted on as a separate resolution. Details of the candidates are outlined below.

Item 3.1: Re-election of Ms Deena Shiff

Ms Shiff was appointed to the board on 01 August 2020. She is currently Chair of the People and Culture Committee and a member of the Audit and Risk Committee.

Deena is an Independent Board Member of GAVI (the Global Alliance for Vaccines and Immunisation); the Chairman of AROSE (Australian Remote Operations in Space and Earth); the Chairman of the Australian Telecommunications Alliance, and Chairman of the Care Economy Co Operative Research Centre. She also chairs the International Advisory Board of the Australian Research Centre of Excellence on Automated Decision Making and Society.

Previous board roles include Chairman of the Supervisory Board of Marley Spoon SE (ASX:MMM) ; Chairman of the global board of BAI Communications; Non-Executive Director on the boards of Appen (ASX :APX), EOS Holdings (ASX: EOS) and the Citadel Group (ASX:CGL); board member of infrastructure Australia; Deputy Chairman of the Government's Export Credit Agency EFIC, as well as board roles in a number of venture capital backed growth stage ICT companies.

Deena has served as a Group Managing Director at Telstra, where she led the Wholesale Division Group, established and led Telstra Business and founded Telstra's corporate venture capital arm, Telstra Ventures. Deena has also held various in house regulatory and legal positions and has been a Partner of the law firm Mallesons Stephen Jacques.

Deena has a B.Sc.(Econ) from the London School of Economics and a Law degree from the University of Cambridge and is a Fellow of the Australian Institute of Company Directors .

The Company confirms that appropriate checks into Ms Shiff's background and experience were carried out prior to her appointment with no information of concern raised during the recruitment process. In addition, Ms Shiff has no known interest, position or relationship that will influence or be reasonably perceived to influence her capacity to bring an independent judgement to bear on

issues before the board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

Accordingly, having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition) (**ASX Principles**), the Board considers Ms Shiff to be an independent director.

Board recommendation

The Board (with Ms Shiff abstaining) supports the election of Ms Deena Shiff and recommends that Shareholders vote **FOR** Ms Shiff's re-election as a Director of the Company for the reasons, outlined above

Item 3.2: Re-election of Dr Leigh Farrell

Dr Leigh Farrell was appointed to the board on 08 September 2017. Dr Farrell serves on the People and Culture Committee and Audit and Risk Committee.

Leigh is the Managing Director of AdNED Pty Ltd, non-executive director of both Ena Respiratory Pty Ltd and Axelia Oncology Pty Ltd, a member of the Walter and Eliza Hall Institute of Medical Research Board Commercialisation Committee, a member of the Scientific and Industry Advisory Committee of the Australian Research Council Centre for Cryo-electron Microscopy of Membrane Proteins and a member of the Investment Committee for the CUREAtor Plus.Dementia and Cognitive Decline Grants which is funded by the Australian Medical Research Future Fund. Leigh is also the Chairman and a Board Director of Vitrafy Life Sciences.

Leigh was previously Head of Health Security Systems Australia, a Division of DMTC Ltd, Senior Vice President, Commercial of Certara USA, Inc. where he was responsible for Asia Pacific Commercial. Prior to this, he was Chairman and COO of d3 Medicine LLC, which was acquired by Certara USA, Inc. Prior to these appointments, Leigh was Vice President of Global Business Development at Biota Pharmaceuticals, Associate Director GBS Venture Partners, Research Manager Johnson & Johnson Research and CEO of Gene Shears Pty Ltd.

Leigh holds a PhD in Biochemistry and a Bachelor of Science (Honours) from Monash University and is a Fellow of the Australian Institute of Company Directors.

The Company confirms that appropriate checks into Dr Farrell's background and experience were carried out prior to his appointment with no information of concern raised during the recruitment process. In addition, Dr Farrell has no known interest, position or relationship that will influence or be reasonably perceived to influence his capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

Accordingly, having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition) (**ASX Principles**), the Board considers Dr Farrell to be an independent director.

Board recommendation

The Board (with Dr Farrell abstaining) supports the election of Dr Leigh Farrell and recommends that Shareholders vote **FOR** Dr Farrell's re-election as a Director of the Company for the reasons, outlined above.

Item 3.3: Re-election of Mr Anthony Hall

Co-founder of Pro Medicus Limited in 1983, Mr Anthony Hall has been principal architect and developer of the core software systems. Anthony holds a bachelor's and master's degree in science from La Trobe University.

Prior to submitting himself for re-election, Mr Hall confirmed that he would continue to have sufficient time to properly fulfil his Director duties for the Company.

Having had regard to the ASX Principles, the Board considers Mr Hall to be a non-independent executive director.

Board recommendation

The Board (with Mr Hall abstaining) supports the election of Mr Hall and recommends that Shareholders vote **FOR** Mr Hall's re-election as a Director of the Company for the reasons, outlined above

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Item 3.4: Election of Mr Timothy Reed

Mr Timothy Reed was appointed to the board on 01 October 2026.

Mr Reed has over 30 years' experience in technology, marketing, strategy and business development gained from various roles held in Asia, Europe, the USA and Australia.

Timothy is the President of the Western Sydney Football Club (GWS Giants); a non-executive Director of Transurban, The Australian Climate and Biodiversity Foundation and The Grattan Institute, and a Member of the Climate Change Authority.

Previously, Timothy held the roles of co-Managing Director of Potentia (2019-2026), a private equity firm that invests in technology and technology-enabled businesses; the President of the Business Council of Australia (2019-2024) and the CEO of MYOB (2008-2019). Prior to joining MYOB, Mr Reed also held senior management roles in sales, marketing, product management and business development with software and technology businesses in Silicon Valley.

Prior to submitting himself for re-election, Mr Reed has confirmed that he will have sufficient time to fulfil his duties as a director of Transurban.

Timothy brings deep experience and expertise in technology, marketing, strategy and business development and his insights and expertise in technology and digital innovation are highly regarded by the Board. In recommending his re-election, the Board recognises Mr Reed's contributions as a valued member of the Remuneration, People and Culture Committee and the Nomination Committee.

Board recommendation

The Board (with Mr Timothy Reed abstaining) supports the election of Mr Timothy Reed and recommends that Shareholders vote **FOR** Mr Reed's election as a Director of the Company for the reasons of his extensive and relevant company directorship experience, as outlined above.

Item 4: Approval to issue securities under the Pro Medicus Limited Long-Term Incentive Plan

The Company first established the Pro Medicus Limited Long-Term Incentive Plan (**Plan**) in November 2011 to attract, retain and motivate the Company's employees in a manner which promotes alignment of their interests with shareholder interests.

Listing Rule 7.1 requires shareholder approval for an issue of securities if, over a rolling 12 month period, the amount of securities issued (without prior shareholder approval) is or would be more than 15% of the number of ordinary shares on issue at the start of that 12 month period. Listing Rule 7.2 Exception 13(b) provides that an issue of securities does not detract from the available 15% limit under Listing Rule 7.1 if the issue of securities is made under an employee incentive scheme approved by shareholders no more than three years before the date of issue of the securities.

Shareholders last approved the issue of up to 10,000,000 securities under the Plan at the AGM held on 25 November 2024 (**2024 AGM**). Given that it has been 15 years since the Plan was initially drafted, the Board considered it appropriate to review and amend the Plan to reflect changes in the law and policies. Although 3 years has not yet elapsed, there have been material amendments made to the Plan meaning that the shareholder approval obtained at the 2024 AGM has ceased to be available. Accordingly, the Board seeks shareholder approval under this Resolution 4 for the purpose of issuing securities under the amended Plan.

The amendments of the Plan do not affect any securities already issued under the Plan. In relation to the proposed issue of new securities under the Plan after the 2026 annual general meeting, where approved by shareholders the changes from the Company's original Plan (adopted some 15 years ago) are outlined below:

Updates to reflect Corporations Act ESS provisions	In October 2022 new provisions were introduced to the Corporations Act specifically providing additional requirements for new securities issued under an employee equity incentive plan. Those provisions provided allow for companies to opt in and in terms of providing additional disclosures to employees, for the companies to be able to issue new securities to participating persons without a prospectus or cleansing notice.
Expanded nature of securities that can be issued	The amendments have expanded the definition of what securities can be issued under the Plan and allow the issue of any security which satisfies the requirements of the Corporations Act ESS provisions.

Incorporate additional requirements for offers of securities under the Plan to employees	In compliance with the Corporations Act ESS provisions, the Plan prescribes additional disclosures which must be made in offers to employees of securities under the Plan.
Clarification of entitlements under the Plan	The amendments clarify the entitlements of participants who receive securities under the Plan before those securities convert into shares in the Company. For cancellation of securities issued under the Plan (for example non vesting or a malus event, the Plan includes more detailed provisions for cancellation etc.
Amendments to expand "malus events"	The amendments expand or elaborate what can constitute a malus event allowing the securities to be cancelled or for claw back of benefits on the occurrence of a malus event.
Expansion of restrictions in compliance with the Company's trading policy	The amendments expand the existing restrictions which require employees to comply in respect of securities issued under the Plan to also restrict dealing in derivatives or similar financial products, which limit the economic risk of holding unvested security issued under the Plan.
Amendments to expand Board power under the Plan	The amendments expand the Board's powers under the Plan for example in selecting participants, formulating vesting conditions and waiver of vesting conditions (for example on an exit event).

In accordance with Listing Rule 7.2 Exception 13(b), the following information is provided:

Summary of terms of Plan	**A summary of the material terms of the Plan is set out in Annexure 1**. **A full copy of the Plan is available** http://www.promed.com.au/investors/corporategovernance **for inspection at the Company's registered office; 450 Swan Street, Richmond, VIC 3121.**
Number of securities issued	Since the Plan was last approved at the 2024 AGM, the Company has issued 88,165 performance rights (prior to forfeitures and cancellations).
Maximum number of securities proposed to be issued under the Plan	The maximum number of securities proposed to be issued under the Plan to eligible participants will remain 10,000,000 . This number is not an estimate of the actual number of securities to be issued under the Plan but rather a cap on the number of securities that the Company may issue in reliance on Listing Rule 7.2 Exception 13(b). The Company must seek shareholder approval under Listing Rule 10.14 in respect to any future issues to Directors under the Plan. Where that approval is obtained, the issue of securities to Directors will not count towards the maximum number of securities for the purposes of Listing Rule 7.2 Exception 13(b).

If Shareholders do not approve Resolution 4, the Company may still issue securities under the Plan, however they will be included in the calculation of the number of securities issued in the 12 month period under the available capacity Listing Rule 7.1.

Board recommendation

The Board of Directors recommend voting in favour of Resolution 4.

Chair's voting intention

The Chair of the Meeting intends to vote all available undirected proxies **FOR the resolutions in Items 2, 3.1, 3.2, 3.3, 3.4, and 4.**

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Glossary of key terms

2026 AGM	the meeting convened by the Notice
A$ or $	Australian dollars
AEDT	Australian Eastern Daylight Savings Time as observed in Sydney, Australia
AGM or **Meeting**	the meeting convened by the Notice
ASX	ASX Limited ACN 008 624 691
ASX Principles	ASX Corporate Governance Principles and Recommendations (fourth edition)
Board	the board of directors of the Company
Closely Related Party	as defined in section 9 of the Corporations Act
Company or Pro Medicus	Pro Medicus Limited ACN 006 194 752 (ASX code: PME)
Constitution	the Company's constitution
Corporations Act	*Corporations Act 2001* (Cth)
Directors	the current directors of the Company
Entitlement Time	07.00pm (AEDT) on Monday, 23 November 2026
Explanatory Memorandum	the Explanatory Memorandum accompanying and forming part of the Notice.
Group	the Company and subsidiaries of the Company.
Award	an Option, a Performance Right or a Restricted Stock Unit
Items	the resolutions set out in the Notice, or any one of them, as the context requires.
Key Management Personnel (or **KMP**)	as defined in section 9 of the Corporations Act
Listing Rules	the Listing Rules of the ASX
Notice or **Notice of Meeting** or **Notice of Annual General Meaning**	this notice of annual general meaning and the Explanatory Memorandum accompanying the Notice and the Proxy Form
Proxy Deadline	10.00am (AEDT) on Monday, 23 November 2026
Proxy Form	the proxy form accompanying the Notice.
Related Body Corporate	as defined in section 50 of the Corporations Act
Remuneration Report	the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2026
Share	a fully paid ordinary share in the capital of the Company.
Share Registry	MUFG Corporate Markets (AU) Limited
Shareholder	a holder of a Share

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Annexure 1 – Pro Medicus Limited Long-Term Incentive Plan

A summary of the terms of the Plan is as follows.

Term	Description
Administration	The Plan will be administered by the Board or a committee delegated by the Board.
Eligibility	The Board may, in its absolute discretion, make offers of Awards under the Plan to directors and employees (**Eligible Employees**).
Type of Awards	The Company may, at the Board's discretion, offer the following types of awards: (a) options; (b) performance rights; (c) restricted stock units; and (d) any other ESS Interest as defined under section 1100M of the Corporations Act, (together **Awards**).
Terms	The Board will determine the terms and conditions of any Awards under the Plan. The terms for the relevant offer of Awards will be set out in a personalised letter to each Eligible Employee.
Vesting conditions	Awards will only vest and become exercisable subject to the satisfaction of any performance hurdles or conditions (**Vesting Conditions**) as set by the Board. The Board in its absolute discretion may waive or amend a Vesting Condition. Eligible Employees will be issued a Vesting Notification once the Awards vest. The Awards will be automatically exercised within 30 business days of the Vesting Notification.
Lapsing and forfeiture	All unvested Awards will lapse on the earlier of: (a) the cessation of employment or office of an Eligible Employee; (b) the Awards being subject to the clawback provisions contained in the Plan; (c) if any applicable Vesting Conditions are not achieved by the relevant time; (d) if the Board determines in its sole and absolute discretion that any applicable Vesting Conditions cannot be met; or (e) the expiry date specified by the Board.
Dealing restrictions	An Eligible Employee may not dispose of, grant a security interest over, or transfer any Award in any manner, unless it is permitted by the Company. Eligible Employees must only deal in the Shares issued upon the exercise of an Award in accordance with the Company's Securities Trading Policy.
Rights attaching to Awards	All Shares issued under the Plan (including upon exercise of an Award) will upon issue rank equally in all respects with all other Shares. Until exercise, a performance right or option does not confer upon the holder the right to: (a) vote or receive dividends. (b) a return of capital, whether in a winding up, upon a reduction of capital or otherwise. (c) participate in the surplus profit or assets of the Company upon a winding up; or (d) participate in new issues of securities such as bonus issues or entitlement issues.
Cessation of employment, office of services	Unless the Board in its sole and absolute discretion determines otherwise: (a) If an Eligible Employee is a Good Leaver, all vested Awards will continue and remain exercisable until their respective expiry date and all unvested Awards will automatically lapse, where a "Good Leaver" means a person who has

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Term	Description
	ceased to be employed or engaged by a Group Member due to death, permanent incapacity, redundancy, retirement or any other reason the Board determines; and (b) If an Eligible Employee is not a Good Leaver, all unvested Awards and vested Awards which have not been exercised will automatically lapse.
Clawback	The Plan provides the Board with broad powers to clawback (by way of lapsing, forfeiting, buying-back or transferring) Awards if particular events occur such as serious misconduct or fraud by an Eligible Employee, an Eligible Employee's conduct being in material breach of the Company's policies, codes of conduct or any obligations owed, circumstances that would lead to an Eligible Employee receiving an unfair benefit, or any other circumstance the Board determines (**Malus Event**).
Change in control	On a change of control of the Company, unless the Board determines otherwise, the vesting of all Awards will be accelerated on a pro-rata basis for the time elapsed.
Reorganisation, new issues, bonus issues, etc.	The Plan has specific provisions dealing with reorganisation events, new issues and bonus issues. These provisions (which are subject to the ASX Listing Rules) are intended to ensure there is no advantage or disadvantage to an Eligible Employee in respect of their Awards in relation to any corporate actions of the Group.
Powers of the Board	The Board has the absolute discretion to: (a) determine appropriate procedures for administration of the Plan; (b) set the terms of an offer of any Award; (c) waiver or amend Vesting Conditions; (d) amend any offer related to any Award; and (e) If a Malus Event occurs, to: (i) cancel some or all of an Eligible Employee's unvested Awards; or (ii) amend the Vesting Conditions which apply to the relevant Awards, provided that the exercise of its powers is in accordance with the Listing Rules.
ASX Listing Rules	The Plan and Awards made under it are always subject to the ASX Listing Rules (while the Company is listed on the Official List) and applicable laws.

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pro medicus
OUR SUPPORT. YOUR SUCCESS.

Pro Medicus Limited
ABN 25 006 194 752

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Pro Medicus Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: +61 1300 554 474

X99999999999

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PROXY FORM

I/We being a member(s) of Pro Medicus Limited and entitled to attend and vote hereby appoint:

STEP 1 APPOINT A PROXY

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

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Wednesday, 25 November 2026** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The meeting will be conducted as a hybrid meeting with attendance at **Leonda By The Yarra, 2 Wallen Road, Hawthorn, VIC, 3122** or you can participate online at **https://meetings.openbriefing.com/PME26** (refer to details in the Virtual Meeting Online Guide and Notice of Meeting).

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

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

STEP 2 VOTING DIRECTIONS

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

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

Items	For	Against	Abstain*
2 Remuneration Report	☐	☐	☐
3.1 Re-election of Ms Deena Shiff	☐	☐	☐
3.2 Re-election of Dr Leigh Farrell	☐	☐	☐
3.3 Re-election of Mr Anthony Hall	☐	☐	☐
3.4 Election of Mr Timothy Reed	☐	☐	☐
4 Approval to issue securities under the Pro Medicus Limited Long-Term Incentive Plan	☐	☐	☐

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

STEP 3 SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

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

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

(b) return both forms together.

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Monday, 23 November 2026,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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

ONLINE

https://au.investorcentre.mpms.mufg.com

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

BY MOBILE DEVICE

QR Code

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

BY MAIL

Pro Medicus Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

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