



**NOTICE OF 2017 ANNUAL GENERAL MEETING
MEDLAB CLINICAL LIMITED
ACN 169 149 071**

Notice is given that the Annual General Meeting (**AGM**) of Medlab Clinical Limited (**Company**) will be held at Hall Chadwick, 40/2 Park Street, Sydney, NSW 2000 on Friday, 10 November 2017 at 10:00am (**2017 AGM**).

The Explanatory Memorandum which accompanies and forms part of this Notice of Meeting more fully describes the matters to be considered at the 2017 AGM.

Ordinary Business

1.1 *Financial Statements and Reports*

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2017.

1.2 *Adoption of Remuneration Report*

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

"That the Remuneration Report forming part of the Directors' Report for the financial year ended 30 June 2017 be adopted."

Voting exclusion In accordance with the Corporations Act, a vote on this resolution must not be cast (in any capacity) by or on behalf of:

- a member of the Key Management Personnel named in the Remuneration Report (**KMP**) or their Closely Related Parties regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the KMP at the date of Meeting or their Closely Related Parties.

However, a person (the **voter**) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of the person describe above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or
- the voter is the Chairman and the appointment of the Chairman as proxy:
 - does not specify the way the proxy is to vote on this resolution; or

- expressly authorises the Chairman to exercise the proxy even though this resolution is connected either directly or indirectly with the remuneration of the KMP.

1.3 Election of Directors

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

1. *“that Michael Jack Hall, who retires by rotation in accordance with section 11.4 of the Company’s Constitution, be re-elected as a Director of the Company”; and*
2. *Drew Anthony Townsend, who retires by rotation in accordance with section 11.4 of the Company’s Constitution, be re-elected as a Director of the Company”.*

Notes Regarding Proxies

Under rule 10.24 of the Company’s Constitution, each member may appoint a proxy. The proxy may be a member of the Company but does not have to be a member. A member who is entitled to cast two or more votes may appoint two proxies, but must specify the proportion or number of votes each proxy is appointed to exercise.

A proxy form is set out in **Annexure A**. To be effective, proxy forms must reach the registered office of the Company at 66 McCauley Street, Alexandria NSW 2015 by no later than Wednesday, 8 November 2017 at 5:00 pm.

By order of the board of Directors of the Company.

Dated: 4 October 2017



Alan Dworkin
Company Secretary
Medlab Clinical Limited

Explanatory Notes

These explanatory notes are included in, and form part of, the Notice of AGM dated 4 October 2017.

1.1 *Financial Statements and Reports*

Under section 314 of the Corporations Act 2001 (Cth) (**Corporations Act**), a listed company that is required to hold an AGM must table the financial statements and reports of the company (including the Directors' Report, Remuneration Report and Auditor's Report) for the previous financial year before the members at that AGM.

The Shareholders have been provided with all relevant information concerning those documents in the Annual Financial Report of the Company for the year ended 30 June 2017. A copy of the Annual Financial Report will also be tabled at the meeting.

The Shareholders should note that the sole purpose of tabling the Annual Financial Report at the 2017 AGM is to provide them with the opportunity to ask questions about the financial statements and reports of the Company. It is not the purpose of the meeting that the financial statements or reports be accepted, rejected or modified in any way. Further, it is not a requirement of the Corporations Act that any resolution to adopt, receive or consider the Company's financial statements or reports be put to the Shareholders at the meeting.

The Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will also be available to receive questions and comments from shareholders about the preparation and content of the financial statements and the Auditor's Report and the conduct of the audit generally.

1.2 *Adoption of Remuneration Report*

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report of the Company for the year ended 30 June 2017. Under section 250R of the Corporations Act, a resolution that the Company's remuneration Report be adopted by the Company must be put to the Shareholders at each AGM. A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM.

Any resolution in relation to the adoption of the Remuneration Report is advisory only and does not bind the Company or its Directors. However, under Part 2G.2, Division 9 of the Corporations Act, if at least 25% of the votes cast on the resolution are against the adoption of the Remuneration Report at both the 2017 AGM and the AGM to be held in 2018, the Company will be required to put a resolution proposing the calling of an extraordinary

general meeting to consider the appointment of Directors of the Company to the Shareholders (**Spill Resolution**).

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must convene an extraordinary general meeting (**Spill Meeting**) within 90 days of the Company's AGM in 2018. All of the Directors in office at the time of the AGM to be held in 2018, other than any managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The Directors unanimously recommend that Shareholders vote in favour of this resolution to adopt the remuneration report.

1.3 *Appointment of Directors*

Pursuant to section 11.4 of the Constitution of the Company, a Director must retire from office at the end of the third annual general meeting following the Director's last appointment.

Michael Jack Hall and Drew Anthony Townsend were last appointed at the annual general meeting of the Company in 2014, and as such, must retire pursuant to the Company's Constitution.

Applications and consents to nomination as a Director of the Company have been received from Michael Jack Hall and Drew Anthony Townsend, pursuant to section 11.7(c) of the Company's Constitution.

Michael Jack Hall and Drew Anthony Townsend are eligible for re-election.



Lodge your vote:



By Mail:

Medlab Clinical Limited
66 McCauley Street
Alexandria, NSW 2015

Alternatively, you can fax your form to
Facsimile: +61 (0) 2 9699 3347

For all enquiries call:

Alan Dworkin
Telephone: +61 (0) 2 8188 0311
Email: investor@medlab.co

Proxy Form

Instructions

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name that appears on the proxy.
4. If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
5. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
6. To be effective, proxies must be delivered by shareholders as follows:
Shareholders must deliver their proxies prior to 5.00pm (AEDT) on 8 November 2017 by mail to 66 McCauley Street, Alexandria, NSW 2015 or by facsimile at +61 (0) 2 9699 3347.
7. For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 10.00am (AEDT) on 10 November 2017 will be entitled to attend and vote at the Meeting.
8. The Chairman intends to vote in favour of all resolutions set out in the Notice of Meeting.
9. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting.
10. This proxy should be read in conjunction with the accompanying documentation provided by management of the Company.
11. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.



Annexure A – Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

PLEASE NOTE: This proxy is solicited on behalf of the management of Medlab Clinical Limited ABN 51 169 149 071 (the "Company") for use at the meeting of the shareholders of the Company to be held at Hall Chadwick, 40/2 Park Street, Sydney NSW 2000 on Friday 10 November 2017 10.00am (AEDT) or any adjournment thereof (the "Meeting").

I/We being a member/s of Medlab Clinical Limited hereby appoint

the Chairman
of the meeting

OR

PLEASE NOTE: If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) 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 at the Meeting and at any adjournment of that meeting.

If you have not appointed the Chairman of the Meeting as your proxy and you are appointing a second proxy please complete the following: Proxy 1 is appointed to represent _____% of my voting right and Proxy 2 is appointed to represent _____% of my total votes. My total voting right is _____ shares.

PLEASE NOTE: If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.

With respect to any amendment or variations to the matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting, I/we confer discretionary authority on the person voting on behalf of me/us to vote as that person sees fit. At the time of printing this Form of Proxy, management knows of no such amendment, variation or other matter.

STEP 2 Items of Business



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

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

	FOR	AGAINST	ABSTAIN
Item 1.2 – Adopt the Remuneration Report for the year ended 30 June 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 1.3.1 – Re-election of Michael Jack Hall as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 1.3.2 – Re-election of Drew Anthony Townsend as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no choice is specified, the shareholder is conferring discretionary authority on the proxy to vote at his or her discretion. However, the Chairman intends to vote FOR each of the resolutions.

SIGN Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1

Sole Director and Sole
Secretary

Member 2 (if joint holding)

Director/Company
Secretary

Member 3 (if joint holding)

Director

/ /

Date