

## Quantum Health Group Limited and Controlled Entities

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 ANNUAL GENERAL MEETING of Quantum Health Group Limited ACN 003 677 245 will be held at the registered office of the Company, 22 Rosebery Avenue, Rosebery, NSW, 2018 on Friday 27 November 2020 at 3.00 pm (AEDT).

While Shareholders are invited to attend the meeting at the above address (where appropriate social distancing arrangements will be in place), in view of COVID-19 considerations, the Directors are also providing Shareholders with alternative means by which to participate in the AGM, either by on-line meeting platform or by joining the AGM by telephone. To facilitate an orderly and secure meeting, Shareholders wishing to participate in the AGM either on-line or by telephone, must register their attendance with the Company by 5.00pm on Thursday 26 November 2020 (being the day prior to the AGM) by email to [agm2020@qhealthcare.com.au](mailto:agm2020@qhealthcare.com.au) and confirming the full Holder name and details of your Quantum Health Group shares, Address, HIN or SRN and whether you wish to participate on-line or by telephone. The Company will then provide you with the details necessary for you to participate in the AGM. If you are wishing to participate on-line, you will need to have your own internet access and the Company will provide you with the details to enable you to log-in and join the AGM from either your desktop computer, laptop, mobile or tablet device. Alternatively, if you wish to join the AGM by telephone, the Company will provide you with Dial-in Number and PIN Access details so that you will be able to call from your own phone and join the AGM.

Voting: Shareholders, whether attending the AGM or intending to participate online or by telephone, are strongly encouraged to vote on the matters being considered at the AGM by lodging a directed Proxy appointing the Chairman, prior to 3.00pm on 25 November 2020. Please refer to the instructions set out in the attached Proxy Form and also to the details set out in Note 6 below.

Submission of Shareholder Questions for the AGM: If you wish to submit a question for the AGM, either to the Board or the Auditor, please do so as early as possible prior to the AGM by emailing your question to [agm2020@qhealthcare.com.au](mailto:agm2020@qhealthcare.com.au). Alternatively, during the course of the AGM, questions will be invited at an appropriate time, and Shareholders and appointed proxies in attendance or participating on-line or by telephone may ask their questions at that time.

### BUSINESS

The items of business to be considered at this year's AGM are as follows:

- To receive the financial report of the consolidated Group for the year ended 30 June 2020 and the reports by directors and auditors thereon; and
- To consider and, if thought fit, to pass each of Resolutions 1 and 2 below as an **ordinary resolution**:

#### **Resolution 1: Re-election of Mr Alan McCarthy as Director**

"That Mr Alan McCarthy be re-elected as a Director of the Company."

Mr McCarthy retires by rotation at the close of the AGM in accordance with the provisions of the Company's constitution and, being eligible, offers himself for re-election.

#### **Resolution 2: 2020 Remuneration Report**

"That the Remuneration Report of the consolidated Group for the year ended 30 June 2020, as set out in pages 5 – 7 of the Directors' Report of the Annual Report, be adopted."

The vote on this Resolution 2 is advisory only and does not bind the Company or its directors – refer to Note 1 below.

A voting exclusion applies in relation to this Resolution 2 – refer to Note 2 below.

## NOTICE OF ANNUAL GENERAL MEETING

By Order of the Board



Mr John Walstab

CEO/Managing Director

Date: 26 October 2020

### NOTES:

#### 1. Background in relation to Resolution 2, 2020 Remuneration Report

The Corporations Act 2001 (Cth) (Corporations Act) requires that Quantum Health Group Limited include in the business of its 2020 AGM a resolution that its Remuneration Report for the financial year ended 30 June 2020 be adopted. The resolution is advisory only and does not bind the Company or its directors, though the directors will take into account the outcome of the vote when reviewing the Company's remuneration policies and practices.

#### 2. Voting Exclusion Statement in relation to Resolution 2, Remuneration Report

The Company will disregard any votes cast on Resolution 2:

- by or on behalf of a member of the Company's key management personnel (KMP) named in the Remuneration Report or their closely related parties (such as close family members and any controlled companies), regardless of the capacity in which the vote is cast; and
- as a proxy by a person who is a member of the KMP at the date of the AGM or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 2:

- in accordance with a direction as specified on the proxy form as to how to vote; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy as the Chairman sees fit (even though the resolution is connected directly or indirectly with the remuneration of the KMP).

#### 3. The Chairman of the Meeting Acting as Proxy

Shareholders may appoint the Chairman of the meeting as your proxy. The Chairman of the meeting will be deemed to be your proxy if you sign your Proxy Form or Voting Card but do not name a proxy or if the person you appoint as proxy does not attend the AGM. If you direct the Chairman of the meeting how to vote on particular Resolutions, then on a poll the Chairman of the meeting must cast your votes in accordance with your direction. If the Chairman of the meeting is or becomes your proxy and you do not give any voting instructions for Resolution 2, then by completing and submitting the Proxy Form or Voting Card you will be expressly authorising the Chairman of the meeting to exercise the proxy as the Chairman of the meeting sees fit in respect of Resolution 2 even though Resolution 2 is connected directly or indirectly with the remuneration of the Company's key management personnel. The Chairman of the meeting intends to vote undirected proxies **IN FAVOUR of Resolutions 1 and 2**.

#### 4. Directors' Recommendation in relation to Resolutions 1 and 2

With Mr Alan McCarthy abstaining in relation to Resolution 1, the remaining Directors recommend that shareholders **vote IN FAVOUR of Resolution 1**. While acknowledging each Director has a personal interest in his own remuneration from the Company, as described in the 2020 Remuneration Report, the Directors unanimously recommend that shareholders **vote IN FAVOUR of Resolution 2** for the 2020 Remuneration Report to be adopted.

#### 5. Determination of Entitlement to Vote

The Board has determined that for the purposes of the meeting, all shares in the Company shall be taken to be held by the persons who held them as registered shareholders at 7.00pm AEDT on 25 November 2020 (Entitlement Time). All holders of shares in the Company as at the Entitlement Time are entitled to attend and vote at the meeting.

#### 6. Lodging a Proxy Form prior to the Meeting

Instructions for completion and return of the attached Proxy Form are detailed on the Proxy Form. Proxy Forms must be received at the Company's Share Registry, Boardroom Pty Limited, no later than 48 hours before the commencement of the AGM, ie by 3.00pm AEDT on Wednesday 25 November 2020.

Proxy Forms may be returned by Fax, Mail or In Person, to Boardroom Pty Limited in accordance with the details set out in Step 4 of the Proxy Form.

Any Proxy Form received after 3.00pm AEDT on Wednesday 25 November 2020 will not be valid.