



LUMOS DIAGNOSTICS HOLDINGS LIMITED
ACN 630 476 970

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Thursday, 28 October 2021

Time of Meeting:
8:30am (AEDT)

Location of Meeting: Zoom Webinar

Registration via this link: https://us02web.zoom.us/webinar/register/WN_avUhdruWSN2ShZQmaZlqmA

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay

LUMOS DIAGNOSTICS HOLDINGS LIMITED

ACN 630 476 970

Registered office: Level 4, 100 Albert Road, South Melbourne VIC 3205

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Lumos Diagnostics Holdings Limited (the “Company” or “LDX”) will be held virtually via Zoom Webinar at 8.30am (AEDT) on Thursday, 28 October 2021 (“Annual General Meeting”, “AGM” or “Meeting”). Due to ongoing COVID-19 restrictions, the meeting will be held virtually.

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Company at the time of preparing the Notice of Annual General Meeting (**Notice**), the Company intends to conduct a poll on the resolutions in the Notice using the proxies filed prior to the Meeting.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form which will be delivered to you by email or post (depending on your communication preferences).

Shareholders attending the AGM virtually will be able to ask questions and the Company has now made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions. The virtual meeting can be attended using the following details:

The live webcast can be attended using the following details:

When: Thursday, 28 October 2021 at 8.30am (AEDT)

Topic: LDX Annual General Meeting

Register in advance for this webinar:

https://us02web.zoom.us/webinar/register/WN_avUhdruWSN2ShZQmaZlqmA

After registering, you will receive a confirmation email containing information about joining the meeting. The Company strongly recommends its Shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online.

The Company is happy to accept and answer questions submitted prior to the meeting by email to melanie.leydin@lumosdiagnostics.com. Where a written question is raised in respect of the key management personnel of the Company, the resolutions to be considered at the meeting, the Company will address the relevant question during the course of the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions). If the situation in relation to COVID-19 were to change in a way that affected the position above, the Company will provide a further update ahead of the Meeting by releasing an announcement to ASX.

Any shareholders who wish to attend the AGM online should therefore monitor the Company’s website and its ASX announcements for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: LDX) and on its website at <https://lumosdiagnostics.com/asx-announcements/>

AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, including defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

Defined terms used in this Notice have the meanings given to them in the Glossary at the end of this Notice.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the period ended 30 June 2021.

Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly, no resolution will be put to shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

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

“That for the purpose of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report (included in the Directors’ report) for the financial period ended 30 June 2021 be adopted.”

A voting exclusion applies to this Resolution as outlined in the Explanatory Memorandum.

Resolution 2: Re-election of Mr Sam Lanyon as a Director of the Company

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

“That Mr Sam Lanyon, who retires by rotation pursuant to the Constitution of the Company and being eligible offers himself for re-election, be re-elected as Director of the Company.”

Resolution 3: Approval to issue 120,000 Fully Paid Ordinary shares to Sam Lanyon (or his nominee)

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

“That, pursuant to and in accordance with the ASX Listing Rule 10.11 and all other purposes approval be given to the issue of 120,000 fully paid ordinary shares to Mr Sam Lanyon (or his nominee), as Director of the Company, as Mr Sam Lanyon’s 2021 discretionary bonus on the terms and conditions as described in the Explanatory Memorandum which accompanied and formed part of the Notice of the Meeting.”

A voting exclusion applies to this Resolution as outlined in the Explanatory Memorandum.

Resolution 4: Approval to issue 24,000 Fully Paid Ordinary shares to Robert Sambursky (or his nominee)

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

“That, pursuant to and in accordance with the ASX Listing Rule 10.11 and all other purposes, approval be given to the issue of 24,000 fully paid ordinary shares to Mr Robert Sambursky (or his nominee), as Director of the Company, on the terms and conditions as described in the Explanatory Memorandum which accompanied and formed part of the Notice of the Meeting.”

A voting exclusion applies to this Resolution as outlined in the Explanatory Memorandum

Resolutions 5a; 5b and 5c: Approval of proposed issue of Employee Incentive Plan Shares to Non Executive Directors

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

"That approval is given for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue to the below listed Non-Executive Directors of Shares in lieu of directors fees pursuant to the Employee Incentive Plan for the period of the next 3 financial years on the terms as described in the Explanatory Memorandum accompanying this Notice, namely:

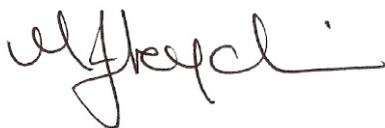
Resolution 5a: Shares in lieu of directors fees to Ms Bronwyn Le Grice;

Resolution 5b: Shares in lieu of directors fees to Mr Lawrence Mehren

Resolution 5c: Shares in lieu of directors fees to Ms Catherine Robson."

A voting exclusion applies to these Resolutions as outlined in the Explanatory Memorandum.

By the order of the Board



Melanie Leydin
Company Secretary
Dated: 23 September 2021

Notes

1. **Entire Notice:** The details of the resolution contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
 - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
 - b. Each shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a shareholder of the Company.
 - d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
 - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
 - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
 - h. To be effective, Proxy Forms must be received by the Company's share registry (Computershare Investor Services Pty Ltd) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 08:30am (AEDT) Melbourne time on Tuesday, 26 October 2021. Any proxy received after that time will not be valid for the scheduled meeting.

4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. How the Chairman will vote Undirected Proxies

Subject to the restrictions set out in Note 6 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

6. Voting Exclusion Statement:

Resolution 1

In accordance with sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes purported to be cast, on this Resolution by, or on behalf of, a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report, or a Closely Related Party of such a member (KMP voter), unless the KMP voter is casting a vote on this Resolution on behalf of a person who is not a KMP voter (including as a proxy) and either:

- a) the KMP voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- b) the KMP voter is by the Chair of the Meeting and the appointment of the Chair as proxy:
 - i. does not specify the way the proxy is to vote on the Resolution; and
 - ii. expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or the consolidated entity.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on this Resolution, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of this Resolution. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Resolution 2

There is no voting exclusion on this resolution.

Resolutions 3 & 4

The Company will disregard any votes cast in favour of Resolutions 3 and 4 by or on behalf of:

- a. Mr Sam Lanyon and Mr Rob Sambursky and any of their Associates, regardless of the capacity in which the votes are cast;
- b. as a proxy, any person who is a member of Key Management Personnel on the date of the Annual General Meeting or a Closely Related Party of such a member. However, this does not apply to a vote cast in favour of Resolution 3 and 4 by:
- c. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- d. the Chair of the meeting as proxy 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

- e. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:
 - i. 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
 - ii. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

A further restriction also applies to Key Management Personnel and their closely related parties voting undirected proxies on these resolutions – see **Restriction on KMPs voting undirected proxies below**.

Resolutions 5a, 5b and 5c

The Company will disregard any votes cast in favour of Resolutions 5a, 5b and 5c by or on behalf of:

- (a) any person referred to in Listing Rules 10.14.1; 10.14.2 or 10.14.3 who is eligible to participate in the Non-Executive Director Share Plan, and;
- (b) or an associate of that person or those persons.

However this does not apply to a vote in favour of a resolution by

- (c) a person who is entitled to vote on the respective Resolution 5a, 5b or 5c, in accordance with directions given to the proxy or attorney to vote on that resolution in that way; or
- (d) by the Chair of the meeting as proxy or attorney for a person who is entitled to vote on that resolution, in accordance with a direction given to the Chair to vote on that resolution as the Chair decides; or
- (e) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. 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 that Resolution; and
 - ii. the holder votes on that Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Restrictions on KMPs voting undirected proxies:

A vote must not be cast as proxy on any of Resolutions 1, 3 or 4 by a member of the Key Management Personnel (as defined by the Corporations Act) or a closely related party of Key Management Personnel.

However, a person described above (a “**Restricted Voter**”) may cast a vote on behalf of a person who is not a Restricted Voter on any of Resolutions 1, 3 or 4 as a proxy if:

- a. The Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution(s); or
- b. The Chair is the Restricted Voter and the written appointment of the Chair as proxy does not specify the way the proxy is to vote on the Resolution(s) and expressly authorises the Chair to exercise the proxy even though the Resolution(s) is or are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolutions 1 or 3, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of Resolutions 1 or 3. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

8. Enquiries

Shareholders are invited to contact the Company Secretary on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Purpose of Information

This Explanatory Statement ("**Statement**") accompanies and forms part of the Company's Notice of Annual General Meeting ("**Notice**") for the 2021 Annual General Meeting ("**Meeting**") will be held virtually via a Zoom webinar conferencing facility at 8.30am (AEDT) on Thursday, 28 October 2021.

The Notice incorporates, and should be read together, with this Statement.

Receipt and consideration of Accounts & Reports

Under the Corporations Act, the Directors of the Company must table the Financial Report, the Directors' Report and the Auditor's Report for Lumos Diagnostics Holdings Limited for the year ended 30 June 2021 at the Meeting.

These reports are set out in the 2021 Annual Report. Shareholders who elected to receive a printed copy of annual reports should have received the 2021 Annual Report with this Notice of Annual General Meeting. In accordance with section 314(1AA)(c) of the Corporations Act, the Company advises the 2021 Annual Report is available from the Company's website (<https://lumosdiagnostics.com/>) or via the Company's announcement platform on ASX. Except as set out in Resolution 1 (adoption of the Remuneration Report), no resolution is required on these reports.

Shareholders will be given reasonable opportunity at the Meeting to ask questions in both written and oral form and to make comments on the Financial Report, the Directors' Report, and the Auditor's Report.

Resolution 1: Adoption of Remuneration Report

Background

The Directors Report for the year ended 30 June 2021 contains a Remuneration Report which sets out in detail the Company's policy for determining remuneration for Directors and other members of the Company's Key Management Personnel. It includes information on the elements of remuneration that are performance based, the performance conditions that apply and the methodology used to assess the achievement of these performance conditions.

The Company's remuneration strategy is designed to provide a link between the achievement of the Company's strategic objectives and executive awards. It is designed to reward, motivate and retain the Company's executive team through market competitive remuneration and benefits, to support the continued success of the Company's businesses and ultimately to create shareholder value.

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Shareholders are asked to consider and adopt the Remuneration Report for the year ended 30 June 2021.

Voting Exclusion

Refer to Note 6 for voting exclusions.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Directors unanimously recommend that shareholders vote in favour of this resolution to adopt the Remuneration Report.

Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 2: Re-election of Mr Sam Lanyon as Director of the Company

Background

The Constitution of the Company requires that at every Annual General Meeting, one-third or the next highest number nearest one-third of the Directors (excluding the Managing Director), shall retire from office and provides that such Directors are eligible for re-election at the meeting.

Sam has served as Chair of the Board since 2019 and has over 25 years' experience in business strategy, R&D and operational roles in the healthcare and technology markets. Sam co-founded and serves as co-CEO of Planet Innovation, a technology and commercialisation company focussed on global health-tech markets. Planet Innovation has assisted in the development/ creation of four standalone businesses (Lumos Diagnostics, Visus Therapeutics, Zen Ecosystems and Atmo Biosciences) since 2015.

Sam previously served as an executive at ASX listed Vision Systems, where he was responsible for establishing and growing international commercial operations for its Vision Systems division until its acquisition by Danaher Corporation in 2007.

Sam currently serves on the boards of Visus Therapeutics, Planet Innovation and Paragon Funds, and previously served on the boards of Zen Ecosystems and Waterwerx.

Sam holds an Honours degree in Mechanical Engineering from the University of Melbourne and Post Graduate Diploma in Management from Melbourne Business School and has undertaken governance training from the Australian Institute of Company Directors (AICD).

Voting Exclusions

There are no voting exclusions on this resolution.

Board Recommendation

The Board (with Mr Lanyon abstaining), recommends that shareholders vote in favour of the re-election of Mr Lanyon.

Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution

Resolutions 3 and 4: Approval to issue of 120,000 Fully Paid Ordinary shares to Mr Sam Lanyon (or his nominee) and 24,000 Fully Paid Ordinary Shares to Mr Rob Sambursky (or his nominee)

Background

The Company is seeking shareholder approval for the issue of 120,000 Fully Paid Ordinary Shares to the Company's Directors; Mr Sam Lanyon (and/or his nominee(s)) as part of Mr. Lanyon's discretionary bonus and to Mr Rob Sambursky as part settlement of his FY21 discretionary annual short-term incentive as outlined in section 6.4.2.4 of the Prospectus.

The issue of Shares will assist to conserve the Company's cash position and facilitate a greater level of executive shareholding in the Company, which the Board considers will further align their interests with Shareholders.

The issue price of AUD\$1.25 per Share is same as the issue price under the Company's recent IPO.

A summary of the proposed issue is listed below:

Resolution Number	Name of Director	Number of Shares	Issue Price	Amount (\$)
3	Mr Sam Lanyon	120,000	A\$1.25 per Share	A\$150,000
4	Mr Rob Sambursky	24,000	A\$1.25 per Share	A\$30,000

Overview of regulatory approval requirements

ASX Listing Rule 10.11 provides that a listed company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without shareholder approval. Directors of the Company are related parties of the Company and therefore Shareholder approval for the participation of the abovenamed Director of the Company in the Placement is required under ASX Listing Rule 10.11

Resolutions 3 and 4 seek the required shareholder approval to the issue under and for the purposes of Listing Rule 10.11.

If Resolutions 3 and 4 are passed, the Company will be able to proceed with the issue of the Shares and each of the Directors, Mr Sam Lanyon (or his nominee) and Mr Rob Sambursky (or his nominee) will receive 120,000 and 24,000 Shares respectively at an issue price of \$1.25 per share.

The following information is given under ASX Listing Rule 10.13 in respect of the proposed issues of Shares to each Director under Resolutions 3 and 4 (respectively).

If approvals are given under ASX Listing Rule 10.11, approvals are not required under ASX Listing Rule 7.1.

The following information is given under ASX Listing Rule 10.13 in respect of the proposed issues of Shares to each Director under Resolutions 3 and 4 (respectively):

- a) the proposed recipients are Mr Sam Lanyon and Mr Rob Sambursky, each of whom is a Director of the Company, or their respective nominee(s) (each of which would be an associate of the respective Director);
- b) each of the proposed recipients are related parties of the Company as each of them are Directors of the Company, and thus approval is being sought under ASX Listing Rule 10.11.1 (related parties);
- c) the maximum number of shares that are proposed to be issued, are 120,000 Shares to Mr Sam Lanyon and 24,000 Shares to Mr Rob Sambursky; being a total of 144,000 Shares;
 - i. Mr Lanyon's current fixed remuneration package amounts to A\$148,493 per annum
 - ii. Mr Sambursky's current fixed remuneration package amounts to US\$295,000 per annum. In addition, a discretionary bonus as determined by the Board will entitle Mr Sambursky's to receive 35% of his total fixed remuneration package subject to Lumos' FY performance against targets, which is equal to a maximum total current remuneration package of US\$398,250 per annum;
- d) the Shares will be issued as soon as practical after the Meeting, and in any event within one month after the Meeting;
- e) the issue price of the Shares will be \$1.25 per Share;
- f) the purpose of the issue is:
 - i. to serve as a discretionary bonus to Mr Sam Lanyon as Executive Chair, and
 - ii. to serve as part settlement of Mr Sambursky's FY21 discretionary annual short-term incentive
- g) the securities were not issued under an agreement.
- h) refer to note 6 for voting exclusions on these Resolutions.

Restrictions on dealing

The Directors abovementioned in Resolutions 3 and 4 will be free to deal with the Shares issued to them, subject to the requirements of the Company's securities trading policy.

Other terms

The Board has broad discretion to forfeit or clawback some or all of the Shares in certain circumstances, including for example in the case of fraud, dishonesty or gross misconduct.

If all or any of Resolutions 3 and 4 are not passed, the Company will not proceed with the issue of the Shares to the applicable Director(s), and the applicable Director(s) (or their nominee(s)) will not receive the Shares as described above but in cash.

Board recommendation

The Board (with the respective directors abstaining in relation to the relevant Resolution regarding their own proposed Shares) recommends that Shareholders vote in favour of Resolutions 3 and 4.

Voting intention

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 3 and 4.

Voting Exclusions

Refer to Note 6 for Voting exclusions.

Resolutions 5a; 5b and 5c: Approval of proposed issue of Employee Incentive Plan Shares to Non Executive Directors, being Ms Bronwyn Le Grice; Mr Lawrence Mehren and Ms Catherine Robson (respectively)

5.1 Background

Shareholders are being asked to approve the grant of Restricted Shares in FY2022, FY2023 and FY2024 to each of the Non-Executive Directors named below (each a **NED** or a **Participant**) under the Company's Long Term Incentive Plan (**Employee Incentive Plan or Plan**). A copy of the Plan was announced to the market on 1 July 2021. A 'Restricted Share' under the Plan is a fully paid ordinary share in the Company issued or set aside for the benefit of a Participant under the Plan.

Approval is being sought for 3 separate resolutions, namely

Resolution 5a: Shares in lieu of directors fees to Ms Bronwyn Le Grice;

Resolution 5b: Shares in lieu of directors fees to Mr Lawrence Mehren

Resolution 5c: Shares in lieu of directors fees to Ms Catherine Robson.”

Following a full review by the Company's existing remuneration arrangements for its Non-Executive Directors, the Remuneration and Nomination Committee has recommended that annual director's fees paid to NEDs may be delivered in cash and/or equity. One of the aims of the Plan is to help facilitate NEDs develop a shareholding in the Company through the diversion of current and future cash director's fees to equity. Structuring Non-Executive Director remuneration in this way will support NEDs in building their shareholdings in the Company and continue to enhance the alignment of interests between Non-Executive Directors and Shareholders generally, whilst at the same time saving the cash resources of the Company.

There is no current intention to increase the total limit of current director remuneration. However, the Plan will facilitate delivery of any increased remuneration (within the NED remuneration limit) if and when it is determined by the Board. A benefit of the Plan for current NEDs is that it provides the opportunity for NEDs, each year, to elect to receive part or all of their cash director's fees in the form of Shares at equivalent market price instead of cash payment (**Fee Share Election**) to build their personal shareholding in the Company. The Plan is also intended to remunerate individual NEDs for any material additional efforts that individual NEDs are required to deliver in progressing the Company's goals.

There are no performance measures the Company or the NED must achieve in order for a Fee Share Election to be made This is in line with best practice governance standards which recommend that non-executive directors generally should not receive equity with performance hurdles attached as it may lead to bias in decision-making and compromise their objectivity.

If any of Resolutions 5a, 5b or 5c is not approved by Shareholders then the Company will not be able to issue Restricted Shares in lieu of director's fees to the corresponding NED and will be obliged to pay that NED their director's fee owing from its cash resources.

As noted above, ASX Listing Rule 10.14 requires that the Company not permit a Director or their Associates to acquire securities under an “*employee incentive scheme*” without Shareholder approval (unless an exception

applies). The issue of Restricted Shares proposed under Resolutions 5a, 5b or 5c falls within ASX Listing Rule 10.14.1, and the Board is therefore seeking Shareholder approval to issue the Restricted Shares to the NEDS on the terms set out in this Notice.

5.2 Summary of the proposed Share issues

Under the Plan, it is proposed that:

- each NED may be invited to elect, at the beginning of each the 2022, 2023 and 2024 Financial Years, what \$amount of their NED Director's fees for that financial year they wanted to receive as Restricted Shares (**Nominated Amount**), with the balance of their fees for that financial year to be paid in cash under existing arrangements;
- each NED will be able to make the election to receive Restricted Shares in place of some or all of their director's fees for the balance of each of the 2022, 2023 and 2024 Financial Years not yet expired as at the date their respective Resolutions 5a, 5b or 5c is approved;
- the Restricted Shares are to be issued quarterly (in arrears, with the **Quarters** being the 3 month period ending on 30 September; 31 December; 31 March and 30 June each financial year) at an issue price per share (**Issue Price**) equal to the 30 day volume weighted average price (**30 Day VWAP**) of the Company's Shares, as traded on the 30 Business Days immediately preceding the proposed quarterly issue date;
- the number of Restricted Shares to be issued each quarter will be equal to the Nominated Amount multiplied by 25% divided by the Issue Price;
- on or within 24 hours of the close of trade of a particular 30 Day VWAP period a Participant may by written notice to the Board, advise that it does not want to receive the Restricted Shares for that quarter (**Election Withdrawal**), in which case the Company shall within the following 7 days pay that Participant's director's fees in cash;
- it is a condition of the issue of the Restricted Securities each quarter that the particular NED is still appointed by the Company as a non-executive director. If a particular Participant's appointment as a director ceases part way through a quarter, their accrued but unpaid director's fees for that quarter (up to the date of cessation) will (subject to any terms of their employment to the contrary) be paid in the form of cash and not by the issue of any Restricted Shares;
- The Restricted Shares will rank equally with all other ordinary shares in the Company on issue; and
- The Company will make application for quotation of the Restricted Shares issued each quarter within the time limits prescribed by the Listing Rules.

A summary of the key terms of the Plan is set out in Annexure 1 and a copy of the Company's Long Term Incentive Plan is available upon request from the Company or for download from the Company's website at <https://lumosdiagnostics.com/corporate-governance/>.

Participants will have no dividend or voting rights with respect to the Restricted Shares until those Shares are issued and the Participant is the registered holder of those LDX Shares.

If at any time the Board determines that the allocation of Shares would result in the Company breaching its Constitution, the Plan, any policy, any law, the Listing Rules or is otherwise inappropriate in the circumstances, the Board may defer the allocation of Restricted Shares until a more suitable time or pay a NED their fee in an equivalent cash amount for that quarter instead of the Restricted Shares otherwise due.

5.3 Additional Information

The Company provides the following additional information in respect of the proposed grant of equity to NEDs under the NEDSP for the purposes of Listing Rule 10.15.

- (a) Non-Executive Directors in office at the date of this Notice who will be made offers to receive Restricted Shares under the Plan are, with respect to
- Resolution 5a is Ms Bronwyn Le Grice;
 - Resolution 5b is Mr Lawrence Mehren; and
 - Resolution 5c is Ms Catherine Robson.”
- (b) The maximum number of securities that may be acquired by current NEDs, in aggregate across all 3 NEDs and for the 3 year period, cannot be precisely calculated as it depends on the 30 Day VWAP each Quarter and whether or not a NED provides the Board with an Election Withdrawal.

The maximum number of securities that may be acquired by each NED per Quarter (if they were to make a Fee Share Election equal to 100% of their Director's Fees) could be calculated at the end of each Quarter by dividing that Directors fees for the Quarter (listed in section (d) below for each of the NEDs) by the 30 Day VWAP applicable to the same Quarter.

The maximum number of Restricted Shares that could be issued, in aggregate across the 3 NEDs, over the 3 year period could be calculated as follows -

N = T divided by Issue Price

Where:

N = equals the maximum number of securities that may be acquired in aggregate across all 3 current NEDs;

Issue Price = 30 Day VWAP, to be determined at the end of each Quarter; and

T = AU\$855,000 (being the aggregate of non-executive directors annual director's fees, representing the 3 years of directors fees that may be taken as Restricted Shares),

on the bases that:

- all 3 of the NEDS make a Fee Share Election with respect to 100% of their director's fees and remain employed as a director with the Company for the entire 3 year period, noting that the Board does not know what, if any, proportion of their director's fees the Participants would nominate to receive as Restricted Shares; and
- the total non-executive directors fees remain at their current levels.

With respect to Resolution 5a, the maximum number of securities that may be acquired by Ms Bronwyn Le Grice over a period of 3 years would be calculated as AU\$240,000 divided by the Issue Price;

With respect to Resolution 5b, the maximum number of securities that may be acquired by Mr Lawrence Mehren over a period of 3 years would be calculated as US\$276,000 (or AU\$375,000 at the USD/AUD exchange rate applicable on 13/9/2021) divided by the Issue Price; and

With respect to Resolution 5c, the maximum number of securities that may be acquired by Ms Catherine Robson over a period of 3 years would be calculated as AU\$240,000 divided by the Issue Price;

The Company is not aware whether any of Ms Le Grice, Mr Mehren or Ms Robson will elect to receive any Restricted Shares.

If the fee pool is increased and a Participant's director's fees increase, then the maximum number of Restricted Shares a Participant may elect to be issued would also increase, up to amount equal to the proportionate increase in that Participant's director's fees. There are no current plans to increase the director's fee pool nor the director's fees currently payable to the non-executive directors

- (c) A summary of the key terms of the Plan is set out in section 5.2 above and Annexure 1 to this Notice.
- (d) The details of the total remuneration package for each of the Participants is as follows:
- Resolution 5a: total remuneration package for Ms Bronwyn Le Grice AUD\$80,000 per annum;
 - Resolution 5b: total remuneration package for Mr Lawrence Mehren US\$92,000 per annum;
 - Resolution 5c: total remuneration package for Ms Catherine Robson AUD \$80,000 per annum;
- (e) There have been no previous issue of equity securities to any of these Participants under the Plan;
- (f) The Restricted Shares will be issued Quarterly. All Restricted Shares to be issued to the Participants under Resolutions 5a, 5b or 5c will be issued within 3 years of the date of this Meeting, with the initial issue to be for the next Quarter following approval of the respective Resolutions 5a, 5b or 5c.
- (g) The Restricted Shares will be issued at a price, calculated each Quarter, equal to the 30 Day VWAP (being the 30 day volume weighted average price of the Company's Shares, as traded on the 30 Business Days immediately preceding the relevant quarterly issue date).

- (h) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under this scheme after this resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.
- (i) Details of any securities issued under the Plan will be published in each annual report of the Company relating to a period in which securities have been issued and that approval for the issue of securities was obtained under Listing Rule 10.14;
- (j) If approval is given by shareholders under Listing Rule 10.14, approval will not be required under Listing Rule 7.1;
- (k) If approval is given by shareholders under Listing Rule 10.14, any Restricted Shares issued to a NED will be calculated as a directors' fee for the purposes of the total NED fees payable in accordance with Listing Rule 10.17; and
- (l) a voting exclusion statement in relation to Resolutions 5a, 5b or 5c is included in the Notice of Meeting

The Board (independent of the NEDs) believes that the issue of the Restricted Shares under each of Resolutions 5a, 5b or 5c, being allocation of director fees between a cash payment and shares issued based on a market price, would meet the "arm's length terms" criteria, and reasonable remuneration exemption, of Section 210 of the Corporations Act, and would therefore be exempt from the need to seek shareholder approval pursuant to Chapter 2E of the Corporations Act.

5.4 Board Recommendation

Each Non-Executive Director abstains from providing a recommendation in respect of such of Resolutions 5a, 5b or 5c as relates to themselves due to their interest in the outcome of that Resolution. The remaining Director recommends that Shareholders vote in favour of Resolutions 5a, 5b and 5c.

Voting intention

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 5a, 5b and 5c.

Voting Exclusions

Refer to Note 6 for Voting exclusions.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

Annual Report means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the period ended 30 June 2021;

“**ASX**” means ASX Limited ABN 66 630 476 970 or the Australian Securities Exchange, as the context requires;

Auditor’s Report means the auditor’s report on the Financial Report;

“**AEDT**” means Australian Eastern Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Lumos Diagnostics Holdings Limited ACN 630 476 970.

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**LDX**” means Lumos Diagnostics Holdings Limited;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of Lumos Diagnostics Holdings Limited for the financial period ended 30 June 2021 and which is set out in the June 2021 Annual Report.

“**Resolution**” means a resolution referred to in the Notice;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company.

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

“**VWAP**” means volume weighted average price.

Annexure 1

Long Term Incentive Plan Rules and Employee Share Option Plan Rules

A copy of the Long Term Incentive Plan Rules and Employee Share Option Plan Rules can be found on the Company Website at: <https://lumosdiagnostics.com/corporate-governance/>



Lumos Diagnostics Holdings Limited
ABN 66 630 476 970

Need assistance?



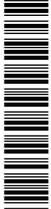
Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

LDX

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



Lumos Diagnostics Holdings Limited Annual General Meeting

The Lumos Diagnostics Holdings Limited Annual General Meeting will be held on Thursday, 28 October 2021 at 8:30am (AEDT). 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: 999999
SRN/HIN: I9999999999
PIN: 99999

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

For your proxy appointment to be effective it must be received by 8:30am (AEDT) on Tuesday, 26 October 2021.



ATTENDING THE MEETING VIRTUALLY

To view the live webcast and ask questions on the day of the meeting you will need to register via this link: https://us02web.zoom.us/webinar/register/WN_avUhduWSN2ShZQmaZlqmA



Lumos Diagnostics Holdings Limited
ABN 66 630 476 970

LDX

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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 **8:30am (AEDT) on Tuesday, 26 October 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

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/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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

By Mail:

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

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.

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

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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Lumos Diagnostics Holdings 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 Lumos Diagnostics Holdings Limited to be held virtually via Zoom Webinar on Thursday, 28 October 2021 at 8:30am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where 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 to exercise my/our proxy on Resolutions 1, 3, 4, 5a, 5b and 5c (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3, 4, 5a, 5b and 5c are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 3, 4, 5a, 5b and 5c 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.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Sam Lanyon as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue 120,000 Fully Paid Ordinary shares to Sam Lanyon (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue 24,000 Fully Paid Ordinary shares to Robert Sambursky (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5a	Shares in lieu of directors fees to Ms Bronwyn Le Grice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5b	Shares in lieu of directors fees to Mr Lawrence Mehren	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5c	Shares in lieu of directors fees to Ms Catherine Robson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

L D X

2 8 0 6 2 7 A



Computershare





Lumos Diagnostics Holdings Limited
ABN 66 630 476 970

LDXRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Lumos Diagnostics Holdings Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Lumos Diagnostics Holdings Limited