

Monash IVF Group Limited
ACN: 169 302 309

Notice of 2021 Annual General Meeting

18 October 2021

Notice is hereby given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of Monash IVF Group Limited (the **Company** or **Monash IVF Group**) will be held on **Friday, 19 November 2021** at **2pm (AEDT)**.

Due to the continually uncertain and evolving circumstances surrounding COVID-19, together with the associated health and safety concerns of our Shareholders and Employees, the Company will be holding a virtual AGM allowing for Shareholders to participate legally without having to be physically present (**Determination**). Accordingly, there will not be a physical venue for Shareholders to attend.

Shareholders may attend the meeting virtually using a Virtual Meeting platform provided by Link Market Services. To access the meeting please enter the following link into your web browser on your computer or online device - <https://agmlive.link/MVF21>

The Virtual Meeting platform will enable Shareholders to:

- See the Meeting presentation material and listen to the Meeting live;
- Vote online during the Meeting;
- Participate and ask questions online (orally and electronically) during the Meeting.

Voting on all resolutions will be conducted by a poll.

Shareholders may also cast their votes at the Meeting by appointing a proxy (preferably the Chairman of the Meeting) or vote online from 2pm on 19 November 2021.

In the event of a technological failure that prevents Shareholders from having a reasonable opportunity to participate in the Meeting, the Company will provide an update on its website and the ASX platform to communicate the details of the postponed or adjourned Meeting to Shareholders.

If it becomes necessary to make further alternative arrangements for holding the Meeting, the Company will provide Shareholders with as much notice as practicable. Further information will be made available on the Company's website and the ASX platform.

Business of the AGM

Item 1 - Consideration of Monash IVF Group Financial Reports

To receive and consider the Financial Report, Director's Report and Auditor's Report for the year ended 30 June 2021.

Item 2 – Adoption of the Remuneration Report (non-binding advisory vote)

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

"That the Remuneration Report, which forms part of the Director's Report for the year ended 30 June 2021, be adopted."

Note: As per the Corporations Act 2001 section 250R, the vote on this resolution will be advisory only and will not bind the Directors of the Company. A voting exclusion statement applies to this resolution as per the Explanatory Notes in this document.

The Chair of the meeting intends to vote all available proxies in favour of Item 2.

Item 3 – Re-election of Directors

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

- 3a *"That Mr Josef Czyzewski, a Non-Executive Director of the Company, and being eligible, offers himself for election, be re-elected as a Director of the Company."*
- 3b *"That Mr Neil Broekhuizen, a Non-Executive Director of the Company, and being eligible, offers himself for election, be re-elected as a Director of the Company."*

A summary of the Director's backgrounds and experience are set out in the explanatory notes.

Item 4 – Approval of long term incentive grant of performance rights to the CEO under the FY2022 executive long term incentive plan

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

"That approval be given for all purposes, including ASX listing rules 10.14, for the grant of performance rights to Michael Knaap, as his annual long term incentive grant for the year ending 30 June 2022 on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting".

Note: A voting exclusion statement applies to this resolution as per Explanatory Notes in this document.

The Chair of the meeting intends to vote all available proxies in favour of Item 4.

By order of the Board



Malik Jainudeen
Company Secretary

18 October 2021

Notice of Annual General Meeting

Annual Report

Monash IVF Group Annual Report is accessible via the website
<https://www.monashivfgroup.com.au/investor-centre/annual-reports/>

Eligibility to Vote

For the purpose of determining entitlement to vote at the Meeting, shares will be taken to be held by the persons who are registered holders at 7.00pm (AEDT) on Wednesday 17 November 2021. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

Participating at the Meeting

Shareholders are requested to participate in the AGM virtually via our virtual AGM platform at <https://agmlive.link/MVF21> or via a Direct Voting Form or the appointment of a proxy. We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

Enter <https://agmlive.link/MVF21> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN); and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting. Alternatively the proxy code can be obtained by calling the Share Registry on 1300 554 474 the day prior to the meeting.

Shareholders can also ask questions orally during the AGM. Shareholders will need to contact Link Market Services on 1800 990 363 or +61 1800 990 363 before 5pm AEDT on Wednesday 17 November 2021 to obtain a personalised PIN number to ask a question via the telephone. If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

To ask a question via telephone please dial 1800 416 188 or +61 2 9189 1107 after 1:45pm on the day of the Meeting. You will receive instructions on how to ask a question during the Meeting from the phone moderator.

More information about how to participate in the Meeting by telephone is available in the Virtual Meeting Guide available at <https://www.monashivfgroup.com.au/investor-centre/agms/>

or by contacting Link Market Services on 1800 990 363 or +61 1800 990 363.

Further information on how to participate virtually is set out in this Notice and the Online Platform Guide.

All shareholders will have a reasonable opportunity to ask or submit questions during the AGM via the virtual AGM platform at the appropriate time while the meeting is in progress, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many Shareholders as possible have the opportunity to ask and submit questions, Shareholders are requested to observe the following:

- all Shareholder questions should be articulated or stated clearly and should be relevant to the business of the Meeting, including matters arising from the Financial Report, Directors' Report (including the Remuneration Report) and Auditor's Report, and general questions about the performance, business or management of the Company;
- if a Shareholder has more than one question on an item, all questions should be asked or submitted at the one time; and

- Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

Shareholders who prefer to register questions in advance of the Meeting are invited to do so. A Shareholder Question Form has been included with this Notice.

We will attempt to address the more frequently asked questions during the Chairman and Group Managing Director's presentations to the Meeting.

Voting by Proxy

In the interest of public health and safety and as a result of COVID-19 and the Determination, the Meeting will be held entirely virtually and there will be no physical venue for Shareholders to attend. Shareholders may participate in the Meeting online via the Virtual Meeting platform provided by Link Market Services – <https://agmlive.link/MVF21>

Even though the Meeting is being held entirely online, you may still participate by lodging a proxy vote prior to the Meeting or vote online during the Meeting (described in further detail below).

In accordance with section 249L of the Corporations Act 2001 (Cth), a shareholder may attend the AGM and vote or may appoint a proxy to vote on the shareholder's behalf.

A member who is entitled to vote but prefers to use a proxy vote may appoint no more than two proxies. If two proxies are appointed the proportion of votes each proxy is entitled to exercise must be specified. If no proportion or vote number is specified, each proxy may exercise half the number of votes.

A proxy does not need to be a Shareholder. A body corporate appointed as a member's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the AGM.

If a Shareholder has not directed the proxy on how to vote, the proxy may vote as the proxy deems fit, and similarly if the Shareholder appoints the Chair of the AGM as proxy but does not direct the Chair on how to vote on an item, the Chair will vote in accordance with his voting intention as stated, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

Lodging your Proxy Form

Proxy forms should be lodged online at www.linkmarketservices.com.au in accordance with the instruction provided on the website. To use this facility, you will need your Holder Identification Number (HIN) or Securityholder Reference Number (SRN). This is located on the front of your Shareholder letter and you will be deemed to have signed your proxy form if you lodge it in accordance with the instructions on the website.

Alternatively, you can lodge your completed and signed proxy form (together with any power of attorney or other authority under which the appointment was signed, or a certified copy of the authority, letter of representation, or power of attorney) received by 2pm on Wednesday, 17 November 2021. This can be returned by:

- a) Post using the reply-paid envelope provided or posted to:
Monash IVF Group Ltd
c/- Link Market Services Ltd
Locked Bag A14, Sydney South NSW 1235
- b) Hand delivered to Level 12, 680 George Street, Sydney NSW 2000
- c) Fax to Link Market Services Limited on +61 2 9287 0309

Proxy voting by the Chair

The Chairman intends to vote undirected proxies in favour of all proposed resolutions. In the event that there is a change to the Chairman's intention to vote it will be announced on the Monash IVF Group website before the AGM. The Chairman's decision on how to vote on all occasions is conclusive.

Where the Chair is appointed as a Shareholder's proxy on Item 2 or Item 4, (or he becomes your proxy by default) and the Shareholder has not specified the way in which the Chair is to vote on Item 2 or Item 4, the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for these items of business.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act 2001 (Cth) in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act 2001 (Cth). The Certificate must be lodged with the Company before the AGM. The Company will retain the certificate.

Voting at the Meeting

In accordance with the Determination, voting on all items of business will be conducted on a poll. You may vote at the Meeting in one of two ways, by:

- Using the online platform. We recommend logging into the online platform at least 15 minutes prior to the scheduled start time by entering <https://agmlive.link/MVF21> into a web browser on your computer or online device. Securityholders will need their SRN or HIN;
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 24 hours prior to the Meeting.

Online voting will be open between the commencement of the Meeting at 2pm (Sydney time) on 19 November 2021 and the time at which the Chair announces voting closure.

More information about online participation in the Meetings is available on the Online Platform Guide.

Explanatory Notes

Item 1 - Consideration of Monash IVF Group Financial Reports

The Financial Reports including the Director's Report and Auditor's Report (the **Reports**) for the year ended 30 June 2021 will be laid before the AGM. There is no requirement for a formal resolution on this item. However, the Chairman will allow reasonable opportunity for shareholders to ask questions and make comments on the operations and Management with regard to the Reports. Shareholders will also be given a reasonable amount of time to ask the appointed Auditor representative questions about the content and conduct of the audit.

Item 2 – Adoption of the Remuneration Report (non-binding advisory vote)

The Remuneration Report for the year ended 30 June 2021 outlines the remuneration arrangements of Monash IVF Group in accordance with the requirements of the Corporations Act 2001 and its regulations. The information has been audited as required by section 308 of the Corporations Act 2001.

The Remuneration Report addresses the following issues:

1. Remuneration governance
2. Principles used to determine the nature and amount of remuneration
3. Executive remuneration including fixed remuneration and at-risk remuneration
4. Non-executive Director remuneration
5. Details of remuneration for key management personnel
6. Loans to key management personnel
7. Key management personnel shareholdings
8. Group performance

Following consideration of the Remuneration Report, the Chairman will give shareholders reasonable opportunity to ask questions or to comment on the report before the resolution that the Report be adopted be put to the vote. The resolution of this item is advisory only and non-binding for the Company or Board.

The Directors recommend that Shareholders vote in favour of Item 2.

Voting exclusions

As required by the Corporations Act 2001, the Company will disregard any votes cast on Item 2 by any member of the Company's key management personnel (**KMP**), or as proxy by a person who is a member of the Company's KMP, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, unless the person votes as a proxy appointed in writing that specifies how the shareholder wishes to vote. In addition, the Chairman of the AGM will be able to vote as a proxy appointed in writing that expressly authorises him to vote on the resolution even though that resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP.

Item 3 - Re-election of Directors

In accordance with the Company's constitution, an election of Directors must occur at every Annual General Meeting. The following Directors have offered themselves for re-election and election:

3a Re-election of Mr Josef Czyzewski as a Director

Mr Josef Czyzewski joined the Group in June 2014 and has over 30 years of experience in senior finance positions and significant experience in the health industry.

Josef has held the positions of CFO at Healthscope Limited and CFO/General Manager Strategy and Development at Spotless Group limited following its takeover by private equity interests.

Prior to that time, Josef had held various senior finance positions with BHP Billiton including VP Finance and Corporate Treasurer.

The Directors (other than Mr Czyzewski) recommend that Shareholders vote in favour of item 3a.

3b Re-election of Mr Neil Broekhuizen as a Director

Mr. Neil Broekhuizen is the joint Chief Executive Officer of Ironbridge. Neil has over 30 years experience in the finance industry, including 28 years in private equity with Investcorp and Bridgepoint in Europe and Ironbridge in Australia. Neil has sat on the Ironbridge Investment Committee since inception.

Neil is the independent non-executive Chairman of Bravura Solutions.

The Directors (other than Mr Broekhuizen) recommend that Shareholders vote in favour of item 3b.

Item 4 - Approval of long term incentive grant of performance rights to the CEO under the FY2022 executive long term incentive plan

Pursuant to ASX Listing Rule 10.14, the Company is seeking shareholder approval for the grant of performance rights to Mr. Michael Knaap, Managing Director and Chief Executive Officer (**MD** and **CEO**), as part of his Long Term Incentive (**LTI**) award for FY2022.

Key terms of the FY22 LTI grant

The LTI Plan is designed to align the interests of the Managing Director and Chief Executive Officer with the interests of shareholders by providing the opportunity to receive an equity interest in Monash IVF Group through the granting of performance rights. If approved by shareholders, the performance rights will be granted under the operation of the Company's Equity Incentive Plan.

Mr Michael Knaap's annual remuneration package includes the following:

- Total Fixed Remuneration (base salary and packaged benefits) of \$577,500 (**TFR**);
- A target short-term incentive (**STI**) opportunity of 60% of his fixed remuneration, subject to the achievement of certain performance criteria measures approved by the Board. The STI criteria is subject to both financial and non-financial outcomes and is payable in cash;
- A LTI award comprising the granting of performance rights up to 80% of his fixed remuneration (subject to shareholder approval, as described further below).

Mr Knaap will be granted 466,166 performance rights, which has been determined by dividing Mr Knaap's LTI maximum opportunity of \$462,000 (equivalent to 80% of Mr Knaap's TFR) by the volume weighted average share price of the Company's shares traded on the ASX on the 10 trading days (**VWAP**) following the announcement of the FY2021 financial results.

As the performance rights form part of Mr Knaap's remuneration, they will be granted at no cost and there will be no amount payable on vesting. On vesting, each performance right entitles Mr Knaap to one ordinary share in the Company (**Share**) plus an additional number of Shares calculated on the basis of the dividends which would have been paid on that one Share had it been issued at the time of grant of the performance right and assuming that those dividends were reinvested at the closing price of Shares on the distribution date of those dividends. Prior to vesting, performance rights do not entitle Mr Knaap to any dividends or voting rights.

Performance conditions

The LTI performance rights are granted in two tranches with each tranche subject to separate vesting conditions based upon external measures as follows:

- Tranche one – 70% of the performance rights will be subject to a Basic Earnings Per Share (**EPS**) hurdle. No vesting occurs below the threshold level EPS of 10% per annum;
- Tranche two – 30% of the performance rights will be subject to a Relative Total Shareholder Return (**TSR**) hurdle relative to the ASX300 Healthcare Accumulation Index (**Index**). No vesting occurs if the

TSR is less than the Index performance. TSR growth is calculated based on the 10 day closing VWAP after the FY2021 and FY2024 results announcements, adjusted for capital movements and inclusive of dividends on a reinvestment basis at the ex-div date.

These hurdles and vesting schedules are set out below:

Tranche one: Basic EPS Performance (70% weighting)	Tranche two: Relative TSR Performance (30% weighting)	Portion of performance rights that will vest against the relevant target
Less than 10% per annum	Less than Index return	0%
10% per annum	Equal to Index return	20%
Between 10% and 12%	Between Index return and Index return + 5%	Straight line pro-rata vesting
At or above 12% per annum	Equal to or > Index return + 5%	100%

Testing of the performance conditions

Tranche one: Basic EPS

The performance period will run from 1 July 2021 to 30 June 2024. The hurdle for 70% of the rights is based on an earnings per share hurdle which measures the compound growth of the Company's basic earnings per share (**EPS**) over a three year period from 1 July 2021 to 30 June 2024. Basic EPS is subject to audit applying the requirements of Australian Accounting Standard AASB 133. EPS may be normalised by adjustment for any amounts in respect of the period individually significant, non-recurring, abnormal or unusual gains or losses of the Group, whether realised or unrealised. The base EPS is the underlying FY2021 EPS of 6.0 cents. No vesting occurs at below a threshold level of EPS growth of 10% per annum. 20% will vest at threshold performance, 100% will vest at maximum performance of EPS growth of 12% or above, with pro rata vesting between threshold and maximum.

Tranche two: Relative TSR

The hurdle for the other 30% of the rights are based on the Company's total shareholder return (**TSR**) relative to the ASX300 Healthcare Accumulation Index (**Index**) from the 10 day closing VWAP period after the FY2021 and FY2024 results announcements. In respect of the tranche, no performance rights will vest if the TSR performance is less than the Index performance. 20% will vest at threshold performance when TSR equals Index returns, 100% will vest at maximum performance if TSR equals Index returns +5% on an annualised basis, with pro rata vesting between threshold and maximum. TSR is calculated based on the closing share price, adjusted for capital movements and inclusive of dividends on a reinvestment basis at the ex-div date, as at the start of the performance period and the end of the performance period.

Other key terms of the LTI Plan

Event for a performance right to lapse

A performance right granted will lapse, amongst other relevant events:

- if the vesting conditions are not satisfied within the relevant time period; or
- on the fifteenth anniversary of the date the performance rights were granted.

Cessation of employment

Subject to the discretion of the Board, on the cessation of employment of Mr Knaap with the Monash IVF Group, the performance rights will not lapse and will remain to be tested at the end of the performance period. At the time of cessation of employment, the Board has a discretion to determine that some or all of the performance rights will lapse and the Board may have regards to the facts and circumstances at the time of cessation of employment, including the proportion of performance period in which Mr Knaap was employed by the Monash IVF Group.

Change of control

Where a Control Event occurs, the Board may determine that Mr Knaap's unvested performance rights will vest, lapse, remain subject to existing vesting conditions or be subject to substitute vesting conditions. A Control Event occurs where:

- a person who previously had voting power in Monash IVF Group Limited of less than 50% obtains voting power of more than 50% through a takeover bid;
- a takeover bid for Monash IVF Group Limited is declared unconditional at a time prior to the bidder being entitled to 50% of the issued ordinary shares;
- a court convenes a meeting of Monash IVF Group Limited shareholders to vote on a proposed scheme of arrangement pursuant to which control of the majority of ordinary shares may change; or
- any transaction or event that in the opinion of the Board may result in a person becoming entitled to exercise control over Monash IVF Group Limited.

In exercising that discretion, the Board may have regard to any relevant matter, including the circumstances of the Control Event, the extent to which the applicable vesting conditions have been satisfied and/or the proportion of the performance period that has elapsed at that time.

Malus and Clawback

If the Board determines that Mr Knaap has committed any act of fraud, dishonesty, breach of his or her obligations to the Monash IVF Group or is knowingly involved in a material misstatement of financial statements, the Board may determine that:

- the vesting conditions and/or the performance period for the performance rights should be altered or reset;
- unvested performance rights shall lapse;
- vested but unexercised performance rights are forfeited;
- Shares resulting from the exercise of vested performance rights are forfeited;
- cash amounts paid in settlement of vested performance rights must be repaid; or
- net proceeds of the sale of Shares resulting from the exercise of vested performance rights must be repaid.

Restrictions on dealing

Mr Knaap must not sell, transfer, hedge or otherwise deal with performance rights. Mr Knaap will be free to deal with the Shares allocated on vesting of the performance rights, subject to the requirements of Monash IVF Group's Securities Trading Policy.

Settlement of vested performance rights

After the vesting of the performance rights Mr Knaap may deliver a notice of exercise to the Company that requires the Company to settle Mr Knaap's performance rights in shares, which may be issued or acquired on market, or with a cash equivalent amount, or a combination of both, as determined by the Board. Details of any shares issued under the LTI Plan will be published in the Company's annual report for the relevant period.

Other required information – ASX Listing Rules

- Mr Knaap is the only Director eligible to participate and receive performance rights under the LTI Plan. No associate of any Director is entitled to participate. No additional director who becomes entitled to participate in the LTI Plan will participate until approval is obtained under ASX Listing Rule 10.14;
- Mr Knaap was granted 501,629 performance rights under the LTI Plan since the 2020 Annual General Meeting (as approved at that meeting). The acquisition price for those performance rights was nil. No other Director (or associate of any Director) has received securities under the LTI Plan since it was approved by shareholders at the 2017 Annual General Meeting;
- There is no loan provided in relation to performance rights (or the Shares underlying them);

- ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. Pursuant to Listing Rule 7.2 Exception 14, if item 4 is approved, approval under ASX Listing Rule 7.1 is not required for any issue of shares resulting from the vesting and exercise of the performance rights. Those shares would not be included in the Company's 15% limit and would enable that proportion of the 15% limit to be used for a future issue of equity securities;
- If the grant of performance rights is approved, they will be issued as soon as possible and no later than 26 November 2021;
- Performance rights issued under the LTI Plan will be published in the Company's annual report for the relevant period in which they were issued. The Company's annual report will note that approval for the issue of those securities was obtained under ASX Listing Rule 10.14;
- If shareholder approval for the grant of performance rights to Mr Knaap is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Knaap.

Voting exclusion statement

As required by the Corporations Act 2001, Monash IVF Group Limited will disregard any votes cast on Item 4 as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties where the proxy appointment does not specify the way the proxy is to vote on Item 4.

However, the Chairman of the AGM will be able to vote as a proxy appointed in writing that expressly authorises him to vote on the resolution even though that resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP.

As required by ASX listing Rule 10.15, the Company will disregard any vote cast in favour of Item 4 by or on behalf of any director (or associates of a director) eligible to participate in the LTI Plan and any of their associates. However, Monash IVF Group Limited need not disregard a vote cast in favour of Item 4 if:

- (a) It is cast by a person as a proxy or attorney of a person who is entitled to vote on item 4, in accordance with the directions given to the proxy or attorney to vote on item 4 in that way;
- (b) It is cast by the Chairman of the AGM as proxy or attorney for a person who is entitled to vote on item 4, in accordance with a direction given to the Chairman to vote on item 4 as the Chairman decides; or
- (c) It is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
 - 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 item 4; and
 - the holder votes on item 4 in accordance with the directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

The Directors (other than Mr Knaap) recommend that Shareholders vote in favour of item 4.

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Monash IVF Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X9999999999

PROXY FORM

I/We being a member(s) of Monash IVF Group Limited (the Company) and entitled to attend and vote hereby appoint:

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. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

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 **2:00pm (AEDT) on Friday, 19 November 2021** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/MVF21> (refer to details in the Notice of Meeting).

Important for Resolutions 2 and 4: 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 Resolutions 2 and 4, even though the Resolutions are 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.

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 ☒.

Resolutions

For Against Abstain*

2 Adoption of the Remuneration Report (non-binding advisory vote)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3a Re-election of Mr Josef Czyzewski as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3b Re-election of Mr Neil Broekhuizen as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Approval of long term incentive grant of performance rights to the CEO under the FY2022 executive long term incentive plan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

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).

MVF PRX2101N

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 Resolutions are 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 he or she chooses. 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 vote@linkmarketservices.com.au 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.linkmarketservices.com.au.

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 **2:00pm (AEDT) on Wednesday, 17 November 2021**, 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

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the 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 MAIL

Monash IVF Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions



Monash IVF Group

Monash IVF Group Limited
ABN 90 169 302 309

LODGE YOUR QUESTIONS



ONLINE

www.linkmarketservices.com.au



BY MAIL

Monash IVF Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

Please use this form to submit any questions about Monash IVF Group Limited ("the Company") that you would like us to respond to at the Company's 2021 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **5:00pm (AEDT) Wednesday, 17 November 2021**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction

Large text area for questions

☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction

Large text area for questions

QUESTIONS

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://agmlive.link/MVF21>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

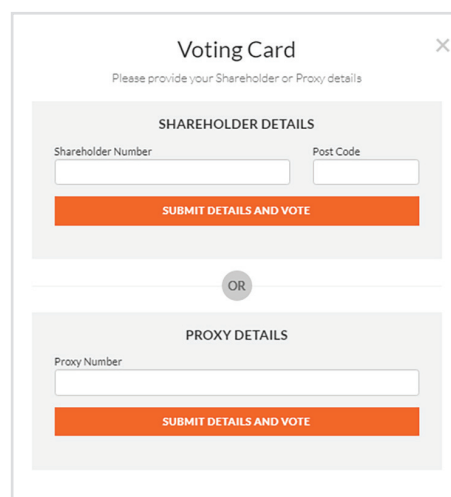
- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

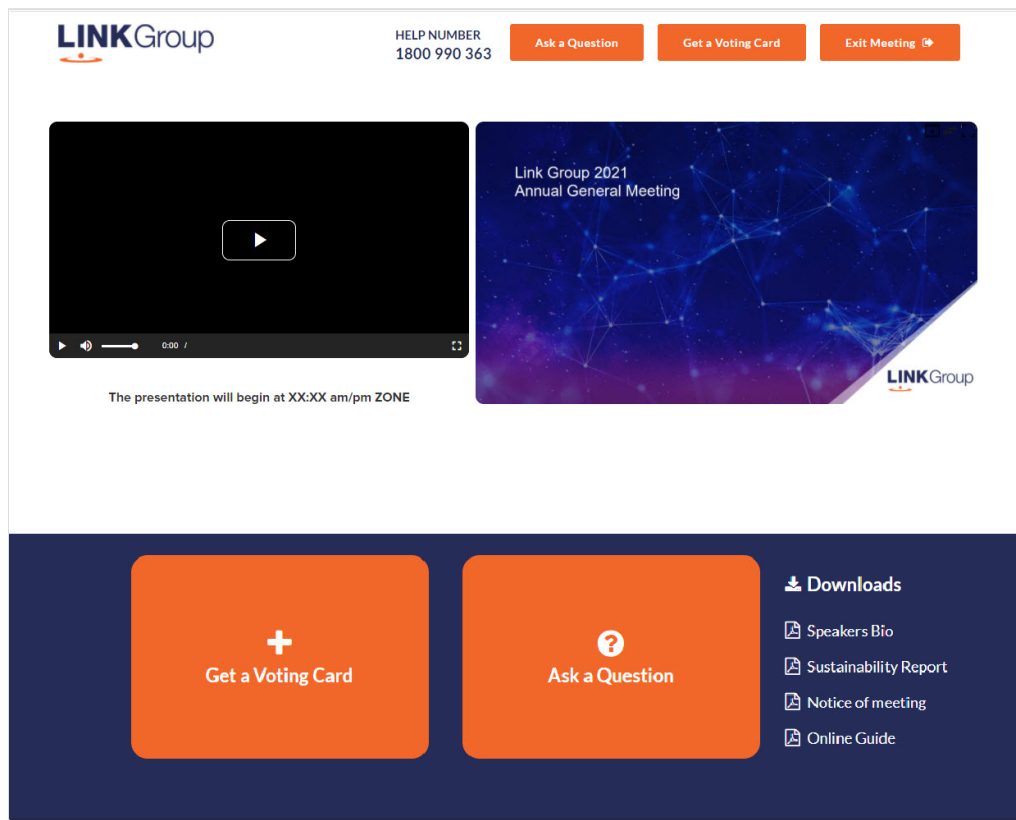
SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



ABC COMPANY PTY LTD

X123456789

X

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote

Partial Vote

Resolution 2B

☒ For
☐ Against
☐ Abstain

RE-ELECTION OF MRL ABC AS A DIRECTOR

Resolution 2C

☒ For
☐ Against
☐ Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3

☒ For
☐ Against
☐ Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4

☒ For
☐ Against
☐ Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

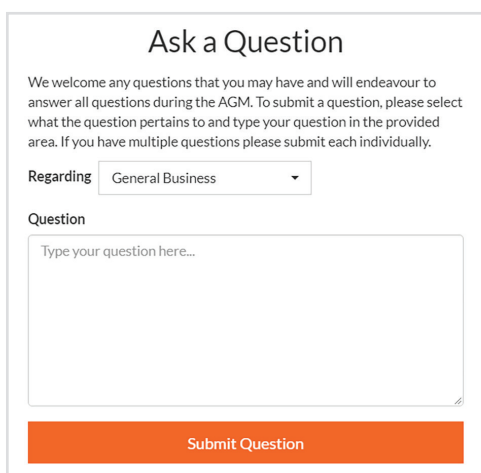
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question' and includes a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this, there is a 'Regarding' section with a dropdown menu currently set to 'General Business'. Underneath is a 'Question' section with a large text area containing the placeholder 'Type your question here...'. At the bottom of the form is an orange button labeled 'Submit Question'.

In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' box is titled 'View Questions' and includes a message: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.' Below this, there is a question card for 'When will the next AGM be held?'. The card indicates it was 'Asked regarding General Business', 'Asked at: 7:18AM', and 'Updated: 7:18AM'. There is a small speech bubble icon with a plus sign in the top right corner of the card. Below the card is a grey button labeled 'OPEN COMMENTS'. At the bottom of the box is an orange button labeled 'SUBMIT ANOTHER QUESTION'.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:
Conference Call Number: 1800 416 188
International Call Number: +61 2 9189 1107

Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to enter your **PIN** followed by the hash key. This will verify you as a securityholder and allow you to ask a question at the Meeting.

Step 3

Once you have entered your **PIN**, you will be greeted by a moderator. Once the moderator has verified your details you will be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

When it is your time to ask your question, you will hear an auto prompt that your line has been unmuted and you can then start speaking.

Note, if at any time you no longer wish to ask your question, you can lower your hand by **pressing *1** on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

Step 3

Your line will be muted once your question has been answered.

Contact us

Australia

T +61 1800 990 363
E info@linkmarketservices.com.au