



31 October 2023

## **ASX ANNOUNCEMENT**

### **Notice of Annual General Meeting and Voting Form**

Attached is the Notice of Meeting and Voting Form in respect of the Annual General Meeting for ImpediMed Limited (**ImpediMed**) (ASX:IPD) which is being held on Thursday, 30 November 2023 commencing at 11.00am AEDT at the offices of Clifford Chance, Level 24, Brookfield Place, 10 Carrington Street, Sydney NSW 2000.

**Authorised for release by the Board of ImpediMed Limited.**

#### **Contact Details**

**Investor Relations Contact:**

Hannah Howlett

WE Communications

T: +61 450 648 064

[E: hhowlett@we-worldwide.com](mailto:hhowlett@we-worldwide.com)

[E: investorrelations@impedimed.com](mailto:investorrelations@impedimed.com)

#### **About ImpediMed**

Founded and headquartered in Brisbane, Australia with US and European operations, ImpediMed is a medical technology company that uses bioimpedance spectroscopy (BIS) technology to generate powerful data to maximise patient health. ImpediMed produces the SOZO® Digital Health Platform, which is FDA-cleared, CE-marked, and ARTG-listed for multiple indications, including lymphoedema, heart failure, and protein calorie malnutrition and sold in select markets globally.

In March 2023, the NCCN Clinical Practice Guidelines In Oncology (NCCN Guidelines®) for Survivorship were updated and reference bioimpedance spectroscopy as the recommended objective tool to screen at-risk cancer patients for early signs of lymphoedema. With the SOZO Digital Health Platform and L-Dex®, ImpediMed is the only company to offer FDA-cleared technology that uses bioimpedance spectroscopy for the clinical assessment of lymphoedema. The connected digital health platform and large, attractive cancer-related lymphoedema market present an opportunity for continued strong growth through ImpediMed's SaaS subscription-based business.

For more information, visit [www.impedimed.com](http://www.impedimed.com).



# ImpediMed Limited

ACN 089 705 144

## Notice of Annual General Meeting

Thursday, 30 November 2023  
11.00am (AEDT)

## Participation in the AGM

The Annual General Meeting (**AGM**) of ImpediMed Limited (**ImpediMed** or **Company**) will be held on Thursday, 30 November 2023 commencing at 11.00am (AEDT).

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

### Shareholders can participate in the AGM in the following ways:

#### Before the AGM

##### AGM Notice of Meeting

Access online at  
<https://www.impedimed.com/about/investors/corporate-governance/>

Request a hard copy of the Notice of Meeting by phone +61 1300 554 474 or email  
[registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)

##### Vote or appoint proxy

Return the hard copy Voting Form or vote online at  
<https://investorcentre.linkgroup.com>  
To be valid, your Direct Vote or proxy appointment must be received by **11.00am (AEDT) on Tuesday, 28 November 2023**

##### Ask a question or make a comment

Submit questions online or  
<https://investorcentre.linkgroup.com>  
by **5.00pm (AEDT) on Friday, 24 November 2023**

#### At the AGM

##### Attend the AGM in person

The AGM will be held at the offices of Clifford Chance, Level 24, Brookfield Place, 10 Carrington Street, Sydney NSW 2000.

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person will be able to ask questions or make a comment and vote at the meeting.

##### Join online

- Enter [meetings.linkgroup.com/IPD23](https://meetings.linkgroup.com/IPD23) into a web browser
- Enter your name, phone number, email and company name (if applicable) and select 'Continue' to register
- If you are a shareholder, enter your SRN/HIN and postcode
- If you are a proxy, enter the code that Link will email to you 12 hours before the AGM

##### Vote online

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

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

##### Ask a question or make a comment online

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

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



### Attend and ask questions or make comments by telephone

If you wish to ask a question or make a comment orally rather than via the online platform, you can participate in the AGM via telephone. Only Shareholders, proxyholders, body corporate representatives or attorneys can listen to the AGM and ask questions or make a comment. Further, it will not be possible to vote by telephone. To utilise the telephone option please call Link on +61 1800 990 363 **by 11.00am (AEDT) on Tuesday, 28 November 2023** to register your participation and obtain the required access code.

Once registered, you will then be able to ask a question at the Meeting by:

- Pressing \*1 on your keypad
- When it is time to ask your question, the moderator will introduce you to the Meeting, your line will be unmuted, and you can then start speaking
- Your line will be muted once your question is answered

Please refer to the Online Meeting Guide at <https://www.impedimed.com/about/investors/corporate-governance/> for further details about attending via the online portal. If you need assistance, please call +61 1800 990 363.

If you would like to receive a printed copy of this Notice or any future Notices, please contact the Share Registry on +61 1300 554 474.

## Chair's message

31 October 2023

**Dear ImpediMed Shareholder,**

On behalf of the Board, I am pleased to invite you to attend the AGM of ImpediMed Limited which will be held on Thursday, 31 November 2023 commencing at 11.00am (AEDT) at the offices of Clifford Chance, Level 24, Brookfield Place, 10 Carrington Street, Sydney NSW 2000.

The meeting will also be held via an audio webcast to enable those shareholders who are unable to attend in person, to participate in the AGM. We do, however, encourage you to attend the meeting in person if you are able to.

You can participate in the AGM through the online platform at [meetings.linkgroup.com/IPD23](https://meetings.linkgroup.com/IPD23). Details on how to join online are set out in the attached Notice of Meeting and in the Online Meeting Guide which are available on our website at <https://www.impedimed.com/about/investors/corporate-governance/>.

Please read the Notice of Meeting (including the Explanatory Memorandum) (which can be found at <https://www.impedimed.com/about/investors/corporate-governance/>), and the Voting Form and consider how to vote on each resolution related to the items of business of the AGM. Subject to the abstentions noted in the Explanatory Memorandum, the Directors of ImpediMed recommend that Shareholders vote in favour of all resolutions.

If you are unable to attend the AGM, I encourage you to vote online no later than 11.00am (AEDT) on Tuesday, 28 November 2023.

Shareholders will have the opportunity to submit questions or make comments prior to the AGM or during the AGM, and details of how to do this are outlined in the attached Notice of Meeting.

I also encourage you to read our 2023 Annual Report which provides a detailed overview of business performance last year, which can be found at [www.impedimed.com/about/investors](https://www.impedimed.com/about/investors).

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

Yours sincerely,



**McGregor Grant**  
Chair

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of ImpediMed Limited (**Company** or **ImpediMed**) will be held on Thursday, 30 November 2023 at 11.00am (AEDT) at the offices of Clifford Chance, Level 24, Brookfield Place, 10 Carrington Street, Sydney NSW 2000, and via an audio webcast-(**Meeting**).

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

### Items of business

---

#### Item 1: Financial statements and reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the Company for the financial year ended 30 June 2023.

All Shareholders can view the Annual Report, which contains the Financial Report for the year ended 30 June 2023, at [www.impedimed.com/about/investors/financial-reports/](http://www.impedimed.com/about/investors/financial-reports/).

#### Item 2: Remuneration Report

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

*"To adopt the Remuneration Report for the year ended 30 June 2023."*

Notes:

- (i) In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
- (ii) A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

#### Item 3: Re-election of Mr McGregor Grant

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

*"That Mr McGregor Grant, being a Director who is retiring in accordance with clause 16 of the Company's Constitution and Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a director of the Company."*

## **Item 4: Re-election of Ms Christine Emmanuel-Donnelly**

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

*“That Ms Christine Emmanuel-Donnelly, being a Director who is retiring in accordance with clause 16 of the Company’s Constitution and Listing Rule 14.4, and being eligible, offers herself for re-election, be re-elected as a director of the Company.”*

## **Item 5: Election of Dr Michael Seiden**

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

*“That Dr Michael Seiden, being a Director who was appointed by the Board on 01 July 2023 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers himself for election, be elected as a director of the Company.”*

## Voting Procedures

### All resolutions will be by poll

---

In accordance with clause 10.9 of the Company's Constitution (**Constitution**), the Chair intends to demand a poll on each of the resolutions proposed at the Meeting. Each resolution considered at the Meeting will therefore be conducted by a poll. The Chair considers voting by poll to be in the interests of Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

### Entitlement to vote

---

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00pm (AEDT) on Tuesday, 28 November 2023 (**Entitlement Time**).

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

### How to vote – before the AGM

---

#### Direct vote – using the Voting Form

In accordance with clause 12.3 of the Constitution, Shareholders are able to vote directly on resolutions considered at the Meeting **at any time between the date of this Notice of Meeting and 11.00am (AEDT) on Tuesday, 28 November 2023** by returning the hard copy Voting Form or by voting online (further details below).

If you lodge a direct vote you are voting directly and are not appointing a third party, such as a proxy, to act on your behalf.

The ImpediMed Direct Voting Regulations governing direct voting are available on the ImpediMed website at <https://www.impedimed.com/about/investors/corporate-governance/>. By submitting a direct vote, you agree to be bound by the ImpediMed Direct Voting Regulations.

#### Appointment of Proxy

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

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

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

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

- If a Shareholder has not directed their proxy on how to vote on Item 2 the proxy may vote as the proxy determines; and
- If a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting.

## Submitting your Voting Form

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

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

For your proxy or direct vote prior to the AGM to be effective, your completed, signed and lodged Voting Form (together with the relevant original power of attorney or a certified copy of the proxy signed by an attorney) must be received by the Company's Share Registry, Link Market Services, no later than 11.00am (AEDT) on Tuesday, 28 November 2023 (**Proxy Deadline**). After this time, you will still be able to lodge your vote during the AGM by attending the Meeting in person.

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

- Online:** Via the Company's Share Registry at <https://investorcentre.linkgroup.com>. You will need your Securityholder Reference Number (**SRN**) or Holding Identification Number (**HIN**) and postcode for your shareholding.
- Mobile device:** Using a mobile device by scanning the QR code on the back of the Voting Form. You will also need your SRN or HIN and postcode for your shareholding.
- By post:** Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches Link Market Services Limited by the Proxy Deadline.
- By fax:** (02) 9287 0309 (within Australia), +61 2 9287 0309 (from outside Australia).
- By hand delivery:** Link Market Services Limited at Level 12, 680 George Street, Sydney NSW 2000.

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

## Power of Attorney

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

## Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative must bring to the AGM a properly executed letter or other document confirming its authority to act as the body corporate's representative. A 'Certificate of Appointment of a Corporate Representative' form can be obtained from ImpediMed's share registry or online at <https://investorcentre.linkgroup.com> (under Resources then Forms).

## How to vote – during the AGM

---

### Attending in person

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person will be able to vote and ask questions or make comments, at the meeting.

### Using the Online Platform

Shareholders can vote directly using the online platform ([meetings.linkgroup.com/IPD23](https://meetings.linkgroup.com/IPD23)) **at any time between the commencement of the AGM (11.00am AEDT on Thursday 30 November 2023) and the closure of voting as announced by the Chair during the AGM.**

Shareholders will be able to cast their vote using the electronic voting card received after clicking the 'Get a Voting Card' button. If you have more than one shareholding, continue to click on 'Get a Voting Card' to receive cards for each of your holdings. Shareholders can then choose to vote at any time during the Meeting. A change can be made to your vote at any time while voting remains open. Once you submit your voting card, you will be unable to change it. Any cards not submitted by the close of voting will be automatically submitted.

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

## Proxy Voting by the Chair

---

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

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

## Questions and Comments from Shareholders

---

### Before the AGM

Shareholders can submit questions in advance of the AGM via the Share Registry website at <https://investorcentre.linkgroup.com>.

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (AEDT) on Friday, 24 November 2023.

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

### During the AGM

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person will be able to ask questions or make comments during the Meeting.

Questions or comments can be submitted at any time during the Meeting:

- If attending the Meeting in person: by raising your hand and waiting for the Chair to call on you.
- If attending online: by using the 'Ask a Question' tab on the screen. We encourage you to ask your questions as early as possible in the Meeting. The questions will be read out to the Meeting on your behalf.
- If attending by telephone (once registered via the process described earlier in this Notice and in the Online Meeting Guide): by pressing \*1 on your handset. When it is time to ask your question, the moderator will introduce you to the Meeting, your line will be unmuted, and you can then start speaking. Your line will be muted once your question is answered.

BY ORDER OF THE BOARD



**Leanne Ralph**  
Company Secretary  
31 October 2023

## Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in relation to the business to be conducted the Company's AGM to be held at 11.00am (AEDT) on Thursday, 30 November 2023.

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

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

The resolutions in Items 3, 4, and 5 are ordinary resolutions, which require a simple majority of votes cast by Shareholders entitled to vote on the resolution. The resolution in Item 2 relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

---

### Item 1 – Financial statements and reports

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

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

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company and to ask questions about, or make comments on, the Annual Report. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, Ernst & Young (EY), questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the financial year ended 30 June 2023, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of EY in relation to the conduct of the audit.

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

### Item 2 – Remuneration Report

The Company has prepared a Remuneration Report for consideration and adoption by Shareholders. The Remuneration Report on pages 41-62 of the Company's Annual Report for the year ended 30 June 2023 sets out the remuneration policies of the Company and reports on the remuneration arrangements and outcomes for KMP, including the directors and executives of the Company. The 2023 Annual Report is available at [www.impedimed.com/about/investors/financial-reports/](http://www.impedimed.com/about/investors/financial-reports/).

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

#### Board recommendation

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

## Voting exclusion

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

- (a) any member or a former member of the KMP whose remuneration details are disclosed in the Company's 2023 Remuneration Report, or
- (b) a Closely Related Party of such a KMP,

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

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

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

## Item 3 – Re-election of Mr McGregor Grant

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

Clause 16.1 of the Constitution states that one-third of all Directors (excluding the Managing Director and Directors appointed during the year by the Board) must retire at every annual general meeting and are eligible to stand for re-election. The Directors to retire pursuant to clause 16.1 of the Constitution are the Directors (other than the Managing Director) who have held office the longest since being appointed or last being elected. In the case where Directors were elected on the same day, the Directors to retire are determined by agreement between the Directors, or a ballot. Further, ASX Listing Rule 14.4 states that a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer.

Mr McGregor Grant has elected to retire and offer himself for re-election at this Meeting.

Mr Grant was elected as a Director on 28 September 2023 and subsequently appointed as Chair of the Board. He also currently serves as Chair of the Audit & Risk Management Committee and the Nomination Committee.

Mr Grant has over 25 years' experience in a number of senior roles in the medical device and healthcare industries located in Australia and the United States. Most recently Mr Grant was the CFO and Company Secretary of Nanosonics Limited. In that role, he gained extensive commercial experience leading Nanosonics from start-up through growth and business maturation to become a successful global business with operations in North America, Europe and Asia Pacific.

Mr Grant has extensive international experience gained with Invacare as the Asia Pacific Finance Director, and Abbott Laboratories in a number of senior finance roles located in Australia and the United States. Previously Mr Grant worked for Coopers & Lybrand (now PwC) in Australia and Europe

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

Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition) (**ASX Principles**), the Board considers Mr Grant to be an independent director.

## Board recommendation

The Board (with Mr Grant abstaining) supports the election of Mr McGregor Grant and recommends that Shareholders vote FOR Mr Grant's re-election as a Director of the Company.

## Item 5: Re-election of Ms Christine Emmanuel-Donnelly

Ms Christine Emmanuel-Donnelly has also elected to retire and offer herself for re-election at this Meeting.

Ms Emmanuel-Donnelly was elected as a director on 28 September 2023. She currently serves as Chair of the Remuneration Committee and is a member of the Nomination Committee.

Ms Emmanuel-Donnelly is an experienced IP and business development professional having 35 years' experience locally and internationally.

Ms Emmanuel-Donnelly is a former Executive Manager of Business Development and Commercial at the CSIRO, where she led the management of CSIRO's IP team and IP portfolio for 14 years and managed the CSIRO equity portfolio for over 5 years. Prior to this role, Ms Emmanuel-Donnelly was in-house IP Counsel for Unilever in the UK and practised as a patent and trademark attorney for Wilson Gunn (UK), Davies Collison Cave and Griffith Hack in Melbourne.

Ms Emmanuel-Donnelly is also currently a non-executive director of Polynovo Ltd (PNV), Medical Developments International (MVP) and Pikcha Holdings Ltd, trading as Seminal. She was previously Vice President of the Institute of Patent & Trademarks Attorneys of Australia for over 2 years, having been on that Council since 2010.

Prior to submitting herself for re-election, Ms Emmanuel-Donnelly confirmed that she would continue to have sufficient time to properly fulfil her Director duties for the Company.

Having had regard to the ASX Principles, the Board considers Ms Emmanuel-Donnelly to be an independent director.

### Board recommendation

The Board (with Ms Emmanuel-Donnelly abstaining) supports the election of Ms Christine Emmanuel-Donnelly and recommends that Shareholders vote FOR Ms Emmanuel-Donnelly's re-election as a Director of the Company.

## Item 5: Election of Dr Michael Seiden

The Board appointed Dr Michael Seiden as an independent non-executive Director on 01 July 2023.

Clause 13.2 of the Constitution and ASX Listing Rule 14.4 states that a Director appointed to fill a casual vacancy holds office until the conclusion of the next annual general meeting but is eligible for election at that annual general meeting. In accordance with this requirement, Dr Seiden now retires from the Board and offers himself for election.

Dr Seiden is a Board Certified Medical Oncologist with a broad collection of leadership positions across the cancer care and business ecosystem, ranging from the science that underpins oncology drug development to the economics of cancer care delivery.

Currently, he serves as the CEO and Board Director of Gladius Therapeutics, a clinical stage oncology drug development company. Previous roles included serving as the president of The US Oncology Network, a McKesson owned company that includes the largest collection of community-based oncology care practices in the US. Prior to his role as President of US Oncology, Dr Seiden served as the senior vice president and Chief Medical Officer of The US Oncology Network. Before joining The Network, he served as CEO and President of Fox Chase Cancer Center, a National Cancer Institute-designated Comprehensive Cancer Center research facility and hospital in Philadelphia as well as a founding member of the NCCN. Prior to Fox Chase, Dr Seiden spent many years practicing oncology and conducting research at Massachusetts General Hospital and Harvard Medical School, where he served as Chief of the Clinical Research Unit and Associate Professor in Medicine at Harvard University.

Dr Seiden currently serves as a member of the Audit and Risk Management Committee, the Remuneration Committee and the Nomination Committee.

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

Having had regard to the ASX Principles, the Board considers Dr Seiden to be an independent director.

## Board recommendation

The Board (with Dr Seiden abstaining) supports the re-election Dr Michael Seiden and recommends that Shareholders vote FOR Dr Seiden's re-election as a Director of the Company.

## Chair's voting intention

The Chair of the Meeting intends to vote all available undirected proxies **FOR the resolutions in Items 2, 3, 4 and 5.**

## Glossary of key terms

<b>2023 AGM</b>	the meeting convened by the Notice
<b>A\$ or \$</b>	Australian dollars
<b>AEDT</b>	Australian Eastern Daylight Savings Time as observed in Sydney, Australia
<b>AGM or Meeting</b>	the meeting convened by the Notice
<b>ASX</b>	ASX Limited ACN 008 624 691
<b>ASX Principles</b>	ASX Corporate Governance Principles and Recommendations (4 <sup>th</sup> edition)
<b>Board</b>	the board of directors of the Company
<b>Closely Related Party</b>	as defined in section 9 of the Corporations Act
<b>Company or ImpediMed</b>	ImpediMed Limited ACN 089 705 144 (ASX code: IPD)
<b>Constitution</b>	the Company's constitution
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth)
<b>Directors</b>	the current directors of the Company
<b>Entitlement Time</b>	7.00pm (AEDT) on Tuesday, 28 November 2023
<b>Explanatory Memorandum</b>	the Explanatory Memorandum accompanying and forming part of the Notice
<b>Group</b>	the Company and subsidiaries of the Company.
<b>Items</b>	the resolutions set out in the Notice, or any one of them, as the context requires
<b>Key Management Personnel (or KMP)</b>	as defined in section 9 of the Corporations Act
<b>Listing Rules</b>	the Listing Rules of the ASX
<b>Notice or Notice of Meeting or Notice of Annual General Meaning</b>	this notice of annual general meaning and the Explanatory Memorandum accompanying the Notice and the Voting Form
<b>Proxy Deadline</b>	11.00am (AEDT) on Tuesday, 28 November 2023
<b>Related Body Corporate</b>	as defined in section 50 of the Corporations Act
<b>Remuneration Report</b>	the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2023
<b>Share</b>	a fully paid ordinary share in the capital of the Company
<b>Share Registry</b>	Link Market Services Limited
<b>Shareholder</b>	a holder of a Share
<b>Voting Form</b>	the voting form accompanying the Notice

## LODGE YOUR VOTE



**ONLINE**

<https://investorcentre.linkgroup.com>



**BY MAIL**

ImpediMed 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: 1300 554 474

Overseas: +61 1300 554 474



**X999999999999**

## VOTING FORM

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

**STEP 1** Please mark either A or B

**A**

**VOTE DIRECTLY**

elect to lodge my/our vote(s) directly (mark box)



in relation to the General Meeting of the Company to be held at **11:00am (AEDT) on Thursday, 30 November 2023**, and at any adjournment or postponement of the Meeting.

You should mark either “for” or “against” for each item. Do not mark the “abstain” box.

**OR**

**B**

**APPOINT A PROXY**

the Chairman of the Meeting (mark box)

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

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **11:00am (AEDT) on Thursday, 30 November 2023 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **the offices of Clifford Chance, Level 24, Brookfield Place, 10 Carrington Street, Sydney NSW 2000** or logging in online at [meetings.linkgroup.com/IPD23](https://meetings.linkgroup.com/IPD23) (refer to details in the Virtual Meeting Online Guide).

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

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

## 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

**STEP 2**

**Items**

2 Remuneration Report

**For Against Abstain\***

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Election of Dr Michael Seiden

**For Against Abstain\***

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Re-election of Mr McGregor Grant

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Re-election of Ms Christine Emmanuel-Donnelly

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



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

## 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).

**STEP 3**



## HOW TO COMPLETE THIS SHAREHOLDER VOTING 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.**

### VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – 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 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 Voting Form, including where the Items 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 Voting 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:

- on each of the first Voting Form and the second Voting 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
- 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 [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Tuesday, 28 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

<https://investorcentre.linkgroup.com>

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



#### BY MOBILE DEVICE

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

#### QR Code



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



#### BY MAIL

ImpediMed 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)